



Request For Qualifications for

A public-private partnership with the City of Napa

To Design and Build a New Essential Services and City Administration Building and Redevelop the Current City Hall Site



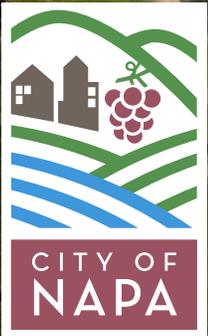
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Introduction & Overview

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The City of Napa

For the past 30 to 40 years, the City of Napa has been in transition. The City that was once known for its tanneries, prune processing and State hospital is now more known for its hospitality, fine food, and luxury hotels. While yesterday's jobs came largely in heavy industrial pursuits at Kaiser Steel, Basalt Rock, Napa Pipe and Mare Island Shipyard, today's workforce is mostly white collar and the economy is increasingly based on tourism.

Visiting the City of Napa is an essential part of any trip to America's premier winegrowing region.

As the County seat for one of the world's Great Wine Capitals, the Napa name is synonymous with quality. We think that applies to our community and the people who make it what it is.

Today Napa is becoming a vibrant and modern town with a respect for its past. Just down the road from our protected historic districts, home to some of northern California's finest Victorian homes, you will find visually stimulating contemporary architecture. Minutes from our many safe and comfortable neighborhoods are the popular Main Street "Restaurant Row," the West End and the Oxbow District.

Visiting the City of Napa is an essential part of any trip to America's premier winegrowing region. The City of Napa offers a growing list of Zagat-rated restaurants, more than 20 wine bars and tasting rooms, top quality lodging, theaters, galleries, and diverse shopping opportunities.



Purpose of solicitation and city objectives



1.1 Purpose of Solicitation

The City of Napa (the “City”) seeks to identify qualified development teams with the vision, resources and expertise to enter into a public-private partnership with the City to achieve the City’s desire for:

1. A new Essential Services Building with combined Police & Fire and City Administration Building (“Public Building”); and
2. Sell for private development the 2.97-acres vacated by the current City Hall and Police and Fire Administration site (“Private Development”) and use the sale proceeds and future tax revenues to help fund the development of the new Public Building
 - Any Private Development would include a public parking component, ground floor retail,

and serve as a gateway to downtown.

- A market analysis has determined that the site is well suited for a hotel.
- The City is open to other development opportunities which allow the City to realize its first two objectives.

The project has two significant components. The first component includes the construction of a new Public Building of approximately 100,000 GSF which will consolidate the City’s Public Safety, Essential Services, Administrative, Executive, and City Council Chambers, functions which are currently scattered around multiple locations in the downtown Napa area. The second component entails the disposition of the existing City Hall and Police & Fire Administration site for the Private Development. The City’s preference is to have a single development team propose on both components,

however, development teams may propose solely on the Public Building, or solely on the Private Development.

The solicitation will include two phases, beginning with a Request for Qualifications (“RFQ”) phase followed by a Request for Proposals (“RFP”) phase issued to teams short-listed from the RFQ.

1.2 City’s Objectives

The City has the following objectives for this project:

1. Develop an efficient and modern Police & Fire and City Administration Building that:
 - Provides a modern and efficient Police and Fire Essential Service Building;
 - Co-locates City departments for functional and cost efficiencies;
 - Achieves functional improvements and energy efficiency;
 - Fully integrates technology in work areas;
 - Provides customer-oriented service counters and space;
 - Provides an updated City Council Chamber and new public meeting space; and
 - Avoids expensive maintenance and renewal work required to maintain current facilities.
2. Repurpose current City Hall and Police & Fire Administration site to free-up valuable downtown real estate for development in order to:
 - Contribute to the revitalization of downtown and create jobs;
 - Provide offsetting revenues to defer some of the cost for the new City facilities; and
 - Enhance the commercial gateway to downtown on 1st Street.

Project background and overview of solicitation

1.3 Project Background

The City's existing Police & Fire Administration Building does not meet the requirements for the California Essential Services Act. The facility is also outdated and too small. In order to continue critical services and to house the Emergency Operations Center a new facility is needed.

