



TRANSBAY JOINT POWERS AUTHORITY

ALAMEDA-CONTRA COSTA TRANSIT DISTRICT
CALIFORNIA DEPARTMENT OF TRANSPORTATION
CITY AND COUNTY OF SAN FRANCISCO, BOARD OF SUPERVISORS
CITY AND COUNTY OF SAN FRANCISCO, MAYOR'S OFFICE
PENINSULA CORRIDOR JOINT POWERS BOARD
SAN FRANCISCO MUNICIPAL TRANSPORTATION AGENCY

Executive Director: Maria Ayerdi-Kaplan

**Live Auction for Transbay Parcel F
No. 15-03**

Prequalification to Bid in Auction

The purpose of this prequalification application is to identify entities qualified to participate in the auction for the purchase-sale of the Transbay Parcel F Property and pay at least the Minimum Bid Price for the purchase of the Transbay Parcel F Property. **The Minimum Bid Price for the Transbay Parcel F Property is One Hundred Sixty Million Dollars (\$160,000,000).** The TJPA will accept bids at the auction from only prequalified Bidders.

An entity interested in becoming prequalified to participate in the auction shall submit a written application package for prequalification by no later than **Thursday, July 23, 2015 at 4:00 p.m. (Pacific Time)** to the following address:

Transbay Joint Powers Authority
Attn: Parcel F - Prequalification
201 Mission Street, Suite 2100
San Francisco, CA 94105

The application for prequalification must contain **One (1) original and Four (4) hard copies and One (1) CD or USB drive in Adobe Portable Document Format (PDF)** of the following (collectively, “Application”):

- Bidder Certification
- Attachment 1. Bidder Identification
- Attachment 2. Bidder Statement of Financial Qualification and Responsibility
- Attachment 3. Bidder Disclosures
- All other materials referenced in the Attachments as enclosed with the Bidder’s application

The Application must be signed by an individual who has the legal authority to bind the Bidder. The Bidder should submit evidence of such authority, such as a corporate resolution signed by the secretary of the corporation, or a similar certification on behalf of a partnership or limited liability company with a copy of the relevant pages of the applicable formation documents, if needed to confirm authority. The Bidder Certification must include signatures by at least two separate individuals – one, or more, to bind the entity, and a separate signatory to verify such authority. (For example, if Bidder is a corporation, the Bidder Certification may be signed by the president or other authorized officer, and authorization may be confirmed by the secretary. If a partnership, the Bidder Certification may be signed by the managing partner or other authorized partner, and authorization to sign may be confirmed by a different partner.) If the TJPA determines that an entity has not adequately confirmed authority as set forth above, the TJPA may request additional evidence before the date of the auction.

Please note that the individual(s) identified in this Application with authority to bind Bidder must attend the live auction to submit Bidder’s oral bid.

If any information provided in the Application becomes inaccurate, the Bidder must immediately notify the TJPA via e-mail at Auction@transbaycenter.org and provide updated accurate information in writing, under penalty of perjury. Any false, incomplete, or otherwise unresponsive statements made in connection with an Application may be cause for a Bidder’s disqualification at TJPA’s reasonable discretion.

Questions or requests for clarification regarding the prequalification Application, requirements, or process must be submitted in writing no later than **Thursday July 16, 2015 at 5:00 p.m. (Pacific Time)** by e-mail to: **Auction@transbaycenter.org**. All questions and answers will be posted on the TJPA’s website for the benefit of all prospective bidders, although the TJPA will not identify the source of any question. **(Note that this deadline to submit questions regarding prequalification is different than the August 12, 2015 deadline for submitting questions regarding the parcel, the auction, or other matters not related to prequalification.)**

Each Application for prequalification will be evaluated by a panel consisting of representatives as determined by the TJPA. The review will include:

Certification: To prequalify, a Bidder must submit a fully-executed Certification.

Attachment 1: To prequalify, a Bidder must submit a complete response to all sections. Note that the TJPA is not scoring this section of the application; rather, it is ensuring that the section is complete.

Attachment 2: To prequalify, a Bidder must submit a complete response to all sections, and a Bidder must receive 250 or more points out of a maximum 300 points on Sections 1 through 9. A Bidder is subject to disqualification if any answer to Sections 4, 5, 6, or 7 is "Yes."

Attachment 3: To prequalify, a Bidder must submit a complete response to all sections. A Bidder is subject to disqualification if any answer to Sections 1(a), 2, or 3 is "Yes." A Bidder is subject to disqualification if the answer to Section 1(b) is "No." Note that the TJPA is not scoring this section of the application.

TJPA will provide written notification of prequalification to Bidders by no later than August 3, 2015.

