

PUBLIC-PRIVATE-PARTNERSHIP FOR THE CENTRAL UTILITY PLANT REPLACEMENT PROJECT AT CALIFORNIA STATE UNIVERSITY, FRESNO



REQUEST FOR QUALIFICATIONS

RFQ No. 128204

DATE: 10/08/18

Public-Private-Partnership for the California State University, Fresno

Central Utility Plant Replacement Project

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Section I: Introduction & General Information

1.1. Invitation

The California State University, Fresno (“the University”) hereby requests Statements of Qualification (“SOQ”) for the purpose of shortlisting Respondents that demonstrate the technical, financial and management capacity required to deliver the “Central Utility Plant Replacement Project” (“CUPRP”) under the terms of an anticipated public-private-partnership agreement. The CUPRP includes the **Design, Construction, Financing** and routine and life-cycle **Maintenance** (or some combination thereof) of the Central Utility Plant and ancillary infrastructure, as well as the implementation of various energy efficiency upgrades across the campus.

As currently envisioned, the Developer will be required over the Term of the Agreement to design, engineer, procure, finance, construct, equip, test and complete CUPRP, including the implementation of energy conservation and efficiency measures, as well as to maintain and upgrade designated components of the Project. Fresno State welcomes all technical approaches that may (i) reduce the total capital investment requirements; (ii) increase and/or accelerate operational savings; and/or (iii) leverage more modern processes and technologies. In general, the Project aims to allow for critical campus growth, while likewise significantly increasing energy and water efficiencies.

This Request for Qualifications (“RFQ”) is being issued as part of a two-phase selection procedure. Shortlisted Respondents will subsequently be invited to submit proposals for the Agreement, in accordance with a Request for Proposals (“RFP”).

1.2. California State University, Fresno

The University was founded in 1911 as part of the California State University, one of the largest public university systems in the world. With nearly 483,000 headcount enrollment, the CSU reports it is the largest single four-year university system in the nation. The CSU has 23 campuses and eight off-campus centers spanning the entire state. The system's campuses provide a broad array of undergraduate and an increasing number of graduate programs. The CSU System is incorporated as The Trustees of the California State University. With approximately \$6.4 billion of Systemwide Revenue Bonds outstanding, Moody's Investors Services recently affirmed a favorable long-term rating (Aa2/Aa2) for debt issued by the Trustees of the California State University.

The University consists of a 338-acre main campus and 1,011-acre University farm laboratory, near the foot of the Sierra Nevada mountain range and surrounded by the San Joaquin Valley, one of the richest agricultural regions in the world. The student population is approximately 25,000 and is growing.

The University was named among the nation's top “Green Colleges” for the third consecutive year by *The Princeton Review*. The University has a solar photovoltaic installation that provides nearly 20 percent of the core campus power, eco-friendly library, outdoor LED lights, and six electric vehicle charging stations. The University has prioritized sustainability, particularly implementing water and energy conservation and eco-friendly building practices.

The University's operations budget for FY18 was \$286.5 million, derived from the following sources:

- State General Fund Allocation (52%)
- University Fees (44%)
- Non-Resident Tuition revenues (3%)
- Other Revenues (1%)

The five-year capital budget (FY 2019-2023) for Fresno State is approximately \$546 million, with \$37 million designated for Fiscal Year 2018-2019 Two-Stage Procurement

Responses to the Request for Qualifications (RFQ) are intended to result in the pre-qualification of firms/teams that the University believes are best qualified to perform the work described herein. The determination of eligibility and qualification will be made in accordance with the procedures and criteria established herein. Shortlisted Respondents will subsequently be invited to submit proposals, in accordance with a Request for Proposals ("RFP"). The University reserves the right not to award any or all of the components of The Project.

1.3. No Liability

Neither the University, nor any of its respective agents, representatives, advisors or consultants make, or shall be deemed to have made, any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained herein or in any information otherwise provided, whether orally or in writing, other than such representations or warranties expressly stated as such in duly issued procurement documents or in a definitive contractual agreement executed between the University and the Developer. Neither the receipt of this RFQ, nor any information contained herein or supplied herewith or subsequently communicated to any Person, whether orally or in writing, in connection with the Project involving the University or its representatives, advisors, or consultants shall constitute, or be interpreted as constituting, the giving of financial, legal, technical or other advice.

The issuance of this RFQ does not constitute, and none of the information set forth herein constitutes, a formal offer to enter into a development contract for the Central Utility Plant, nor does this RFQ obligate the University or any other entity to proceed with the Project.

This RFQ does not commit or otherwise bind the University to enter into a contract or proceed with the procurement described in this RFQ. Neither the University, nor any of its agents, representatives, advisors or consultants shall be held liable or responsible, fiscally or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to or responding to this RFQ or any subsequent RFP, and all such costs shall be borne solely by each Respondent, except to the extent that an eventual RFP expressly provides for the payment of a stipend to a Proposer.

This RFQ does not purport to contain all of the information that a Respondent may need or desire to make an investment decision. Respondents should conduct their own investigations and analysis of relevant information.

1.4. Definitions

<p>"Affiliate" means in relation to any Person:</p> <ul style="list-style-type: none"> a) any other Person having Control of that Person; b) any other Person over whom that Person has Control; c) any Person over whom any other Person referred to in (a) above also has Control; or d) only with respect to the use of the term "Affiliate" in <u>Forms B (Certifications)</u> and <u>C (Legal Disclosures)</u>, any consortium, partnership or joint venture involving such Person, <p>where "Control" of a Person by another Person means that other Person (whether alone or with others, and whether directly or indirectly at any tier): (i) holds the majority of voting rights in the controlled Person; (ii) has the right to appoint the majority of the board of directors (or equivalent) of that controlled Person; and/or (iii) exercises control over that controlled Person's affairs.</p> <p>In the case of an Equity Member, if the Equity Member is an investment fund, "Affiliate" includes such Equity Member's general partner and any other investment fund in which its general partner is an equity investor as a general partner.</p>
<p>"Central Utility Plant Replacement Project" means the replacement of the University's plant, hot and cold-water distribution network, including designated energy conservation measures.</p>
<p>"Data Room" means the data room that will be created by the University to give Proposers access to information related to the Project during the RFP phase.</p>
<p>"Developer" means the entity identified, or otherwise established, by the Successful Proposer to enter into the Project Agreement. The Developer shall develop, design, finance, construct, and maintain the Project in accordance with the Project Agreement.</p>
<p>"Equity Member" means each member of a Respondent's team that will contribute equity to the Developer as part of such Respondent's financing plan for the Project.</p>
<p>"Evaluation Criteria" means the criteria set forth in <u>Section 5.2 (Evaluation Criteria and Weighting)</u> that will be used to evaluate and rank the SOQs.</p>
<p>"Guarantor" means each parent company or other entity (in either case, if any) that is nominated by the Respondent that would support and guarantee the obligations of an Equity Member, Lead Contractor or Lead Contractor Member, Lead Maintenance Provider or Lead Maintenance Provider Member.</p>
<p>"Lead Contractor" means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for the performance of construction work for the Project.</p>
<p>"Lead Contractor Member" means, where the Lead Contractor is an incorporated or unincorporated joint venture, each member or joint venturer in the Lead Contractor.</p>
<p>"Lead Engineer" means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for preparation of the detailed plans and specifications for construction of the Project.</p>
<p>"Lead Engineer Member" means, where the Lead Engineer is an incorporated or unincorporated joint venture, each member or joint venturer in the Lead Engineer.</p>
<p>"Lead Maintenance Provider" means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for maintenance and upgrades over the term of the Agreement.</p>
<p>"Lead Maintenance Provider Member" means where the Lead Maintenance Provider is an incorporated or unincorporated joint venture, each member or joint venture in the Lead Maintenance Provider.</p>

<p>"Lead Member" means the Team member duly designated in the SoQ as the leader and point of contact for the Team for purposes of the procurement, as set forth in section 3.6.3 of this RFQ.</p>
<p>"Major Participant" means each of the following:</p> <ul style="list-style-type: none"> a) each Equity Member; b) Lead Engineer; c) each Lead Engineer Member (if any); d) the Lead Contractor; e) each Lead Contractor Member (if any); f) the Lead Maintenance Provider; g) each Lead Maintenance Provider Member (if any); and h) each Guarantor.
<p>"Organizational Changes" has the meaning set forth in <u>Section 3.6.4 (Changes in Organization)</u>.</p>
<p>"Person" means an individual, a general or limited partnership, a joint venture, a corporation, a limited liability company, a trust, an unincorporated organization or a governmental authority.</p>
<p>"Procurement Process" means the procurement process to select a Successful Proposer to deliver the Project, as outlined in <u>Section 3.1</u>.</p>
<p>"Project" means the design, construction and financing of the CUPRP, as well as the maintenance of designated elements of the plant, hot and cold water distribution network.</p>
<p>"Project Agreement" means the contract to design, build, finance and maintain the Project that the University will enter into with the Developer upon successful completion of the Procurement Process.</p>
<p>"Proposal" means a proposal submitted by a Proposer in response to the RFP.</p>
<p>"Proposer" means a Respondent shortlisted by the University pursuant to this RFQ to submit a Proposal in response to the RFP.</p>
<p>"Request for Proposals" or "RFP" means the solicitation that may be issued by the University to Proposers, and all applicable addenda.</p>
<p>"Request for Qualifications" or "RFQ" means this Request for Qualifications and all applicable addenda.</p>
<p>"Respondent" means any company, team or joint venture which submits an SOQ in accordance with this RFQ.</p>
<p>"SOQ Submission Deadline" has the meaning set forth in section 4.3.3 herein.</p>
<p>"Successful Proposer" means the Proposer selected by the University, in accordance with the RFP, to deliver the Project.</p>

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Section II: Project Description

2.1. Background and Objectives

The central heating and cooling plant (“Central Utility Plant”) at the University provides heating and cooling services (thermal comfort) to over 3.1 million square feet of building space, spread across 80 buildings and 1,011 acres. Built in 1954, the plant and ancillary infrastructure are well past their useful life and in need of urgent upgrades. The boilers do not meet air pollution standards and lack the capacity to support future campus growth.

The University is seeking an affordable, best value system to replace the services provided by the Central Utility Plant, hot and cold water piping distribution system, energy management controls, as well as to implement various energy efficiency upgrades across campus, such as upgrading HVAC and lighting systems in buildings.

The Trustees of the California State University have established a carbon reduction goal of 80% below 1990 levels by 2040. At current operating levels and conditions, the University will not meet this goal due to emissions from the natural gas combustion for campus heating and cooling. The University seeks to achieve a lower-carbon heating and cooling operations to meet this sustainability Board Policy over the term of the anticipated P3 agreement.

The current Central Utility Plant infrastructure is expansive. The following table summarizes key operational challenges that currently impact system reliability and efficiency:

Area	
Central Plant – Cooling	Four 800-ton York centrifugal water chillers
	One 1200-ton Trane centrifugal screw chiller
	Marley cooling tower
	1.66 million gallon thermal energy storage tank
Central Plant – Heating	Three 450hp boilers
Heating Hot Water Piping Distribution System	Heating Hot Water Piping Distribution System
Energy Management and Control System (EMS)	Two primary EMS systems
	HVAC systems in buildings with mechanical systems

The Central Utility Plant Replacement Project holds strategic importance to the University. The University, along with the entire California University System, is facing growing budgetary constraints as demand for student enrollment increases. The growth of the campus is currently constrained, in part due to inadequate utility infrastructure to support additional buildings, which limits student enrollment. As such, upgrading the university's critical infrastructure helps enable future growth of the campus and supports the University's mission and physical masterplan.

To address these constraints, a campus-wide energy conservation study was recently undertaken, based on the findings of the University's Utility Master Plan (UMP) Critical Needs Assessment in 2014. The energy conservation study, performed by P2S Engineering Inc, sets out recommendations for the phased *like-for-like* replacements of Central Utility Plant equipment in a similar location as existing equipment, while providing additional capacity for future growth and redundancy. While the proposed plan envisions the upgraded plant having the same general configuration (i.e., chillers, CHW TES, gas-fired boilers) as the existing plant, the recommendations also include options for overall improved efficiencies, such as reconfiguration of piping. A discussion of distributed heating plants is also included in the study, with five locations across campus being identified as potential locations for satellite heating plants. The study likewise suggests several potential Energy Conservations Measures (ECM's) for individual buildings across campus.

Although the UMP reflects a like-for-like replacement of infrastructure, which PS2 estimated to cost \$130 million, the University is open to all technical approaches that may (i) reduce the total capital investment requirements; (ii) increase and/or accelerate operational savings; and/or (iii) leverage more modern processes and technologies. In general, the Project aims to allow for critical campus growth, while likewise significantly reducing energy and water inefficiencies.

To deliver this Project, The University is pursuing an alternative finance and delivery method through a public-private-partnership (P3) structure, in order to incentivize innovation, accelerate delivery, transfer risk, and lower life-cycle costs associated with the Project.

2.2. Anticipated Scope and Transaction Structure

2.2.1. Project Agreement

The University intends to enter into a Project Agreement with the Developer that will set forth, among other things, the obligations of the University and the Developer with respect to the design, construction, financing and maintenance (DBFM) of the Project. The term of the Project Agreement is anticipated to be no greater than 40 years.

2.2.1.1. Design and Construction

The Developer will design and construct the Project in accordance with the Technical Requirements set forth in the RFP and Project Agreement and in compliance with applicable Federal, state and local laws, regulations and policies. The major elements to be designed and constructed as part of the Project include the following:

- (i) Central Utility Plant, providing thermal comfort (HVAC) systems;
- (ii) Cold and Heating Water Piping Distribution System (or viable alternatives that provide similar outputs, such as decentralized systems, eco-Districts, etc.) ;
- (iii) Energy Management and Control System (EMS); and

(iv) Other energy conservation and efficiency measures throughout campus facilities

2.2.1.2. Financing

As currently envisioned, the Developer is expected to be solely responsible for providing all necessary financing for the Project, whether through debt (taxable and/or tax-exempt), equity or any combination thereof. All proposed financing structures must be without recourse to the University. The University retains the right to offer milestone payments and/or provide funding for certain elements of the Project. More details regarding the financing scope shall be set forth in the RFP.

2.2.1.3. Maintenance

The Developer shall be responsible for the routine and life-cycle maintenance of designated Project elements and will perform such maintenance in accordance with the technical requirements and standards set forth in the Agreement, as well as with applicable laws, regulations and policies.

2.2.2. Compensation Structure

As currently envisioned, upon completion of the Project, the Developer will be compensated over the Term of the Agreement on the basis of a performance-based take-or-pay utility purchase arrangement.

2.2.3. Modifications to Scope & Transaction Structure

The information regarding the anticipated scope and transaction structure set forth herein reflects the University's envisioned scope and structure as of the date of issuance of this RFQ. The University reserves the right to modify the proposed transaction structure and/or Project scope in its sole discretion. The University will communicate any modifications made during the Procurement Process in accordance with Section 3.4 (Clarifications).

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Section III: Procurement Requirements and Protocol

3.1. Procurement Process

The University intends to follow a two-phased procurement process to select a successful Proposer to undertake the Project.

3.1.1. Phase One RFQ

The first phase commences with the issuance of this RFQ to solicit responses, in the form of SOQs, which the University will evaluate to identify which Respondents are most qualified to successfully deliver the Project. The University will evaluate the SOQs in accordance with the criteria set forth in this RFQ and will select Proposers to be involved in the second phase. The University intends to short-list three to four Respondents as Proposers; however, the University may, in its sole discretion, increase or decrease the number of short-listed Respondents.

3.1.2. Phase Two RFP

The second phase will commence when the University issues a draft Request for Proposals (“RFP”) to Proposers, including the proposed Project Agreement. There will be one or more opportunities for the Proposers to make comments on the draft RFP and Project Agreement, before the final RFP and Project Agreement are issued. The University will evaluate the Proposals submitted in response to the RFP in accordance with the criteria set forth in the RFP and will select the Successful Proposer to be the Developer.

3.2. Anticipated Procurement Schedule

Although not binding, the following timetable outlines the anticipated procurement schedule for the transaction. The timing and sequence of events resulting from this RFQ may vary and shall ultimately be determined the University, in its sole discretion.

RFQ Anticipated Procurement Schedule	
RFQ Issue	October 08, 2018
Industry Day / Site Visit	November 02, 2018 @ 1 p.m. PDT
RFQ Comment Deadline	November 09, 2018 @ 4 p.m. PST
Addenda to Q&A Issue	November 17, 2018
SOQ Submission Deadline	November 29, 2018 at 2:00 p.m. PST
Respondent interviews (if held)	TBD
Short-listed Proposers announced	December 2018
RFP launch	February 2019

Changes to the anticipated schedule shall be communicated to prospective respondents in accordance with section 3.4 of this RFQ and posted on <https://caleprocure.ca.gov/pages/index.aspx>.

3.3. No Obligation

The University reserves the right to modify or terminate this solicitation at any stage if it determines this action to be in its best interest. The receipt of SOQs, proposals or other documents at any stage of either the RFQ or RFP process will in no way obligate the University to proceed with the procurement or enter into any contract of any kind with any party.

3.4. Communications and Clarifications

Prospective Respondents requiring additional information or desiring clarifications with regard to this RFQ must present a written request for clarification to the University. All communications need to be directed to the Managing Office. In e-mail communications, please reference "RFQ No. 128204 CSU Fresno, Central Utility Plant Replacement Project" in the subject line:

Name	<i>TO: Lorrie Westcott, Assistant Director, Procurement and Public Works</i>
Campus	<i>California State University, Fresno</i>
Address	<i>5150 N Maple Ave M/S JA111 Joyal Administration Building Room 161 Fresno, CA 93740</i>
Telephone	<i>559.278.2111</i>
Fax:	<i>559.278.1124</i>
E-Mails:	<i>publicworks@csufresno.edu</i>

Only written request for clarification shall be considered. The University strongly encourages Respondents to consider relevance, brevity and clarity when submitting comments or questions.

Any such comment or request for clarification must be received by the University no later than **4 p.m. PST on November 09, 2018**. Respondents are encouraged to submit their comments and questions as and when they are ready for submission.

The University shall attempt to address all written requests, providing written responses and/or addenda. Each interpretation or correction, as well as any additional RFQ provision or amendment that the University may decide to include will be posted on <https://caleprocure.ca.gov/pages/index.aspx>. Any clarification, addendum or amendment issued by the University shall be incorporated by reference into this RFQ and must be taken into account by each Respondent in preparation of its response. Only written notices duly issued by The University shall constitute binding revisions to this RFQ.

Prospective Respondents may only direct questions in writing to the Managing Office and any attempt to arrange individual meetings with The University staff, Board of Trustees members, advisors, contractors, vendors or any other relevant official to discuss this RFQ during the procurement period may result in the disqualification of the Respondent. Prospective Respondents are advised that no oral interpretation, information or instruction by any officer, employee or advisor of the University related to this procurement shall be binding.

The University will post all addenda and amendments to this RFQ by 5 p.m. on November 17, 2018. **Prospective Respondents are solely and exclusively responsible for checking Cal eProcure website for updates.**

3.5. Information Memorandum & Supplemental Data

General information regarding the Project and other relevant operations information has been compiled in the Information Memorandum attached as Appendix A. This Information Memorandum is issued for information purposes only and is being provided solely for use by Prospective Respondents to assist them in analyzing the potential opportunity and Project described herein.

Neither the University, nor any of its respective agents, representatives, advisors or consultants make, will make, or will be deemed to have made, any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained herein or any information otherwise provided, whether orally or in writing, other than such representations or warranties expressly stated in duly promulgated procurement documents or in a definitive contractual agreement executed between the University and a Selected Proposer. In providing materials in connection with the proposed transaction, the University does not undertake any obligation to correct, amend or update such materials.

The University, as well as any of its agents, representatives, advisors or consultants shall not be held liable or responsible to any Respondent for any cost or expense incurred in association with this Information Memorandum or in any investigation, negotiation or transaction associated therewith.

All Prospective Respondents are strongly advised to seek their own independent financial, legal, tax, technical and other advice.

Shortlisted Proposers shall be afforded the opportunity to conduct further due diligence through (i) access to an on-line data room; (ii) meetings with the University and its advisors; (iii) presentations about the Project; (iv) inspections by representatives of the Proposer; and (v) review and discussion of the draft RFP and Project Agreement.

3.6. Teaming and Representation

3.6.1. Right to form Consortia

For the purposes of this procurement and the subsequent execution of any contractual agreements, an individual or company, together with other individuals and/or companies, may form a Bidding Consortium ("Team").

3.6.2. Exclusivity

To ensure a fair and competitive process, Major Participants are prohibited from participating, in any capacity, on more than one Respondent team during the course of the Procurement Process. A violation of this rule shall cause the immediate disqualification of the Respondent Teams sharing any Major Participants, as well as of the individual and/or firm(s) involved.

3.6.3. Leader Designation and Registered Representative

In the event a Respondent is a consortium, the Team should designate one of its members as the Leader ("Lead Member"). The Lead Member shall act as the contact point for the Team and shall be authorized by all other Consortium members to act on their behalf for purposes of the procurement. The SoQ shall identify the Registered Representative for the Respondent, who shall be a legally authorized representative of the Respondent or, in the case of a Team, the Lead Member of the Respondent consortium.

3.6.4. Changes in Organization

Respondents may add, delete or substitute Team members and reorganize their Team during the procurement process, unless that change would result in a conflict of interest. Notwithstanding the foregoing, following submittal of the SOQs, Respondents are prohibited from the following without the University's prior written consent:

- a) deleting, substituting or changing the composition of any Major Participant or any other team member identified in its SOQ or change the role or scope of work of such Major Participant or team member; or
- b) otherwise reorganize its Team to the extent that such reorganization would render the organizational charts and descriptions provided in their SOQ inaccurate or incomplete, (each an "**Organizational Change**").

If, during the RFP stage, a Proposer wishes to make any such Organizational Change, a Proposer must submit to the University a description of the proposed change and any relevant documentation related to the change.

While the University reserves the right to withhold its consent to any Organizational Change in its discretion, the University expects that it will base its decision as to whether to accept a proposed Organizational Change on whether the proposed Organizational Change would:

- a) render the Respondent materially different from or less qualified than the Respondent originally selected as a Proposer in a way that would have had a material adverse effect on the evaluation of the Respondent's SOQ;
- b) result in any Conflict of Interest; or
- c) cause the Respondent or Proposer to be in violation of another provision of this RFQ.

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Section IV: Submission Requirements

4.1. General

The University expects SOQs submitted in response to this RFQ to:

- a) outline, in general terms, the Respondent's qualifications, experience and understanding required for the successful design, construction, financing and maintenance of the Project;
- b) concentrate on technical and financial standards and the Respondent's ability to deliver and maintain the Project over the term of the Agreement; and
- c) provide enough information about the requested items to allow the University to evaluate the Respondents and determine which Respondents are most qualified to submit a Proposal based on the criteria set forth in this RFQ.

The University will not be responsible for errors, omissions, inaccuracies or incomplete statements in an SOQ.

4.2. Form and Content of the Response

4.2.1. Contents

Respondents must include all information stipulated in this RFQ. Submittal requirements are specified in **Appendix B (Submittal Requirements)**.

Responses should follow the format outlined herein. SOQs should be prepared simply and economically, providing a straightforward and concise description of the Respondent's relevant experience and qualifications. In order to ensure a uniform review process and to obtain the maximum degree of comparability, the SOQ should be organized in accordance with the following:

- (i) **Volume 1 – Experience & Capabilities**
 - Part 1 – General Information
 - Part 2 – Organization and Management
 - Part 3 – Technical Experience, Capabilities and Project Understanding
 - Part 4 – Financial Capabilities and Experience
- (ii) **Volume 2 – Financial Information**

Each Volume shall be sub-divided and tabbed to correspond to the parts and section numbering set out in the relevant submittal requirements set forth in **Appendix B (Submittal Requirements)**. Relevant Forms are set out in **Appendix C (Forms)**.

4.2.2. Placeholders

A comprehensive response to each section is highly recommended. If a Respondent does not include information or materials in its SOQ that are described in the relevant submittal requirements in Appendix B (Submittal Requirements), such Respondent shall include in the relevant section of its SOQ a statement explaining the omission and the reasons that the Respondent believes the requirement does not apply.

4.2.3. Additional Materials

Respondents are strongly encouraged NOT to submit information that is not required by this RFQ. If a Respondent elects to include material in addition to the information specifically requested, the Respondent shall append that material to the end of the most appropriate defined section of the outline and such additional materials will be included within any applicable page limits for that section.

Respondents should develop SOQs to address the project-specific submittal requirements and should not submit standard corporate brochures, awards, licenses and marketing materials in an SOQ, although reference can be made to awards and licenses where relevant.

4.3. Delivery

4.3.1. Copies and Marking of Responses

All responses must be submitted in one unbound (1) original and ten (10) copies, as well as with one USB flash drive marked with the Respondents name containing a digital copy of the SOQ in PDF (searchable) format, with one file each for each of the volumes 1-1, 1-2, 1-3, 1-4 and 2, and with bookmarks for each section within each file.

For the printed original and copies, all pages shall be joined and counted, with each of Volumes 1 and 2 in one or more separate binders, with the front cover and spine of each binder labeled with the following information:

CSU, Fresno Central Utility Plant Statement of Qualification
 RFQ No. 128204
[Respondent Name]
 Copy *[number]* of Volume *[[1]/[2]]*
 Binder *[number]* of *[total number]*

4.3.2. Delivery Location

Responses may either be delivered by hand or sent to the Managing Office through U.S. mail or available commercial courier services to the addresses indicated below:

Address for US Mail Delivery	Address for Hand Deliveries
Lorrie Westcott, Asst Director Procurement and Public Works California State University, Fresno 5150 N. Maple Ave MS JA111 Fresno, CA 93740	Lorrie Westcott, Asst Director Procurement and Public Works California State University, Fresno Joyal Administration Bldg, Room 161 5150 N. Maple Ave M/S JA111 Fresno, CA 93740

4.3.3. SOQ Submission Deadline

SOQ responses to this RFQ must be received by the University at the address indicated in section 4.3.2 by **2 p.m. PST on November 29, 2018**. Any SOQ received after the SOQ Submission Deadline will be rejected.

4.3.4. Formatting & Page Limits

4.3.4.1. Formatting

Respondents must format their SOQ using the following:

- a) black, 11 point, standard-form Arial, Helvetica or Times New Roman font;
- b) "single line" spacing with no less than 10 point line spacing (paragraph formatting) after each line; and
- c) sequential page numbering;

When printing the SOQ, Respondents should use 8-1/2" x 11" sized white paper with at least 1" margins for narrative text (i.e., not tables, graphics or charts). Forms, organizational charts, schematics, other drawings or schedules may be printed on 11" x 17" pages.

Respondents may use other fonts for text on the cover and spine of binders, as well as other color font for headings, tables and graphics. Respondents may use 9 point font in tables, graphics or charts, provided that the tables, graphics and charts are legible.

4.3.4.2. Page Limits

Respondents are encouraged to be succinct, to the extent possible, and comply with any page limits and other limits, if applicable, set out in Appendix B (Submittal Requirements). Page limits and other limits are maximum limits and do not need to be reached for each item indicated, but should not be exceeded. The University may, in its discretion, reject pages that exceed the page limits or that fail to follow the content or format instructions outlined in this RFQ.

4.3.4.3. Signatures

Respondents may provide either original or electronic signatures in their SOQs.

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Section V: Evaluation and Qualification of Respondents

5.1. Evaluation and Short-List Procedures

5.1.1. Evaluation Procedure

SOQs will be reviewed and evaluated by a Selection Committee according to the requirements and criteria outlined in this RFQ. Each SOQ will be reviewed to determine whether it is responsive to the submission requirements. Failure to comply with the requirements of this RFQ may result in rejection of the SOQ as non-responsive. The selection committee, in its sole discretion, may waive any such failure to meet a requirement of this RFQ and may request clarification or additional information to remedy a failure.

5.1.2. Clarifications and Additional Information

During the evaluation process, written questions or requests for clarifications may be submitted to one or more Respondents regarding its SOQ or related matters. Failure to respond in a timely manner to any such questions or requests may be grounds for elimination of the Respondent from further consideration. The University reserves the right to invite selected Respondents to participate in interviews to learn more about their qualifications and experience. The University likewise reserves the right to contact references included in any SOQ and visit facilities and clients associated with a Major Participant mentioned in the SOQ.

5.1.3. Notifications

The University shall notify the Respondents short-listed as Proposers in writing and invite the Proposers to respond to an RFP for the Project, if issued. The University will also notify those Respondents not short-listed as Proposers in writing and give those Respondents an opportunity to schedule a debrief meeting, should they so request.

