



# Request for Developer Qualifications for Transit-Oriented Development North Concord/Martinez BART Station

August 13, 2018

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**Project Website:** [www.bart.gov/TODNorthConcord](http://www.bart.gov/TODNorthConcord)

**RFQ Schedule:**

BART Issues RFQ	August 13, 2018
Pre-submittal Conference	August 20, 2018
RFQ Final Questions & Requests for Clarification Due	September 7, 2018
BART Response to RFQ Questions/Clarifications	September 21, 2018
Statement of Qualifications Due	October 5, 2018
Interviews Conducted (approximate)	November 5-6, 2018
Staff Recommendation to Board (approximate)	December 6, 2018

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## I. INTRODUCTION

The San Francisco Bay Area Rapid Transit District (“BART”) is pleased to announce the availability of property it owns at the North Concord/Martinez BART station (the “Station”) for private development. BART’s Station area property offering is located within the City of Concord (the “City”), the general location of which is depicted in [Figure 1](#).

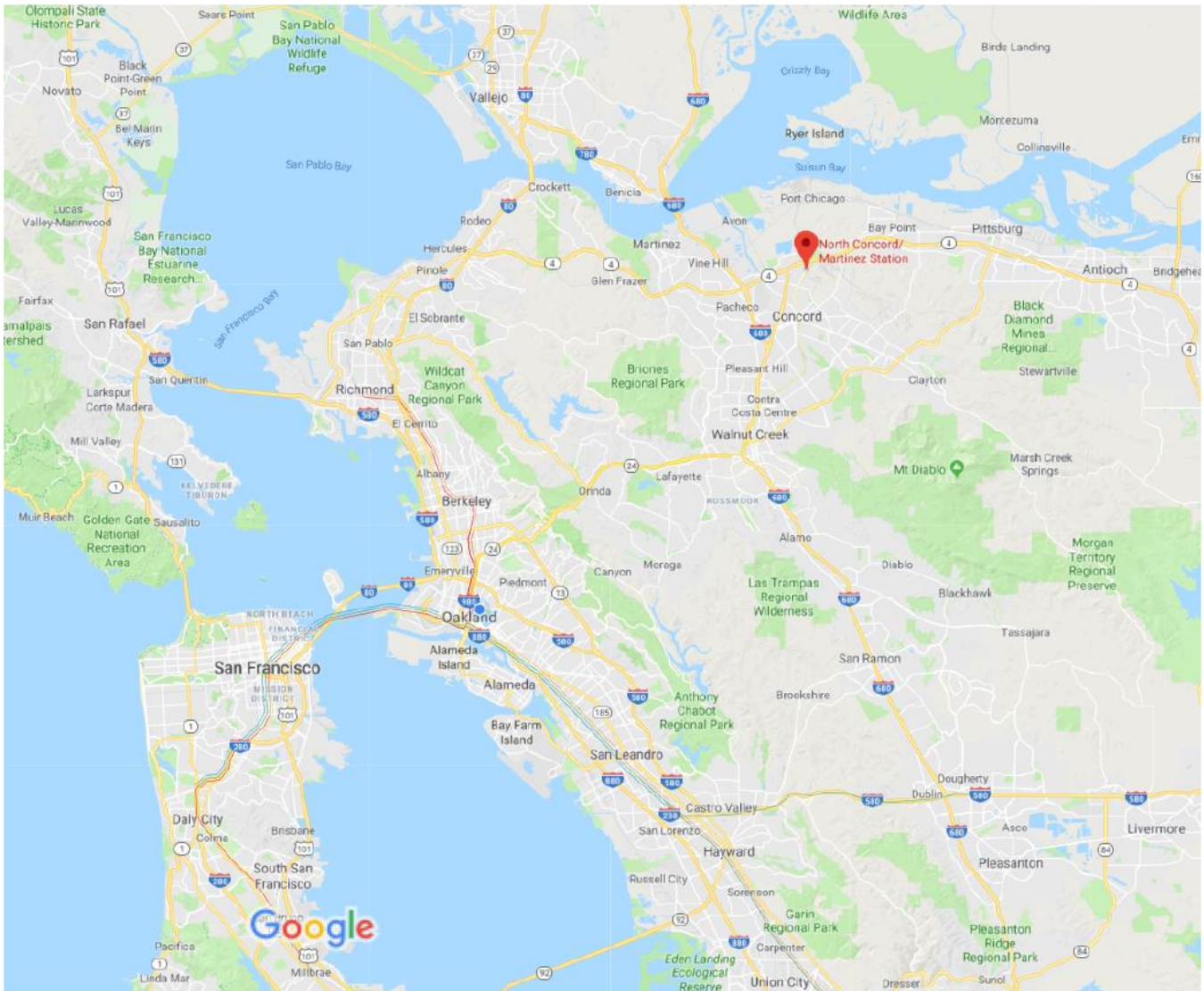
BART is offering its entire approximately 20-acre Station property as depicted in [Figures 2, 3 and 4](#) (the “BART Property”) to maximize flexibility to the development community. This property is currently encumbered as Station parking and an intermodal bus facility. Currently, the offering includes the following:

- BART surface parking lot and intermodal bus facility: approximately 20 acres
- Modification to the Station entrance and other Station buildings may be considered as part of the development if desired

BART’s offering is within the Transit Oriented Development (“TOD”) Core of the City’s 2012 Community Reuse Project Area Plan (“Area Plan”) and forthcoming Specific Plan (the “Specific Plan”). The Specific Plan, underway since 2017, consists of approximately 2,300 total acres that includes the former Concord Naval Weapons Station (CNWS) site identified for future development by the Area Plan, the BART Property and the adjacent Coast Guard Property immediately to the south of the BART Property. The City has selected Lennar/FivePoint (“FivePoint”) to be the Master Developer to develop the first phase of the Concord Reuse Project, consisting of approximately 500 acres of the Specific Plan Area.

BART is soliciting statements of developer qualifications as described in this document as a first step in identifying a development team to transform the BART Property into an exciting TOD project (the “Project”). Depending on submittals, BART may either (i) select a development team (“Selected Developer”) to immediately begin negotiations, (ii) request submittal of additional material by the pre-qualified development teams for ultimate selection for negotiations, and/or (iii) reject any and all submittals.

BART envisions TOD on its property would be logically designed and integrated with the TOD on adjacent properties in the Specific Plan area. For this reason, BART is seeking a development team prior to completion of the planning and environmental documents being prepared by the City so the development team can support BART in providing input on the Specific Plan and to ensure a cohesive transit-oriented community can be created on and beyond the BART Property.



**Figure 1: Location of North Concord/Martinez BART Station Property (“BART Property”) - Map © 2018 Google**

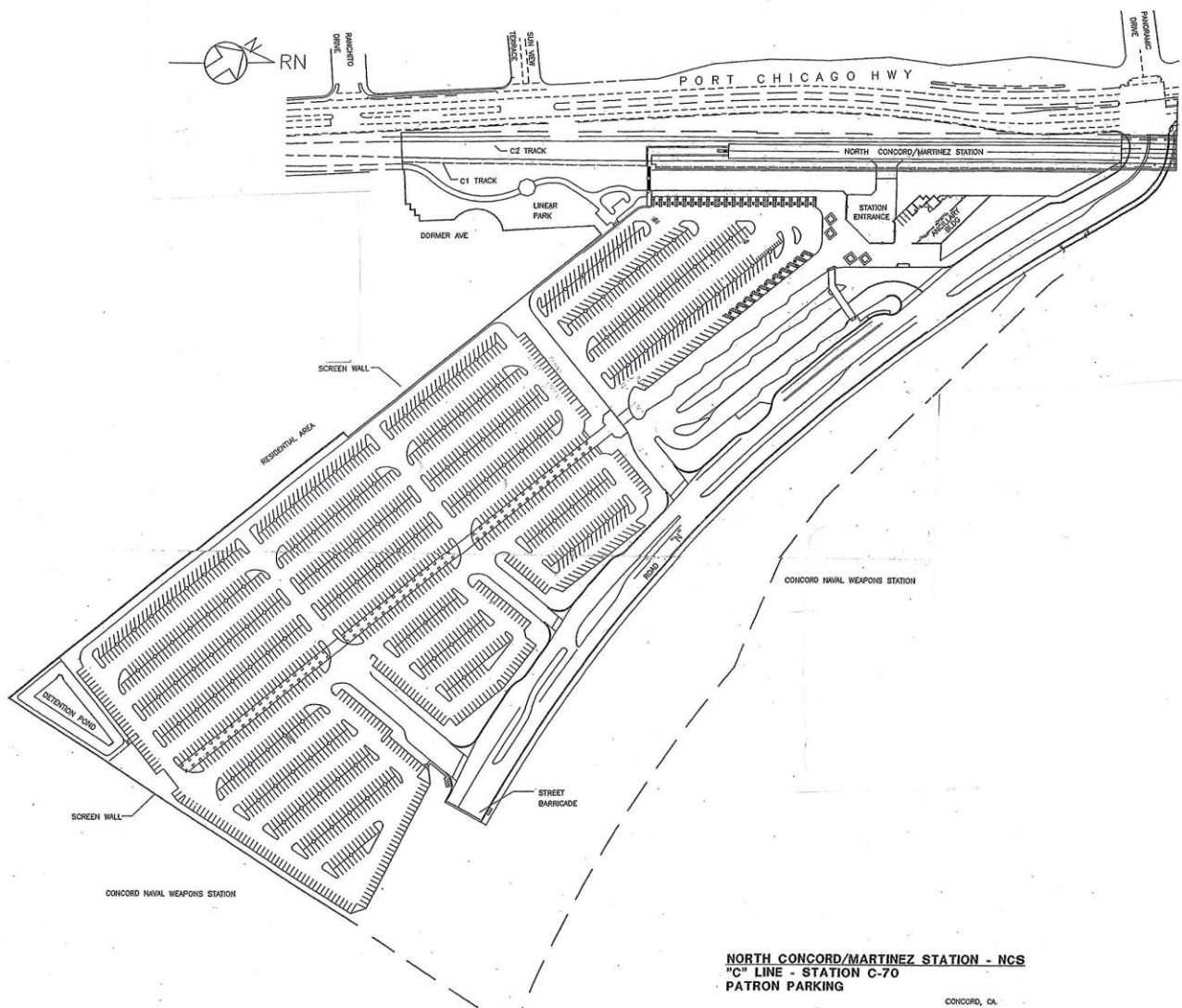
The BART Property is located on the northeast side of Concord contiguous with the former Concord Naval Weapons Station, which is envisioned to be one of the Bay Area’s largest mixed-use, transit-oriented development opportunities.