Additionally, the City's current portfolio of facilities is dispersed in a number of owned and leased buildings throughout the City. Many of these facilities are aging, non-compliant with current code regulations, ill-suited to purpose, and in need of significant rehabilitation. The collective result is a significant compromise in functional efficiency and collaboration among departments, structural integrity, increasingly expensive capital maintenance costs and degraded citizen access to services. For almost a decade, the City has been investigating ways to consolidate City functions into a Civic Center complex and commissioned several studies to analyze consolidation¹. Each of these studies concluded that the City should ideally find new facility solutions for both the Police & Fire and City Administration.

Now, with the economy strengthening, a strong tourism market and historically low interest rates, the City believes the time is right to find a long term facilities solution that cost effectively replaces the failing Police & Fire Administration facility and improves government efficiency and citizen access to services. To this end, on May 14th, 2015, the City Council unanimously approved the initiation of a solicitation process to move forward with seeking the most practical development proposals to construct the new Essential Services and City Administration facility as well as the Private Development to further enhance the downtown core and assist in financing the new Public Building.

A key consideration for this project is the ability to use the land vacated by the current City Hall and Police & Fire Administration buildings to develop a high quality

hotel, or alternative uses, with supporting retail on site. In doing so the City can achieve its goals of generating revenues to offset costs associated with the construction for the new Public Building, continue its efforts to revitalize downtown, create jobs, and further economic development in the City of Napa. The development of the Public Building is predicated on the successful completion of the proposed Private Development. The City is open to exploring various financing options for the Public Building such as design/build, lease/lease-back, or other alternative financing options that may be proposed by the respondents.

1.4 Overview of Two Stage Solicitation Process

The solicitation will include two phases, beginning with a Request for Qualification ("RFQ") phase followed by a Request for Proposals ("RFP") phase issued to teams short-listed from the RFQ Phase.

Phase I RFQ

The primary purpose of this RFQ is to qualify and select a short list of highly qualified development teams, who will then be requested to participate in the Phase II RFP. In the RFQ, respondents are asked to provide their basic project concept to address the City's objectives and requirements and qualify firms and their key personnel with regards to their ability to provide the experience, capacity and financial resources necessary to successfully execute each of the two project components. Only those development teams short-listed will move forward and participate in Phase II. The response requirements can be found in Section 4 of this RFQ.

Although it is the City's preference to enter into a single contract with one development entity for the entire project, the RFQ contains separate qualification criteria for the Public Building development and the proposed Private Development. At this time, development teams may either propose qualifications for both the Public Building development and the Private Development, or can choose to submit qualifications for only one of



the development components. Informed by the RFQ process and prior to releasing the RFP, the City will make a determination whether it will require short-listed teams to propose on both project components, or if teams may pursue either the City development or the Private Development independently. This decision will determine if one or two RFP's will be issued in Phase II.

Phase II RFP

Phase II will consist of an RFP process in which the short-listed development teams will be requested to submit fully developed project concepts for all components of the project, including, but not limited to project data sheets, site plans, physical model (Public Building only), schematic floor plans, roof plans, four color elevations (one along each street frontage with concept materials indicated on the elevations), cross sections indicating major program elements, conceptual perspective images, interior floor plans, financing strategies, and pro-formas. Further detail will be provided during the RFP phase with regards to the exact submittal requirements for the RFP. The development teams may be asked clarifying questions regarding the proposed project concepts, preliminary design drawings and financing strategies. Based on the development teams' responses to the clarifying questions, teams may be given an opportunity to revise their proposals before a decision is made by the City. Teams selected to participate in the RFP phase may be eligible for a stipend.

¹ Reports include 2009 RACESTUDIO and A. Plessis consolidation study; 2013 RRM Napa Public Safety Joint Facility study for Police and Fire (RRM Study) and; the 2014 Jones Lang LaSalle Civic Center Alternatives Analysis Report.

Project background and overview of solicitation

1.5 Solicitation Schedule

The solicitation, receipt and evaluation of the RFQ responses and the process for selecting a development team are anticipated to follow the time frame to the right. The City reserves the right to alter the dates to the right at any time. In the event of any change to the schedule, appropriate and timely notification will be made to registered parties.