5.2. Evaluation Criteria and Weighting

5.2.1. Evaluation Categories and Criteria

Due to the technical, financial, managerial and operational complexity of the Project, a Proposer must have direct proven experience with the successful execution of projects of a similar nature to that envisioned herein. For this reason, the University shall evaluate and score each SOQ in accordance with the following:

Evaluation Categories	Max Points
Organization and Management	15
Technical Qualifications and Capabilities <ul style="list-style-type: none"> • Design-Build Capabilities and Experience (25) • System Maintenance (15) • Project Understanding (10) 	50
Financial Qualifications & Capabilities	35
Total	100

The following rating system will be used for assigning specific scores for each evaluation category, in accordance with the evaluation criteria indicated in sections 5.2.2, 5.2.3, and 5.2.4 below:

Rating	Description	Percentage Weighting [applied to max score]
Exceptional	Clearly understandable and qualifications greatly exceed all requirements of the criteria indicated in the RFQ; SoQ demonstrates a high probability of success across all stages of Project life-cycle; SoQ aligns and reflects the University's priorities and objectives; SoQ contains no weaknesses or deficiencies.	100%
Good	Understandable and exceeds all the minimum requirements of the criteria in RFQ; SoQ demonstrates an above average probability of success across all stages of Project life-cycle; SoQ reflects a sound understanding of the University's priorities and objectives; SoQ contains no significant weaknesses and only minor, correctable weaknesses exist.	90%
Acceptable	SoQ meets all the minimum requirements of the criteria set forth in the RFQ; SoQ has an average probability of success; SoQ has no significant weaknesses and deficiencies can be readily corrected.	75%
Marginal	SoQ is difficult to understand at times and/or fails to meet one or more of the minimum requirements of the criteria set forth in the RFQ; SoQ demonstrates a low probability of success; SoQ contains major weaknesses and/or significant number of deficiencies.	50%
Unacceptable	SoQ fails to meet any of the minimum requirements of the criteria set forth in the RFQ; SoQ does not reflect the University's priorities and objectives and needs major revisions; very low probability of success.	0%

5.2.2. Organization and Management (15 points)

The University shall evaluate each Respondent's organization and management based on the extent to which the proposed organization and management structure of the Respondent demonstrates the ability to successfully coordinate and deliver all life-cycle components of the Project, taking into account Project size and complexity. The University will verify and evaluate that the Respondent organization addresses all key project technical and financial capability requirements as set forth in the RFQ. Higher scores will be merited where there is a clear and logical management structure, with an alignment of interests amongst Major Participants across multiple project elements (such as design, construction, financing and maintenance). Higher scores will also be merited where there is demonstrated experience of the Major Participants working together as part of an integrated team in relation to successfully delivering comparable projects.

The suitability of the organization structure of the Respondent will take into consideration the following amongst other, factors:

a) Team Structure

- (i) Clarity and logic of the proposed organizational structure, including the reporting structures and hierarchy of Team Members, and how such team structure aligns with the overall needs of the Project (including the design, construction, and maintenance phases);
- (ii) Whether the roles and responsibilities of all Team Members is clearly defined and appropriate for the needs of the Project;
- (iii) Whether the SOQ presents an efficient and clear decision-making process at both management and technical levels;
- (iv) Whether the team structure reflects a reasonable risk allocation and approach to risk management, including a solid understanding of risk management principles;
- (v) The extent to which the Respondent's approach to teaming is effective, realistic and achievable and relate and respond to the challenges and opportunities of the Project.

b) Prior Experience Working Together as a P3 Team

- (i) The number of Team Members that have worked together on relevant reference projects and the extent of such participation by Team Members in such reference projects;
- (ii) The extent to which the SOQ identifies success factors which led to the members working well together and/or lessons learned that are relevant and can be applied to the Project; and
- (iii) The outcome of projects where team members have worked together, including whether such reference projects were delivered on schedule and on budget.

c) Key Personnel

- (i) Background and expertise with relevant projects, including their track-record of success with implementing projects of a similar nature;
- (ii) Clarity in terms of the identification of responsibilities of Key Personnel; and
- (iii) Experience delivering under an Alternative Delivery Method, such as a DBFM or a collaborative/progressive design-build.

5.2.3. Technical Qualifications and Capability

The evaluation of technical qualifications and capability will address whether and to what extent the Respondent adequately responds to the technical capability requirements of the Project with respect to the following areas:

5.2.3.1. Design and Construction Capabilities and Expertise (25 points)

- a) **Technical Experience:** The extent and depth of the experience of the Respondent and its Major Participants with the delivery of comparable projects. This will include considerations such as the design and construction of similar structures, track record of cost and schedule compliance, general design and construction experience and expertise, past performance, references, etc.
- b) **Technical Capability:** The extent and depth of the technical capabilities of the Respondent and its Major Participants in, amongst others, the following areas:

- (i) Expertise and experience in the design and construction of district heating and cooling systems, particularly to serve university campus settings;
- (ii) Track record of designing and delivering energy conservation and efficiency measures for university buildings;
- (iii) Construction capability and expertise (management of construction risk);
- (iv) Experience with design and construction on alternative finance and delivery projects;
- (v) Experience with system design and construction that provides system availability, reliability and resiliency for existing customers and to meet future demand projections;
- (vi) Track-record of integrating construction requirements with long-term operations, maintenance and lifecycle replacement requirements;
- (vii) Provision of value-added, innovative solutions to design and technical challenges on relevant Projects;
- (viii) Successful experience with the application of codes and standards associated with equipment, plant design, network design, and installation;
- (ix) Track-record of **collaborative design processes** (with client owners) and managing diverse stakeholders during complex construction projects;
- (x) Capability to:
 - a) Manage project schedule and budget including supply chain, project delivery logistics and on-site work;
 - b) Coordinate construction work to achieve integration between designers, constructors and maintenance providers / operators;
 - c) Abide by all applicable health and safety standards, required contractor permits, and professional licenses;
 - d) Design and construction of complex distribution networks while managing construction in public rights-of-way, coordinating with utilities, communicating and coordinating with adjacent property stakeholders, etc.;
 - e) Design and construction of associated structures typically found in distribution network infrastructure including but not limited to tunnels, retaining walls, cut and fill trenches, buried structures including construction for challenging ground conditions;
 - f) Design and construction of new replacement systems, while operating and serving customers (including management of swing space facilities, etc.);
 - g) Development effective construction approaches to account for environmental and ecological considerations;
- (xi) Other

5.2.3.2. Maintenance Capabilities and Expertise (15 points)

- a) **Technical Experience:** The extent and depth of the experience of the Respondent and its Major Participants with the maintenance of critical components of district heating and cooling systems similar to those that will be constructed and installed as part of the Project. This will include considerations such as experience with the maintenance of heating and cooling systems (including routine maintenance, equipment inspections, environmental permitting compliance, system enhancements and upgrades, major repairs, technology management, etc.) and with low-carbon emission equipment and processes.

- b) *Technical Capability*: The extent and depth of the technical capabilities of the Respondent and its Major Participants in, amongst others, the following areas:
- (i) Maintenance of district heating and cooling systems on projects involving central plants, tunnels, direct buried networks, and piping systems, as well as maintenance of ECM's;
 - (ii) Customer Service [Respondents must demonstrate their commitment to achieving the highest standards of customer service and satisfaction, highlighting relevant experience and qualifications, as well as programs designed to ensure customer satisfaction];
 - (iii) Safety and Security
 - expertise in relevant central heating and cooling plant engineering standards, specifications, policies, practices and processes;
 - Proven track-record of environmental health and safety compliance at similar facilities; and
 - Experience in emergency response support.
 - (iv) New energy management technologies and continual improvement;
 - (v) Perform maintenance on a long-term basis for a DES (heating and cooling), encompassing overall management of maintenance activities required for their safe functioning, including monitoring and inspection of infrastructure/equipment, strategic planning of routine maintenance works and lifecycle works and seasonal maintenance;
 - (vi) Plan, develop and implement services during the maintenance period with a focus on meeting service levels, quality, stakeholder, health, safety and environmental requirements;
 - (vii) Plan and implement multi-year lifecycle replacement and service management system plans and network monitoring programs (in consultation with project sponsors, users and regulatory agencies) while taking into account end-of-term considerations for asset condition and transfer while managing scheduled and non-scheduled rehabilitation of DES components;
 - (viii) Deliver routine event detection and user support services and developing emergency response plans related to incidents and threats such as, fires, human action, truck collision, and natural events such as extreme winds, floods, earthquakes; and
 - (ix) Perform maintenance and modifications resulting in improvements in efficiency, reliability, environmental impact and economic performance of the facilities.

5.2.3.4. *Project Understanding (10 points)*

The extent to which a Respondent demonstrates a clear understanding of the University's goals and objectives, as well as of the opportunities and potential risks and challenges involved in delivering the Project. Respondents should address their approach to innovation, mitigating cost impact, collaborating with University stakeholders, etc., as well as to ensuring the long-term economic and operational viability of any proposed solution.

5.2.4. *Financial Qualifications and Capability (35 points)*

An evaluation of the financial capabilities of each Respondent will address whether the SOQ adequately responds to the financial capability requirements of the Project with respect to the ability of the Respondent to raise financing without any contingencies and continue to maintain and upgrade the Central Plant over the life of the project term. The University will evaluate each Respondent's financial qualifications and capability in accordance with the criteria set forth in herein.

5.2.4.1. *Equity Members' financing experience*

- a) The extent and depth of Equity Members' experience in investing equity and/or structuring financing sources to obtain firm financing commitments for proposals, and achieving financial close on, similar projects using a diverse range of financial products (including bank loans, taxable and tax-exempt bonds, government credit assistance programs, letters of credit and other financing sources).
- b) The Equity Members' experience as equity members in successfully bringing comparable projects through construction completion.

5.2.4.2. *Financial Capability*

- a) The Respondent team has the overall financial strength and capability to carry out the Project responsibilities potentially allocated to it, as evidenced by the financial statements of the Equity Members, Lead Contractor and Lead Contractor Members, the level of support and financial statements of any Guarantor, bank or financial institution and information contained in the Financial Officer Certificates and Surety Letter provided in accordance with the Submittal Requirements set forth in Appendix B (*Submittal Requirements*).
- b) The Equity Members have funding capacity and ability to invest equity capital in a manner that is consistent with the contemplated contractual and financial structure of the Project, as evidenced by the Equity Funding Letters.

5.2.4.3. *Notes to the Financial Qualifications and Capability Criteria*

- a) Projects referenced above that evidence Equity Members' financing experience will merit higher scores if they satisfy more than one of the following criteria:
 - (i) the Equity Member held a controlling ownership interest in the project company;
 - (ii) the project reached financial close;
 - (iii) the financed project was an alternative finance and delivery structure (DBFM, concession or similar); and/or
 - (iv) the compensation structure was based on a utility purchase agreement, take-or-pay arrangement or similar.
- b) The overall financial capability of the Respondent will be assessed based on:
 - (i) the strength of the submitted financial statements and Annex A (*Financial Information Summary*) to Form GG2 (*Financial Information - Financial Officer Certificate*);
 - (ii) any credit ratings of the debt of the Respondent's Equity Members, Lead Contractor and Lead Contractor Members;
 - (iii) details regarding any bankruptcy/insolvency proceedings provided pursuant to Form B (*Certifications*); and
 - (iv) other relevant financial information contained in the SOQ.

5.2.5. Discretion to Disqualify Respondent

The University may, at any time and in its discretion, cease evaluating an SOQ and remove the applicable Respondent from further consideration in the procurement process if any of the following circumstances apply:

- a) the SOQ does not contain each of the items required by Appendix B (Submittal Requirements); provided that a Respondent shall not be disqualified solely based upon an administrative error;
- b) the Respondent or any other entity that has submitted Form B (Certifications) as required by this RFQ has been or is currently disqualified, removed, debarred or suspended from performing or bidding on work for the California State University system or in the State of California; or
- c) the Respondent does not provide evidence that it can comply with the bonding requirements by providing a letter as required by the Submittal Requirements.

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Section VI: General Provisions, Statement of Limitations

6.1 Conflicts of Interest

Respondents are required to disclose information relating to their business dealings with the University, including affiliations and business and financial relationships that they may have with the University or Board of Trustees officers or officials.

For purposes of this RFQ, "Conflict of Interest" means:

- a) any situation or circumstance where a Respondent or any of its Major Participants:
 - (i) has other commitments, relationships, financial interests or involvement in ongoing litigation that:
 - a. could or could be seen to exercise an improper influence over the objective, unbiased and impartial exercise of the University's independent judgment; or
 - b. could or could be seen to compromise, impair or be incompatible with the effective performance of its obligations under the Project Agreement;
 - (ii) is under contract with the University and/or the Board of Trustees to prepare procurement documents for the Project; or
 - (iii) has knowledge of or access to confidential information (other than confidential information disclosed by the University in the normal course of the RFQ or RFP) of strategic or material relevance to the RFQ, the RFP or to the Project that is not available to other Respondents and that could or could be seen to give the Respondent an unfair competitive advantage; and
- b) an "organizational conflict of interest" is defined as follows:

"Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage."

6.2. Public Disclosure

Respondents submitting business or other information pursuant to this RFQ should consult California Public Records Act § 6250 et seq. and other implementing regulations concerning the release of such information to third parties pursuant to the California Public Records Act. All information submitted by Respondents that they consider confidential or a proprietary trade secret and not releasable to third parties outside The University, and its employees, agents, consultants, and representatives must be clearly and conspicuously so marked.

All confidential and proprietary information, which is clearly identified as such, and disclosed to the University shall, to the extent permitted by law, be held in confidence and used only in the evaluation process for the RFQ. Respondents shall be solely responsible for protecting their own trade secrets or proprietary information and will be responsible for all costs associated with protecting such information from disclosure. The University has no duty to defend proprietary or confidential information from any public records request. Upon receipt of a public records request pursuant to which the University determines it must disclose information marked as a proprietary trade secret, the University shall first deliver a notice to the affected Respondent of its intent to disclose such information. The Respondent

shall have a maximum of five business days to respond to pursue legal remedies to stop the University's release of the requested information.

The University may disclose submissions received in response to this RFQ to non-governmental evaluators. Each non-governmental evaluator will sign and provide Nondisclosure Agreements to the University.