**Figure 2: Aerial View of the BART Property**



**Figure 3: The approximate area of the BART Property**



**Figure 4: Schematic Plan View of the BART Property**

**Please note:** Panoramic Drive, the road that accesses the Station, is City-owned and not part of the offering.

## II. SUMMARY OF THE OFFERING

### A. Property and Site Description

As depicted in Figures 2, 3 and 4, BART is offering its Station area property to afford the private sector with the greatest amount of flexibility in creating a mixed-use development project. For site planning purposes, the BART Property consists of the following:

- **BART Parking Lot:** The parking lot and intermodal bus facility are approximately 20 acres and consist of approximately 1,977 parking spaces and a bus intermodal facility with 12 standard bus bays. **Please note:** Panoramic Drive, the road that accesses the Station, is City-owned and not part of the offering.
- **Station Entrance:** Modification to the Station entrance and other Station buildings to integrate with the new TOD proposals may be considered as part of the development if desired.

See paragraph C.5 of this Section entitled “Use of Adjacent Lands within the Specific Plan” for a description of how other sites not owned by BART relate to the offering.

### B. Site Goals & Objectives

BART’s list of goals and objectives for this Project are summarized on the following page. These are not requirements for the Project, but are intended to make BART’s desired expectations clear and guide the Project from solicitation through construction. Additional detail on aspects of these Goals & Objectives affecting the design of the TOD are summarized below.



## North Concord Transit-Oriented Development BART Goals & Objectives

### A. Complete Communities

1. Support the overall Area Plan vision with the overall development program
2. Create high quality public spaces that enhance sense of place, offer amenities to all of Concord, and function as a gateway with seamless connections to the surrounding area
3. Design a pedestrian-scale street network that enhances the sense of walkability and safety in the area, aligned with BART's Multimodal Access Design Guidelines
4. Create a new, vibrant, mixed-use commercial center bringing jobs and local services to Concord

### B. Sustainable Communities Strategy

1. Catalyze sustainable development practices in North Concord's real estate market by introducing new development types
2. Upgrade BART infrastructure to create a gateway to the community, with a customer experience that is worthy of the magnitude of investment being made.
3. Maximize the allowable development envelope, integrating necessary BART facilities
4. Design access and parking elements to be adaptable to future transportation technologies and shared mobility options

### C. Ridership

1. Maximize BART ridership, especially with North Concord/Martinez as a destination stop
2. Locate transit-oriented jobs closest to the Station to facilitate BART commutes
3. Bring BART riders from the larger Specific Plan area and beyond by incorporating connecting transit and sustainable access modes near the Station entrance

### D. Value Creation and Value Capture

1. Deliver a feasible development that generates revenue from BART's land value to support BART operations
2. Participate in plan-wide financing efforts to fund public infrastructure
3. Deliver all TOD-related BART infrastructure modifications through private financing or outside sources of funds that support TOD

### E. Transportation Choice

1. Pursue a TOD that supports the station transition from "auto dependent" to "balanced intermodal" Station Access type – increasing share of non-driving riders
2. Improve access to the Station for BART patrons using the Station Access investment matrix as the guiding document
3. Minimize neighborhood traffic and congestion impacts. Ensure development parking meets BART's TOD guidelines. Aim for GreenTRIP certification or equivalent through shared, unbundled priced parking, transportation demand management

### F. Affordability & Equity

1. Ensure a minimum of 25% affordable housing within BART's allowable 360 residential units, for households earning 60% area median income or less
2. Support the local economy through project labor agreements for construction of Project
3. Aim for meaningful Small Business (SB) participation in the design and construction of TOD

## C. Additional Considerations

### 1. Replacement Parking

The BART Property currently accommodates 1,977 parking spaces that are utilized by BART patrons. As of August 2018, the BART parking lot at North Concord/Martinez does not fill up on most weekdays, with several hundred spaces available throughout the day. Prior to the opening of the BART to Antioch extension in May 2018, the typical fill time for the North Concord lot was 8:30am. As part of the required Access Study for the TOD, described in Section VIII.B of this RFQ, a replacement parking threshold for the site, up to 100% of the 1,977 spaces, will be confirmed. Staff will work with the Selected Developer and the City to establish a long-term replacement parking strategy which may include, but is not limited to, one or more of the following solutions: a) a stand-alone BART patron parking garage, b) on street BART parking spaces, c) shared parking with other uses, and/or d) parking lifts or new technology solutions to either accommodate parking or ensure auto-reliant BART patrons have adequate access to the Station. BART, the Selected Developer and the City will also develop an interim parking and transportation strategy to be utilized during the construction of the TOD to ensure BART patrons have continuous access to the Station.

BART and the Selected Developer will work together during negotiations to identify means of financing the construction of any replacement parking. BART is committed to proactively seeking outside funding and exploring innovative financing options to meet its replacement parking needs.

### 2. Transit Connectivity

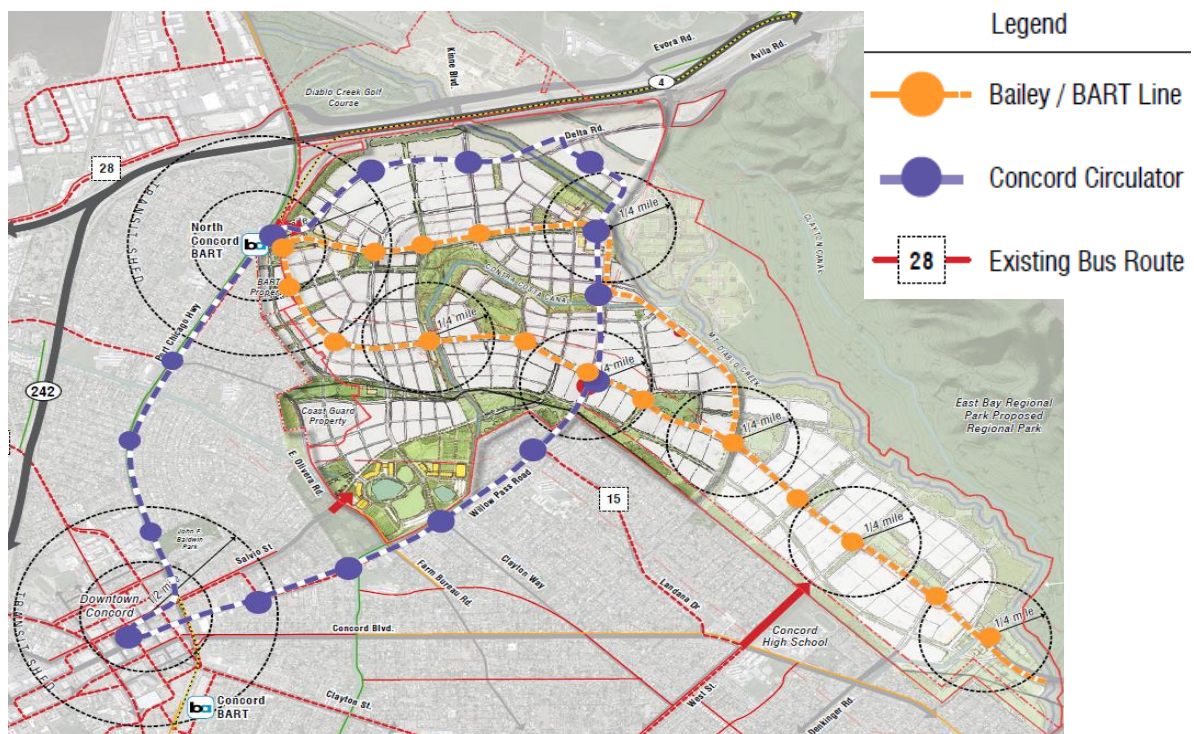
The BART Property is well served by regional transit, with BART trains serving the Station approximately every 15 minutes in both directions on weekdays from 5am-8pm, and every 20 minutes in both directions on weekdays from 8pm-12:30am and throughout the day and evening on Saturdays and Sundays. With BART's planned fleet expansion, service expansion, a new train control system and other system upgrades, BART anticipates that by 2026:

- Approximately 25% more peak hour train cars will serve the Station
- Trains will serve the Station on average every 12 minutes during the morning and afternoon peak periods and every 15 minutes during the off-peak periods (evenings and weekends)

From the Station, travel times by BART are 12 minutes to Walnut Creek station, 34 minutes to 19th St/Oakland station, and 47 minutes to Embarcadero station in downtown San Francisco. As the anticipated zoning for the area assumes creation of a new job center, it is also worth noting that the travel time from Antioch on BART is 12 minutes.

There are twelve standard bus bays located on BART Property; only two bus lines currently serve the Station. The Station was planned for an end-of-line service prior to the opening of the Pittsburg-Bay Point station, and subsequently, the eBART extension that opened in May 2018. The number of bus bays required in the future is expected to be less than twelve and would be confirmed as part of the Access Study (see Section VIII.B). BART is open to a complete redesign of the existing bus facility, and seeks a flexible development concept that would provide convenient access to bus lines while preserving flexibility for evolving curb use over the coming decades.

The Specific Plan envisions frequent transit circulation throughout the area and connecting to Downtown Concord (see Figure 5). While the Specific Plan includes evaluation of larger area circulation and new transit connectivity, BART staff will work with the Selected Developer to ensure that the site design seamlessly accommodates any transit, pedestrian and bicycle connectivity with the larger area. This will include the Station-specific access study work required as part of any future Exclusive Negotiating Agreement (“ENA”, discussed in Section II.E herein).