Where a timely and complete Application results in a determination that a Bidder is not qualified, a Bidder may file an appeal in writing to the TJPA Executive Director, 201 Mission Street Suite 2100, San Francisco, CA 94105, no later than Five (5) calendar days after the date on which TJPA notified the Bidder that it failed to prequalify. Without a timely appeal, a Bidder waives any and all rights to challenge the decision of the TJPA, whether by administrative process, judicial process, or any other legal process or proceeding. If a Bidder files a timely appeal, TJPA will conduct an informal process based on information submitted by Bidder in its written appeal. TJPA will notify Bidder in writing of the decision regarding the appeal at the conclusion of the review. The decision is final and is not subject to appeal or challenge whether by administrative process, judicial process, or any other legal process or proceeding.

Failure to timely submit a full and complete Application may result in rejection of the Application for prequalification at TJPA's discretion.

Other General Instructions:

- The Application should identify the legal entity that intends to (i) bid at the live auction, (ii) sign the Purchase and Sale Agreement and, (iii) if the high bidder at the conclusion of the auction and approved by the TJPA Board, pay the offered price.
- If space on this form is inadequate for any requested information, it should be furnished on an attached page which is referred to under the appropriate numbered item on the form.

- State or mark “No” or “None” when appropriate.
- If Bidder is a corporation, then the information relative to the corporation should be disclosed. If Bidder is an individual doing business under his/her own name, then the information relative to that individual should be disclosed. If Bidder is a partnership, then information relative to the partners should be disclosed. If Bidder is a business association or joint venture, then information relative to each member of the association or entities that comprise the joint venture should be disclosed.
- All financial information submitted with this application must be provided in U.S. dollars. If Bidder is converting financial information into U.S. dollars, Bidder must indicate the home currency and the conversion rate used.
- The application must be prepared in the English language. If financial statements are prepared in a language other than English, translations of all financial statements must be provided with the original financial statements.

Bidders may consider certain documents provided to TJPA in response to Attachment 2 to contain sensitive financial, commercial, or other proprietary business information (“Confidential Information”). Such Confidential Information shall exclude information that: (i) was already known to or in the possession of TJPA or its Representatives prior to its disclosure by Bidder hereunder from a source not known by TJPA or its Representatives to be prohibited from disclosing the information by a contractual, legal, or fiduciary obligation to Bidder; (ii) is obtained by TJPA or its Representatives from a third party who is not known by TJPA or its Representatives to be prohibited from disclosing the information by a contractual, legal, or fiduciary obligation to Bidder; (iii) is or becomes publicly available (other than as a result of disclosure by TJPA or its Representatives); and (iv) is independently developed, discovered, or arrived at by TJPA or its Representatives without the aid, application, or use of the Confidential Information. TJPA’s “Representatives” includes employees, officers, directors, agents, consultants, contractors, and cooperating public agencies. Where Bidder marks documents provided in response to Attachment 2 with the word “Confidential” in the upper right hand corner of each page, TJPA will not disclose such Confidential Information, except to its Representatives, unless TJPA is otherwise required to disclose such Confidential Information by law. If TJPA receives a request to disclose Confidential Information pursuant to law, and if TJPA intends to disclose the same under a presumed legal obligation to do so, TJPA will give notice thereof to Bidder. If Bidder desires that such Confidential Information not be disclosed, Bidder may, at its own expense, take appropriate legal action to seek to prevent such disclosure. TJPA shall not be deemed in breach of any obligation as a result of disclosure of Confidential Information pursuant to a good faith presumption of legal obligation.

TJPA reserves the right to extend the date for prequalification Applications and/or to request, receive, and evaluate supplemental information after the above time and date at its sole determination. TJPA reserves the right to waive minor irregularities and omissions in the

information contained in the prequalification Application submitted. TJPA reserves the right to make all final determinations.

TJPA's receipt of an Application for prequalification does not constitute either a direct or implied guarantee that prequalification is or will be granted.

No waiver by TJPA of any provision of the procedures and requirements for prequalification shall be implied from any failure of TJPA to recognize or take action on account of any failure by a Bidder to observe any provisions of same.

TJPA accepts no financial responsibility for any costs incurred by any entity in preparing an Application for prequalification.

This announcement shall not create any legal rights or responsibilities. Without limiting the foregoing, any and all contracts will be contingent upon TJPA Board approval. TJPA reserves the right to reject all Applications for prequalification, all bids, including a bid that meets the minimum bid amount, and cancel the opportunity at any time.

**APPLICATION FOR BIDDER PREQUALIFICATION
LIVE AUCTION FOR PARCEL F**

BIDDER CERTIFICATION

On behalf of _____ (full legal name of Bidder) (“Bidder”), the undersigned certifies under penalty of perjury under the laws of the State of California that the statements made in the attached Bidder Identification, Bidder Statement of Financial Qualification and Responsibility, Bidder Disclosures, and the attached evidence and documentation, including financial statements (collectively, “Application”), are true and correct and complete, and not misleading in any material way.