The Pre-Submittal Conference will occur on Nov. 16, 2015 at 10am. The conference will be held in the Council Chambers at Napa City Hall (955 School St.) in downtown Napa.

Issuance of the RFQ	October 30, 2015
Pre-Submittal Conference	November 16, 2015
Deadline for Submittal of Questions regarding the RFQ	November 27, 2015
Submittal Due Date for RFQ	December 11, 2015
Interviews of teams	January 2016
Shortlisting of qualified teams to participate in RFP	February 2016
RFP released to shortlisted teams	March 2016

1.6 Submission Instructions

Phase I submissions shall not exceed a total of 140 pages, if proposing on both the Public and Private Development, 75 pages if proposing on one of the two developments opportunities. Total pages include any appendices and required forms, using a minimum type size of 11. The respondent shall submit one unbound original, ten (10) hard copies and one "high quality" digital PDF file (on a flash drive or CD), along with one separate sealed envelope with "Confidential" Information (see note, below), delivered no later than: DECEMBER 11, 2015 BY 4:00 pm directly to:

Julie Lucido, Project Manager
City of Napa, Public Works Department
 1600 First Street
 Napa, CA 94559

Incomplete submittals, incorrect information, or late submittals shall be cause for disqualification. Copies received by e-mail or fax shall not be accepted.

SEPARATE ENVELOPE FOR "CONFIDENTIAL" INFORMATION: To the extent that the respondent asserts that any information submitted to the City is confidential, and exempt from disclosure to the public under the Public Records Act, the respondent shall clearly label each page on which the confidential information is included as "Confidential – Official Information" and deliver it to the City in a separate sealed envelope. The sealed envelope shall be clearly labeled: "Confidential Information Submitted by [NAME OF RESPONDENT] for Civic Building/City Hall Project." Before labeling any portion of the submittal as "Confidential," the respondent shall carefully review Section 4.3.3 (Public Disclosure) and 4.3.4 (Confidential Solicitation Process).

As described in those sections, as a general rule, all records submitted to the City are public records, subject to disclosure to the public under the requirements of the Public Records Act (California Government Code Sections 6250, et seq.); however, the City anticipates that portions of the submissions by respondents will be exempt from disclosure, likely including responses to Section 4.1.11 (Financial Information) and Section 4.1.12 (Litigation and Bankruptcy History).

1.7 Project Manager

Interested parties should direct inquiries and submit the RFQ response (Marked and Entitled "RFQ for the Development of a Public Building and Private Development" to:

Julie Lucido, Project Manager
City of Napa
 1600 First St., Napa, CA 94559
 Telephone: (707) 257-9690
 E-mail: Napa.essential@cityofnapa.org

All questions and communications should be sent directly to the Project Manager listed above. No other communications with City officials, either elected, appointed, or staff, should take place during the selection process in an effort to influence the outcome. Any attempt to do so could result in the disqualification of the respondent's proposal.

Specific questions regarding the RFQ contents should be sent via e-mail to ensure appropriate tracking and response.



Private Development Opportunity

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Proposed private development and site