**Figure 5: CNWS Transit Access Concept – Draft (As of November 11, 2017)**

### 3. Land Use Regulations / Specific Plan

The City is in the process of a Specific Plan effort which will regulate the land use and infrastructure expectations for this site and beyond. Overall, the City envisions up to 6.1 million square feet of commercial space and up to 12,200 housing units in the Specific Plan area, as per the 2012 adopted Area Plan. The Area Plan stipulates that the 55-acre TOD

Core portion of the Plan Area, which includes the 20-acre BART Property, should accommodate up to 700 housing units and 3 million square feet of commercial. Based on discussions to date with the City, the BART Property itself is envisioned to include:

- 360 residential units
- 800,000 sq. ft. of commercial (and office) space
- A multi-modal transit plaza, patron drop-off/pick-up area, taxi loading zone and adequate ADA parking areas
- Up to 100 percent replacement parking for BART patrons may be accommodated on BART Property or on Adjacent lands, subject to negotiation with other landowners.

Figure 6 illustrates a draft conceptual design for the Specific Plan area and the BART Property as of June 6, 2018.

In development concepts explored to date, 15-35% of the parking associated with the commercial development program on BART Property has been planned to be accommodated off site on adjacent lands (see “Use of Adjacent Lands within the Specific Plan” in paragraph 5 below). Figure 7 shows a sample development concept for the BART Property having a portion of this parking located off BART Property.

Several different site layouts have been explored as part of the Specific Plan to accommodate the program on the 20-acre BART Property. These can be reviewed online:

January 31, 2018 Holbrook Neighborhood Presentation:

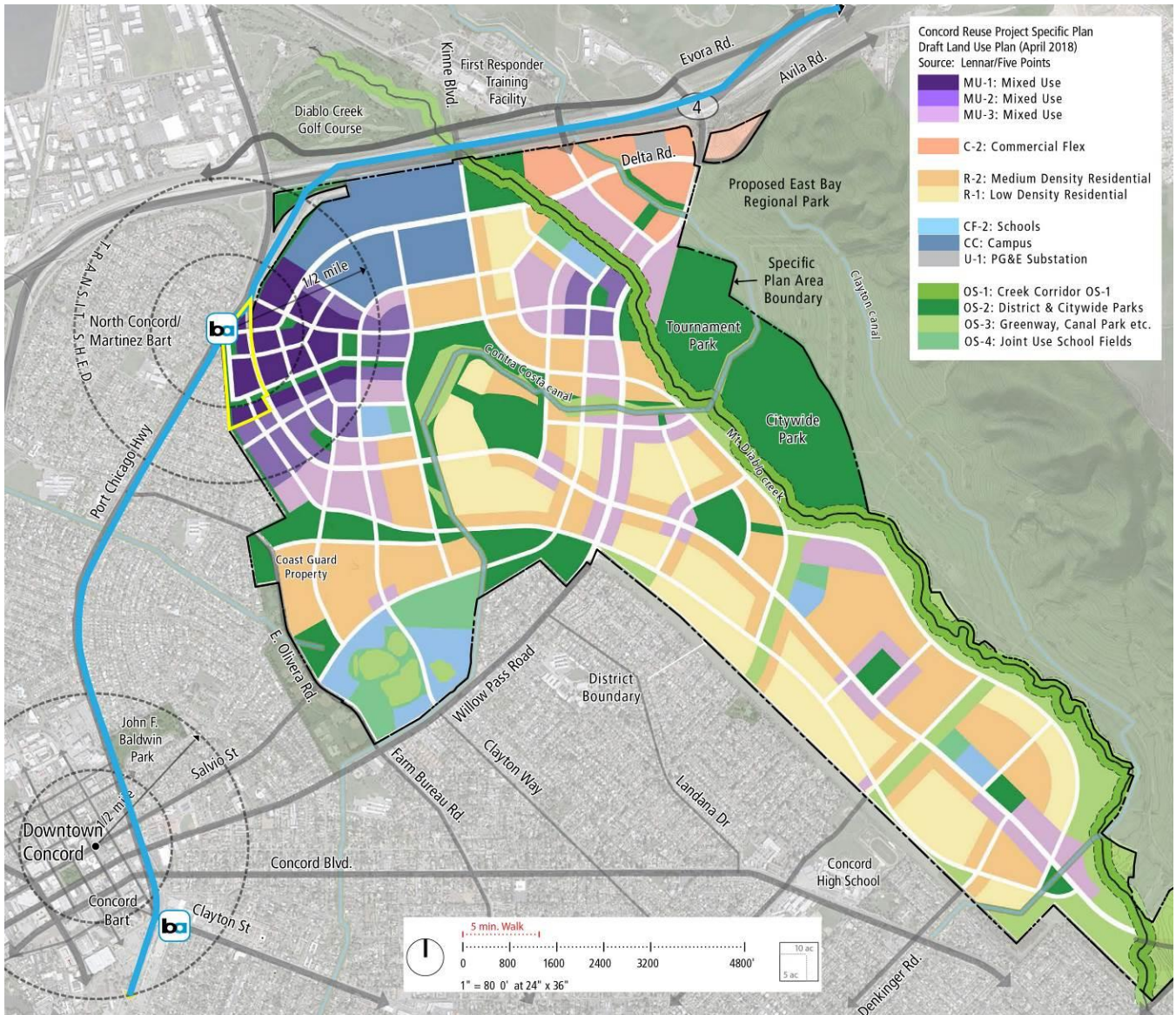
<http://www.concordreuseproject.org/DocumentCenter/View/1408/2018-01-31-Lennar-CRP-Sun-Terrace-16-049-Presentation>

March 13, 2018 CAC Meeting:

[http://www.concordreuseproject.org/DocumentCenter/View/1421/2018-03-13-CRP-CAC---BART-TOD\\_Final](http://www.concordreuseproject.org/DocumentCenter/View/1421/2018-03-13-CRP-CAC---BART-TOD_Final)

June 6, 2018 City Council Meeting

<http://www.concordreuseproject.org/DocumentCenter/View/1622/2018-06-06-CRP-Study-Session-Staff-Report-2a>



**Figure 6: Draft Conceptual Design for the Specific Plan area and the BART Property (As of June 6, 2018)**

#### 4. Greenway

The Area Plan included a greenway of an unspecified width between TOD at the Station and nearby existing homes. The greenway was intended to provide a transition to the existing neighboring residential development and to provide space for pedestrian and bicycle connections to the Station. Greenways ranging from 25 feet to 100 feet in width have been explored to date. The exact width, nature, and design of the greenway has not been confirmed. Some members of the public have expressed concerns about the impact of the future development on existing adjacent residential areas, including perceived negative impacts related to noise, privacy, shadow, traffic and views.



Figure 7: Sample development concept from in-progress Specific Plan for the BART Property showing a portion of the parking associated with the commercial development located off BART Property (Jan. 31, 2018 Holbrook Neighborhood Presentation).

5. Use of Adjacent Lands within the Specific Plan

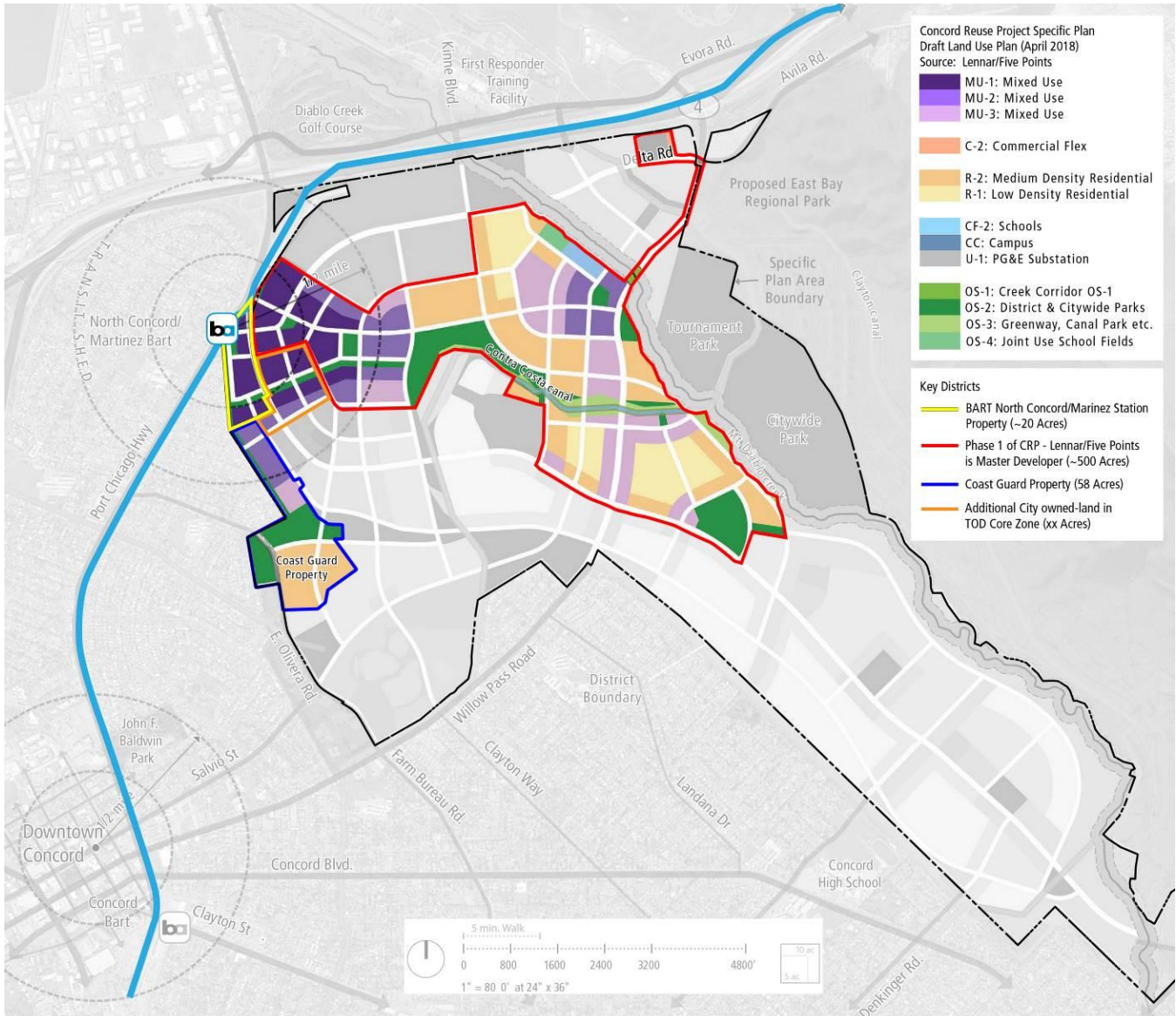
The BART Property is located adjacent to three distinct areas within the Specific Plan boundary (see Figure 8):

- To the east, the 500-acre Phase 1 area of the Concord Reuse Plan, owned by the City of Concord, and being developed by FivePoint
- To the south, the 58-acre Coast Guard Property, to be developed by the City of Concord
- The “Phase II TOD Site”, an approximately 20-acre site that is within the “North Concord TOD” zone (the highest density area) of the in-progress Specific Plan, but outside the Phase I boundary being developed by FivePoint

The Selected Developer could choose to negotiate with any of the owners and/or developers of these three sites in order to pursue development on the BART Property and achieve the goals outlined in this solicitation and the goals of the Area and Specific Plans.