The undersigned further certifies under penalty of perjury under the laws of the State of California that if deemed prequalified, Bidder is, or as of the auction date will be, authorized without any further approvals or actions to (i) bid and bind Bidder to the bid price, (ii) enter into a purchase and sale agreement and other related documents related to the purchase of the Transbay Parcel F Property in the form posted on the TJPA website, and (iii) purchase the Transbay Parcel F Property in accordance with the terms of the purchase sale agreement and other related documents in the form posted on the TJPA website.

The undersigned is (are) a legally authorized representative of Bidder. The undersigned is (are) authorized to attend the live auction and submit Bidder’s oral bid binding the Bidder.

Signature of individual(s) with legal authority to bind the Bidder:

Signature

Signature

Printed Name

Printed Name

Title

Title

Date

Date

Signature of individual verifying the legal authority of the above signatory to bind the Bidder:

Signature

Printed Name

Title

Date

Attachments:

- | | |
|---------------|--|
| Attachment 1. | Bidder Identification |
| Attachment 2. | Bidder Statement of Financial Qualification and Responsibility |
| Attachment 3. | Bidder Disclosures |

Attachment 1: Bidder Identification

[Note: To prequalify, a Bidder must submit a complete response to all sections. The TJPA is not scoring this section of the application; rather, it is ensuring that the section is complete.]

- 1. a. Full legal name of Bidder: _____

- b. Address of Bidder: _____

- c. Federal Tax ID of Bidder: _____

[If pending, so indicate, as well as anticipated date of receipt. If none, so indicate.]

- 2. If Bidder is not an individual doing business under his/her own name, Bidder has the status indicated below:

- A corporation
- A general or limited partnership
- A business association or a joint venture
- A limited liability company or partnership
- Other (explain)

and Bidder is organized or operating under the laws of:

- 3. Is Bidder qualified to do business in the State of California?

- Yes No

If no, explain:

- 4. Is Bidder a subsidiary of or affiliated with any other corporation or corporations or any other firm or firms?

- Yes No

If Yes, list each such corporation or firm by name and address, specify its relationship to Bidder, and identify the officers and directors or trustees common to Bidder and such other corporation or firm.

5. Name, address, title of position, and nature and extent of the interest of any officer and principal member, shareholder, investor, or other interested party having an interest of more than 10% in Bidder (“Principals of Bidder”) are set forth as follows:
- a. If Bidder is a corporation, the officers, directors or trustees, and each stockholder owning more than 10% of any class of stock. (Note: If a corporation is required to file periodic reports with the Federal Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, so state under this Section 4. In such case, the information referred to in this Section 4 and in Section 5 and Section 6 below is not required to be furnished.)
 - b. If Bidder is a partnership, each general partner and each limited partner with 10% or more ownership or voting interest in Bidder, and either the percent of interest or a description of the character and extent of interest.
 - c. If Bidder is a business association or a joint venture, each participant and either the percent of interest or a description of the character and extent of interest.
 - d. If Bidder is some other entity, the officers, the members of the governing body, and each person having an interest of more than 10%.

Name	Address	Title of Position	Nature and Extent of Interest

6. Name, address, and nature and extent of interest of each person or entity (not named in response to Section 4 above) who has a beneficial interest in any of the shareholders or investors named in response to Section 4 which gives such person or entity more than a computed 10% interest in Bidder (for example, more than 20% of the stock in a corporation which holds 50% of the stock of Bidder; or more than 50% of the stock in a corporation which holds 20% of the stock of Bidder):

Name	Address	Title of Position	Nature and Extent of Interest

7. Names (if not given above) of officers and directors or trustees of any corporation or firm listed under Section 5 or Section 6 above:

Attachment 2: Bidder Statement of Financial Qualification and Responsibility

[Note: To prequalify, a Bidder must submit a complete response to all sections, and a Bidder must receive 250 or more points out of a maximum 300 points on Sections 1 through 9. A Bidder is subject to disqualification if any answer to Sections 4, 5, 6, or 7 is "Yes."]

1. The financial condition of Bidder, as of _____
(month/year) is as reflected in the attached (check at least one of the following):
 - Audited financial statements for the last three fiscal years. (Note: Attach to this application audited financial statements for the last three fiscal years showing the assets and the liabilities, including contingent liabilities, fully itemized in accordance with generally accepted accounting principles and based on a proper audit. If the date of the most recent of the three audited financial statements precedes the date of this submission by more than twelve months, also attach an interim balance sheet not more than 60 days old. Indicate the name and address of auditor or public accountant who performed the audit of said financial statements. If Bidder files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of Bidder's annual report on Form 10K and any subsequent reports filed on Form 10Q or Form 8-K.)
 - Other evidence – See response to Section 2 below.