6.3. Reserved Rights

In connection with the procurement described in this RFQ, the University reserves any and all of the rights available to it under applicable law, which rights shall be exercisable by the University in its sole discretion. Such rights include the right to, with or without cause and with or without notice:

- (a) modify the Procurement Process or documentation described in this RFQ;
- (b) modify the scope of the Project;
- (c) appoint additional evaluation teams to review SOQs and seek the assistance of outside technical, financial, legal and other experts and consultants;
- (d) waive deficiencies in an SOQ, accept and review a non-conforming SOQ or permit clarifications or additional information to be submitted with respect to an SOQ;
- (e) make independent calculations with respect to numbers and calculations submitted in an SOQ for purposes of their evaluation;
- (f) hold meetings and interviews, and conduct discussions and correspondence, with one or more of the Respondents to seek an improved understanding of any information contained in an SOQ;
- (g) require confirmation of information submitted by a Respondent, require additional information from a Respondent concerning its SOQ, or require additional evidence of qualifications to perform the work described in this RFQ;
- (h) seek or obtain data from any source that has the potential to improve the University's understanding and evaluation of such SOQ;
- (i) terminate evaluations of SOQs received at any time;
- (j) reject any and all SOQs received at any time;
- (k) not select any Respondent as a Proposer;
- (l) add as a Proposer any Respondent that submitted an SOQ in order to replace a previously selected Proposer that withdraws or is disqualified from participation in this procurement;
- (m) disqualify any Respondent that changes its SOQ without the University's approval;
- (n) disqualify any Respondent or Proposer from the Procurement Process for violating any rules or requirements of the procurement specified in (i) this RFQ, (ii) the RFP, (iii) any other communication from the University or (iv) applicable law;

- (o) accept, reject or seek additional information regarding a Respondent's request to make any changes to its organization;
- (p) withdraw or cancel this RFQ or any subsequent RFP, in whole or in part, at any time prior to the execution by the University of the Project Agreement, without incurring any cost obligations or liabilities, except to the extent specifically provided in procurement documentation;
- (q) revise the evaluation factors or methodology prior to the SOQ Submission Deadline;
- (r) issue addenda, supplements and modifications to this RFQ;
- (s) issue a new request for qualifications or request for proposals after cancellation of this RFQ or any subsequent RFP;
- (t) not issue an RFP;
- (u) develop some or all of the Project itself;
- (v) disclose information submitted to the University as permitted by applicable law or this RFQ;
- (w) exercise any other right reserved or afforded to the University under this RFQ or applicable laws and regulations; and
- (x) exercise its discretion in relation to the matters that are the subject of this RFQ as it considers necessary or expedient in the light of all circumstances prevailing at the time which the University considers to be relevant.

This RFQ does not commit or bind the University to enter into a contract or proceed with the procurement described in this RFQ. The University does not assume any obligation, responsibility or liability, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to or responding to this RFQ or any subsequent RFP, and all such costs shall be borne solely by each Respondent, except to the extent that the RFP expressly provides for the payment of a stipend to a Proposer.

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Appendices

Appendix A: Information Memorandum

Appendix B: Submittal Requirements

 Volume 1 – Experience & Capabilities

 Volume 2 – Financial Information

Appendix C: Forms

Appendix A – Information Memorandum

I. Introduction and Project Objectives

The California State University, Fresno (“Fresno State”) has nearly 3.1 million square feet of building space. The Central Heating and Cooling Plant (“Central Plant”) Fresno State services approximately 1.85 million square feet of building space through an underground distribution network of hot and chilled water pipes. The campus has a maximum cooling load of approximately 2,000 tons or 12,000 ton-hours based on a 6-hour peak period (12-6 pm). The peak heating demand of the campus is approximately 35.5 MBH.



Central Plant

The Plant and ancillary infrastructure are well past their useful life and Fresno State is seeking to replace the central heating and cooling plant equipment, chilled water and heating hot water piping distribution systems, energy management controls, and HVAC systems in buildings to achieve the following objectives:

- Increase energy and water efficiency for campus heating and cooling;
- Decrease operational costs associated with water and energy utility bills;
- Meet air pollution standards;
- Provide cooling system redundancy to ensure reliable cooling service;
- Accommodate future growth of the campus; and
- Support California State University sustainability policy goal of identifying and implementing energy efficiency measures to reach greenhouse gas (GHG) emissions reduction goals (reduce GHG to 1990 levels by 2020 and 80% below 1990 levels by 2040).

As part of the Central Plant Replacement Project (“the Project”), the University would also like to increase the energy conservation and efficiency of the plant, as well as throughout campus, to lower utility costs and GHG emissions.

Upgrading and expanding the Central Plant capacity is critical to enabling the growth of the campus. The growth of the campus is currently constrained, in part due to inadequate utility infrastructure to support additional buildings, which limits student enrollment. While the Central Plant currently supplies approximately 60% of the heating and cooling needs of the campus, there are some facilities that have dedicated chillers/AC package units and boilers, due to the insufficient cooling capacity of the Central Plant. Over the next five years, Fresno State plans to invest nearly \$366 million in new buildings and facility modernization efforts to accommodate campus growth. As part of the Central Plant Replacement

Project, the University would like to expand the chilled water and heating hot water piping systems to connect the new facilities with the Central Plant.

II. Site Description

The Central Plant is located in the northern section of the campus, just east of north Jackson Avenue and south of East Barstow Avenue. Nearby facilities house the University Police Department, Facility Planning and Facility Operations staff, and a warehouse. The chilled water and hot water distribution system run throughout the campus (maps are provided in the RFQ Data Room). In considering the siting of the replacement assets, Respondents are encouraged to propose solutions that complies with California Environmental Quality Act (CEQA) categorical exemptions¹, in order to avoid triggering any CEQA action that would add time to the project schedule.

The replacement Central Plant can be located anywhere within existing footprint without triggering a CEQA action. If the Respondent proposes an alternate location, they will be responsible for all associated costs, including replacement of any assets that are displaced (e.g. parking spaces, warehouses, etc.).



III. Central Plant Assets and Operations Overview

The campus requires both heating and cooling services throughout the year. The University's standard for thermal comfort is 78 degrees Fahrenheit in the summer and 68 degrees Fahrenheit in the winter. The existing equipment is past its useful life, inefficient, and does not provide adequate redundancy in the event of equipment failure or planned maintenance. The components of the Central Plant are chillers, cooling tower, boilers, Thermal energy storage tank (TES), heating hot water and cold water pumps and distribution pipes, and an energy management and control system (EMCS).

Chillers

The Central Plant has five chillers that have a 2,800-ton capacity. There are four (4) water-cooled York YT centrifugal chillers in the Central Plant. These chillers are piped in series (CH-1 with CH-2 and CH-3 with CH-4). These chillers operate on 480-volt, 3-phase electrical power. There is a single chiller CH-5 located under a metal canopy adjacent to the central plant building. CH-5 is a 1,200-ton water-cooled Trane CVHF chiller that operates with 4,160-volt, 3-phase electrical power. Chillers CH-1 through CH-4 are used as the primary chillers and CH-5 is used as the stand-by chiller, though a piping issue prevents CH-5 from

¹ Section 15302 Class 2C, Section 15329 Class 29, and Section 15284: Pipelines

being operated simultaneously with the other chillers. The chillers are old and inefficient. They also use refrigerant R-123, which has an ozone depletion factor.

CHILLERS

	Chiller Tag	Chiller Type	Mfgr	Year Installed	Primary Source of Energy	Refrigerant	Capacity (Tons)	Published Efficiency (kW/ton)	CHW Flow (GPM)	CHW Range Temp (F)	CHW Delta T (F)	
Main Central Plant	CH-1	Centrifugal	York	1991	Electric	R-123	905	0.562	1,536	50F - 64F	14F	
	CH-2	Centrifugal	York	1991	Electric	R-123	695	0.630	1,536	39F - 50F	11F	
	CH-3	Centrifugal	York	1993	Electric	R-123	729	0.621	1,600	39F - 50F	11F	
	CH-4	Centrifugal	York	2000	Electric	R-123	900	0.467	1,600	50F - 64F	14F	
	CH-5	Centrifugal	Trane	2008	Electric	R-123	1,200	0.583	2,604	39F - 62F	23F	
TES Tanks: (Qty- 1, 16,000 Ton-Hours)												
Campus Grand Total (Excluding TES)							4,429	-----	6,272	-----	-----	

The Central Plant provides chilled water service to approximately 27 buildings on campus. The maximum cooling load of these facilities is approximately 2,000 tons. (There are several buildings with dedicated satellite cooling plants with approximately 1,500 tons of additional cooling demand. These satellite facilities will remain separate from the Central Plant.)

Cooling Tower

The cooling tower was installed in 1974 and is at the end of its useful life. The cooling tower is comprised of four (4) Marley cooling tower cells (CT-1, CT-2, CT- 3, CT-4), made with redwood material, with a common basin. Each cell has a variable-speed 75-HP condenser fans. The cooling tower is located in the adjacent equipment yard, along with its associated condenser pumps. It is experiencing corrosion and scale build up, which is reducing the efficiency and reliability of the chillers. There is also extensive water treatment preventative maintenance on the cooling tower to ensure proper operation.



Cooling Tower

COOLING TOWERS

	Tag No.	Type	Manufacturer	Year Installed	Water Pressure Drop (Ft)	Flow Rate (GPM)	Design ECWT (Deg. F)	Design LCWT (Deg. F)	Motor Power (HP)	Tower Fan VFD
Central Plant	CT-1	Crossflow, Induced Draft	Marley	1974	-	5,200	85	98	75	Y
	CT-2	Crossflow, Induced Draft	Marley	1974	-	5,200	85	98	75	Y
	CT-3	Crossflow, Induced Draft	Marley	1974	-	5,200	85	98	75	Y
	CT-4	Crossflow, Induced Draft	Marley	1974	-	5,200	85	98	75	Y

Boilers

There are three (3) 25,000 MBH Cleaver Brooks Model CBI HHW boilers located at the central boiler plant. The boilers were installed in 2000 (the third boiler 3 was purchased in 1998 and later installed and activated in 2000). The campus rarely operates two boilers to meet the peak heating hot water demand; the third boiler is a stand-by unit. The boiler plant is operated seasonally with a shut-down from June to September. During the off season, certain buildings with heating requirements have individual boilers.



The existing boilers are inefficient and are at the end of their useful life. They also do not meet the current San Joaquin Valley Air Pollution Control District 1142 requirements for low NOx emissions requirements and the campus pays an annual penalty fee. Any new boilers must comply with the Valley Air District’s emissions requirements.

BOILERS

	Tag No.	Boiler Type	Manufacturer	Year Installed	Primary Source of Energy	Input (BTUH)	Output (BTUH)	Published Efficiency	Turndown Ratio	Blower HP
Central Plant	B-1	HHW Boilers	Cleaver Brooks Model CBI	2000	Natural Gas	4,493,000			4:1	30
	B-2	HHW Boilers	Cleaver Brooks Model CBI	2000	Natural Gas	4,493,000			4:1	30
	B-3	HHW Boilers	Cleaver Brooks Model CBI	1998	Natural Gas	4,493,000			4:1	30
Campus Grand Total						73,479,000				

The Central Plant provides heating services via hot water to 28 buildings, with a maximum heating load of 35.5 MBH, which is approximately 50% of the installed capacity. (There are 14 additional satellite heating plants located around campus with approximately 18 MBH of additional heating demand. These satellite facilities will remain separate from the Central Plant.)

Thermal energy storage tank (TES)

There is a single, above ground, thermal energy storage tank (TES), constructed of welded steel and insulated that is located just west of the central plant building. This tank is 66 feet in diameter and has a height of 65 feet. The tank has a volumetric storage capacity of 1,637,900 gallons. With a design of 40°F chilled water supply temperature and a 58°F chilled water return temperature, this tank can provide 17,500 ton-hours of cooling based on an assumed 85% stratification efficiency.



Existing Thermal Energy Storage Tank

The TES system is charged by the chillers during off-peak and mid-peak periods. The TES system then discharges and distributes chilled water to campus during electrical on-peak periods. The nominal temperature differential is around 12°F (48°F supply and a 60°F return). As a result, the TES system provides only about 11,600 ton-hours of cooling.

TES TANKS

	Tag No.	Manufacturer	Year Installed	Dimensions (D x H, ft)	Capacity (Gallons)	Capacity in Ton-hours (Design Delta T)	Max. Charge (GPM)	Max. Discharge (GPM)
Central Plant	TES-1	San Luis Tank	1991	66 x 65	1,637,900	17,500	N/A	N/A
Total						17,500	1,637,900	-

Chilled Water and Heating Hot Water Distribution Network

Chilled Water

The chilled water pumping system at the plant is designed as a primary/secondary pumping system with booster pumps located at the buildings. The central plant has four (4) constant-speed primary CHW pumps (CHWP-4, CHWP-5, CHWP-6, CHWP-7), each with 50-HP motors. In addition, there are three (3)

variable-speed secondary CHW pumps (CHWP-1, CHWP-2, CHWP-3), each with 125-HP motors. There are also four (4) constant-speed condenser pumps (CWP-1, CWP-2, CWP-3, and CWP-4).

CHW PUMPS

	Tag No.	Manufacturer	Service (Loop)	Head (Ft.)	Flow (GPM)	Motor Power (HP)	VFD
Central Plant	CHWP-4	Worthington	Primary CH-1	N/A	1,536	50	N
	CHWP-5	Worthington	Primary Ch-2	N/A	1,536	50	N
	CHWP-6	N/A	Primary CH-3	N/A	1,600	50	N
	CHWP-7	Armstrong	Primary CH-5	50	1,600	50	N
	CHWP-1	Worthington	Secondary	N/A	N/A	125	Y
	CHWP-2	Worthington	Secondary	N/A	N/A	125	Y
	CHWP-3	Worthington	Secondary	N/A	N/A	125	Y

CW PUMPS

	Tag No.	Manufacturer	Service (Loop)	Head (Ft.)	Flow (GPM)	Motor Power (HP)	VFD
Central Plant	CWP-11	Worthington Pump	Chillers 1,2,3,4	82	5200	150	N
	CWP-12	Peabody Floway	Chillers 1,2,3,4	82	11500	300	N
	CWP-13	Peerless	Chillers 1,2,3,4	N/A	5200	150	N
	CWP-14	American Turbine	Chiller CH-5	90	3381	100	N

The chilled water distribution system includes a pre-insulated C900 CHW pipe with bell and spigot joints that extends to connected facilities on campus. The distribution system was installed in 1991. The chilled water main loop is 24-inches at its largest and 10-inches at its smallest. There are multiple CHW laterals ranging from 14-inches down to 2-1/2-inches.

The chilled water distribution network is experiencing water loss due to deteriorated piping and faulty joints. The primary and secondary pumps were installed in the 1970s and are due for replacement. There is also only one differential pressure sensor that controls the chilled water distribution to the campus (all other DP sensors have failed).

Hot Water

The heating hot water (HHW) pumping system includes three (3) constant-speed primary HHW pumps (P-20, P-21, P-22), each with 20-HP motors. In addition, there are three (3) variable-speed secondary HHW pumps (P-23, P-24, P-25), each with 40 or 50-HP motors.

HHW PUMPS

	Tag No.	Manufacturer	Service (Loop)	Head (Ft)	Flow (GPM)	Motor Power (HP)	VFD
Central Plant	P-20	Paco	Primary	50	1100	20	N
	P-21	Paco	Primary	50	1100	20	N
	P-22	Paco	Primary	50	1100	20	N
	P-23	Paco	Secondary	100	1100	50	Y
	P-24	Paco	Secondary	100	1100	50	Y
	P-25	Paco	Secondary	100	1100	40	Y

The current heating hot water distribution system was installed in 2000 and consists of pre-insulated ductile cast iron pipe with bell and spigot joints that extends to connected facilities on campus. The distribution system was installed in 2000. The heating hot water main loop is 10-inches at its largest and 8-inches at its smallest. There are multiple HHW laterals ranging from 8-inches down to 3-inches.