2.1 Proposed Private Development

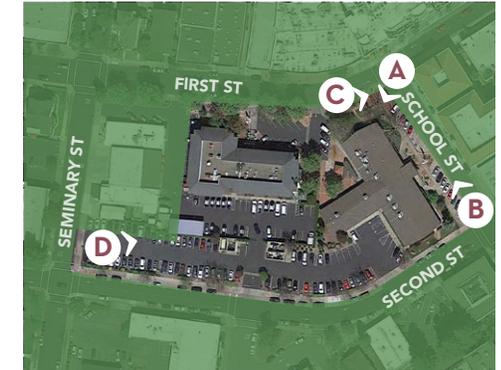
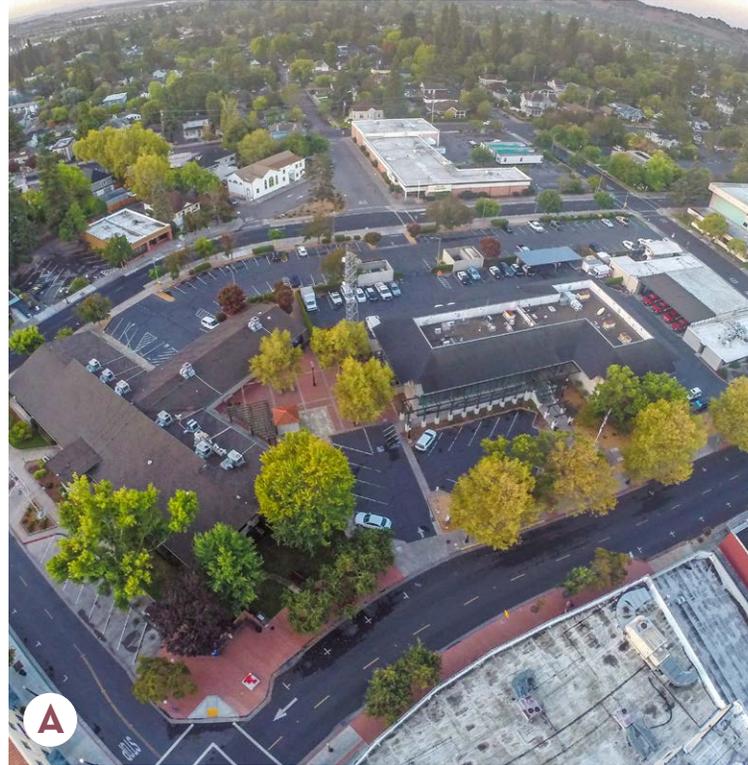
In conjunction with the development of the new Public Building, the City of Napa seeks a qualified respondent to acquire and develop the current City Hall and Police & Fire Administration site. The City has evaluated developing this site with a hotel as its predominant use, but is open to alternative development scenarios. Any development proposals must be consistent with the uses approved in the Downtown Mixed Use land use designation and zoning district and generate sufficient sales proceeds and future tax revenues in order to facilitate the construction of the Public Building. It is anticipated that any development would include ground floor retail, a public parking component, and serve as a gateway to downtown.

2.2 Site Description

The subject site (parcel #003199014000), is bordered by Seminary, School, 1st & 2nd Streets, and is approximately 2.97-acres. The site currently encompasses the City Hall (1-story, 14,100 sf) as well as the Police & Fire Administration (2-story, 20,830 sf) buildings for the City of Napa as well as associated parking (~144 spaces).

Located at the gateway to Napa's downtown core on 1st Street, which is the base of the Napa Valley wine region, this highly visible site provides an excellent opportunity for a mixed-use development, and would complement and benefit from the myriad of adjacent retail, hospitality and dining offerings. The site is less than a mile from Route 29, which is the main route through the Napa Valley and connects the City of Napa with the popular cities of Yountville, St. Helena and Calistoga to the northwest. It is also well served by the local Napa Vine Bus Transit System (Lines 1, 2, 3 & 8), as well as Route 11 which connects to the Vallejo Ferry and provides linkage to San Francisco.

The site currently is zoned as Downtown Public, but it is the City's intent to process a general plan amendment rezoning the site as Downtown Mixed-Use, as the site will serve as the primary gateway on 1st Street to the Central Downtown Core Commercial zone.





Regional overview

The current uses on the site include:

- The City Hall building, which is a 1-story, 14,100 sf building at the eastern side of the parcel bordering School Street
- The Police & Fire Administration Building, which is a 2-story, 20,830 sf structure on the north side of the parcel bordering 1st Street (The Fire Station, shown adjacent to the parcel in the upper left corner will remain operational and will not be redeveloped)
- The remainder of the site contains a surface parking lot with approximately 144 employee spaces

The total developable parcel size is 2.97-acres, which will allow for a mixed-use development, but will also require a parking structure to accommodate both the proposed development as well as approximately 225 spaces for use by the City (parking structure to be some form of Public-Private partnership). As long as the stated development goals are achieved for the entire 2.97-acre site, the site layout can be flexible and configured to accommodate the optimum and most efficient project design. The designated land use for the site is currently Downtown Public and the property is located within the Downtown II Zone, which allows for up to 4.0 FAR with a 15' maximum front setback and 60' maximum height.