2. Provide statement of Bidder confirming and certifying that Bidder has adequate funds or will have adequate funds and is prepared to commit such funds to pay the \$10 Million Good Faith Deposit on the auction date, at least the Minimum Bid Price for the acquisition of the Transbay Parcel F Property by the Closing Date, and the anticipated construction costs of the planned development of the site. The statement should provide the total amount of capital accessible by Bidder, and sources of equity and debt. In particular, if funds for the acquisition and development of the Transbay Parcel F Property are to be obtained from sources other than Bidder's own existing funds, provide a statement of Bidder's financing plan.

3. Provide names and addresses of two financial account references for Bidder, which TJPA is authorized to contact regarding the information provided herein:

Reference One:

Reference Two:

4. Has Bidder or any Principals of Bidder been adjudged bankrupt, either voluntary or involuntary, within the past 10 years?

Yes No

If Yes, list the date, place, and under what name.

5. Has Bidder or any Principals of Bidder ever defaulted on a loan or other financial obligation?

Yes No

If Yes, describe the circumstances including dates and current status.

6. Are there any prior or pending legal proceedings, actions, convictions or judgments that have been filed against Bidder or any Principals of Bidder, or any prior or pending arbitrations or mediations involving Bidder or any Principals of Bidder, in the last 10 years and that are either (a) related to the purchase or sale or development of property, or (b) which could materially impair Bidder's ability to pay at least the Minimum Purchase Price and purchase the Transbay Parcel F Property in accordance with the terms of the purchase sale agreement and other related documents in the form posted on the TJPA website?

Yes No

If Yes, list for each case (1) date, (2) charge, (3) place, (4) Court, and (5) present status of the litigation or arbitration, and the actions taken. Attach any explanation deemed necessary.

7. Are there any prior or pending debarment or suspension proceedings or actions by any federal, state or local government entity against Bidder or any Principals of Bidder?

Yes No

If Yes, describe the circumstances including dates, agency or body conducting the investigation or inquiry and the current status.

8. Briefly describe any undertakings anywhere in the world, comparable to the acquisition and development of the Transbay Parcel F Property contemplated by Bidder here, that have been completed by Bidder or any Principals of Bidder, including identification and brief description of each project and its location, the date of completion or anticipated completion, the amount and sources of capital, and any other pertinent information that will assist the TJPA in determining the availability of equity and mortgage capital to fund the Transbay Parcel F development and acquisition.
9. Provide any other statements or evidence of Bidder's qualifications and financial responsibility that you think would be helpful to the TJPA in evaluating Bidder's qualification to participate in the opportunity.

Attachment 3: Bidder Disclosures

[Note: To prequalify, a Bidder must submit a complete response to all sections. A Bidder is subject to disqualification if any answer to Sections 1(a), 2, or 3 is "Yes." A Bidder is subject to disqualification if the answer to Section 1(b) is "No." Note that the TJPA is not scoring this section of the application.]

1. a. Does Bidder or any Principals of Bidder have any direct or indirect personal relationship with any officer or employee of the TJPA, the Successor Agency to the San Francisco Redevelopment Agency (OCII), the City and County of San Francisco, or the State of California Department of Transportation that would violate Section 15.103 of the San Francisco Charter, Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Sections 87100 et seq. and Sections 1090 et seq. of the Government Code of the State of California ("Conflict of Interest Laws")?

Yes No

If Yes, explain:

- b. Bidder acknowledges that it is familiar with the Conflict of Interest Laws, and certifies that Bidder does not know of any facts which would constitute a violation of these provisions if it became the highest Bidder and entered into a purchase and sale agreement with TJPA for the purchase of the Transbay Parcel F Property:

Yes No

If No, explain:

2. Is Bidder or any Principals of Bidder aware of any officer or employee of the TJPA, the Successor Agency to the San Francisco Redevelopment Agency (OCII), the City and County of San Francisco, or the State of California Department of Transportation having (a) any business, real property, investment, or other financial relationship with Bidder or any Principals of Bidder which are financial interests regulated under the Political Reform Act, or (b) received any contribution, gift, income, loan, payment, or other item of value from or on behalf of Bidder or any Principals of Bidder that would require recipient thereof to disclose same under the Political Reform Act (Cal. Government Code 81000) or its implementing regulations (2 Cal. Code Regs. 18000) in 2014 or 2015?

Yes No

If Yes, explain:

3. Is Bidder or any Principals of Bidder aware of any basis in federal, state, or local law to determine that Bidder is prevented from entering a contract for the purchase of the Transbay Parcel F Property?

Yes No

If Yes, explain: