



State of Georgia

State Entity: Board of Regents of the University System of Georgia

Request for Proposals (“RFP”)

Event Name: Professional Real Estate Advisor

RFP (Event) Number: 98000-13016

1. Introduction

1.1. Purpose of Procurement

Pursuant to the State Purchasing Act (Official Code of Georgia Annotated §§50-5-50 et seq.), this Request for Proposals (“RFP”) is being issued to establish a contract with a qualified supplier who will provide professional real estate advice in the design and implementation of a privatized student housing program to the Board of Regents of the University System of Georgia (hereinafter, “the BOR”) as further described in this RFP.

The program includes the privatization and/or sale of existing student housing, private financing and development of new housing projects, and long-term development agreements for new student housing construction. The privatization program will be initiated with a Request for Qualifications for developers to purchase and/or develop a pool of assets from three-six campuses. The real estate advisor will assist the BOR with 1) the evaluation of potential assets for inclusion in the initial phase, 2) structuring the BOR-developer agreements, 3) packaging and marketing the assets to developers, 4) assisting BOR in the selection of the developer.

The campuses currently expected to participate in the first phase of the privatized housing program currently include the College of Coastal Georgia, East Georgia State College, and Darton State College, each of which is a member institution of the USG. Up to three additional institutions may be added to the first phase.

The agreements related to this project are anticipated to involve (1) a long-term ground lease of real property on which current student housing facilities are located and future student housing facilities may be located, (2) the sale of the existing student housing buildings, (3) the design, construction, maintenance and operation of new student housing facilities, and (4) rights and agreements to develop future housing and possibly other student support facilities on the participating campuses. It is anticipated that (1) the developer will enter into a ground lease with the BOR for the project sites, (2) the applicable institution will enter into a services agreement with the developer in which the institution will provide certain services for the housing facilities in exchange for a fee, (3) occupancy of the projects will be restricted to enrolled students at each institution

The real estate advisor will advise on the value of the property to be sold, strategies for obtaining the best value for the existing housing, long-term options to develop new housing, estimated cost of building new housing, and appropriate rental rates for student housing. The real estate advisor will also be responsible for drafting of Request for Qualifications (“RFQ”) and Request for Proposals (“RFP”) for developers, assisting the BOR in evaluating all the proposals, and assisting the BOR and applicable institution in negotiating all related agreements.

The BOR is engaging a nationally recognized housing consultant to perform a housing study at each of the participating campuses.

Existing housing on the three participating campuses in the first phase was financed with tax-exempt bonds. The current amount of debt outstanding and the estimated defeasance costs are shown in Appendix A. The outstanding debt cannot be assumed.

Background on the Institutions

The following table summarizes the existing and potential beds at each of the colleges. Additional information is also provided about each institution.

	Existing Beds	Potential Additional Beds*	Total Beds
College of Coastal Georgia	350	350	702
East Georgia State College	200	200	400
Darton State College	460	250	710
Total	1,012	800	1,812

* Market study will assist in determining new housing needs.

College of Coastal Georgia

The College of Coastal Georgia (“CCG”) is located in Brunswick, Georgia, with a smaller campus located in Kingsland, Georgia. CCG is home to approximately 3,160 undergraduate students as of 2012. CCG, which initially granted only associate degrees, began offering its first baccalaureate degrees in 2009. Additional information about CCG can be found at its website located at www.cpga.edu.

CCG opened its first on-campus residence hall, Lakeside Village, in the fall of 2011. Lakeside Village provides 350 student beds. The complex includes three different variations of room settings, as follows: 70 two-bedroom semi-suite units (two individual bedrooms and a common bathroom) for a total of 140 beds; 25 two-bedroom suites (two individual bedrooms, a common bathroom and a living area) for a total of 50 beds; and 40 four-bedroom suites (four individual bedrooms, two common bathrooms and a living area) for a total of 160 beds. No kitchens are provided in the housing units. Students are currently required to enroll in a campus operated meal plan, and CCG requires all first-year traditional students to reside on campus. Preliminary studies have estimated new student housing needs of approximately 350 beds designed similar to Phase I.

East Georgia State College

East Georgia State College (“EGSC”) is located in Swainsboro, Georgia with a small satellite campus in Statesboro, Georgia. As of 2012, East Georgia enrolled 2,895 students with 1,249 students on the Swainsboro campus and 1,646 students on the Statesboro campus. EGSC was established in 1973 as a two-year institution, and in June 2011, the Board of Regents granted the college four-year status. Students were admitted into the first offered bachelor program in the fall of 2012. Additional information about EGSC can be found at its website located at www.ega.edu.

East Georgia State College opened a 200 bed, housing complex in fall of 2011 on the Swainsboro campus. This complex is the first on-campus student housing in East Georgia’s history. Each apartment has four private bedrooms, two bathrooms and a furnished living room and kitchen. Preliminary studies have estimated new student housing needs of approximately 200 beds in an apartment style building.

Darton State College

Darton State College (“DSC”), located in Albany, Georgia, was founded in 1963 as Albany Junior College. In 2012 the name was changed to Darton State College to reflect the college’s new accreditation as a four-year college. Aside from its main campus, DSC offers courses at five satellite centers, which are located in Americus, Bainbridge, Colquitt, Cordele and Thomasville, Georgia. The college enrolls 6,400 students as of 2012. Additional information about DSC can be found at its website located at www.darton.edu.

Darton offers two housing complexes to full-time students, Darton Commons opened in the fall of 2009 and Darton Village South opened in fall of 2011. Darton Commons offers 210 beds, while Darton Village South contains 250 beds. All housing units have kitchenettes; however all housing residents are currently required to be on the campus operated meal plan. Darton has proposed plans to construct Phase III student housing with approximately 250 beds. Darton has architectural plans and specifications for the

proposed Phase III student housing project. It is the intent that the selected developer uses these plans and specifications unless it demonstrates that another approach is more advantageous.