2.3 Regional Overview

Napa County is a renowned tourist destination with high-end hotels and restaurants that complement the area's world-class wineries to fuel the region's economy. Napa County encompasses multiple towns including Napa, Calistoga and St. Helena, each with their own unique draw.

As can be seen in the downtown map, the City's Private Development site offers 2.97 acres of prime land to develop as an iconic hotel and retail destination, or alternative uses, right in the center of the downtown core.

Currently, the City of Napa is undergoing a powerful economic revitalization spurred by recent development that includes the lively Oxbow Public Market, the eclectic Napa

Riverfront mixed use project and a fully renovated Napa Center (soon to be completed). Located just a few steps away from the subject site on 1st Street, the Napa Center will add an enhanced variety of shops and restaurants, as well as the new Archer Hotel (2017), which will further emphasize 1st Street as the heart of downtown Napa.

As the 1st Street / SR 29 interchange is a major gateway to downtown Napa, the City of Napa is partnering with Caltrans to improve traffic operations at this location with the construction of three roundabouts targeted for completion in 2019. The roundabouts will be at the 1st Street & California Blvd., 2nd Street & California Blvd., and 1st Street & SR 29 northbound on- and off-ramp inter-sections. The roundabouts will be designed to include landscaping and public art features and will provide an enhanced and functional entrance/exit for downtown Napa. The project investment will reduce traffic delays, improve safety and better accommodate bicycle and pedestrian users. In addition, the 1st Street and 2nd Street one-way street couplet will reverse travel directions, so the 1st Street freeway exit will flow directly into downtown and 2nd Street will flow westbound towards the freeway, thus providing a smooth, uninterrupted traffic flow into downtown right past the project site.

Downtown Napa is a place where social, entertainment, art, cultural, retail, residential and commercial uses come together to create a visually rich, vibrant and pedestrian-oriented city center. The downtown is home to more than 70 restaurants, 20+ wine tasting rooms, 22 lodging options, art galleries, and numerous retail shopping options. Whether dining at the favorite winemaker's haunt of Bistro Don Giovanni just north of the City or using Napa as a jumping-off point for the sublime wine region surrounding it, the City of Napa is a world-class location for hospitality development and offers tremendous opportunity for investors to capitalize on the Napa Valley's allure to national and international visitors. Travel down the road from our protected historic districts, home to some of northern California's finest Victorian homes, and you will find visually stimulating contemporary architecture.

2014 Napa visitor facts

3.3 million
visitors to Napa Valley

2.3 average trips
per visitor in the past 12 months

67%
of the trips were to the City of Napa

\$1.6 billion
total visitor spending in Napa Valley

\$635 million
(40%) of retail spending

\$366 million
(23%) of lodging spending

\$360 million
(22%) of restaurant spending

In addition to many amenities of downtown Napa, the City is also home to the famous Napa Valley Wine Train which offers a magnificent dining experience aboard exquisitely restored early 20th-century Pullman rail cars which run on 25 miles of track through the heart of the Napa Valley.

Also supporting downtown economic revitalization is the ongoing Napa River Flood Protection project, which has mitigated the risk of the Napa River flooding downtown and provided a much safer environment for development as well as several pedestrian amenities and enhancements to downtown infrastructure.

Recently, Destination Analysts released their 2014 Napa Valley Economic Impact Report² which measures the

² http://www.visitnapavalley.com/research_statistics.htm

Regional and hotel market overview

economic impact of the tourism industry and provides estimates of direct visitor spending in Napa County, as well as the tax revenues generated by tourism and the number of jobs (and payroll) supported by the tourism industry in the County. From 2012 to 2014, the total number of visitors to Napa Valley was 3.3 million, an increase of 8.2% from the 2.94 million visitors in 2012, with the vast majority (73%) visiting the area for either a weekend getaway or a vacation. The bulk of the remainder is comprised of those staying in Napa lodging, approximately 950,000 visitors or 29% of the total 3.3 million visitors in 2014. These lodging visitors spent 2.9 days in Napa Valley on average.