In particular, some of the parking needs for the development program associated with BART Property – either the BART replacement parking, or parking associated with the commercial, residential, or retail uses – could potentially be located on adjacent sites either temporarily

or permanently, should the Selected Developer be interested and capable of negotiating an agreement with adjacent owners/developers. For example, the sample development concept referenced in paragraph 3 above assumed that 15-35% of the parking associated with the new commercial development could be located on interim surface parking lots on adjacent parcels, and that this parking could potentially be used in order to phase a new parking structure.



**Figure 8: Location of BART Property and other Key Districts within the Specific Plan Area (As of June 6, 2018). The highlighted areas are part of Phase 1 of the Specific Plan.**

Acknowledging that the size of a future greenway on the BART Property will have an impact on the total amount of development that can be accommodated on the BART Property and, if required to be beyond a certain size, could render TOD infeasible without some mitigation, the concept of a “land swap” of City-owned land and BART Property to accommodate a greater setback from existing homes has been proposed by members of the public. The

Selected Developer would be expected to participate in discussions between the City and BART to determine if such a “land swap” would be appropriate, desirable, or feasible in order to meet the objectives of the Area Plan and of BART’s TOD Program. As described in Section VI.F herein, the prospective Development Teams are requested to specifically comment on the appropriate treatment and width of a greenway.

6. Affordable Housing

Pursuant to BART’s TOD Policy and Affordable Housing Policy, the residential component of development at any given station will be required to contain a minimum of twenty percent (20%) of residential units with a preference for to low- and very low-income households as defined by the US Department of Housing and Urban Development. However, BART’s goal for this Station is a minimum of twenty-five percent (25%) affordable units affordable to low- and very-low income households, which is aligned with the City’s Area Plan requirements.

**D. Short-Term Developer Involvement in Specific Plan**

FivePoint has contracted with Hart Howerton, a land use planning firm, to develop a Specific Plan that encompasses the entire Concord Naval Weapons Station property, the BART Property and the Coast Guard Property. It is expected that a draft Specific Plan will be released in Winter 2018/2019 for review, and that hearings for plan adoption and EIR certification would take place in mid/late 2019. As noted in Section VIII, *Pre-Development Costs*, the Selected Developer would be expected to reimburse the City for the pro-rata share of expenses incurred in developing these planning and environmental documents as a term to be included in the ENA with BART.

In the short term, the Selected Developer for the BART Property would share with BART several responsibilities:

- Review and provide comments on the draft Specific Plan and environmental documents
- Partner with BART in negotiations with the City and FivePoint to ensure that plans for the BART Property could result in a viable development
- Represent development interests on the BART property in additional negotiations. For example, further work will also be completed in 2019 on identifying infrastructure needs for the entire area and establishing a financing strategy.



### III. SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT (BART)

BART operates approximately 110 miles of rapid rail service, serving 48 stations in four core counties of the Bay Area (Alameda, Contra Costa, San Francisco, and San Mateo Counties). BART is planned to begin service to Santa Clara County in 2019, serving two new stations at Milpitas and Berryessa, and is planned to be extended to Downtown San Jose by 2026.

#### A. BART Policies Affecting Transit-Oriented Development

##### 1. General

BART is the steward of a large-scale public investment which includes important real property assets essential to BART's operation. These assets also contribute to the ongoing financial viability of the transit system. By promoting high quality, intensive development on and near BART-owned properties, the District can increase ridership in areas where BART has capacity, support long-term system sustainability, and generate new revenues for transit. BART's Transit-Oriented Development (TOD) goals, as contained in the District's TOD Policy (see BART's website [www.bart.gov/TOD](http://www.bart.gov/TOD)) adopted by the BART Board of Directors on June 9, 2016, consist of:

- A. *Complete Communities*. Partner to ensure BART contributes to neighborhood/district vitality, creating places offering a mix of uses and incomes.
- B. *Sustainable Communities Strategy*. Lead in the delivery of the region's land use and transportation vision to achieve quality of life, economic, and greenhouse gas reduction goals.
- C. *Ridership*. Increase BART ridership, particularly in locations and times when the system has capacity to grow.
- D. *Value Creation and Value Capture*. Enhance the stability of BART's financial base by capturing the value of transit, and reinvesting in the program to maximize TOD goals.
- E. *Transportation Choice*. Leverage land use and urban design to encourage non-auto transportation choices both on and off BART property, through enhanced walkability and bikeability, and seamless transit connectivity.
- F. *Affordability*. Serve households of all income levels by linking housing affordability with access to opportunity.

Additionally, the BART Board adopted quantifiable performance targets for the TOD Program on December 1, 2016. These targets can also be found online at [www.bart.gov/TOD](http://www.bart.gov/TOD). Most notably, BART aims to produce 20,000 housing units and 4.5 million square feet of office/commercial space on its properties by 2040, with a goal that 35% of housing built on BART properties, or 7,000 units, will be affordable. The targets establish a system-wide parking maximum of 0.9 spaces/unit and 1.6 spaces/1,000 square feet of office for BART properties. Additionally by 2040, the targets state that ¾ of BART TOD projects will incorporate Transportation Demand Management (TDM) programs to reduce vehicle trips.

## 2. Project Stabilization Agreements, Small and Local Businesses, and Prevailing Wages

On November 17, 2011, the BART Board adopted a policy requiring Project Stabilization Agreements (PSA) with Local Hire Provisions on TOD Projects (refer to Appendix I of BART's TOD Guidelines). The Policy, in part, requires that, to the extent allowed by law, BART's Selected Developer will enter into a PSA as defined in the policy.

BART is also committed to fostering opportunities for small and local businesses and will work with developers to facilitate connections with relevant, certified small businesses seeking to work on the Project.

Lastly, depending on the provisions of any ground lease that may be entered into relating to the Property, the construction of the development may be required to comply with the California Labor Code provisions relating to prevailing wages on public works projects (Labor Code sections 1720 *et seq.*).

## 3. Affordable Housing

While the TOD Policy and Performance Targets establish a 35% affordability goal for the entire BART TOD Portfolio, the BART Board also adopted an Affordable Housing Policy on January 28, 2016. The Policy requires at least 20% of all units on BART property at any given station to be affordable, with a priority for residential units affordable to very low- and low-income households. However, note that BART expects this development to meet a 25% affordability threshold established by the Area Plan as stated in the Section II.C.6. The policy requires BART to evaluate proposals during the solicitation process on the basis of quantity and depth of affordability.

## 4. TOD Guidelines

A full summary of BART's policies and expectations related to transit-oriented development on and beyond its property can be found in the BART TOD Guidelines, available at <http://www.bart.gov/about/business/tod/guidelines>.

## 5. Regional Water Quality Control

The Project will be required to comply with the Regional Water Quality Control Board (RWQCB) requirements set forth for both storm water quality and 100% trash capture. BART maintains a permit for storm drain management through a modified MS4 (municipal separate storm sewer system) permit issued by the RWQCB. The Project will be required to comply with all aspects of this permit and to enter into a maintenance agreement for storm water management that will include submitting annual reports and water quality sampling results for the life of the Project.

## 6. Additional Resources

The following links provide resources outlined in the RFQ as well as additional resources that may be useful to prospective development teams.

- General Guidelines for Design and Construction Over or Adjacent to BART's Subway Structures: [http://www.bart.gov/sites/default/files/docs/Gen\\_Guide\\_Subway\\_062012.pdf](http://www.bart.gov/sites/default/files/docs/Gen_Guide_Subway_062012.pdf)
- Station Profile Study: <http://www.bart.gov/about/reports/profile>
- Station Access Policy: <https://www.bart.gov/about/planning/access>
- TOD Policy, Performance Targets, and Guidelines: <http://www.bart.gov/about/business/tod/guidelines>
- Affordable Housing Policy: [http://www.bart.gov/sites/default/files/docs/C-%20Affordable%20Housing%20Policy%20Adopted%201-28-16\\_0.pdf](http://www.bart.gov/sites/default/files/docs/C-%20Affordable%20Housing%20Policy%20Adopted%201-28-16_0.pdf)

## B. The BART Joint Development Process

### 1. Agreements between BART and the Selected Developer

BART and the Selected Developer will first execute an Exclusive Negotiating Agreement (ENA) outlining the parties' responsibilities with respect to the process of negotiating and executing any and all pertinent agreements for the BART Property and the Project, which may include, but are not limited to: 1) lease option agreement; 2) ground lease(s); 3) maintenance agreement(s); 4) construction agreement(s); and 5) any other applicable agreement(s). To develop the Project, the Selected Developer is expected to entitle the BART Property through the City of Concord's entitlement process, discussed in Section V herein.