The hot water distribution system is at risk for continued leaks due to faulty joint failures (joints are not insulated), internal and external corrosion of piping due to soil subsidence, presence of moisture and migration of hot water between the insulation and the piping (due to joint leakage) - resulting in interruption of heat to campus wide facilities. Some areas of the heating hot water system have transite and asbestos concrete water piping.



Pipe joint failure at Keats Ave



Pipe failure at McLane Hall

Energy Management Control System (EMCS)

Currently, there are three campus-approved energy management control systems (EMCS) utilized on campus: Distech, Honeywell, and Tridium. The Chilled Water (CHW) system is controlled by a Distech Tridium AX control system. Tridium is a software framework that creates a common environment that connects to any control device/controller, regardless of manufacturer or communication protocol. The Heating Hot Water (HHW) system is controlled by an outdated Robertshaw Ultivist front-end control system. Both systems are in the central plant.

The two Central Plant control systems are interfaced with the campus buildings via a mixture of Barber Colman, Distech, Honeywell, Robertshaw, Trane, and Tridium building controllers. Most of the campus buildings are controlled by the Robertshaw system. Honeywell is the controls manufacturer for a single building on campus, the University High School.

The Robertshaw Ultivist heating hot water controls system is not interoperable with the rest of the campus EMCS and information is not communicated across the CHW control system. For the Central Utility Plant to operate effectively, it is imperative for all the HVAC controls to communicate with each other. Currently, Schneider Electric is the parent company for the obsolete Robertshaw controls (spare parts are very difficult to find).

Within the buildings, about 90% of campus buildings still operates on pneumatic actuation and controls at the zone level. There are 8 buildings that have complete DDC controls (6 state-owned campus buildings and 2 non- state-owned buildings). These buildings were modern construction projects with DDC controls as the standard.

The University seeks to upgrade the EMCS and building control systems at the Central Plant and throughout the campus so that all facilities are integrated into a single central control system that effectively sequences, monitors, and ensures optimal and efficient operation of the overall heating and cooling system.

IV. Recent Capital and Major Maintenance Improvements

While most of the Central Plant equipment are past their useful life, Fresno State has invested over \$310,000 in Fiscal Years 2016 and 2017 on major maintenance improvements to ensure continuous operations, including repairs to the motor control center in the chiller plant, motor control center in the Central Plant, water mains and hot water lines in some areas of campus, a cooling tower pump, a 150 HP chilled water circulating pump, and hot water leaks and valves in some areas.

Fresno State is also implementing a \$2 million project to build a temporary cooling tower and install modular cooling units to offer additional capacity and redundancy for the existing cooling system. The project is expected to be completed in early 2019. It is anticipated that these temporary units will be available for use by the Respondent during construction of the replacement Central Plant to help ensure continuous and reliable thermal services to the campus.

Campus-wide, the University has also invested in major infrastructure upgrades in the past decade to improve the reliability of critical systems (power, gas, fire, water, sewer, and storm water) for campus operations. Completed or active capital projects include the following:

- **Electrical Infrastructure Upgrades** - Replaced the main 12kV electrical switchgear, medium voltage distribution system, substations comprising of 15kV fused air switches, transformers and main distribution boards in all the campus buildings. Also installed a new 15kV selector switches and provision of arc flash study and labels.
- **Natural Gas Line Upgrades** - Replaced old PVC and 1960s-era corroded steel gas lines and added new isolation valves and earthquake valves.
- **Sanitary Sewer Infrastructure** – Replaced the old sewer main and manholes at various locations on campus.
- **Storm Drain System Upgrades** – Installed a new storm drain pump system at the low flow basin and installed a new storm drain manhole.
- **Fire Alarm System Upgrades** (currently in Design) – Replace non-compliant fire alarm system in older campus facilities.
- **Domestic Water Infrastructure** (currently in Design) - Replace old transite and Asbestos Concrete Water Piping with PVC pipes. Also replace and add new isolation valves and plugs to provide back-up power connection to 3 well pumps through portable generator.

V. Utility Use and Energy Efficiency and Conservation Measures

The Central Plant draws power and natural gas from the local utility grid. Fresno State uses a water well pump for its domestic water supply. Annual utility consumption for the Central Plant over the past five fiscal years are as follows:

Utility	Units	Fiscal Year				
		2014	2015	2016	2017	2018
Gas	Therms	414,500	458,140	462,150	505,268	418,087
Electric	kWh	6,765,120	6,850,000	6,900,000	6,711,584	6,821,087
Water	Ccf (hundred cubic feet)	29,184	34,708	24,414	20,352	22,621

Campus-wide, the University annually uses approximately 1,300,000 therms of gas and approximately 45,000 MWh (inclusive of the Central Plant). The peak electric demand is around 6.5 MW and typically occurs in September and October. The average electric demand is around 6 MW and the lowest demand occurs in January (around 4.6 MW).

The Central Plant Replacement Project seeks to improve the operational and energy efficiency of the heating and cooling system. Concurrently, there are opportunities for energy efficiency gains at facilities throughout the campus, such as improving the building envelope reduce thermal energy losses, upgrading building-only HVAC and boiler systems, upgrading older lighting, etc. The University recently commissioned a "Campus-wide Energy Conservation Study (August 2017)". The study includes a list of proposed energy conservation measures (ECMs), which serves as a reference, not technical requirements for this Project. The University encourages Respondents to develop and propose economically-feasible ECMs that helps the University achieve its energy and GHG reduction goals.

VI. Expenditures

Annual expenditures for the Central Plant are approximately \$2 million and have increased nearly 3% per annum over recent years.² The largest increases came from electric costs and rising major maintenance and repairs cost, as the Plant struggles to operate beyond its useful life.

Expenditures	Fiscal Year				
	2014	2015	2016	2017	2018
O&M					
Labor	\$185,600	\$185,600	\$185,600	\$210,000	\$210,000
Materials	\$55,640	\$57,412	\$72,763	\$98,206	\$62,595
Maintenance Contracts	\$306,300	\$306,300	\$306,300	\$305,800	\$305,800
Major maintenance/ repairs costs	\$44,000	\$57,000	\$96,000	\$210,170	\$106,097
Utilities					
Gas	\$310,000	\$340,000	\$340,000	\$353,908	\$291,602
Water	\$13,500	\$15,750	\$11,000	\$9,158	\$10,179
Electrical	\$765,000	\$787,750	\$793,500	\$930,312	\$922,683
TOTAL	\$1,680,040	\$1,749,812	\$1,805,163	\$2,117,554	\$1,908,956

² These costs are for Central Plant only; it does not include O&M, energy, and repairs costs to the energy systems in individual buildings across the campus.

Appendix B – Submittal Requirements

Volume 1 Experience & Capabilities

Part 1 General Information

Part 2 Organization and Management

Part 3 Technical Experience, Capabilities and Project Understanding

Part 4 Financial Capabilities and Experience

Volume 2 Financial Information

Volume 1 Experience and Capabilities

Part 1- General Information

Contents of Part 1

Part 1 of Volume 1 shall contain the following:

Section	Submittal Requirement	Page limit
1.1	<p>Completed Form A (<i>Submittal Letter</i>)</p> <p>Provide a completed Submittal Letter in the form of <u>Form A (<i>Submittal Letter</i>)</u> in accordance with the instructions on the Form.</p> <p>The Submittal Letter must be signed by a representative of the Respondent and by a representative of each Major Participant. Each signatory must be authorized to sign such material and to commit the Respondent or Major Participant (as applicable) to the Project obligations.</p>	n/a
1.2	<p>Executive Summary</p> <p>A written narrative that should:</p> <ol style="list-style-type: none"> contain sufficient information for reviewers with technical and non-technical backgrounds to become familiar with the key elements of the Respondent's SOQ; identify each Major Participant and briefly describe the role and qualifications of each Major Participant, and its experience in performing comparable projects; and explain why the Respondent's team should be short-listed to receive an RFP. 	8
1.3	<p>Completed Form B (<i>Certifications</i>)</p> <p>For each Major Participant, provide a completed <u>Form B (<i>Certifications</i>)</u> in accordance with the instructions on the Form.</p>	n/a
1.4	<p>Completed Form C (<i>Legal Disclosures</i>)</p> <p>For each Major Participant, provide a completed <u>Form C (<i>Legal Disclosures</i>)</u> in accordance with the instructions on the Form.</p>	n/a
1.5	<p>Completed Form D (<i>Confidential Information Index</i>)</p> <p>Provide a completed <u>Form D (<i>Confidential and Proprietary Information Index</i>)</u> in accordance with the instructions on the Form.</p>	n/a

[End of Submittal Requirements for Part 1 of Volume 1]

Part 2 - Organization and Management

Contents of Part 2

Part 2 of Volume 1 shall contain the following:

Section	Submittal Requirement	Page limit
2.1	<p>Team Structure</p> <p>Explain the proposed structure of the Developer and the role of each key entity. Provide a structure chart identifying the Respondent's organization and key entities, including each Major Participant.</p>	2
2.2	<p>Completed Form E (<i>Major Participant Information</i>)</p> <p><i>For each Major Participant</i>, provide a completed <u>Form E (<i>Major Participant Information</i>)</u> in accordance with the instructions on the Form.</p>	n/a
2.3	<p>Organizational Charts</p> <p>Provide organizational charts (one for each significant phase of the Project) showing the management and reporting structure with lines identifying participants who are responsible for major functions to be performed and their reporting relationships in managing, designing, building, financing, and maintaining the Project.</p> <p>The charts must show the functional structure of the organization down to management leadership level for each project component (design, construction, financing, maintenance, etc.). Identify the critical support elements and relationships of project management, project administration, construction management, maintenance management, quality control, safety, environmental compliance, technology, and subcontractor administration.</p>	n/a
2.4	<p>Organizational Narrative Report</p> <p>Provide:</p> <ul style="list-style-type: none"> (a) a description of significant functional relationships among Major Participants and how the proposed organization will function as an integrated team for the term of the Project Agreement; (b) a description of where and in what capacity any of the Major Participants have worked together previously; (c) a description of the Respondent's intended approach to the design and construction of the Project, including how it will integrate design and construction with longer term asset maintenance; (d) a description of the Respondent's intended approach to Project maintenance required as part of the Project; (e) a description of the Respondent's intended approach to integrating design-build elements with life-cycle maintenance over the term of the Agreement; (f) a description of the Respondent's approach and philosophy towards achieving a cooperative, partnership environment among the Respondent team members and the Respondent team's ability to interface successfully with the University and the University's consultants; and (g) a description of the benefits and value the Respondent's proposed organizational structure and approach provides to the University, and how 	5

	similar structures and approaches have resulted in successful delivery of comparable projects.	
2.5	<p>Key Personnel Information</p> <p>Identify and provide resumes for:</p> <p>a) a "<i>principal in charge</i>" who will be the Respondent's executive level contact for the University should the Respondent become the Developer.</p> <p><i>[please note that other resumes for key positions are likewise required, as detailed in Submittal Requirements for Part 3, Volume 1, etc.]</i></p>	2 (per resume)

[End of Submittal Requirements for Part 2 of Volume 1]

Volume 1 - Part 3 - Technical Experience, Capabilities and Project Understanding

Contents of Part 3

Part 3 of Volume 1 shall contain the following:

Section	Submittal Requirement	Page limit
3.1	<p>Completed Form F1 (<i>Technical Experience - Design</i>)</p> <p><i>For the Lead Engineer and each Lead Engineer Member (if any)</i>, provide a completed <u>Form F1 (<i>Technical Experience - Design</i>)</u> in accordance with the instructions on the Form.</p>	10
3.2	<p>Technical Narrative Attachment for Form F1</p> <p>Provide a technical narrative attachment for <u>Form F1</u>.</p>	5
3.3	<p>Completed Form F2 (<i>Technical Experience - Construction</i>)</p> <p><i>For the Lead Contractor and each Lead Contractor Member (if any)</i>, provide a completed <u>Form F2 (<i>Technical Experience - Construction</i>)</u> in accordance with the instructions on the Form.</p>	10
3.4	<p>Technical Narrative Attachment for Form F2</p> <p>Provide a technical narrative attachment for <u>Form F2</u>.</p>	5
3.5	<p>Completed Form F3 (<i>Technical Experience – Maintenance</i>)</p> <p><i>For the Lead Maintenance Provider and each Lead Maintenance Provider Member (if any)</i>, provide a completed <u>Form F3 (<i>Technical Experience – Maintenance</i>)</u> in accordance with the instructions on the Form</p>	10
3.6	<p>Technical Narrative Attachment for Form F3</p> <p>Provide a technical narrative attachment for <u>Form F3</u>.</p>	5
3.7	<p>Technical Capabilities Narrative and Resumes</p> <p>Provide a narrative describing the Respondent's technical capabilities in the areas listed in in the RFQ. Explain how the experience presented in the SOQ will provide value to the University in the context of the Project.</p> <p>Provide resumes for key personnel and other anticipated staff with respect to delivery areas required by the Project (design, construction, and maintenance).</p>	10 (narrative) and 2 (per resume)
3.8	<p>Safety Narrative Attachment for Form H</p> <p>Provide a description the Respondent's ability to address and resolve safety and security issues. Specifically, the Respondent should address its:</p> <ol style="list-style-type: none"> i. Knowledge of environmental health and safety standards at heating and cooling plants; ii. Expertise in relevant central heating and cooling plant engineering standards, specifications, policies, practices, and processes; iii. Design-Builder's corporate safety program (including safety statistics and EMR rate. 	2

	<ul style="list-style-type: none"> iv. Track-record of operating and/or maintaining safe and secure heating and cooling facilities; v. Experience in emergency response support. 	
3.9	<p>Technical Approach</p> <p>Provide a narrative description of the Respondent's intended approach to both design and construction, as well as maintenance. The narrative should briefly describe the Respondent's proposed methods for management, staffing, technology use, client service, and, more generally, performing all required services. It should also outline the Respondent's general approach towards collaborating with higher education clients for the design, construction, financing and maintenance of critical infrastructure.</p> <p>The Respondent should describe its approach and methodology to design management and design delivery for the Project, highlighting subject matter expertise and relevant knowledge in designing district heating and cooling systems, as well as energy conservation measures.</p> <p>The Respondent should describe its approach and methodology to construction management and delivery for the Project, highlighting subject matter expertise and relevant knowledge in construction of district heating and cooling systems, as well as ECM, from within the past 10 years from the closing date of the RFQ.</p> <p>The Respondent should describe its approach and methodology to maintenance for the Project, highlighting subject matter expertise and relevant knowledge in maintaining and upgrading of district heating and cooling systems, as well as ECM's, for diverse building types.</p> <p>The Respondent is likewise encouraged to highlight its approach to innovation, including the use of alternative technologies and systems, as well as its approach to collaboration with the University in the design and implementation of the Project.</p>	5
3.10	<p>Project Understanding</p> <p>Provide a narrative description of the Respondent's understanding of the Project. The narrative should briefly describe the major elements of the Project and the potential risks and challenges in delivering the Project.</p>	5

Notes to Part 3:

Section 3.1 (Form F1), Section 3.3 (Form F2) and Section 3.5 (Form F3)

Respondents must include for each Major Participant listed on Forms F1- F3, such Major Participant's experience on a minimum of five projects of similar size and complexity within the past 10 years. Respondents should provide information to demonstrate examples of:

- a) Respondent team members working together as an integrated team;
- b) Alternative finance and delivery (DBFM, concession, DBF or similar contracting structures);
- c) technical experience in the areas listed in the RFQ;
- d) successful execution of projects; and
- e) customer / client satisfaction.