Destination Analysts also found the average Napa Valley visitor made 2.3 trips (primarily for leisure) to the area within the last 12 months, a testament to the strong and sustainable tourism draw of the region. The Cities of Napa (67.0%) and St. Helena (59.6%) were the Napa Valley destinations with the highest visitor traffic during 2014 and nearly half of Napa Valley visitors surveyed visited Calistoga (46.3%) and Yountville (44.1%). In 2014, the Napa visitor industry accounted for \$1.6 billion in direct visitor spending within Napa County, 72% (\$1.2 billion) of which was driven by local hotel guests. Each day, visitor spending accounted for by Napa hotel guests averages \$389 in comparison to the average day trip visitor to Napa who spent \$150 per person.

Visitors to the Napa region tend to be an affluent group with 51% reporting an annual household income of \$100k+ (with an average household income of \$165k). Not surprisingly, the 3 largest targets of this \$1.6 billion in visitor spending are: Retail (40% / \$635m), Lodging (23% / \$366m) and Restaurants (22.5% / \$360m) which, in turn, support 11,776 jobs in the Napa region, primarily in the hotel and restaurant industries. This represents a 12.2% jump in employment from 2012 (10,498 jobs).

Given the natural beauty and “destination” quality of the Napa region and its close proximity to the Bay Area, it is no surprise that of the approximately \$194m in 2014 spending for conference and meeting activities, almost

Napa County, CA Lodging Market Performance

Year	Occupancy	ADR	RevPAR	Occ% Change	ADR % Change	RevPAR % Change
2005	74.7%	\$170.04	\$127.02	-	-	-
2006	69.1%	\$188.86	\$130.50	-7.5%	11.1%	2.7%
2007	75.5%	\$172.21	\$130.02	9.3%	-8.8%	-0.4%
2008	72.4%	\$177.74	\$128.68	-4.1%	3.2%	-1.0%
2009	63.3%	\$209.32	\$132.50	-12.6%	17.8%	3.0%
2010	65.6%	\$215.38	\$141.29	3.6%	2.9%	6.6%
2011	71.4%	\$223.71	\$159.73	8.8%	3.9%	13.1%
2012	70.6%	\$235.99	\$166.61	-1.1%	5.5%	4.3%
2013	72.6%	\$245.32	\$178.10	2.8%	4.0%	6.9%
2014	74.1%	\$249.27	\$184.71	2.1%	1.6%	3.7%

66% (\$128m) were for wedding and wedding-related events. The remainder of this, 34% (\$66m), is comprised of Sponsor & Exhibitor Spending and direct spending for meetings held in Napa County. In total, this strength in the tourism industry translated into \$64 million in tax revenues for governmental entities in Napa County in 2014 which includes revenues from the transient occupancy tax (TOT - hotel tax), sales taxes and property and transfer taxes paid on lodging facilities. The hotel industry generates the majority of these revenues, with the combination of TOT and hotel property taxes creating over \$38 million in income for governmental entities in Napa County.

2.4 Hotel Market Overview

Approximately 3.3 million people visit Napa Valley annually, spending over \$4.4 million per day. With more than 500 wineries and approximately 45,000 acres dedicated to grapes, Napa Valley is an established, high-end global tourist destination, attracting world-wide visitors seeking its renowned wineries, fine dining, shopping, spas and natural beauty.

The lodging market in Napa Valley is comprised of 70 hotel properties and nearly 4,700 guest rooms. Supporting the area’s status as a leading destination for world-class leisure and dining, the region has a variety of lodging facilities ranging from small boutique inns to luxurious resorts. The area boasts predominantly upscale properties, with more than 85% of room inventory in the upscale to luxury hotel category.

As such, the lodging market in Napa has performed exceptionally well in recent years. Over the last four years, the Napa County region has achieved an average occupancy in the low-70% range. Occupancy reached 74% in 2014, well above the national average of 64%. Average Daily Rates (ADR) in the market reached \$250, surpassing pre-recessionary peak rates. Revenue per Available Room (RevPAR) was \$185, up nearly 4%, and above inflationary rates. Year-to-date through March 2015, Napa County RevPAR was up 7% driven by 5% occupancy growth and a 3% increase in ADR over the same period in 2014. The region’s popularity as a leading tourist destination will continue to provide topline growth for the lodging market in the future.