**Please note:** a parcel map will be required to parcel off the Station area from the portion of BART property not in this offering.

### 2. Ground Lease

As BART service confers a range of benefits on surrounding property, and BART and the region's physical needs and interests change over time, BART's TOD Policy indicates a preference of ground leases for 66 years or less. BART expects to negotiate the terms of a ground lease with the Selected Developer.

### 3. Access Study

The proposed development will be built in an operating high capacity transit environment and BART patron access during and after construction is a high priority for BART. For this reason BART will lead an Access Study to be reimbursed by the Selected Developer as described in Section VIII.B of this RFQ.

This study will:

- Establish an adequate level of replacement parking that can respond to the long-term needs of the Station catchment area, and lay out funding and financing options.
- Identify pedestrian and bicycle circulation enhancements required to ensure long term functionality and capacity of the Station entrances.
- Identify on-site and area multimodal transportation improvements to ensure the Project adequately incorporates access from the community to the Station (with a focus on walk, bike, and transit access). This work will be coordinated with the City of Concord's separate required transportation impact study.
- Identify transportation demand management principles to reduce project parking demand and minimize project-based vehicle miles traveled.

#### 4. Design Review

The Project will be subject to the City's standard design review procedures described in Section V of this RFQ. However, to the extent that the Project impacts BART service or operations (e.g. station access either during or after construction, passenger safety, station and intermodal facilities, utility lines, long term facilities expansion needs), BART staff from relevant impacted departments will review the design of the Project. As with a City design review, the Selected Developer is expected to reimburse BART for staff review time to address possible impacts.

## IV. CONCORD REUSE PROJECT AREA PLAN AND SPECIFIC PLAN

The Concord Reuse Project Area Plan (“Area Plan”) is located over the former Concord Naval Weapons Station (CNWS) site at the southeast quadrant of Port Chicago Highway and Highway 4 in northeastern Concord. New uses for the CNWS will provide many positive, long-lasting benefits for the people of Concord. After the base was closed in 2005, residents, stakeholders and the City of Concord came together over several years to decide how the property should be developed. After seven years of meetings and public workshops, and with the oversight of a 21-member advisory committee, the Concord Reuse Project Area Plan was adopted in 2012.

The overarching project goals agreed upon by the community for the Concord Reuse Project include:

- Identity as a world class project
- A balanced approach to conservation and development
- Economically viable and sustainable development
- High quality of life for all residents of Concord

The plan calls for over 65% of the area to be reserved for parks, trails and open space and for Mt. Diablo Creek to be restored. The plan includes a tournament sports facility and a campus district. Housing, office and retail are to be clustered around the Station and along Highway 4, with single family homes, townhouses, schools, community centers, green buffers and parks bordering the existing neighborhoods on the south side of the project.

After a competitive selection process, the City selected Lennar Concord, LLC (“FivePoint”) as the Master Developer for Phase One, representing 500 out of the total 2,300 acres to be developed. The remainder of the CNWS site will be developed in subsequent phases.

The City has been working with the Navy to prepare for the transfer of ownership of the CNWS land to the City. In late 2016, the City began work with FivePoint to prepare (i) a specific plan for the 2,300 acres of developable land within the Area Plan; (ii) an infrastructure master plan for the Area Plan (“Infrastructure Master Plan”) which may or may not be incorporated within the Specific Plan; and (iii) an accompanying project, program, supplemental or subsequent environmental impact report(s) or other document (“City CEQA Document”) evaluating the potential impacts of the development project described in the Specific Plan and Infrastructure Master Plan prepared in accordance with the requirements of the California Environmental Quality Act (“CEQA”) and implementing regulations and guidelines. The Specific Plan will be reviewed by the Community Advisory Committee, the community at large, and the Planning Commission and City Council prior to Council adoption.

The Specific Plan will bring the Area Plan to life by designing the layout, uses, and features of development, implementing the Area Plan’s standards and policies. While the Area Plan sets the vision and standards for development on the base, the Specific Plan will provide detailed guidance for how the site will look and feel. The Specific Plan will guide development of the entire developed area, including FivePoint’s Development Phase One (approximately 500 acres) and the BART Property. Detailed information about the Area Plan can be found at [www.concordreuseproject.org](http://www.concordreuseproject.org).

## A. Status of Entitlements

The Concord Reuse Project Specific Plan and EIR are currently underway and will include a project-level Environmental Impact Report for the Project, and are anticipated to lead to entitlements consistent with BART's proposed Land Use program as outlined herein. The Specific Plan and EIR and associated entitlements are expected to be complete in mid/late 2019.

For further information, on the anticipated development program, please refer to the June 6, 2018 City Council Meeting materials:

<http://www.concordreuseproject.org/DocumentCenter/View/1622/2018-06-06-CRP-Study-Session-Staff-Report-2a>

## B. Reuse Plan Goals and Policies

In August 2006, the City Council adopted goals and guiding principles to guide the preparation of the Reuse Plan (a federally-required document that preceded the City's Area Plan), listed at [www.concordreuseproject.org](http://www.concordreuseproject.org). These goals and guiding principles were developed by the community through a series of community workshops. They address planning considerations; community development; parks, recreation and open space; economic development; and transportation.

## C. Area Plan

The Area Plan reflects the Reuse Plan's goals and concepts developed with the community, but converts them into policies and standards for land use, transportation, environmental protection, labor agreements, affordable housing, and public safety. To organize all this information, the Area Plan consists of three books describing the overarching vision and standards, detailed policies, and a climate action plan.

Book 1 provides an overview of the vision for the future of the CRP planning area. It focuses on the land use and circulation plan, site development standards, and principles for community design and mobility. It also includes overviews of technical topics covered in more detail in Book 2.

Book 2 covers topics in greater detail, capturing key results of the community planning process and prior environmental review. The chapters provide background and policies specific to the CRP planning area by topic:

- Transportation and circulation
- Conservation and open space
- Safety, health, and noise
- Community facilities and parks
- Utilities

Book 3 presents the approach to reducing greenhouse gas emissions associated with development of the CRP Area Plan. It includes strategies in the four substantive categories, including transportation, green building, etc. to reduce development's impact on the climate.

#### **D. Specific Plan Goals and Policies**

The goals and policies for the Concord Reuse Project Specific Plan (“Specific Plan”) will be aimed at transforming the Community Reuse Project Area into a vital mixed-use district that creates an appropriate gateway to the city, promotes economic development and fiscal benefits to the community, and provides a complementary relationship with adjacent neighborhoods, the Station and the downtown.

The Specific Plan, currently being prepared, will establish policies that guide the location, intensity and character of land uses; the circulation pattern and necessary infrastructure improvements to support development; the organization and design of the area; and the implementing actions required to realize the plan’s vision and policies. The Specific Plan will contain objectives and policies, divided into the following categories: Land Use, Circulation and Parking, Utilities and Public Services, and Community Design. Prospective developers should review available documents related to the Area Plan and Specific Plan at [www.concordreuseproject.org](http://www.concordreuseproject.org).

It is BART’s expectation that, upon selection of its Selected Developer, that Selected Developer will have the opportunity provide critical feedback on the Specific Plan and its proposed policies for BART Property prior to Specific Plan being finalized, in order to ensure that the Selected Developer’s program and the Specific Plan are compatible and provide a framework for a successful Project.

Key elements of the Specific Plan are summarized below.

##### **1. Land Use**

The land use element of the Specific Plan will set forth the type, location and intensity of land uses to be accommodated within the Area Plan. The BART Property will be designated as Transit-Oriented Development Mixed-Use. It is intended to provide opportunities for higher intensity residential and office uses that will create a vibrant mixed-use activity center immediately adjacent to the Station. Elements of the Specific Plan pertinent to the BART Property will include the following:

- In order to reinforce the significant public investment that has been made in transit, the Specific Plan will require higher intensity development to be located in the immediate vicinity of the Station.
- The Specific Plan will require the concentration of office development (up to 800,000 square feet) on the BART Property to provide a location for employment that is transit accessible and to encourage the infusion of a daytime population that could support the Specific Plan area businesses.
- The Specific Plan will require the development of up to 360 multi-family residential units on the BART Property.

- The Specific Plan will encourage active ground level uses that contribute to a safe and lively pedestrian environment.

## 2. Circulation and Parking

The circulation element of the Specific Plan will describe the program of transportation improvements that will be necessary to support new development in the Station area. The program will encourage improvements to the Station area that will make travel by foot, bicycle, bus and transit more efficient and attractive. The Specific Plan may include the following elements:

- Submitted development plans may include project-specific traffic studies that address, at a minimum, the following:
  - Collection of existing traffic counts;
  - Traffic volumes and LOS analysis for all relevant study area intersections; and
  - Traffic operations analysis of the proposed development site, considering parking areas, ingress and egress, queuing, and pedestrian and transit access.
- Provide secure and conveniently located bicycle parking facilities in new office buildings in order to encourage the use of bicycles for work trips.
- Provide up to 1,977 parking spaces to replace existing surface parking spaces at the Station.
- Encourage the shared use of commuter parking at the Station. There is an opportunity to establish uses that peak during the evenings and weekends that could utilize the reservoir of parking.
- Establish a parking program to serve the new development on the BART Property that includes the following parking ratios:
  - Transit-oriented office (within 800 feet of the Station) – maximum 2.5 spaces/1,000 gross square feet (gsf)
  - Residential – maximum 1.0 spaces/dwelling unit
- Promote redevelopment of the BART Property to create a more intensive activity center around the Station, and a more attractive visual gateway to the community.
- Provide incentives to employees in new office development to use alternative modes of transportation. Such incentives could include transit subsidies, a transportation coordinator to provide commuter information to employees, and preferential parking for vanpools and carpools. Corresponding disincentives for single-occupant vehicle use should also be considered, including paid employee parking charges.