Scope of Services

It is expected that the real estate advisor will provide the following scope of services:

1. **Review and Assess Current Plans:** Review the BOR plans to privatize student housing on the three campuses and advise on any changes and/or alternatives. In addition, assess whether additional campuses should participate in the first phase.
2. **Estimate Value of Existing Properties:** Based on information provided by the BOR and participating institutions, the market housing study, the advisor's knowledge of the student housing industry, and all other relevant factors, determine the market value of the existing student housing properties.
3. **Estimate Value of the Ground Lease:** Based on information provided by the BOR and participating institutions, the housing market study, and the advisor's knowledge of the student housing industry, and all other relevant factors, determine the market value of the ground lease for the student housing.
4. **Estimate Total Development Cost of New Projects:** The estimate will include all development costs including design, construction, consultants' expenses, operating costs and financing costs and the projected rental revenue over the term of the related agreements.
5. **Provide Value of Future Development:** Provide assessment of benefits by providing options for future phases to the developer of the first phase.
6. **Provide Key Business Terms:** Provide recommendations on rates of return, revenue sharing and other key business terms.
7. **Review the Work of the Housing Market Consultant:** Review the ongoing work of the housing market consultant preparing the housing market studies for each participating institution to ensure adequate data is collected and analyzed.
8. **Provide List of Potential Developers:** The list should include all potential firms that have experience in designing, building, financing, operating and maintaining student housing in the United States. Recommend parameters for inclusion on list.
9. **Prepare Request for Qualifications ("RFQ") for Developers:** Assist the BOR and its legal counsel and consultants in drafting the RFQ to address minimum requirements and selection criteria for a developer and be in compliance with Georgia law and BOR policy.
10. **Selection of Qualified Firms:** Assist the BOR and its legal counsel and consultants in evaluating the Statements of Qualifications received from developers in response to the RFQ and assist in the determination of which firms are qualified to submit proposals.
11. **Prepare Request for Proposal ("RFP") for Developers:** Assist the BOR and its legal counsel and consultants in drafting the RFP, including the related exhibits and forms of relevant agreements. Recommend and help manage the appropriate process, including one-on-one meetings and all due diligence. Recommend timeline and scoring criteria for selection.
12. **Evaluation of Proposals:** Assist the BOR and its legal counsel and consultants in the evaluation of the proposals received, the ranking of developers and the selection of the top ranked developer.
13. **Transaction Execution:** Assist the BOR in the execution of the transaction.
14. **Preparation of any Offering Document for Financing:** Assist BOR in review of any Offering Document for financing. Offering Document must address marketing the existing student housing and the proposed new development opportunities to potential firms.
15. **Other Tasks:** Assist in other task that may be assigned and agreed to.

1.2. RFP Certification

Pursuant to the provisions of the Official Code of Georgia Annotated §50-5-67(a), the BOR certifies the use of competitive sealed bidding will not be practicable or advantageous to the State of Georgia in completing the acquisition described in this RFP.

1.3. Overview of the RFP Process

The objective of the RFP is to select a qualified supplier to provide the goods and/or services outlined in this RFP to the BOR. This RFP process will be conducted to gather and evaluate responses from suppliers for potential award. All qualified suppliers are invited to participate by submitting responses, as further defined below. After evaluating all suppliers' responses received prior to the closing date of this RFP and following negotiations (if any) and resolution of any contract exceptions, the preliminary results of the RFP process will be publicly announced, including the names of all participating suppliers and the evaluation results. Subject to the protest process, final contract award(s) will be publicly announced thereafter.

1.4. Schedule of Events

The schedule of events set out herein represents the BOR's best estimate of the schedule that will be followed. However, delays to the procurement process may occur which may necessitate adjustments to the proposed schedule. If a component of this schedule, such as the close date, is delayed, the rest of the schedule may be shifted as appropriate. Any changes to the dates up to the closing date of the RFP will be publicly posted prior to the closing date of this RFP. After the close of the RFP, the BOR reserves the right to adjust the remainder of the proposed dates, including the dates for evaluation, negotiations, award and the contract term on an as needed basis with or without notice.

Description	Date	Time
Release of RFP	June 14, 2013	
Deadline for written questions sent via email to the Issuing Officer referenced in Section 1.5.	June 28, 2013	3:00 p.m. ET
Responses to Written Questions	July 3, 2013	5:00 p.m. ET
Proposals Due/Close Date and Time	July 22, 2013	See GPR
Oral Presentations (if required)	On or about July 31, 2013	TBD
Notice of Intent to Award* [NOIA] (on or about)	On or about August 9, 2013	N/A
Notice of Award [NOA] (on or about)	10 calendar days after NOIA	N/A

*In the event the estimated value of the contract is less than \$100,000, the State Entity reserves the right to proceed directly to contract award without posting a Notice of Intent to Award.

1.5. Official Issuing Officer (Buyer)

Susan Ridley
susan.ridley@usg.edu

1.6. Definition of Terms

Please review the following terms:

Supplier(s) – companies desiring to do business with the State of Georgia.

State Entity – the Board of Regents of the University System of Georgia.

Any special terms or words that are not identified in this RFP Document may be identified separately in one or more attachments to the RFP. Please download, save and carefully review all documents in accordance with the instructions provided in Section 2 "Instructions to Suppliers" of this RFP.

1.7. Contract Term

The initial term of the contract shall be from the date of award until the end of the current calendar year. The BOR shall have four (4) one (1) year options to renew, which options shall be exercisable at the sole discretion of the BOR. In the event that the contract, if any, resulting from the award of this RFP shall terminate or be likely to terminate prior to the making of an award for a new contract for the identified products and/or services, the BOR may, with the written consent of the awarded supplier, extend the contract for such period of time as may be necessary to permit the BOR's continued supply of the identified products and/or services. The contract may be amended in writing from time to time by mutual consent of the parties. Unless this RFP states otherwise, the resulting award of the contract does not guarantee volume or a commitment of funds.