Hotel market overview

The region's strong tourism-based economy and its enviable proximity to San Francisco, with its booming economy and high concentration of wealth, have captured significant investor interest in recent years. Key trends that have shaped the market in recent years include the following:

1. Significant luxury hotel development

While some developments have stalled in the past, there is a significant pipeline of new luxury product, both in the form of new ground-up developments and the conversion and repositioning of existing properties. Notable conversions include the reopening of a hotel in St. Helena as Las Alcobas, a Luxury Collection Hotel by Starwood, and the redevelopment of Calistoga's Silver Rose Inn as a luxury resort. The VieVage, an Auberge resort located in Stanly Ranch, and the boutique Archer Hotel, situated in downtown Napa, are both new builds that are expected to enter the market over the next few years. Substantial entitled land also exists for new resort communities, which are likely to feature ample amenities and luxury positioning, such as the planned Calistoga Hills Resort in Napa Valley.

2. Seven years of ADR growth

The Napa County lodging market has experienced seven consecutive years of ADR growth due to a strong tourism base and the delivery of luxury product. While the market lost considerable occupancy in the midst of the economic downturn in 2009, ADR growth did not waver. Since then, market-wide occupancy has recovered to 74% and average rates in the market have reached nearly \$250 as of 2014. Given continued delivery of luxury product, strength in regional tourism, and healthy occupancy levels, RevPAR for Napa County is expected to increase in the range of 3% to 5% in 2015.

Recent Napa County hotel transactions

Hotel	Date	Rooms	Price	Price per key
Bardessono Hotel & Spa	pending	62	\$85,000,000	\$1,370,000
The Cameros Inn	June 2014	86	\$62,500,000	\$727,000
Harvest Inn	January 2014	74	\$55,000,000	\$743,000
Calistoga Ranch ¹	November 2013	50	\$55,000,000	\$1,100,000
Andaz Napa	September 2013	141	\$72,000,000	\$511,000
Farimont Sonoma Mission Inn & Spa (75% stake) ²	July 2013	226	\$73,300,000	\$432,000

¹ JLL acted as advisor to seller. Source: JLL

² Located in Sonoma County

3. Premium pricing for key assets

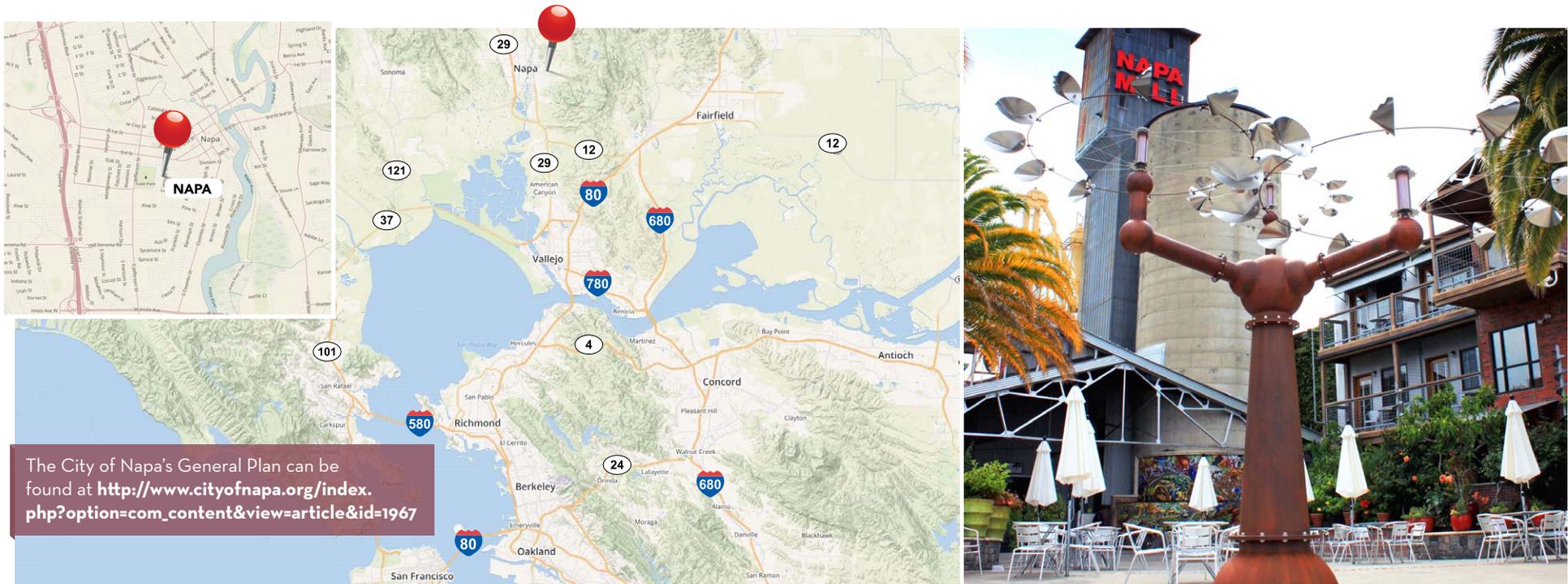
Recent hotel transactions reveal that investors are willing to pay a strong premium for high-quality assets in key locations within Napa County. The high-profile Calistoga Ranch resort traded in 2013 at a record price of over \$1 million per room. In 2015, the recently announced Bardessono Hotel & Spa transaction is expected to set a new record at nearly \$1.4 million per key.