## 3. Master Infrastructure Plan

The Specific Plan area is located in an underutilized area of the City and requires extensive master utility and services installed as part of the development process. The former CNWS has been closed for many years and has almost no existing infrastructure. The BART Property is located between the CNWS and existing residential units. Intense coordination with FivePoint, the master developer of Phase One of the Specific Plan area, is required. It is anticipated that the Specific Plan will confirm the locations and scale of major infrastructure



(utilities, roads, etc.) serving the BART Property from all sides, however the layout and design of infrastructure within the BART Property is flexible and can be adjusted based on the Selected Developer's land use concept.

#### 4. Community Design

The community design element will provide the basis for transformation of the Specific Plan area, setting forth policies for the improvement of public spaces and streetscapes as well as development standards and design guidelines for private development. Again, coordination with FivePoint is required to ensure these elements are appropriately designed into the Project for smooth transitions to and from the adjacent development areas of the Specific Plan and the BART Property.

## V. CITY OF CONCORD ENTITLEMENT PROCESS

### A. City's Role as Lead Agency and Land Use Entitlement Authority

The City will serve as lead agency pursuant to CEQA for the required environmental review of the Specific Plan and for any project proposed for the BART Property and/or the Specific Plan.

### B. Expedited Entitlement Processing

Promptly following approval of a Specific Plan which includes the BART Property, the City may establish an expedited entitlement process for development of the BART Property with costs thereof to be paid by BART's Selected Developer (such costs are discussed in Section VIII.C.). The expedited entitlement process will be developed collaboratively with BART and will include, among other items, a requirement that any outside planning firm(s) retained by the City to expedite processing of land use approvals and permits, and the terms under which such firms will be hired and compensated, shall be mutually acceptable to City and BART.

The following approvals will likely be required for the property:

- **Preliminary Review Process** – Applicant will submit a preliminary review application that is reviewed by a staff committee.
- **Environmental (CEQA) Determination** - City staff will determine the necessary environmental document anticipated to be prepared, based on the preliminary review and consistency with the Specific Plan.
- **Site Plan and Architectural Design Review** - The City's Design Review Board will review the architectural merits of the Project in relation to the Specific Plan Design Guidelines for conceptual design review.
- **Formal Submittal** – After comments are received from City staff, the applicant will submit a formal application for review. The application will be reviewed for completeness and a staff letter will be prepared to document staff comments.
- **Environmental (CEQA) Document Preparation** – City staff will prepare an environmental document based on a Project review. It is anticipated that the City will prepare a Mitigated Negative Declaration under the CRP Specific Plan EIR.
  - **Planning Commission** – Meetings (both Study Sessions and Public Hearings) will be scheduled with the Planning Commission that will approve or deny Site Plan and Use Permit (as appropriate) and/or Architectural Design Review, review any amendments to the Specific Plan and the environmental document and make a recommendation to the City Council, if required. Any comments or recommendations will be incorporated into the City Council staff report.
  - **City Council** – The City Council will approve or deny the environmental document, Site Plan and/or Architectural Design Review, as required.



- **BART Board of Directors** – The BART Board of Directors will evaluate the City’s environmental document in determining whether or not to approve the use of the BART Property for the Project.

Any questions about City policies or processes should be directed to City of Concord, Community Reuse Project, at (925) 671-3001; 1950 Parkside Drive, Concord, CA 94519.

## VI. SUBMITTAL REQUIREMENTS

Please submit clear and concise responses with the information requested below, including a table of contents at the front of the response. With the exception of site plans, which may be as large as 11" x 17", submittals should be on letter sized (8 1/2" x 11") paper. Statements of Qualification should be organized as follows.

### A. Transmittal Letter

The transmittal letter should include the following information:

- Name, address, telephone and fax numbers, etc. for the lead development company.
- Legal structure of lead development company or anticipated entity (e.g., corporation, joint venture, limited partnership, etc.), and date of legal establishment.
- Name, title, address, telephone number, fax number, and e-mail address of the person designated as the primary contact for the lead development company.
- Names and relationships of all companies included in the Statement of Qualification submittal (e.g., economic consultant, architect, cost estimator, etc.).

### B. Development Team Summary

BART does not require respondents to identify at this time all the professionals that might eventually be involved in the Project. However, to the extent that team members can be identified to ensure your team addresses the submittal requirements, evaluation criteria, and fulfilling short term needs identified in the Statement of Qualifications, please do so by providing the following information for each member of your team.

- Team members (firms) as known and an organizational chart identifying roles and responsibilities, covering essential activities to be evaluated.
- Identification of key team members and project manager or managers, and up to a two-page resume for each of these individuals.
- Description of core business activities of each team member.
- Number of years in business for each team member.
- Number of full-time employees for each team member.
- Supplemental materials such as company brochures, for each team member.

If the lead development company is a joint venture, provide information on each partner and a description of prior working relationships.

### C. Small Business Participation

BART strongly encourages Small Business (SB) participation in all phases of the Project. Proposers should take all steps necessary to provide an equal opportunity for SBs to participate, including, but

not limited to performing the following during this solicitation phase and/or, if selected, throughout the development process as noted:

- Outreach to Small Businesses (solicitation/development).
- Advertise in publications anticipated to reach Small Businesses (development).
- Participate in BART sponsored networking events (solicitation/development)

Please indicate on Attachment 1 the SB participation commitment offered by Proposer covering both predevelopment and construction of the Project. While the teams may only be identifying predevelopment firms at this point, the SB participation commitment percentage reflected in Attachment 2 is based on the overall Project cost covering both predevelopment and construction. Proposals will be scored based on the SB participation commitment percentage reflected in Attachment 2. The Selected Developer will be required to submit monthly SB utilization reports as part of the Exclusive Negotiation Agreement requirements.

SB firms include Small Businesses and Disabled Veteran Business Enterprises (DVBES) certified by the California Department of General Services (DGS), Local Small Businesses (LSBs) certified as SBs by DGS and whose principal place of business is located in one of Alameda, Contra Costa, or San Francisco County, and Lesbian, Gay, Bisexual and Transgender Business Enterprises (LGBTBEs) certified by the California Public Utilities Commission or the National Gay and Lesbian Chamber of Commerce and certified as an SB by DGS, Additional information on SBs can be found at: [www.bart.gov/about/business/ocr/programs](http://www.bart.gov/about/business/ocr/programs).

BART will host a Networking Session directly after the Pre-Submittal Conference on August 20 to help proposers identify firms with the experience requested at this stage. More information about the Pre-Submittal Conference and Networking Session can be found in Section IX.B of this RFQ.

#### **D. Description of Relevant Experience**

Please provide a description of 3-5 relevant projects completed by the lead development company (maximum 3 pages per project). Core members of the proposed development team for the Project should have had a significant role in these past projects. Due to the unique nature of this offering, BART is particularly interested in projects that demonstrate:

- Qualifications with respect to master planning for a large, mixed-use property
  - Ability to plan a large scale phased mixed use plan with a high share of office development
  - Ability to negotiate with the City, neighboring property owners and developers
  - Experience negotiating land swaps, ground leases, complex land transactions
  - Experience phasing long term projects, with intensive public infrastructure needs, possibly with external grant or other funding sources
  - Examples of innovative, visionary site planning and design
- Experience with joint development involving a public agency, and in particular a transit agency or experience developing around active transportation operations

- High share of affordable housing, either met through an inclusionary requirement or separately financed with public subsidy and built by a developer experienced in building affordable housing
- A clear orientation towards sustainable mobility, as evidenced high use of sustainable transportation modes including transit
- Design quality in architecture, landscape architecture and urban design, especially projects that have received recognized national or international design awards (AIA, ASLA, APA or equivalent)

For each project, please include the following information:

1. Description of the real estate product, its quality, and amenities, especially as related to the key experience described above
2. Photos and site plans of the project
3. Current status of the project (i.e., construction status or number of years since completion)
4. Role of team members involved in the project, and names of other firms that played a core role in the project
5. Development cost and financing summary
6. Primary sources of equity and debt, including public subsidy, grants
7. List of lenders for the project including contact information
8. Indication of whether or not the project involved a ground lease
9. Indication of whether or not the project involved a business relationship with a public agency and a description of the nature of any such relationship. Note any involvement of a transit agency, if applicable
10. Experience in securing community support for the project
11. List of notable design or other awards received by project

## E. Preliminary Development Concept

Please provide a brief narrative, with supporting materials as needed (maximum 8 pages), of the mixed-use transit-oriented development concept being proposed for the BART Property. Please include the following information, at a minimum:

- **Development Program:** Table showing the proposed development program, including: the approximate amount or range of office and retail space; estimated number or range of residential units; estimated number and share of affordable units. Briefly describe how development aligns or does not align with the current thinking of anticipated Specific Plan requirements and why.
- **Site Plan:** Anticipated conceptual site plan or plan alternatives (up to 3), including:
  - The location and approximate amount of land that is being considered for the development
  - Location and mix of uses
  - Preliminary ideas for site circulation and access that will enable successful integration of the Project with surrounding uses while providing clear and direct access to BART. Multi-modal access, automobile parking, bicycle parking, bus

facilities, passenger pick-up and drop-off, Station interface, pathways, placement of improvements, and other factors should be identified.

- **Concept Statement:** A brief statement describing the site plan and development concept, including:
  - Assumptions regarding relationship to adjacent development sites, including key dependencies.
  - Preliminary ideas for an urban design and public realm that demonstrate approach to successful placemaking.
  - Any other proposed innovative or creative project elements that contribute to successful transit-oriented development.
  - Any notable amenities.
- **Project Schedule and Phasing:** Provide an estimated development schedule, including all predevelopment activities. The schedule should begin from the time BART executes an option to ground lease. Describe any development phasing assumptions, and assumptions regarding real estate market / marketability of different uses.