The University may elect to use any of the information to check a Major Participant's references.

Section 3.2, 3.4 and 3.6 - Technical Narrative Attachment for Forms F1-F3

Respondents must provide a Technical Narrative Attachment for each of Form F1-F3 to describe selected projects from the applicable Form in greater detail.

[End of Submittal Requirements for Part 3 of Volume 1]

Volume 1 Part 4 - Financial Capabilities and Experience

Contents of Part 4

Part 4 of Volume 1 shall contain the following:

Section	Submittal Requirement	Page limit
4.1	<p>Completed Form G1 (<i>Financial Information - Equity Member Experience</i>)</p> <p>Provide a completed <u>Form G1 (<i>Financial Information - Equity Member Experience</i>)</u> in accordance with the instructions on the Form.</p>	n/a
4.2	<p>Attachment to Form G1 (<i>Financial Information - Equity Member Experience</i>)</p> <p>Provide a financial experience attachment that provides narrative descriptions of the four most relevant private financing experiences listed on <u>Form G1 (<i>Financial Information - Equity Member Experience</i>)</u>.</p> <p>For each such experience, the attachment must identify the name of the project, the owner's contact information (project manager name, phone number, e-mail address), and an explanation of the relevance and comparability to this Project. If the owner's project manager is no longer with the owner, provide an alternate contact at the agency who is familiar with the project and the financing. The Respondent should include more detailed information about these projects' debt facilities/structures than the information contained in <u>Form G1 (<i>Financial Information - Equity Member Experience</i>)</u>.</p>	23
4.3	<p>Completed Form GG1 (<i>Financial Information - Information Regarding Equity Members</i>)</p> <p>Provide a completed <u>Form GG1 (<i>Financial Information - Information Regarding Equity Members</i>)</u> in accordance with the instructions on the Form.</p>	n/a

Notes to Part 4

Section 4.1 (Form G1)

Respondents may list on Form G1 (*Financial Information - Equity Member Experience*) the experience of any Equity Member who will directly or indirectly be an equity owner of the Developer. Project experience from Affiliates of Equity Members is acceptable, if a direct or indirect common parent entity is a Guarantor of the Equity Member.

[End of Submittal Requirements for Part 4 of Volume 1]

³ All narrative descriptions combined in the financial experience attachment should not exceed a total of 5 pages.

Volume 2 - Financial Information

Contents of Volume 2

Volume 2 shall contain the following:

Section	Submittal Requirement	Page limit
5.1	<p>Completed Form GG2 (<i>Financial Information - Financial Officer Certificate</i>)</p> <p>Provide a completed <u>Form GG2 (<i>Financial Information - Financial Officer Certificate</i>)</u> in accordance with the instructions on the Form, for each of the following:</p> <ul style="list-style-type: none"> (a) each Equity Member; (b) the Lead Contractor; (c) each Lead Contractor Member (if applicable); and (d) each Guarantor (if applicable). 	n/a
5.2	<p>Financial Statements</p> <p>Provide financial statements for the last three fiscal years for each of the following:</p> <ul style="list-style-type: none"> (a) each Equity Member; (b) the Lead Contractor; (c) each Lead Contractor Member (if applicable); and (d) each Guarantor (if applicable). 	n/a
5.3	<p>Equity Funding Letter</p> <p>For each Equity Member, provide an Equity Funding Letter.</p>	n/a
5.4	<p>Surety Letter and/or Letter of Credit</p> <p>Provide a letter from a duly authorized surety company, stating without conditions or qualifications that the Respondent or applicable member of the Respondent team is capable at the time of its SOQ submission of obtaining a performance bond and payment bond, each in an amount of at least \$100 million for the Project.</p>	n/a

Notes and Instructions:

Section 5.1 (Form GG2)

Each Financial Officer Certificate must be executed by the Chief Financial Officer or equivalent of the relevant submitting party and be dated not earlier than ten calendar days prior to the SOQ Due Date. This document will provide relevant information about the submitting party that is not typically available from such party's audited financial statements in order to support the University's assessment of the Respondent's financial strength, including:

- a) credit rating;
- b) Guarantor support;
- c) financial information summary;
- d) bankruptcy/insolvency proceedings;
- e) material changes in financial condition; and
- f) off-balance sheet liabilities.

To the extent that a Form GG2 (Financial Information – Financial Officer Certificate) is from a Guarantor, it shall include confirmation of such Guarantor's intention to support the Equity Member, Lead Contractor or Lead Contractor Member, as applicable, with the financial and human resources, and other support needed by such entity to successfully satisfy its obligations with respect to the Project.

Section 5.2 (Financial Statements)

- a) If the Respondent has provided a completed Form GG2 (Financial Information - Financial Officer Certificate) from any Guarantors, provide financial statements, on a consolidated basis, only for each Guarantor (not for both the Guarantor and its subsidiary).
- b) As referred to in this RFQ, "**financial statements**" include the following:
 - (i) opinion letter (auditor's report);
 - (ii) balance sheet;
 - (iii) income statement;
 - (iv) statement of cash flow; and
 - (v) footnotes.
- c) Submissions of financial statements must comply with the following requirements:
 - (i) **Audited Financial Statements:** Financial statements must be audited by a certified public accountant or equivalent for foreign entities. If audited financial statements are not available for any entity, provide unaudited financial statements for such entity, certified as true, correct and complete by its Chief Financial Officer or equivalent for that entity;
 - (ii) **GAAP/IFRS:** Financial statements must be prepared in accordance with generally accepted accounting principles used in the United States ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"). If any entity provides financial statements that are prepared in accordance with principles other than GAAP or IFRS, a letter must be provided from a certified public accountant, or equivalent, discussing the areas of the financial statements that would be affected by a conversion to GAAP or IFRS. The University reserves the right to request clarification or additional information, as needed, in order to facilitate its review of those financial statements;
 - (iii) **New Entities:** If any entity required to submit financial statements is a newly formed entity and does not have independent financial statements, such entity shall expressly state that it is a newly formed entity and does not have independent financial statements meeting the requirements above and shall provide financial statements otherwise consistent with those required hereby for each of its shareholders/equity members;
 - (iv) **SEC Filings:** If any entity for whom financial statements are submitted files reports with the US Securities and Exchange Commission, then such entity must provide electronic links to the most recently filed Forms 10-K, 10-Q and 8-K for all such reporting entities in lieu of hard copies;
 - (v) **English language and US Dollars:** Information in the financial statements must be provided in the English language and specify all amounts in US Dollars, as applicable. If financial statements are prepared in a language other than English, an English translation must be provided. If financial statements are converted from a foreign currency into US Dollars, the conversion method(s) must be explained in an attachment and must be reasonable.

Translation at the average period rate for income statements and cashflow statements and period end rate for balance sheet statements shall be appropriate; and

- (vi) **Format:** In addition to all other electronic information requested in this RFQ, and in accordance with Section 4.3.1 (Copies and Markings of the Response) of this RFQ, each Respondent must submit a copy of all financial statements electronically in searchable PDF format on a USB flash drive. Respondents must also submit standard unlocked and unprotected Microsoft Excel workbooks containing the balance sheet, income statement and statement of cash flows as disclosed in each set of the audited financial statements. For each entity providing financial statements, one worksheet should be used for each of the balance sheet, income statement and statement of cash flows, with figures for each of the three most recent years in separate columns, in chronological order, from left to right.

Section 5.3 (Equity Funding Letter)

Equity Funding Letters will be used as supporting evidence of each Equity Member's capacity to fund its portion of the equity capital that may be required for the Project. Each Equity Funding Letter should comply with the following:

- a) If the Equity Member is an investment fund or intends to source its equity commitment through an investment fund, then the letter must be signed by the fund's general partner(s), and at a minimum must include the following items:
- (i) **Approval Process:** Provide an overview of the completed to-date and remaining approval process (along with an indicative schedule) required to commit to and fund the required equity commitment for the Project;
 - (ii) **Funding Vehicle:** All anticipated sources of equity investment for the Project investment (e.g., pension funds, private equity funds, minority-owned investment funds, construction companies and maintenance providers) and their anticipated involvement (approximate in percentage terms). Provide the name and structure (including details on the relationship to the Equity Member, if applicable) of the investment fund(s) that will ultimately carry this investment. Investment funds that have not achieved an initial closing will not be considered;
 - (iii) **Investment Capacity:** Provide supplemental information to the financial statements (as necessary) of the investment funds cited in paragraph (ii) to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely total equity investment and the Equity Member's responsibility to provide the equity share percentage in the Respondent shown on Form GG2 (Financial Information – Financial Officer Certificate). Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and an anticipated call schedule, an allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established; and
 - (iv) **Investment Criteria:** Provide (i) an explanation of why the Project is consistent with the Equity Member's investment policy, goals and requirements, and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for the Equity Member and (ii) confirmation that the Equity Member is able to hold its investment in the Project without sale, securitization or other transfer until a date no earlier than two years following substantial completion of the Project's construction.

- b) If the Equity Member intends to fund its equity commitment through use of internal resources (e.g., a corporate entity supplying its own capital), the letter must be signed by the chief investment officer, the Chief Financial Officer or the chief executive officer, and at a minimum shall include the following items:
- (i) **Approval Process:** Provide an overview of the approval process required to commit to and fund the required equity commitment. This section should include an identification and description of any required board, investment committee or other formal approvals needed, as well as an indicative schedule for securing those approvals and countries of the investment fund advisor;
 - (ii) **Sourcing Commitment:** Identify where and how the equity commitment (consistent with the likely Project total equity investment and the Equity Member's responsibility to provide the percentage shown on Form GG2 (Financial Information – Financial Officer Certificate)) will be sourced and provide a narrative description of how competing allocation and capacity issues are considered among several project opportunities the Equity Member pursues simultaneously;
 - (iii) **Investment Capacity:** Provide supplemental information to the financial statements (as necessary) of the Equity Member to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely total equity investment and the Equity Member's responsibility to provide the percentage shown on Form GG2 (Financial Information – Financial Officer Certificate). Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and an anticipated call schedule, an allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established; and
 - (iv) **Investment Criteria:** Provide (i) an explanation of why this Project is consistent with the Equity Member's investment policy, goals and requirements, and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for the Equity Member, if any, and (ii) confirmation that the Equity Member is able to hold its investment in the Project without sale, securitization or other transfer until a date no earlier than two years following substantial completion of the Project's construction.

Section 5.4 (Surety Letter and /or Letter of Credit)

Letters stating that the Respondent has "unlimited" bonding capacity are not acceptable. The letter must specify any assumptions regarding the provision of support from a parent company of a Respondent team member. Any surety company providing a letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company, and must be listed on Treasury Department Circular 570. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in the RFQ and has evaluated the Respondent's backlog and work-in-progress in determining its bonding capacity.

The requirement to provide the Surety Letter and the bond amounts referenced above are solely for the purposes of evaluating the Respondent's financial qualifications and should not be construed as an indication of the ultimate security requirements for the Project.

[End of Submittal Requirements for Volume 2]

Appendix C – Forms

Form A – Submittal Letter

[Submission Date]

To: Lorrie Westcott
Assistant Director of Procurement and Public Works
California State University, Fresno
5150 N. Maple Ave MS JA111
Fresno, CA 93740

REFERENCE: Statement of Qualifications for a Public-Private-Partnership for the California State University, Fresno Central Utility Plant Replacement Project RFQ No. 128204

Dear Ms. Wescott:

Pursuant to the Request for Qualifications No. 128204 dated October 8, 2018, ([as amended by addenda [●]]⁴ [Name of Respondent / Lead Member] hereby submits this statement of qualifications (“SOQ”) in conformity with the terms and conditions set forth in the subject RFQ, whose provisions we accept in their entirety, without reservation or restriction.

[We are submitting our Qualifications in association with: [Insert a list with full name and address of each Major Participant]. We confirm, that all Major Participants shall be jointly and severally liable for the performance of any future contract, that the Lead Member is authorized to bind, and receive instructions for and on behalf of each Major Participant. We further confirm that we have designated [insert full name and address of Lead Member] as the Lead Member of our Consortium.]⁵

[Name of Respondent / Lead Member] hereby represents and warrants that all information and statements included in this SOQ are complete and accurate in all respects and accepts that any inaccurate or misleading information contained in this SOQ may result in disqualification.

[Name of Respondent / Lead Member] hereby warrants that it:

- (i) has read the RFQ [(including all addenda)]⁶; and
- (ii) agrees to abide by the contents and terms of the RFQ and the statements and commitments in this SOQ.

[Name of Respondent / Lead Member] acknowledges receipt of, or access to, and understanding and consideration of:

- (i) all information and materials posted on <https://caleprocure.ca.gov/pages/index.aspx> ; and
- (ii) the following [addenda] sets of RFQ Comments and answers: [Respondent to list any addenda to the RFQ and sets of RFQ Comments and answers by dates and numbers prior to executing this Form A].

⁴ The “as amended.....” language should only be included if there have been addenda to the RFQ which have made amendments. Otherwise, delete bracketed language

⁵ [Delete in case no association is foreseen.]

⁶ Delete if not applicable.

[Name of Respondent / Lead Member] further confirms that:

- (i) it acknowledges and accepts that, under the terms of the RFQ, the California State University, Fresno reserves the right to cancel the procurement or declare it void or otherwise without effect for any reason whatsoever, and that such action shall not entitle the Respondent to any claim whatsoever against the California State University, Fresno, California State University Board of Trustees, or any of their respective agents, representatives, advisors or consultants,
- (ii) it accepts all costs and expenses incurred by it in preparing this SOQ and participating in the Procurement Process will be borne solely by the Respondent, other than as may be expressly provided for in the RFP, and
- (iii) accepts the exclusive application of the laws of the State of California with respect to this qualification and procurement process

[Name of Respondent / Lead Member] hereby designates _____ as its Respondent Representative to receive notices with respect to this tender process:

- Name: [●]
- Title:⁷ [●]
- Employer: [●]
- Address: [●]
- Phone (office): [●]
- Phone (mobile): [●]
- Email: [●]
- Fax (if any): [●]

Under penalty of perjury, I hereby swear and affirm that I am authorized to act on behalf of the Respondent in signing and delivering this letter, and acknowledge that the University is relying on my representation to this effect.