2. Instructions to Offerors

By submitting a response to the RFP, the supplier is acknowledging that the supplier:

1. Has read the information and instructions,
2. Agrees to comply with the information and instructions contained herein.

2.1. General Information and Instructions

2.1.1. Team Georgia Marketplace™ Registration System

DOAS requires all companies and/or individuals interested in conducting business with the State of Georgia to register in the State's web-based registration system, through Team Georgia Marketplace™. Registration is free and enables the registering company to gain access to certain information, services and/or materials maintained in Team Georgia Marketplace™ at no charge to the registering company. All registering companies must agree to be bound by the applicable terms and conditions governing the supplier's use of Team Georgia Marketplace™. In the event DOAS elects to offer certain optional or premium services to registered companies on a fee basis, the registered company will be given the opportunity to either accept or reject the service before incurring any costs and still maintain its registration. Companies may register at <https://saofn.state.ga.us/psp/sao/SUPPLIER/ERP/?cmd=login>

2.1.2. Restrictions on Communicating with Staff

From the issue date of this RFP until the final award is announced, Offerors are not allowed to communicate for any reason with any BOR staff, any administration, faculty, staff or employee of any USG Institution (including any of the three institutions identified in Section 1.1 of this RFP) or with any other advisor of the BO related to this potential project (which includes McKenna Long Aldridge, LLP and Public Resources Advisory Group) except through the Issuing Officer named herein. Prohibited communication includes all contact or interaction, including but not limited to telephonic communications, emails, faxes, letters, or personal meetings, such as lunch, entertainment, or otherwise. The BOR reserves the right to reject the proposal of any Offeror violating this provision.

2.1.3. Submitting Questions

All questions concerning this RFP must be submitted in writing via email to the Issuing Officer, Susan Ridley, as identified in Section 1.5 "Issuing Officer" of this RFP. No questions other than written will be accepted. No response other than written will be binding upon the BOR. All suppliers must submit questions by the deadline identified in the Schedule of Events for submitting questions. Suppliers are cautioned that the BOR may or may not elect to entertain late questions or questions submitted by any other method than as directed by this section. All questions about this RFP must be submitted in the following format:

Company Name
RFP Number 98000-13016
Real Estate Advisor
Question #1 Question, *Citation of relevant section of the RFP*
Question #2 Question, *Citation of relevant section of the RFP*

2.1.4. INTENTIONALLY DELETED

2.1.5. BOR's Right to Request Additional Information – Supplier's Responsibility

Prior to contract award, the BOR must be assured that the selected supplier has all of the resources to successfully perform under the contract. This includes, but is not limited to, adequate number of personnel with required skills, availability of appropriate equipment in sufficient quantity to meet the on-going needs of the BOR, financial resources sufficient to complete performance under the contract, and experience in similar endeavors. If, during the evaluation process, the BOR is unable to assure itself of the supplier's ability to perform, if awarded, the BOR has the option of requesting from the supplier any information deemed necessary to determine the supplier's responsibility. If such information is required, the supplier will be so notified and will be permitted approximately seven business days to submit the information requested.

2.1.6. Failing to Comply with Submission Instructions

Responses received after the identified due date and time or submitted by any other means than those expressly permitted by the RFP will not be considered. Suppliers' responses must be complete in all respects, as required in each section of this RFP.

2.1.7. Rejection of Proposals; BOR's Right to Waive Immaterial Deviation

The BOR reserves the right to reject any or all responses, to waive any irregularity or informality in a supplier's response, and to accept or reject any item or combination of items, when to do so would be to the advantage of the State of Georgia. It is also within the right of the BOR to reject responses **that do not contain all elements and information requested in this RFP**. A supplier's response will be rejected if the response contains any defect or irregularity and such defect or irregularity constitutes a material deviation from the RFP requirements, which determination will be made by the BOR on a case-by-case basis.

2.1.8. BOR's Right to Amend and/or Cancel the RFP

The BOR reserves the right to amend this RFP prior to the end date and time. Amendments will be made in writing and publicly posted as one or more addenda to the Georgia Procurement Registry. EACH SUPPLIER IS INDIVIDUALLY RESPONSIBLE FOR REVIEWING ADDENDA AND ANY OTHER POSTED DOCUMENTS AND MAKING ANY NECESSARY OR APPROPRIATE CHANGES AND/OR ADDITIONS TO THE SUPPLIER'S RESPONSE. ALL SUPPLIERS ARE ENCOURAGED TO FREQUENTLY CHECK THE GPR FOR ADDITIONAL INFORMATION. Finally, the BOR reserves the right to cancel this RFP at any time.

2.1.9. Protest Process

Suppliers should familiarize themselves with the procedures set forth in Chapter 6 of the *Georgia Procurement Manual*.

2.1.10. Costs for Preparing Proposals

Each supplier's response should be prepared simply and economically, avoiding the use of elaborate promotional materials beyond those sufficient to provide a complete presentation. The cost for developing the response and participating in the procurement process (including the protest process) is the sole responsibility of the supplier. The BOR will not provide reimbursement for such costs.

2.1.11. ADA Guidelines

The State of Georgia adheres to the guidelines set forth in the Americans with Disabilities Act. Suppliers should contact the Issuing Officer at least one day in advance if they require special arrangements when attending the Oral Presentations (if any). The Georgia Relay Center at 1-800-255-0056 (TDD Only) or 1-800-255-0135 (Voice) will relay messages, in strict confidence, for the speech and hearing impaired.