## F. Project Approach

BART requests responses to the following questions (maximum 3 pages):

1. **Transition to Existing Single Family Neighborhood:** Various widths of greenways and building setbacks from adjacent property lines that been explored to provide a “buffer” between future development on the BART Property and the existing neighborhood. Greenways ranging from 25 feet to 100 feet have been analyzed from an urban design perspective as part of the Specific Plan to date. Please answer the following questions:
  - a. How does the size of a setback between existing homes and new development affect the viability of a successful TOD project, including meeting BART’s and the Area Plan’s objectives for the overall development program?
  - b. How would you work to achieve sensitive transition to adjacent single family residential neighborhood, and engage with that community specifically in that development process?
  - c. What is your estimate of the maximum possible width of setback of new development from existing homes that could be accommodated on this site, beyond which achievement of a financially viable mixed use project would become in infeasible?
2. **Interface with the Specific Plan:** Please describe any specific policies or regulations that you feel it will be important for the Specific Plan to include (or not include) in order to support your proposed development concept, BART’s site objectives, the Area Plan objectives.

## G. Demonstration of Financial Capacity and Related Information

Please provide the following information to demonstrate the financial capacity to undertake and complete the development proposed in the preliminary development concept.

- Financial Statements for the previous three fiscal years for the lead team company and team members. Certified statements are preferred.

- Most recent annual report(s) for each of the team members.
- List five most recent projects and related financing structure and project value from inception to completion (i.e. construction financing & permanent financing, sources of debt and sources of equity for each)
- List of any current non-performing or loan defaults in the past five years for each of the team members.
- Description of instances in which the lead development company or any key team member has been involved in litigation or other legal dispute regarding a real estate venture during the past five years. Include information regarding the outcome of the litigation or dispute.
- Information about instances in which any member of the development team has ever filed bankruptcy or had projects that have been lost to foreclosure.

## H. References

Provide references with sufficient information to ensure easy contact. This should include company/organization names, titles, telephone numbers, and e-mail addresses for individuals who can provide information related to the following items:

- Financial contacts – Identify at least three contacts that have provided members of the development team with debt or equity financing of at least the magnitude likely to be required for the proposed Project.
- Public or Government - Identify at least two public officials of a government agency, county, city or other public agency who have been involved with a project completed by members of the development team (e.g., city managers, redevelopment staff, planning directors, economic development directors, etc.)
- General – Provide the names of up to two other contacts that could provide information about the experience and capability of members of the development team to complete the proposed Project.



## VII. SUBMITTAL AND EVALUATION PROCESS

### A. Submittal of Statements of Qualification

Respondents must submit ten copies (one unbound original and nine bound copies) of their qualifications, one digital copy, and the required submittal deposit, explained below, to:

San Francisco Bay Area Rapid Transit District  
Attn: Sue Shaffer  
Principal Right of Way Officer  
300 Lakeside Drive, 22<sup>nd</sup> Floor  
Oakland, CA. 94612  
[sshaffe@bart.gov](mailto:sshaffe@bart.gov)  
(510) 464-6936

Upon submittal of a statement of qualifications, BART requires each respondent to submit a deposit check of Twenty-Five Thousand Dollars (\$25,000) payable to “San Francisco Bay Area Rapid Transit District”, to secure the team’s position as an eligible respondent. The deposit check will be securely retained by the Real Estate and Property Development Department, and the check of the Selected Developer, if any, will be deposited while the other checks will be voided and returned. If the Selected Developer decides to forego the opportunity to develop, the deposit will be retained by BART and BART may discuss an Exclusive Negotiating Agreement with the second ranked team. If BART decides to forego the opportunity to develop prior to execution of the Exclusive Negotiating Agreement, the deposit will be returned to the Selected Developer. Otherwise the deposit will be put towards the \$100,000 Exclusive Negotiating Agreement fee upon execution of that document.

**All submittals must be received by BART at the above address no later than 4:00 P.M, local time, October 5, 2018.** Material received after this time may not be accepted.

### B. Submittal Confidentiality

The California Public Records Act (California Government Code Sections 6250 et seq.) mandates public access to government records. Therefore, unless the information is exempt from disclosure by law, the material submitted may be made available to the public.

### C. Evaluation of Qualifications

An Evaluation Committee will be created to evaluate and assess the submitted Statement of Qualifications. The Committee will consist of representatives from BART and the City of Concord and may include other local stakeholders. The Evaluation Committee will review and score written proposals in accordance with the following criteria. Following written evaluation, BART may conduct oral interviews to further understand team qualifications, if needed.

<p><b>1. Direct Relevant Qualifications and Experience of Development Team</b> 40 points</p>	<p><b>A. Master planning/Transitional Uses.</b> Experience with large scale, phased, mixed-use urban-style development with a large non-residential component. In particular, past experience includes office, commercial, job center development.</p> <p><b>B. Complex land transactions.</b> Experience negotiating and successfully executing ground leases, land transfers, and other complex development agreements.</p> <p><b>C. Public Agency partnerships.</b> Experience working with Cities and Transit agencies on public land deals, Redevelopment deals, or similar work. Transit agency partnership experience will be allocated more points. Positive references from current and former public agency partners.</p> <p><b>D. Large scale infrastructure investment.</b> Experience with development requiring large scale infrastructure, possibly including entirely new streets, storm water/utilities, public space/trails, and related infrastructure, public/shared parking, transit station related infrastructure.</p>
<p><b>2. Preliminary Development Concept and Proposed Project Approach</b> 30 points</p>	<p><b>A. Concept meets BART’s Goals and Objectives for site, while being sensitive to community transition.</b> Proposed approach to master plan design aligns with best practices in transit-oriented development, and offers design solutions that are sensitive to local context.</p> <p><b>B. Approach to addressing real estate market context.</b> Approach identifies real estate market strengths and weaknesses for City/BART’s desired uses, and proposes practical strategies to leverage strengths or address possible weaknesses, consistent with best practices in real estate economics.</p> <p><b>C. Approach to development phasing and finance.</b> Demonstrated commitment to delivering all phases and uses desired in Project; clear strategy for financing of infrastructure.</p> <p><b>D. Approach to addressing community concerns.</b> Proposed approach recognizes and addresses community input received to date through Area Plan and Specific Plan processes.</p> <p><b>E. Compatibility of development concept with Area Plan.</b> Development concept is aligned with Area Plan.</p> <p><b>F. Demonstration of overall innovation and creativity.</b> Proposed approach demonstrates lead developers’ commitments to creative real estate solutions for challenges such as introducing new product types to a submarket, long term phasing, negotiating and working with public sector clients, creative approaches to parking and access.</p>
<p><b>3. Financial Capability of Development Team, Including Lender References</b> 20 points</p>	<p><b>A. Financial Capability.</b> Demonstrated ability to secure funding and financing for a long term, multi-phase project, based on past projects, team members with financing capabilities.</p> <p><b>B. Lender References.</b> Positive lender references.</p>
<p><b>4. Roles and Responsibilities</b> 10 points</p>	<p><b>A. Organizational Chart.</b> Firms identified meet required disciplines for short term predevelopment needs, and project manager experience is highly relevant to this Project.</p> <p><b>B. Small Business Participation.</b> Small business participation commitment percentage is reflected in the attached Attachment 1.</p>
<p><b>Written Submittal Total:</b> 100 points</p>	
<p><b>Oral Interview:</b> 30 points</p>	
<p><b>Cumulative Total:</b> 130 points</p>	

## **D. Rights of BART**

This RFQ does not obligate BART to select a development team, nor does it commit BART to enter into an Exclusive Negotiating Agreement. Costs incurred in preparation and submittal of responses are the sole responsibility of the proposers.

BART may require additional evidence or qualifications to perform the services described in this RFQ. BART may choose to issue a Request for Proposals to the top four qualified teams responding to this RFQ, in order to secure further information about each team and its development concepts.

BART reserves the right to:

- Reject any or all proposals or advertise for new proposals
- Modify the RFQ process including, but not limited to, modifying the timeline set forth in Section IX – Schedule of Activities (with appropriate notice to respondents)
- Postpone interviews or the evaluation process for its own convenience
- Remedy technical errors in this Request for Qualifications process
- Approve or disapprove of the use of particular partners/subcontractors
- Waive weaknesses, informalities and minor irregularities in proposals, permit corrections, and seek and receive clarifications to a proposal
- Conduct interviews at its discretion
- Hold meetings, conduct discussions and communicate with the teams responding to this RFQ to seek an improved understanding and evaluation of the responses
- Evaluate and select a team on the basis of information other than financial terms
- Negotiate with any, all or none of the respondents

## VIII. PRE-DEVELOPMENT COSTS

There are certain pre-development costs that are associated with the Project. In addition to the submittal deposit referred to in Section VII.I., they are as follows:

### A. Exclusive Negotiating Agreement (ENA) Deposit

The ENA provides the Selected Developer an initial period during which it may exclusively negotiate the terms of the development with BART. Throughout the joint development effort between BART and the Selected Developer, the Selected Developer will be asked to fund BART's North Concord Transit-Oriented Development working account, for the purposes of covering BART staff time and outside consultant expenses, including outside counsel expenses, associated with reviewing the Project scoping and design phase. To fund this account, BART will require the Selected Developer to take the following actions:

- Upon execution of the ENA the Selected Developer must make an additional deposit by submitting a check to BART totaling Seventy-Five Thousand Dollars (\$75,000), for a total ENA deposit of One Hundred Thousand Dollars (\$100,000).
- The Selected Developer must make all checks payable to the San Francisco Bay Area Rapid Transit District with the following note in the memo: "North Concord/Martinez ENA Deposit."

The above-mentioned deposit will be placed in an account controlled by BART to fund BART's pre-development expenditures associated with the Project, including but not limited to: legal fees, staff time for review of design, structural engineering, civil engineering, BART operations, maintenance, and safety needs in areas interfacing with the Station, Station access and transit hub design, reimbursement of outside consultant costs. From time to time, the Selected Developer will be obligated to deposit additional money into this account to assure sufficient funding for BART predevelopment and construction expenditures for the Project.

### B. Access Study Deposit

The Selected Developer will be required to fund an access study that will be managed by BART and prepared by one of BART's on-call consultants, addressing issues described in section IV.B.3 of this RFQ. The estimated cost of the access study is \$150,000 - \$200,000, though the actual cost of the access study may vary from this range. BART will expect the Selected Developer to reimburse for the cost of this study, at a time negotiated in the ENA.