Sincerely,

Respondent: [Name of Respondent or Lead Member]

By: _____

Printed Name: [insert Respondent Representative name]

Title: Respondent Representative

⁷ List individual's current job title, other than "Respondent Representative".

Form B – Certifications

Form B.1. – Delegations and Authorizations [required from each Member]

In the event that a Respondent is comprised of various team members, each Member shall, under penalty of perjury, certify the following:

[Certification Date]

To: Lorrie Westcott
Assistant Director of Procurement and Public Works
California State University, Fresno
5150 N. Maple Ave MS JA111
Fresno, CA 93740

REFERENCE: Certification of Delegation and Authorization

With reference to RFQ No. 128204, in representation of [name of Member], under penalty of perjury, I hereby certify the following:

- (i) [Respondent Representative] is authorized to sign the Submittal Letter on behalf of [name of Member];
- (ii) the representations, certifications, statements, disclosures, authorizations and commitments made, and information contained, in the SOQ (including, for the avoidance of doubt, in Form B (Certifications) and Form C (Legal Disclosures)) in respect of [name of Member] have been authorized by [name of Member], and is or are correct, complete and not materially misleading; and
- (iii) I am duly authorized to act on behalf of [name of Member].

[role of Member]:
[insert Member name]
By: _____
Printed Name: [insert name]
Title: [insert title]

Form B.2. – Certification

B.2.1. Instructions

In addition to the requirements stipulated in Appendix B (*Submittal Requirements*), please note the following:

- a) In Section B.2.2.0 of this Form B.2., references to an entity include the relevant experience of any entity to which it is a successor or assign (but only to the extent the experience is legally deemed to be that of the firm as a result of the relevant succession or assignment).
- b) An authorized representative of each Major Participant is required to sign the certification set out at the end of the form of certifications in Section B.2.2 of this Form B.
- c) If a response to any question is limited by a confidentiality agreement, protective order or similar document, indicate this in the response.
- d) The signature block on Form B.2.2.2 may be modified as needed to properly reflect the authority of the person signing.

For the purposes of this Form B.2., "**Affiliate**" means an Affiliate that:

- a) within the past five years, has been engaged in business or investment in North America; or
- b) has been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management, operation and/or maintenance for any project listed in Form F1 (Technical Experience - Design), Form F2 (Technical Experience - Construction), Form F3 (Technical Experience – Maintenance) and Form G1 (Equity Member Experience).

B.2.2. Certifications

Respondent Name: [Respondent to provide]

B.2.2.1. Summary of Certifications

Table B.2.2.1 Summary of Certifications

No	Entity providing a completed <u>Section B.2.2. of Form B</u>	Role of such Entity ⁸	Answered Yes to One or More Certifications?	
			<input type="checkbox"/> Yes	<input type="checkbox"/> No
			<input type="checkbox"/> Yes	<input type="checkbox"/> No
			<input type="checkbox"/> Yes	<input type="checkbox"/> No
			<input type="checkbox"/> Yes	<input type="checkbox"/> No
			<input type="checkbox"/> Yes	<input type="checkbox"/> No
			<input type="checkbox"/> Yes	<input type="checkbox"/> No

⁸ E.g., Equity Member, Lead Contractor, Lead Contractor Member, Lead Engineer, Lead Engineer Member, Lead Maintenance Provider, Lead Maintenance Provider Member, or Guarantor.

B.2.2.2. Certifications

Respondent Name: [Respondent to provide]

Name of Team Member: [Respondent to provide]

- Role on Respondent:**
- Equity Member
 - Lead Contractor
 - Lead Contractor Member
 - Lead Engineer
 - Lead Engineer Member
 - Lead Maintenance Provider
 - Lead Maintenance Provider Member
 - Guarantor for [Respondent to provide relevant entity]

Table B.2.2.2. Certifications

No.	Certification Questions	Yes	No
(1)	<p>Has the entity or any Affiliate or any current officer thereof, been indicted or convicted of or had a civil judgment rendered against it for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain or performing a public (Federal, state or local) transaction; violation of Federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements or material misrepresentations, or receiving stolen property, collusion, conspiracy or other contract-related crimes or violations or any other felony or serious misdemeanor within the past ten years?</p> <p><i>If yes, please explain, including the name of the relevant prosecuting agency, the applicable law(s) and the status of any appeal(s).</i></p>	<input type="checkbox"/>	<input type="checkbox"/>
(2)	<p>Has the entity or any Affiliate ever sought protection under any provision of any bankruptcy act, law or regulation in any jurisdiction within the past ten years?</p> <p><i>If yes, please explain, including identification of the relevant jurisdiction(s) and applicable laws, and the status or outcome of any resulting bankruptcy process.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>
(3)	<p>Has the entity or any Affiliate ever been disqualified, removed, debarred or suspended from performing work for the U.S. Federal government, any U.S. state or local government, or any foreign governmental entity within the past ten years?</p> <p><i>If yes, please explain, including the name of the relevant public agency, the date, grounds and results of any such action.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>

(4)	<p>Has the entity or any Affiliate ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.</i></p>			
(5)	<p>Has any construction or project or maintenance contract performed or managed by the entity or, to the knowledge of the undersigned, any Affiliate involved repeated or multiple failures to comply with safety rules, regulations or requirements within the past ten years?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>If yes, please explain, and provide owner contact information, including current telephone and fax numbers and email addresses.</i></p>			
(6)	<p>Has the entity or any Affiliate been found, adjudicated or determined by any Federal or state court or agency to have violated any laws or regulations relating to worker safety within the past ten years?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>If yes, please explain.</i></p>			
(7)	<p>Has the entity or any Affiliate been found, adjudicated or determined by any Federal court, Federal agency, state court or state agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable state governmental agency) to have violated any law or executive order relating to employment discrimination or affirmative action within the past ten years, (including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar state law)?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>If yes, please explain.</i></p>			
(8)	<p>Has the entity or any Affiliate been found, adjudicated, or determined by any Federal court, Federal agency, state court or state agency to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>If yes, please explain.</i></p>			
(9)	<p>Has the entity or any Affiliate been found, adjudicated or determined by any Federal or state court or agency (including the Environmental Protection Agency) to have violated any laws or regulations relating to protecting the environment?</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>If yes, please explain.</i></p>			

-
- (10) With respect to each of Questions 1-9 above, if not previously answered or included in a prior response on this Form, is any notice, warning, investigation, proceeding, claim, matter, suit, indictment, etc. currently pending against the entity that could (assuming subsequent necessary actions are taken) result in the entity being found liable, guilty or in violation of any of laws or regulations referenced in Questions 1-9 above and/or subject to debarment, suspension, removal or disqualification by the Federal government, any state or local government, or any foreign governmental entity?
- If yes, please explain.*
-

Under penalty of perjury, the undersigned certifies on behalf of the entity for which he or she signs that each of the foregoing representations, certifications, statements and disclosures is correct, complete and not materially misleading:

[Role of team member]: *[insert entity name]*

By: _____

Printed Name: *[insert name]*

Title: *[insert title]*

[End of Form B]

Form C – Legal Disclosures

C.1. Instructions

In addition to that set forth in Appendix B (Submittal Requirements), please note the following:

- a) For purposes of this Form C, the relevant experience of an entity is deemed to include experience on any Reference Project in which its level of involvement was at least equivalent to the relevant threshold set out Form F (Technical Experience).
- b) For the relevant project owner’s (“**Owner**”) or contract counterparty’s (“**Counterparty**”) contact information, please submit a current name, title, phone number and email address of an individual employed by the Owner or Counterparty involved in the relevant dispute, breach of contract or termination.
- c) If the relevant circumstances described in either question do not apply to any of the Respondent’s Major Participants, or any Affiliate of any of them, replace the relevant table with "None applicable".

For the purpose of this Form C, "**Affiliate**" means an Affiliate that:

- a) within the past five years, has been engaged in business or investment in North America; or
- b) has been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management, operation and/or maintenance for any project listed in Form F1 (Technical Experience - Design), Form F2 (Technical Experience - Construction), Form F3 (Technical Experience – Maintenance) and Form G1 (Equity Member Experience).

C.2. Summary of Legal Liabilities and Proceedings

Respondent Name: *[Respondent to provide]*

List and briefly describe all instances (including any resolution) during the last ten years involving Reference Projects, or any other project with a contract price of \$100 million or more, in relation to which any Major Participant or any Affiliate of any of them:

- a) was determined by a court of law or in an arbitration proceeding, a dispute review board proceeding or any other dispute resolution proceeding to be liable for a material breach of contract; or
- b) had a contract terminated for cause; or
- c) was involved in a claim or dispute with the project owner(s) (or any public-Developership project company, concessionaire, developer or the equivalent) in an amount in excess of \$5,000,000.

Table C2. Summary of Legal Liabilities and Proceedings

[Role of Entity in Respondent]: [Entity Name]	
(1)	Description:
	Owner's or Counterparty's Representative:
[Role of Entity in Respondent]: [Entity Name]	
(2)	Description:
	Owner's or Counterparty's Representative:

[End of Form C]

Form D – Request for Confidentiality / Proprietary Information

Please note that the University will not will not accept blanket designations marking information and materials as "CONFIDENTIAL". The University may, in its sole discretion, and subject to compliance with California Public Records Act and other applicable law, treat the whole of the relevant section(s)/document(s) that are subject to such a blanket designation as subject to disclosure pursuant to applicable law.

Respondent's Name: *[Respondent to provide]*

Table D1. Confidential and Proprietary Information Index

No.	SOQ Heading(s)	SOQ Volume and Section(s)	SOQ Page(s)	Relevant Public Disclosure Law Exemption(s)

[End of Form D]

Form E – Major Participant Information

In addition to that set forth in Appendix B (Submittal Requirements), please note the following:

- a) For each Equity Member, Lead Contractor, Lead Engineer, Lead Maintenance Provider, Lead Contractor Member, Lead Engineer Member and Guarantor complete [Tables E1, E2 and E3].
- b) If information requested in relation to an entity is not relevant to such entity, state "Not Applicable".

Table E1. Team Member and Role

(1) Name of Team Member: *[Respondent to provide]*

(2) Role:

- Equity Member
- Lead Contractor
- Lead Contractor Member
- Lead Engineer
- Lead Engineer Member
- Lead Maintenance Provider
- Lead Maintenance Provider Member
- Guarantor for *[Respondent to provide entity name]*

Table E2. Legal Information

(1) Type of Legal Entity:

- Corporation
- Limited liability company
- Joint venture
- Partnership
- Other: *[Respondent to provide]*

If the entity is a limited liability company, joint venture or partnership, indicate the name of each member firm in the space below. Complete a separate Form E (Major Participant Information) for each member firm and include it with the SOQ.

Names of member firms:

1. _____

2. _____

(2) Year Established: *[Respondent to provide]*

(3) Country (and where applicable State) of Organization or Formation: *[Respondent to provide]*

(4) Dun and Bradstreet Number (DUNS #): *[Respondent to provide]*

Table E3. Corporate Information

(1) Business

Address:

(2) Headquarters:

(3) Office Performing

Work:

(4) Contact

Telephone Number:

(5) Contact Person:

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the authorized representative of the entity to which this form relates:

By: _____

Print Name: _____

Title: _____

Date: _____

[End of Form E]

Form F – Technical Experience

Form F.1. – Technical Experience - Design

Form F.2. – Technical Experience – Construction

Form F.3. – Technical Experience – Maintenance

Instructions:

Please provide information for a minimum of five projects on which Major Participant has worked over the past 10 years. Only include projects on which the Major Participant was at least 50% responsible for delivery of the project.

Please try to limit the information to that requested in the Form itself. Additional information on five selected projects for each category may be provided in the Technical Narrative Attachment to this Form.

The description should, at a minimum, give an overview of the project, and explain why the experience that the Major Participant gained on the project is relevant to the Project.

Form F.1. Technical Experience – Design

[Using the format below, please provide detailed information on each project for which the Lead Engineer (or Lead Engineer Member) was legally contracted either individually as a corporate entity or as one of the major companies within an association, for carrying out design and engineering services similar to the ones contemplated under this Project, with an emphasis on central heating and cooling plants and ECM’s. Each project table should be limited to two pages. Respondents are also encouraged to submit a summary table highlighting relevant design experience.]

Project name:	Project Cost:
Project Location:	Project Duration: [start and completion dates] ⁹
Client or Customer: ¹⁰	Scope of Services Provided: (design, engineering, construction management, etc.)
Level of Major Participant’s Participation: ¹¹	Start date (month/year): Completion date (month/year):
Name of associated companies, if any:	Contractual arrangement (design-bid-build, design-build, design-build-finance, DBFM, concession, etc.)
<p>Narrative description of Project:</p> <p>[Please provide an overview of the Project, indicating why this is relevant to the scope of services envisioned in the RFQ. Please highlight evidence of design excellence, sustainable practices and/or managing complex design approval processes, such as awards or accolades]</p>	
<p>Description of actual services provided by your staff within the assignment:</p>	

⁹ Dates should only reflect the period of time in which the Major Participant was involved in the project.

¹⁰ Should include a client contact information for reference checks. It is the responsibility of the Respondent to ensure that contact information is accurate.

¹¹ Quantify the Major Participant’s participation in monetary terms and as percentage of the design work.

Form F.2. Technical Experience – Construction

[Using the format below, please provide detailed information on each project for which the Lead Contractor (or Lead Contractor Member) was legally contracted either individually as a corporate entity or as one of the major companies within an association, for carrying out construction services similar to the ones contemplated under this Project, with an emphasis on central heating and cooling plants and ECM’s. Each project table should be limited to two pages. Respondents are also encouraged to submit a summary table highlighting relevant design experience.]

Project name:	Project Cost: [including original Contract Amount, Final Contract Amount and % Change]
Project Location:	Project Duration: [start and completion dates] ¹²
Client or Customer: ¹³	Scope of Services Provided: (design, engineering, construction management, etc.)
Level of Major Participant’s Participation: ¹⁴	Construction Start date (month/year): Construction Completion date (month/year): ¹⁵
Name of associated companies, if any:	Contractual arrangement (design-bid-build, design-build, design-build-finance, DBFM, concession, etc.)
<p>Narrative description of Project:</p> <p>[Please provide an overview of the Project, indicating why this is relevant to the scope of services envisioned in the RFQ. Please indicate whether the Project has received any awards or accolades (Construction, Quality, Safety or other)].</p>	
<p>Description of actual services provided by your staff within the assignment:</p>	

¹² Dates should only reflect period of time in which the Major Participant was involved in the project.

¹³ Should include a client contact information for reference checks. It is the responsibility of the Respondent to ensure that contact information is accurate.

¹⁴ Quantify the Major Participant’s participation in monetary terms and as percentage of the construction work.

¹⁵ Please indicate whether there was a schedule delay of more than 5% from original estimates.

Form F.3. Technical Experience – Maintenance

[Using the format below, please provide detailed information on each project for which the Lead Maintenance Provider (or Lead Maintenance Provider Member) was legally contracted either individually as a corporate entity or as one of the major companies within an association, for carrying out long-term maintenance and upgrades for district heating and cooling systems and ECM’s similar to those contemplated under this Project. Each project table should be limited to two pages. Respondents are also encouraged to submit a summary table highlighting relevant design experience.]

Project name:	Project Size: [Total square footage serviced by heating and/or cooling system, rated capacity of boilers and chillers, average monthly and peak demand, ECM square footage, etc.]
Project Location:	Project Duration: [start and completion dates] ¹⁶
Client or Customer: ¹⁷	Total Project Costa and Level of Major Participant’s Participation: ¹⁸
Name of associated companies, if any:	Contractual arrangement (services agreement, concession, O&M agreement, DBFM, etc.)
Scope of Services: [Please describe responsibilities assigned to Major Participant.]	
Narrative description of Project: [Please provide an overview of the Project, indicating why this is relevant to the scope of services envisioned in the RFQ.]	
Description of actual services provided by your staff within the assignment:	

¹⁶ Dates should refer to the term of the concession or O&M agreement.

¹⁷ Should include a client contact information for reference checks. It is the responsibility of the Respondent to ensure that contact information is accurate.

¹⁸ Quantify the Major Participant’s participation in monetary terms and as percentage of total contract.

Form G – Financial Information

- Form G.1. Financial Information - Equity Member Experience
- Form GG1. Financial Information - Information Regarding Equity Members
- Form GG2. Financial Information - Financial Information - Financial Officer Certificate

Form G.1. Financial Information – Equity Member Experience

Table G1. Equity Member Experience								
Equity Member	Project Name & Location¹⁹	Project Size²⁰	Debt Amount & Source²¹	Date of Financial Close	Construction Start Date	Percentage of Works Completed as at Jan 2018	Level of Equity Member's Participation²²	Type of Payment Mechanism²³

¹⁹ Provide information for a maximum of six P3 projects on which any of the Equity Members has been involved in over the past seven years. If any of the Equity Members is a fund, the experience of other funds and vehicles under common management may also be included. Only include projects in which an Equity Member held at least 20% equity ownership.

²⁰ Provide total amount of the project financed under a private finance/ project finance structure (do not include public debt, public equity or capital grants).

²¹ Specify amounts in US Dollars and identify any exchange rates applied to convert amounts in other currencies using the exchange rate prevailing as of September 30, 2018, including the benchmark rate applied. Specify the type of debt in brackets (e.g., bank debt, bonds, public credit programs, etc.).

²² Specify amount of equity invested by the Equity Member. The equity investment may take the form of either (i) shareholders' equity or (ii) shareholder subordinated debt. Separately specify the total amount of all private shareholders' equity investments for the listed project and the percentage that the Equity Member's equity investment bears to that total.

²³ Specify the type of payment mechanism used for the project (e.g., utility purchase agreements/off-take arrangement, availability payments, or combinations of these mechanisms).

Form GG1. Financial Information - Information Regarding Equity Members

In addition to the instructions provided in Appendix B (Submission Requirements), please note the following:

- a) Complete one Form GG1 (*Financial Information - Information Regarding Equity Members*) for each Equity Member.
- b) If an Equity Member identified in Form GG1 (*Financial Information - Information Regarding Equity Members*) is a joint venture, consortium, partnership or limited liability company, complete a separate Form GG1 (*Financial Information - Information Regarding Equity Members*) for each member firm of the joint venture, consortium, partnership or limited liability company.
- c) Indicate whether an Equity Member is also the Lead Contractor (or Lead Contractor Member), Lead Engineer (or Lead Engineer Member) or Lead Maintenance Provider (or Lead Maintenance Provider Member).

Table GG1. Information Regarding Equity Members			
Equity Member name, address, legal nature and state of organization	Planned equity share percentage in the Respondent (sum total should be 100%)	Guarantor name and address (if applicable)	Other roles (if applicable) (i.e., Lead Contractor, Lead Contractor Member, etc.)

Form GG2. Financial Information -Financial Officer Certificate

Instructions

In addition to the instructions provided in Appendix B (Submittal Requirements), please note the following. Respondents should complete a separate Form GG2 (Financial Information – Financial Officer Certificate) for each of the following:

- a) each Equity Member;
- b) the Lead Contractor;
- c) each Lead Contractor Member (if applicable); and
- d) each Guarantor of an Equity Member, the Lead Contractor or Lead Contractor Member (if applicable).

Form of the Financial Officer's Certificate

I, [Name], the [Title].²⁴ of [Name of Equity Member, Lead Contractor or Lead Contractor Member] (the "**Company**") [and the [Title] of [Name of Guarantor Entity] (the "**Guarantor**")].²⁵, do hereby certify as of [Date].²⁶ that:

- a) This Certificate is being executed and delivered in connection with the Statement of Qualifications submitted by [Respondent] (the "**SOQ**") in response to the Request for Qualifications for a Public-Private-Partnership for the California State University, Fresno Central Utility Plant Replacement Project dated [●] (the "**RFQ**") issued by the University.
- b) As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the Company [and the Guarantor] in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to the University pursuant to the requirements of Appendix B (Submittal Requirements) of the RFQ with the intent and understanding that they will be relied upon by the University as a basis for the evaluation of the SOQ as contemplated by the RFQ.
- c) **[Guarantor Support:** It is the intention of the Guarantor to support the Company with the financial, human resources and other support needed by the Company to successfully satisfy its obligations in respect of the California State University, Fresno Central Utility Plant if the Respondent were to become the Developer.]²⁷
- d) **Audited Financial Statements:** The audited financial statements provided by [the Company] [the Guarantor] pursuant to Appendix C (Submittal Requirements) in the SOQ for the fiscal years ended [●],[●] and [●] are complete and correct copies thereof. Where [the Company] [the Guarantor] has provided unaudited financial results, such financial results present fairly, in all material respects, the financial position and results of operations and cash flows of [the Company] [the Guarantor and its consolidated subsidiaries, including the Company,] as of such dates and for such

²⁴ This Certificate should be provided by the Company's Chief Financial Officer, treasurer, or other similar financial officer. If the Company does not have this type of corporate officer internally and will rely on the financial officer of an Affiliated or unaffiliated entity, such as an investment advisor or financial manager, both the financial officer delivering this certificate and a duly authorized signatory of the Company must sign this certificate.

²⁵ Each Equity Member, the Lead Contractor and each Lead Contractor Member of the Respondent should provide its own separate Certificate. However, if any such company is proposing a Guarantor, only one consolidated Certificate is required for the Guarantor and its guaranteed entity. If a company has no Guarantor, all references to "Guarantor" should be deleted from this Certificate.

²⁶ The date must not be earlier than seven (7) calendar days prior to the SOQ Due Date.

²⁷ Delete if there is no Guarantor and this is not applicable.

periods. [The Company] [The Guarantor] has no material contingent liabilities or unusual forward or long-term commitments not disclosed therein.²⁸

- e) **Off-Balance Sheet Liabilities:** The [Company][Guarantor] does not have any material off-balance sheet liabilities [other than the following: [●]].
- f) **Financial Information Summary:** Attached hereto as Annex A is a completed financial information summary relating to [the Company] [the Guarantor and its consolidated subsidiaries, including the Company], which has been prepared based on the information from its audited financial statements and other sources, if not included in its audited financial statements. All the information provided in the attached Annex A is complete and correct to the best of my knowledge.
- g) **Bankruptcy/insolvency proceedings:** [There has been no Insolvency Event relating to the Company [or Guarantor] or any of its Affiliates which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).] [Attached hereto as Annex B is a detailed description of an Insolvency Event relating to [Entity Name].]²⁹ For the purposes of this certification, "**Insolvency Event**" means any voluntary or involuntary bankruptcy, insolvency, liquidation, restructuring, suspension of payments, scheme of arrangement, appointment of provisional liquidator, receiver or administrative receiver, resolution or petition for winding-up or similar proceeding, under any applicable law, in any jurisdiction.
- h) **Material Changes in Financial Condition:** [No material change in the financial condition of the Company [or Guarantor] has occurred or is projected to occur, as applicable:
- (i) within the most recently completed three fiscal years that is not reflected in its audited financial statements;
 - (ii) since the date of its audited financial statements for its most recently completed fiscal year; or
 - (iii) during the next fiscal quarter following the date of the SOQ.]

[Attached hereto as Annex C is a detailed description of material changes in the financial condition of [the Company][the Guarantor].]³⁰

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first written above.

Name:

Title:

²⁸ Submit a RFQ Comment to the California State University, Fresno outlining proposed information that would provide similar support to audited financial statements if there are any entities that do not prepare audited financial statements, to seek confirmation from the California State University, Fresno that it is appropriate.

²⁹ Complete the appropriate certification and delete the sentence that is not applicable. Do not provide an Annex B if there is no Insolvency Event to disclose.

³⁰ Complete the appropriate certification and delete the sentence that is not applicable. Do not provide an Annex C if there is no material change in financial condition to disclose. Further instructions regarding material changes are provided in Annex C.

Annex A to Financial Officer’s Certificate: Financial Information Summary³¹

Entity: _____

Respondent Role: _____

FY End	Total Revenues	Pre-Tax Profit	Fixed Assets	Total Assets ³²	Contingent Liabilities	Long-Term Liabilities	Short-Term Liabilities	Net Assets	Tangible Net Worth	Long Term Leverage ³³

Rating Agency³⁴

Rating

[Rating agency name]

[Debt of the [Company]][Guarantor] is not rated by any major credit rating agency.]

[[Company]][Guarantor] has no debt]

³¹ Specify amounts in units of 100,000 US Dollars and identify any exchange rates applied to convert amounts in other currencies using the [exchange rate prevailing as of September 30, 2018] [average periods’ exchange rate for income statement and cashflow statements and period end exchange rate for balance sheet times], including the benchmark on which the exchange rate is based.

³² Exclude goodwill and intangibles.

³³ Calculate Long Term Leverage as Long Term Liabilities / Net Assets.

³⁴ If applicable, Equity Members, Lead Contractors and Guarantors, if any, should provide a copy of their most recent credit report up to the SOQ Due Date.

Annex B to Financial Officer's Certificate: Insolvency Event

[Relevant Respondent entity to provide details]

Annex C to Financial Officer's Certificate: Material Change in Financial Condition

[Equity Member, Lead Contractor or Lead Contractor Member to provide details]

Instructions

If applicable, this Annex C should include the following details regarding material changes in the Company or Guarantor's financial condition:

- a) a description of each material change, actual and projected, and any related changes or disruptions in executive management;
- b) actual and projected impacts on the affected entity's organizational and financial capacity and its ability to remain engaged in this procurement and submit a responsive proposal; and
- c) a detailed description of any other projected impacts, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead, including the likelihood that the circumstances of the change or impacts thereof will continue during the Project term.

Estimates of the impact on revenues, expenses and the change in equity must be provided separately for each material change. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes. Where a material change will have a negative financial impact, the affected entity must describe measures that would be undertaken to insulate the Project from any recent material changes and those currently in progress or reasonably anticipated in the future. If its financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity must describe measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a list of examples of what the University considers to be a material change in financial condition:

- a) a change in the tangible net worth of 10% or more of net assets;
- d) a sale, merger or acquisition exceeding 10% of the value of net assets prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Guarantor;
- e) a change in credit rating for the affected entity or its parent company or Guarantor;
- f) inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Guarantor that has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations or additional credit support from shareholders or other third parties;
- g) in the current and three most recent completed fiscal years, the affected entity or its parent company or Guarantor either:
 - (i) incurred a net operating loss;
 - (ii) sustained charges exceeding 5% of the then net assets due to claims, changes in accounting, write-offs or business restructuring; or
 - (iii) implemented a restructuring/reduction in labor force exceeding 5% of employees or involved the disposition of assets exceeding 10% of the then-net assets); and

- h) other events known to the affected entity which represents a material change in financial condition over the past three years, or may be pending for the next reporting period.

The University may, in its sole discretion, disqualify any Respondent who fails to disclose a prior or pending material change.

[End of Form G]

Form H – Safety Performance Questionnaire

In addition to the instruction provided in Appendix B (Submittal Requirements), please note that Form H must be completed for the Lead Contractor and for each Lead Contractor Member. If information requested in relation to an entity is not relevant to such entity, state "Not Applicable".

FORM H-- SAFETY PERFORMANCE QUESTIONNAIRE			
Respondent Name: [Respondent to provide]			
(1) Name of Team Member:			
(2) Role:			
<input type="checkbox"/> Lead Contractor <input type="checkbox"/> Lead Contractor Member			
1. Provide the number of injuries and illnesses for the last three years.			
YEAR	2017	2016	2015
a. Number of Fatalities	_____	_____	_____
b. Lost Work Day Incident Rate ¹	_____	_____	_____
c. OSHA Recordable Incident Rate ²	_____	_____	_____
d. Number of Hours Worked	_____	_____	_____
e. Total Number of Employees on Payroll	_____	_____	_____
¹ Use the following formula for calculating the Lost Work Day Incident Rate: = $\frac{\text{Number of Lost Work Day Cases} \times 200,000}{\text{Number of Hours Worked}}$			
² Use the following formula for calculating the OSHA Recordable Incident Rate: = $\frac{\text{Number of OSHA Recordable Cases} \times 200,000}{\text{Number of Hours Worked}}$			
2. List your company's Worker's Compensation ("WC") Experience Modification Rate ("EMR") for the last three years: ³⁵			
Year	EMR		
a. 2016	_____		
b. 2015	_____		
c. 2014	_____		
d. Provide a letter from your WC insurance carrier certifying the above EMRs.			

³⁵ If EMR is above 1, please provide a written explanation.

FORM H-- SAFETY PERFORMANCE QUESTIONNAIRE

3. Has your company received an OSHA (or State OSHA) citation within the last five years? Yes ___ No ___

If yes, provide the following information below:

- a. The number and type of violations: _____
- b. The penalties assessed by OSHA: _____
- c. Were the citations contested/vacated? _____

4. Provide a brief (maximum 2 pages) description of your occupational health and safety program.