2.1.12. Public Access to Procurement Records

Solicitation opportunities will be publicly advertised as required by law and the provisions of the Georgia Procurement Manual. The State Purchasing Act delays the release of certain procurement records in the event the public disclosure of those records prior to the BOR's public announcements of the results of a solicitation would undermine the public purpose of obtaining the best value for the State such as cost estimates, proposals/bids, evaluation criteria, supplier evaluations, negotiation documents, offers and counter-offers, and certain records revealing preparation for the procurement. The State Purchasing Act requires bids and proposals to be available for public inspection, upon request, within one business day of the BOR's posting of the Notice of Intent to Award (or the Notice of Award in the event the BOR does not issue the Notice of Intent to Award). Audited financial statements not otherwise publicly available but required to be submitted as part of the supplier's response shall not be subject to public disclosure. The BOR is allowed to assess a reasonable charge to defray the cost of reproducing documents. A state employee should be present during the time of onsite inspection of documents. PLEASE NOTE: Even though information (financial or other information) submitted by a supplier may be marked as "confidential", "proprietary", etc., the BOR will make its own determination regarding what information may or may not be withheld from disclosure.

2.1.13. Registered Lobbyists

By submitting a response to this RFP, the supplier hereby certifies that the supplier and its lobbyists are in compliance with the Lobbyist Registration Requirements in accordance with the *Georgia Procurement Manual*.

2.2. Submittal Instructions

Listed below are key action items related to this RFP. The Schedule of Events in Section 1.4 identifies the dates and time for these key action items. This portion of the RFP provides instructions regarding the process for reviewing the RFP, preparing a response to the RFP and submitting a response to the RFP.

2.2.1. RFP Released

The release of this RFP is formally communicated through the posting of this RFP on the Georgia Procurement Registry, which is accessible online as follows:

http://ssl.doas.state.ga.us/PRSapp/PR_index.jsp

2.2.2. RFP Review

The RFP consists of the following:

1. This document, entitled "Board of Regents of the University System of Georgia RFP Document", and
2. Any and all documents provided by the BOR as attachments to the RFP or links contained within the RFP or its attached documents.

Please carefully review all information contained in the RFP, including all documents available as attachments or available through links. Any difficulty accessing the RFP or opening provided links or documents should be reported immediately to the Issuing Officer (See Section 1.5).

2.2.3. Preparing a Response

When preparing a response, the supplier must consider the following instructions:

1. Use any provided worksheets to prepare your response. Enter your responses directly into that worksheet. Unless otherwise directed, do not insert “see attached file” (or similar statements) in the worksheet to reference separate documents.
2. Answer each question in sufficient detail for evaluation while using judgment with regards to the length of response.
3. Proofread your response and make sure it is accurate and readily understandable.
4. Label any and all files using the corresponding section numbers of the RFP or any other logical name so that the BOR can easily organize and navigate the supplier’s response.

2.2.4. Packaging the Response

The supplier’s proposal, in response to this RFP, must be divided into two (2) appropriately labeled and sealed packages - a Technical Proposal and a Cost Proposal.

The contents of each package will include:

1. Technical Proposal
 - Signed Certificate of Non-Collusion
 - Supplier’s General Information Worksheet
 - Tax Compliance Form
 - Technical Proposal (including all worksheets and required attachments); and
 - Contract Exceptions (if any).

DO NOT INCLUDE ANY COST INFORMATION IN YOUR TECHNICAL SUBMISSION.

Note that the Technical Proposal must use a minimum of 12-point font and responses to Section 4.4 Mandatory Scored Response may not exceed a total of 20 pages inclusive of all exhibits and attachments other than the table outlined in Section 4.4.4 below.

2. Cost Proposal
 - The Cost Proposal must use a minimum of 12-point font.

2.2.5. “Hard Copy” and Electronic Copies Required

Supplier must provide the following number of copies:

1. Technical Proposal:
 - Five (5) hard copies, with one (1) marked “Original” with original signatures; and
 - One (1) CD-ROM copy.
2. Cost Proposal:
 - Five (5) hard copies, with one (1) marked “Original” and with original signatures; and
 - One (1) CD-ROM copy.

Technical Proposal and Cost Proposal CDs **must be labeled and packaged separately.** In the event of a discrepancy/conflict between a hard copy and a CD version, the CD version will govern.

2.2.6. Electronic Copies

1. Use caution in creating electronic files to be included on a CD. If the BOR is unable to open an electronic file due to a virus or because the file has become corrupted, the supplier’s response may be considered incomplete and disqualified from further consideration.
2. Use commonly accepted software programs to create electronic files. Electronic files must be a portable document format (PDF) file. In the event the BOR is unable to open an electronic file because the BOR does not have ready access to the software utilized by the supplier, the supplier’s response may be considered incomplete and disqualified from further consideration.

2.2.7. Submitting the Response

Mark the outside of shipping package as follows:

Name of Company
Point of Contact for Company and Phone Number
RFP# 98000-13016
Real Estate Advisor

The supplier's complete response must be received on or before the due date and time at the following location:

Susan Ridley
Associate Vice Chancellor for Fiscal Affairs, Finance Director
Board of Regents of the University System of Georgia
270 Washington Avenue, Suite 6065
Atlanta, Georgia 30334

All proposals will be time stamped by the BOR upon receipt. Proposals received after the due date and time will not be evaluated.

3. General Business Requirements

This section contains general business requirements. By submitting a response, the supplier is certifying its agreement to comply with all of the identified requirements of this section and that all costs for complying with these general business requirements are included in the supplier's submitted pricing.

3.1. Standard Insurance Requirements

If awarded a contract, the supplier shall procure and maintain insurance which shall protect the supplier and the BOR (as an additional insured) from any claims for bodily injury, property damage, or personal injury covered by the indemnification obligations set forth in the contract attached to this solicitation throughout the duration of the contract. The supplier shall procure and maintain the insurance policies described below at the supplier's own expense and shall furnish the BOR an insurance certificate listing the BOR as certificate holder and as an additional insured. The insurance certificate must document that the Commercial General Liability insurance coverage purchased by the supplier includes contractual liability coverage applicable to the contract. In addition, the insurance certificate must provide the following information: the name and address of the insured; name, address, telephone number and signature of the authorized agent; name of the insurance company (authorized to operate in Georgia); a description of coverage in detailed standard terminology (including policy period, policy number, limits of liability, exclusions and endorsements); and an acknowledgment of notice of cancellation to the State Entity.