### C. Specific Plan Reimbursable Costs

The City and FivePoint have entered into a Reimbursement Agreement in order to commence the preparation of the Specific Plan. The Reimbursement Agreement provides, among other things, (i) for FivePoint's payment of certain CEQA / planning / regulatory costs to be incurred by the City in connection with the processing of FivePoint's applications for development, including the Specific Plan

and other related activities; and (ii) for the City to collect from third party developer(s) of any future phase(s) of the Area Plan included within the Specific Plan, and reimburse to FivePoint, a pro-rata share of certain future phase reimbursable costs attributable to such future phase(s) for which FivePoint is not the selected master developer.

To coordinate BART's planning efforts for the BART Property with the City's and FivePoint's planning efforts for the Area Plan, and to minimize redundancies in design- and environmental review-related costs, BART requested that the City include the BART Property within the Specific Plan and Infrastructure Master Plan, and assess the potential environmental impacts of development of the BART Property in the City CEQA document. The City has undertaken, and has caused FivePoint to undertake, the additional work arising from inclusion of the BART Property within the Specific Plan and Infrastructure Master Plan areas, and to evaluate the impacts of development of the BART Property in the City CEQA Document in exchange for BART's agreement to cause its selected developer ("Third Party Developer" or "Selected Developer") to pay a pro-rata share of the costs associated with preparation of the foregoing documents if such Selected Developer is a person or entity other than FivePoint or a FivePoint affiliate.

BART and the City expect to execute a Memorandum of Understanding ("MOU"). While the terms of the MOU may change before its anticipated execution, the remainder of this section describes the proposed MOU at the time of the issuance of this Request for Qualifications. The proposed MOU specifies that if at the time BART enters into a BART Exclusive Negotiating Agreement ("ENA") with a proposed Third Party Developer for the BART Property, and the City has proceeded with Specific Plan processing and an associated City CEQA Document that proposes to include the BART Property, then BART shall cause such proposed Third Party Developer to pay to City, immediately upon execution of a BART ENA, the sum of Fifty Thousand and No/100 Dollars (\$50,000.00) as a partial payment towards BART's Pro-Rata Share of the Reimbursable Costs (defined below).

The proposed MOU also specifies that BART shall use its best efforts to ensure that any contract between BART and its Selected Developer purporting to dispose of all or a portion of the BART Property to, and development by, such Selected Developer (e.g., a ground lease, purchase and sale agreement, disposition and development agreement or lease disposition and development agreement) (each a "BART Developer Contract") include the following key terms: (a) a requirement that not less than 25% of the residential units developed on the BART Property be rented or sold, as applicable, to Very Low- or Low-Income persons at an Affordable Rent or Affordable Housing Cost, as such terms are defined in the California Health & Safety Code; and (b) a requirement that the BART Property be developed at density levels consistent with the minimum dwelling unit per acre and floor area ratios applicable to the TOD Core (as defined in the Area Plan, as it may be amended by City in connection with the Specific Plan process). (NOTE: an ENA is not considered to be a Developer Contract under the proposed MOU.)

#### Reimbursement of Pro-Rata Share of Reimbursable Costs:

The proposed MOU specifies that if a Specific Plan (and Infrastructure Master Plan, if prepared as a separate document) and associated City CEQA Document that include the BART Property are approved and/or certified, as applicable, by the City, and BART enters into a BART Developer

Contract with a Third Party Developer for all or a portion of the BART Property, then BART shall require such Third Party Developer to pay to the City the pro-rata share attributable to the BART Property (“BART’s Pro-Rata Share”) of the Reimbursable Costs plus interest thereon calculated, less amounts, if any, previously received by the City in connection with a BART ENA approval. For the avoidance of doubt, if a Specific Plan and associated City CEQA Document are not approved, or if the Specific Plan excludes the BART Property, then BART shall not be obligated to require any Third Party Developer to pay to the City BART’s Pro-Rata Share of the Reimbursable Costs and the City shall not be obligated to refund amounts, if any, previously received by the City in connection with a BART ENA approval.

Pursuant to the proposed MOU, the Reimbursable Costs would be paid by the Third Party Developer as follows:

- a) 50% shall be paid by the Third Party Developer to the City upon BART’s approval of a BART Developer Contract, and 50% shall be paid by the Third Party Developer to the City upon Third Party Developer’s commencement of backbone infrastructure work with respect to the BART Property.
- b) BART’s Pro-Rata share of the Reimbursable Costs, including interest thereon, attributable to the BART Property shall be determined based on: (1) the percentage of permitted residential units in the BART Property as compared to the permitted residential units in all portions of the Specific Plan area (including Area Plan and BART Property and, if applicable, the approximately 58-acre Coast Guard property as depicted in Figures 5, 6 and 8 (“Coast Guard Property”) combined; and (2) the percentage of permitted commercial (office, retail, flex) use square footage in the BART Property as compared to the permitted commercial use square footage in all portions of the Specific Plan area (including Area Plan and BART Property and, if applicable, Coast Guard Property) combined. For purposes of the weighted average calculation, 87% of the Reimbursable Costs shall be allocated to residential uses and 13% shall be allocated to commercial uses. By way of illustration, if (i) Reimbursable Costs, including accrued interest thereon, total \$8,500,000 (87% of which [i.e. \$7,395,000] are allocable to residential uses, and 13% of which [i.e. \$1,105,000] are allocable to commercial uses); (ii) the BART Property includes 360 permitted residential units and 800,000 square feet of commercial uses, and (iii) the entire Specific Plan area (including BART Property and, if applicable, Coast Guard Property) includes 12,200 residential units and 6.1 million sq. ft. of commercial uses, then the Third Party Developer shall pay to the City an amount equal to  $\$363,131$  (i.e.  $360 \text{ residential units} / 12,200 \text{ total units} = .0295 \times \$7,395,000$ ) +  $(800,000 \text{ commercial square feet} / 6,100,000 \text{ total commercial square feet} = .1311 \times \$1,105,000) = \$218,153 + \$144,865 = \$363,018$ ).

Reimbursable Costs. Pursuant to the proposed MOU, “Reimbursable Costs” means and includes the following:

- a) The City’s “Fully Loaded Costs”, which shall mean salary, plus benefits for full-time equivalent staffing within the Planning, Community and Economic Development and/or Public Works/Engineering Departments to (i) participate in the preparation, review and processing of the proposed Specific Plan and Infrastructure Master Plan and associated City CEQA Document, by among other things reviewing the scope of work and approach to outreach,

meeting regularly with the Selected Developer and Consultants (defined below), attending community meetings, reviewing interim and final deliverables, and preparing staff reports for Council and Board/Commission review, and interfacing with the Navy and other federal, state and local regulatory agencies and other City departments.

- b) Actual costs of third-party professionals, consultants and attorneys (hereafter “Consultants”) retained to prepare environmental documents and studies and to manage, review and oversee the CEQA process.
- c) Actual costs of Consultants retained to provide support to the City in the preparation, review and processing of the Specific Plan and Infrastructure Master Plan.
- d) To address ancillary City costs incurred in connection with the above described work, including time spent by other City departments, including the City Manager, City Clerk, City Attorney and Police Department (i.e. departments other than Planning, Community and Economic Development and Public Works/Engineering addressed in (a) above), an administrative mark-up of 6.5% shall be added to the costs described in subsection (a).
- e) FivePoint’s actual, out-of-pocket costs paid to unaffiliated third parties in connection with (i) the preparation and processing of the Specific Plan and Infrastructure Master Plan, and (ii) any FivePoint-led technical studies prepared in association with the preparation, review and processing of the proposed City CEQA Document.

## IX. SCHEDULE OF ACTIVITIES

The following timeline is provided for your scheduling information, but is subject to change at BART's discretion.

### A. Request for Qualifications Timeline

<u>EVENT</u>	<u>DATE</u>
BART Issues RFQ	August 13, 2018
Pre-submittal Conference and Networking Session	August 20, 2018
RFQ Final Questions & Requests for Clarification Due	September 7, 2018
BART Response to RFQ Questions/Clarifications	September 21, 2018
Statement of Qualifications Due	October 5, 2018
Interviews Conducted (approximate)	November 5-6, 2018
Staff Recommendation to Board (approximate)	December 6, 2018

### B. Pre-Submittal Conference and Networking Session

A Pre-Submittal Conference and Networking Session will be held beginning at 1:00 p.m. on August 20, 2018 at the Met Building Auditorium, 1<sup>st</sup> Floor, 101 8<sup>th</sup> Street, Oakland, CA.

### C. Submittal of Questions and Requests for Clarification

Any questions or requests for clarification regarding this solicitation should be in writing, and mailed or emailed to Sue Shaffer, Principal Right of Way Officer, at 300 Lakeside, 22<sup>nd</sup> Floor, Oakland, California 94612 or email [sshaffe@bart.gov](mailto:sshaffe@bart.gov). All questions must be received by September 7, 2018 in order to ensure their timely response well in advance of the RFQ deadline. BART's reply will be sent electronically to BART's TOD GovDelivery email list and posted on the North Concord TOD website at [www.bart.gov/TODNorthConcord](http://www.bart.gov/TODNorthConcord). To be added to BART's email list, please subscribe to BART's email alerts by visiting <http://www.bart.gov/news/alerts>, and select "Transit-Oriented Development Projects" when prompted.



# Attachment 1

## PROJECT TEAM

(To Be Completed By Proposer Only – use multiple pages as needed)

Name, Address, Point of Contact, Email, and Phone Nos. of All Firms Participating on the Agreement (Including Prime and Subconsultants)	Check if SB	Nature of Participation
Name of Firm: _____  Address: _____ _____ _____  Point of Contact: _____  Email: _____  Phone Number: _____		
Name of Firm: _____  Address: _____ _____ _____  Point of Contact: _____  Email: _____  Phone Number: _____		

The SB participation commitment offered by Proposer will be \_\_\_\_\_%.

\_\_\_\_\_  
Name of Authorized Officer of Proposer (Print or Type)

\_\_\_\_\_  
Signature of Authorized Officer of Proposer