The supplier is required to maintain the following insurance coverage's during the term of the contract:

- 1) Workers Compensation Insurance (Occurrence) in the amounts of the statutory limits established by the General Assembly of the State of Georgia (A self-insurer must submit a certificate from the Georgia Board of Workers Compensation stating that the supplier qualifies to pay its own workers compensation claims.) In addition, the supplier shall require all subcontractors performing work under the contract to obtain an insurance certificate showing proof of Workers Compensation Coverage with the following minimum coverage:

Bodily injury by accident - per employee	\$100,000;
Bodily injury by disease - per employee	\$100,000;
Bodily injury by disease – policy limit	\$500,000.
- 2) Commercial General Liability Policy with the following minimum coverage:

Each Occurrence Limit	\$2,000,000
Personal & Advertising Injury Limit	\$2,000,000
General Aggregate Limit	\$ 4,000,000
Products/Completed Ops. Aggregate Limit	\$ 4,000,000

3)	Automobile Liability Combined Single Limit	\$1,000,000
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The foregoing policies shall contain a provision that coverage afforded under the policies will not be canceled, or not renewed or allowed to lapse for any reason until at least thirty (30) days prior written notice has been given to the BOR. Certificates of Insurance showing such coverage to be in force shall be filed with the BOR prior to commencement of any work under the contract. The foregoing policies shall be obtained from insurance companies licensed to do business in Georgia and shall be with companies acceptable to the BOR, which must have a minimum A.M. Best rating of A-. All such coverage shall remain in full force and effect during the term and any renewal or extension thereof.

Within ten (10) business days of award, the awarded supplier must procure the required insurance and provide the BOR with two (2) Certificates of Insurance. Certificates must reference the contract number. The supplier's submitted pricing must include the cost of the required insurance. No contract performance shall occur unless and until the required insurance certificates are provided.

4. RFP Proposal Factors

This section contains the detailed technical requirements and related services for this Sourcing Event. Suppliers are required to download, complete and return the attached worksheets and respond fully to each section of this RFP.

The BOR has determined that it is best to define its own needs, desired operating objectives, and desired operating environment. The BOR will not tailor these needs to fit particular solutions suppliers may have available; rather, the suppliers shall propose to meet the BOR's needs as defined in this RFP. All claims shall be subject to demonstration. Suppliers are cautioned that conditional proposals, based upon assumptions, may be deemed non-responsive.

4.1. Technical Proposal Introduction

All of the items described in this section are service levels and/or terms and conditions that the BOR expects to be satisfied by the selected Offeror. Each Offeror must indicate its willingness and ability to satisfy these requirements in the appropriate worksheets or response.

4.2. Supplier General Information

Each supplier must complete all of the requested information in the attached file entitled **Supplier's General Information Worksheet**.

DO NOT INCLUDE ANY COST/PRICING INFORMATION IN YOUR RESPONSE TO THIS WORKSHEET.

4.3. Mandatory Requirements

As specified with each requirement listed in the **Mandatory Response Worksheet**, the supplier must indicate whether its proposal meets the individual requirements by marking either a "YES" or "NO" in the response block provided. A Pass/Fail evaluation will be utilized for all mandatory requirements. Ordinarily, to be considered responsive, responsible and eligible for award, all questions identified as mandatory must be marked "YES" to pass. There may be rare instances in which a response of "NO" is the correct and logical response in order to meet the mandatory requirement (e.g. responding "NO" that the supplier does not possess any conflicts of interest). Otherwise, any mandatory questions marked "NO" will fail the technical requirements and will result in disqualification of the proposal.

DO NOT INCLUDE ANY COST/PRICING INFORMATION IN YOUR RESPONSE TO THIS WORKSHEET.

4.4. Mandatory Scored Response

As specified with each requirement listed in this Section 4.4, the supplier must indicate whether it will meet the individual requirement (if any) and provide a supporting narrative. To be considered responsive, responsible and eligible for award, any and all requirements identified in this Section 4.4 must be met. There may be rare instances in which an item within this Section 4.4 does not create an individual requirement which must be met, but, instead, merely requires a response. The supplier must meet all requirements in this Section 4.4. Failure to meet any mandatory scored requirements may result in disqualification of the proposals. The narrative description, along with any required supporting materials, will be evaluated and awarded points in accordance with Section 6 "Proposal Evaluation, Negotiations and Award" of this RFP.

DO NOT INCLUDE ANY COST INFORMATION IN YOUR RESPONSE TO THIS WORKSHEET.

- 4.4.1** Provide personnel to be assigned, his or her respective roles, and resume for each member of the proposed team.
- 4.4.2** Provide brief background information on your firm, including legal structure (corporation, limited liability company, partnership, etc.), state of formation/organization, history, location of offices, and types of services provided. Confirm that your firm is authorized to do business in Georgia.
- 4.4.3** Provide three business references.
- 4.4.4** Provide a narrative of your firm's experience in student housing, specifically experience in the disposition or transfer of existing properties; the marketing of new construction; and development and negotiation of agreements for long term operations of facilities. Address the areas outlined in Section 4.3, Mandatory Requirements. If appropriate, provide a table (excluded from the page limit for the Technical Proposal) that includes the project, the cost, the number of beds, and your firm's role.
- 4.4.5** Discuss your preliminary view of the valuation of the existing facilities and the costs of the proposed new facilities. Explain how the costs of the new facilities compare to more traditional design-build procurement methods.
- 4.4.6** Discuss the advantages and disadvantages of entering into a long-term operating agreement in which effective ownership of the facility transfers to the developer for the existing student housing at the three institutions.
- 4.4.7** Discuss which developers you believe would be most interested in this project.
- 4.4.8** Discuss the financing arrangements that could be provided by a developer, and which arrangement you believe would be most beneficial for the BOR.
- 4.4.9** Discuss the minimum criteria you would recommend for pre-qualification of developers.
- 4.4.10** Discuss the optimal number of developers that should be pre-qualified.
- 4.4.11** Discuss how you would manage the proposer's due diligence.
- 4.4.12** Provide a preliminary discussion on key business terms that should be considered by the BOR.
- 4.4.13** Describe your approach to the scope of services for items not covered in the preceding questions. Include a discussion of any additional items that you recommend adding to the proposed scope of services outlined in Section 1.1 of this RFP.

- 4.4.14 Provide a copy of the real estate broker's license that authorizes you to do business in the State of Georgia.
- 4.4.15 Provide a realistic timeline for procurement of a developer. BOR proposes to start construction on the new student housing facilities between July 1, 2014 and September 1, 2014 with construction completed by July 31, 2015.
- 4.4.16 Discuss any conflicts of interest that may arise from this engagement. Specifically, discuss any relationships you have with potential developers and how that potential conflict of interest would be managed.

4.5. INTENTIONALLY DELETED

4.6. Additional Information

Please access and review all of the attachments provided by the BOR with this RFP to ensure you have responded to all requests for information.

5. Cost Proposal

5.1. Cost Proposal

Each supplier is required to submit a cost proposal as part of its response. The cost proposal will be evaluated and scored in accordance with Section 6 "Proposal Evaluation, Negotiations and Award". By submitting a response, the supplier agrees that it has read, understood, and will abide by the following instructions/rules:

1. The submitted cost proposal must include all costs of performing pursuant to the resulting contract; and
2. The prices quoted and listed in the cost proposal shall be firm throughout the term of the resulting contract, unless otherwise noted in the RFP or contract.

5.2. Cost Structure and Additional Instructions

The BOR's intent is to structure the cost format in order to facilitate comparison among all suppliers and foster competition to obtain the best market pricing. Consequently, the BOR requires that each supplier's cost be in the format outlined below. Additional alternative cost structures will not be considered. Each supplier is cautioned that failure to comply with the instructions listed below, submission of an incomplete offer, or submission of an offer in a different format than the one requested may result in the rejection of the supplier's proposal.

Provide your proposed fee. **Note that any fee must be contingent upon a successful closing of the transaction described in Section 1.1.** The BOR will, in its sole and absolute discretion, decide whether to proceed with the closing of the transaction. If the BOR decides, in its sole and absolute discretion, to not proceed with the closing of the transaction, no fee, reimbursement, or other sum will be due to the supplier. Any fee, reimbursement, or other sum will be due to the supplier only upon a successful closing.

6. Proposal Evaluation, Negotiations and Award

All timely proposals will be evaluated in accordance with the following steps. The objective of the evaluation process is to identify the proposal that represents the best value to the BOR based on a combination of technical and cost factors. Based on the results of the initial evaluation, the BOR may or may not elect to negotiate technical and/or cost factors as further described in the RFP. In the event negotiations of the technical and/or cost factors occur, the revised proposals will be reevaluated in accordance with the provisions of Section 6.4 "Scoring Criteria" of this RFP. Once the evaluation process has been completed (and any negotiations the BOR desires to conduct have occurred), the apparent successful supplier will be required to enter into discussions with

the BOR to resolve any exceptions to the BOR's contract. The BOR will announce the results of the RFP as described further in 6.9 "Public Award Announcement" of this RFP.

6.1. Administrative/Preliminary Review

First, the proposals will be reviewed by the Issuing Officer to determine the proposal's compliance with the following requirements:

1. Proposal was received by deadline
2. Proposal is complete and contains all required documents
3. Technical Proposal does not include any pricing from the Cost Proposal

6.2. Evaluating Proposal Factors (Section 4)

If the supplier's proposal passes the Administrative/Preliminary Review, the supplier's responses to Section 4 "RFP Proposal Factors" will be submitted to the Evaluation Team for evaluation.

6.2.1. Review of Mandatory & Mandatory Scored Questions

The Evaluation Team will review each proposal in detail to determine its compliance with mandatory RFP requirements. Responses to both "Mandatory" and "Mandatory Scored" Questions will be evaluated on a pass/fail basis. If a proposal fails to meet a mandatory and/or mandatory scored RFP requirement, the BOR will determine if the deviation is material. A material deviation will be cause for rejection of the proposal. An immaterial deviation will be processed as if no deviation had occurred. All proposals which meet the requirements of the "Mandatory" and "Mandatory Scored" Questions are considered "Responsive Proposals" at this point in time and will be scored in accordance with the point allocation in Section 6.4 "Scoring Criteria" of this RFP.

The supplier will receive a total technical score at the conclusion of the evaluation of the RFP Proposal Factors.

6.3. Evaluating Cost Proposal and Total Combined Score

The cost proposals will be reviewed and scored in accordance with Section 6.4 "Scoring Criteria." To expedite the evaluation process, the BOR reserves the right to analyze the cost proposals independently, but at the same time the Evaluation Team is analyzing the technical proposals, provided neither the cost proposals nor the cost analysis is disclosed to the Evaluation Team until the Evaluation Team completes its initial evaluation and scoring of the RFP Proposal Factors.

6.3.1. Cost Scoring

The cost proposal may be scored on an overall basis or at the category/subcategory/line level (as applicable) relative to other proposals. The supplier deemed to have the most competitive cost proposal overall, as determined by the BOR, will receive the maximum score for the cost criteria. In the alternative, in the event the cost proposal is scored at the category, subcategory or line level, the BOR may assign the maximum score per category/subcategory/line for the most competitive proposal at that level. Other proposals will receive a percentage of the maximum score based on the percentage differential between the most competitive cost proposal and the specific proposal in question.

6.3.2. Georgia Enterprises for Products and Services (GEPS)

In the event the issuing officer has received a response from GEPS, the issuing officer must factor in a price preference of 8% for purposes of cost evaluation. The price preference of 8% has been approved by DOAS in accordance with the State Use Law set forth at O.C.G.A. 50-5-135 et seq., which is intended to create opportunities for disabled persons employed by community-based rehabilitation programs and training centers that are certified by the State Use Council. To implement the price preference, the issuing officer must lower GEPS' price by 8% when comparing GEPS' price with any other supplier's response. However, in the event GEPS wins the contract award, GEPS must be paid at its actual bid price.

6.3.3. Total Score

The supplier's cost score will be combined with the supplier's technical score to determine the supplier's preliminary overall score (or "preliminary total combined score").

6.4. Scoring Criteria

The evaluation is comprised of the following:

Category	Criteria	Points
Cost	Cost of proposed products and/or services	250 points
Technical/Proposal Factors	"Mandatory" Requirements	Pass/Fail
Technical/Proposal Factors	"Mandatory Scored" and/or "Additional Scored" Responses	750 points
Oral Presentation	As outlined in Section 6.8	300 points (potential)
Total	N/A	1,300 points

6.5. Georgia Based Business/Reciprocal Preference Law O.C.G.A. §50-5-60(b)

For the purposes of evaluation only, suppliers resident in the State of Georgia will be granted the same preference over suppliers resident in another state in the same manner, on the same basis, and to the same extent that preference is granted in awarding bids for the same goods or services by such other state to suppliers resident therein over suppliers resident in the State of Georgia. NOTE: For the purposes of this law, the definition of a resident supplier is a supplier who is domiciled in the State of Georgia.

6.6. Negotiations of Proposals and/or Cost Factors

DOAS possesses discretionary authority to conduct one or more rounds of negotiations of technical proposal and/or cost factors as permitted by Georgia law and DOAS' established procurement policy. This section of the RFP describes DOAS' process for utilizing its discretionary negotiation authority as defined by O.C.G.A. Section 50-5-67(a)(6). No state entity is permitted to conduct negotiations of proposal and/or cost factors without DOAS' supervision unless DOAS has expressly authorized the state entity to conduct negotiations on its own. Although this section addresses DOAS' right to negotiate in accordance with O.C.G.A. §50-5-67(a)(6), DOAS/BOR reserves the right to conduct any other negotiations authorized by law.

The objective of negotiations is to obtain the Offeror's best terms. PLEASE NOTE: NEGOTIATIONS ARE DISCRETIONARY; THEREFORE, THE BOR URGES THE OFFEROR (1) TO SUBMIT ITS BEST RESPONSE AND (2) NOT TO ASSUME THE OFFEROR WILL BE GRANTED AN OPPORTUNITY TO NEGOTIATE.

6.6.1. Overview of Negotiations

After the Evaluation Team has scored the suppliers' proposals, the BOR may elect to enter into one or more rounds of negotiations with all responsive and responsible suppliers or only those suppliers identified by the Evaluation Team as being in the competitive range. The competitive range will not be selected arbitrarily and those suppliers included in the competitive range must have highly scored proposals.

After each round of negotiations (if any), the supplier will submit revisions to its proposal factors and/or cost proposal, which revisions will be scored by the Evaluation Team in accordance with the same criteria used to evaluate the initial responses from the suppliers. Suppliers may be removed from further participation in the negotiation process in the event the Evaluation Team determines the supplier cannot be considered responsive and responsible or based on the competitive range as defined in Section 6.6.3 "Competitive Range."

The BOR reserves the right to proceed to award without further discussions after receipt of the initial proposals, in which case, negotiations and Proposal Revisions will not be required.

6.6.2. Negotiation Instructions

Listed below are the key action items related to negotiations. The BOR's Negotiation Committee may consist of the BOR's Evaluation Committee or may be comprised of different people. However, evaluation of proposals or revised proposals shall be completed only by the BOR's Evaluation Committee.

- 1. Negotiation Invitation:** Those suppliers identified by the Evaluation Committee to negotiate will be notified and invited to attend negotiations. Suppliers will be notified in writing: (i) the general purpose and scope of the negotiations; (ii) the anticipated schedule for the negotiations; and (iii) the procedures to be followed for negotiations.
- 2. Confirmation of Attendance:** Suppliers who have been invited to participate in negotiations must confirm attendance.
- 3. Negotiations Round(s):** One or more rounds of negotiations may be conducted with those suppliers identified by the Evaluation Team.

6.6.3. Competitive Range

If the BOR elects to negotiate pursuant to Section 6.6, the BOR may either (1) elect to negotiate with all responsive and responsible suppliers, (2) limit negotiations to those suppliers identified within the competitive range, or (3) limit negotiations to the number of suppliers with whom the State Entity may reasonably negotiate as defined below. In the event the BOR elects to limit negotiations to those suppliers identified within the competitive range, the BOR will identify the competitive range by (1) ranking suppliers' proposals from highest to lowest based on each supplier's Preliminary Total Combined Score and (2) then looking for breaks in the scores such that natural groupings of similar scores may be identified. In the event the BOR determines the number of responsive and responsible suppliers is so great that the BOR cannot reasonably conduct negotiations (which determination shall be solely at the BOR's discretion and shall be conclusive), the BOR may elect to limit negotiations to the top three (3) ranked suppliers as determined by the Preliminary Total Combined Score.

6.6.4. Negotiation Round Completion

As part of each round of negotiation, the BOR may or may not engage in verbal discussions with the suppliers. However, whether or not the BOR engages in verbal discussions, any revisions the supplier elects to make to its response must be submitted in writing via email by the end date and time identified by the Issuing Officer. All revisions received by the due date and time will be evaluated and re-scored by the Evaluation Team in accordance with the same criteria used to evaluate the initial responses from the suppliers. Revisions which are not received prior to the due date and time cannot be considered; however, any supplier failing to submit timely revisions will not be disqualified from consideration for award based on its final proposal as accepted by the BOR.

6.7. Oral Presentations

The BOR may select up to five (5) suppliers with the highest Preliminary Total Combined Scores to make oral presentations to the Evaluation Team. The Evaluation Team may award up to an additional 300 points to any supplier based on its presentation. The BOR is not required to hold oral presentations or to award any points to any supplier as a result of any presentation. Any points awarded to a supplier as a result of its oral presentation will be added to the supplier's Preliminary total Combined Score to determine the Final Total Combined Score.

6.8. Selection and Award

The responsive and responsible supplier receiving the highest Final Total Combined Score and with whom the BOR is able to reach agreement as to contract terms will be selected for award.

6.9. Public Award Announcement

The preliminary results of the evaluation will be announced through the public posting of a Notice of Intent to Award to the Georgia Procurement Registry. The Notice of Intent to Award (“NOIA”) is not notice of an actual contract award; instead, the NOIA is notice of the BOR’s expected contract award(s) pending resolution of the protest process. The NOIA (if any) will identify the apparent successful supplier(s), unsuccessful supplier(s), and the reasons why any unsuccessful suppliers were not selected for contract award. **NO SUPPLIER SHOULD ASSUME PERSONAL NOTICE OF THE NOTICE OF INTENT TO AWARD (“NOIA”) WILL BE PROVIDED BY THE BOR. INSTEAD, ALL SUPPLIERS SHOULD FREQUENTLY CHECK THE GEORGIA PROCUREMENT REGISTRY FOR NOTICE OF THE NOIA.**

The Notice of Award (“NOA”) is the BOR’s public notice of actual contract award(s). The NOA will be publicly posted to the Georgia Procurement Registry.

7. Contract Terms and Conditions

The contract that the BOR expects to award as a result of this RFP will be based upon the RFP, the successful supplier’s final response as accepted by the BOR and the contract terms and conditions, which terms and conditions can be downloaded from the Sourcing Event. The “successful supplier’s final response as accepted by the BOR” shall mean: the final cost and technical proposals submitted by the awarded supplier and any subsequent revisions to the awarded supplier’s cost and technical proposals and the contract terms and conditions due to negotiations, written clarifications or changes made in accordance with the provisions of the RFP, and any other terms deemed necessary by the BOR, except that no objection or amendment by the supplier to the RFP requirements or the contract terms and conditions shall be incorporated by reference into the contract unless the State Entity has explicitly accepted the supplier’s objection or amendment in writing.

Please review the BOR’s contract terms and conditions prior to submitting a response to this RFP. Suppliers should plan on the contract terms and conditions contained in this RFP being included in any award as a result of this RFP. Therefore, all costs associated with complying with these requirements should be included in any pricing quoted by the suppliers. The contract terms and conditions may be supplemented or revised before contract execution and are provided to enable suppliers to better evaluate the costs associated with the RFP and the potential resulting contract.

Exception to Contract

By submitting a proposal, each supplier acknowledges its acceptance of the RFP specifications and the contract terms and conditions without change except as otherwise expressly stated in the submitted proposal. If a supplier takes exception to a contract provision, the supplier must state the reason for the exception and state the specific contract language it proposes to include in place of the provision. Any exceptions to the contract must be submitted as an attachment to the supplier’s response. Proposed exceptions must not conflict with or attempt to preempt mandatory requirements specified in the RFP.

In the event the supplier is selected for potential award, the supplier will be required to enter into discussions with the BOR to resolve any contractual differences before an award is made. These discussions are to be finalized and all exceptions resolved within the period of time identified in the schedule of events. Failure to resolve any contractual issues will lead to rejection of the supplier. The BOR reserves the right to proceed to discussions with the next best ranked supplier.

The BOR reserves the right to modify the contract to be consistent with the apparent successful offer, and to negotiate other modifications with the apparent successful supplier. Exceptions that materially change the terms or the requirements of the RFP may be deemed non-responsive by the BOR, in its sole discretion, and rejected. Contract exceptions which grant the supplier an impermissible competitive advantage, as determined by the BOR,

in its sole discretion, will be rejected. If there is any question whether a particular contract exception would be permissible, the supplier is strongly encouraged to inquire via written question submitted to the Issuing Officer prior to the deadline for submitting written questions as defined by the Schedule of Events.

8. List of RFP Attachments

The following documents make up this RFP. Please see Section 2.2.2 "RFP Review" for instructions about how to access the following documents. Any difficulty locating or accessing the following documents should be immediately reported to the Issuing Officer.

- A. BOR RFP (this document)
- B. SPD-SP012 Certificate of Non-Collusion
- C. SPD-SP054 Immigration and Security Form
- D. Supplier's General Information Worksheet from Section 4.2 of this RFP
- E. Mandatory Response Worksheet from Section 4.3 of this RFP
- F. Contract from Section 7 "Contract Terms and Conditions" of this RFP

APPENDIX A

Summary of Outstanding Tax-Exempt Debt and Estimated Defeasance Costs

	College of Coastal Georgia	East Georgia State College	Darton State College
Total Par Outstanding <i>(as of 6/30/2013)</i>	\$15,075,000	\$8,610,000	\$23,480,000
Call Date	6/15/2020	6/15/2020	6/15/2020
Call Price	100.0	100.0	100.0
DSRF Release	\$494,478	\$282,604	\$835,244
Estimated Escrow Cost <i>(as of 5/20/2013)</i>	\$18,269,858	\$10,434,924	\$29,368,566
Estimated Escrow Cost Net of DSRF Release <i>(as of 5/20/2013)</i>	\$17,775,380	\$10,152,320	\$28,533,322