2.5 Review of Planning Documents

Development teams planning to submit RFQ responses should review the City of Napa's General Plan, Downtown Napa Specific Plan and all documents listed below in section 2.5 in order to understand all of the development standards for the site prior to preparing design concept narratives, and basic concept drawings if selected for Phase II.



City of Napa's general plan



2.5.1 City of Napa's General Plan

The City of Napa's General Plan provides a number of policy objectives aimed at enhancing Downtown and strengthening its presence as the heart of the city. The General Plan describes Downtown as the civic and cultural center of Napa, containing most City and County government offices as well as the city's traditional retail and hotel uses along 1st and Main Streets. The General Plan emphasizes the need to foster a vital Downtown through:

- Characterizing Downtown as a place of social, entertainment, art, cultural, retail, residential, administrative and government uses;
- Emphasizing pedestrian orientation with active streets and open spaces;
- Promoting mixed-use projects as a means to reduce the need for automobile use and to support Downtown businesses;
- Encouraging rehabilitation and re-use of historic structures;
- Promoting the historic urban form of Downtown with new buildings compatible with the heights, street faces and building massing of older buildings;
- Designating the Napa River as the central defining feature of Downtown and the city;
- Enhancing public access to Downtown, including strong linkages to adjacent residential neighborhoods;
- Enhancing Downtown gateways;
- Increasing access and circulation to and within the Downtown area;
- Supporting creative parking solutions;
- Creating incentive programs and regulatory ordinances that stimulate public and private investment;
- Encouraging specialty retail businesses catering to visitors and residents, and discouraging discount stores with high square footage and parking requirements; and
- Promoting hotel and conference facilities, 24-hour activity, art and cultural activities.

Downtown Napa specific plan

2.5.2 Downtown Napa Specific Plan

The Downtown Napa Specific Plan (“Specific Plan”) provides the guiding framework for realizing the vision of a vibrant, healthy and balanced pedestrian-oriented city center. The purpose of the Specific Plan is to illustrate the community-based vision, outline guidelines and development standards that support the vision, and create an implementation action plan to systematically achieve its key objectives.

The goal of the Specific Plan is to revitalize Downtown Napa as a vibrant place where residents and visitors alike come together to work, live, play, and actively engage in the community. People should be able to pursue a range of activities, such as shopping at local boutiques, eating in restaurants that open onto the sidewalks or public gathering places, attending markets and festivals and listening to live music and other entertainment. The following land use designations and zoning districts have been established to regulate allowable uses in Downtown:

- Downtown Core Commercial
- Downtown Mixed-Use
- Downtown Neighborhood
- Downtown Public
- Oxbow Commercial
- Downtown Parks / Open Space

As mentioned earlier, the subject site currently is zoned as Downtown Public, but it is the City’s intent to process a general plan amendment and rezone the site as Downtown Mixed Use as the site will serve as the primary gateway on 1st Street to the Downtown Core Commercial zone.

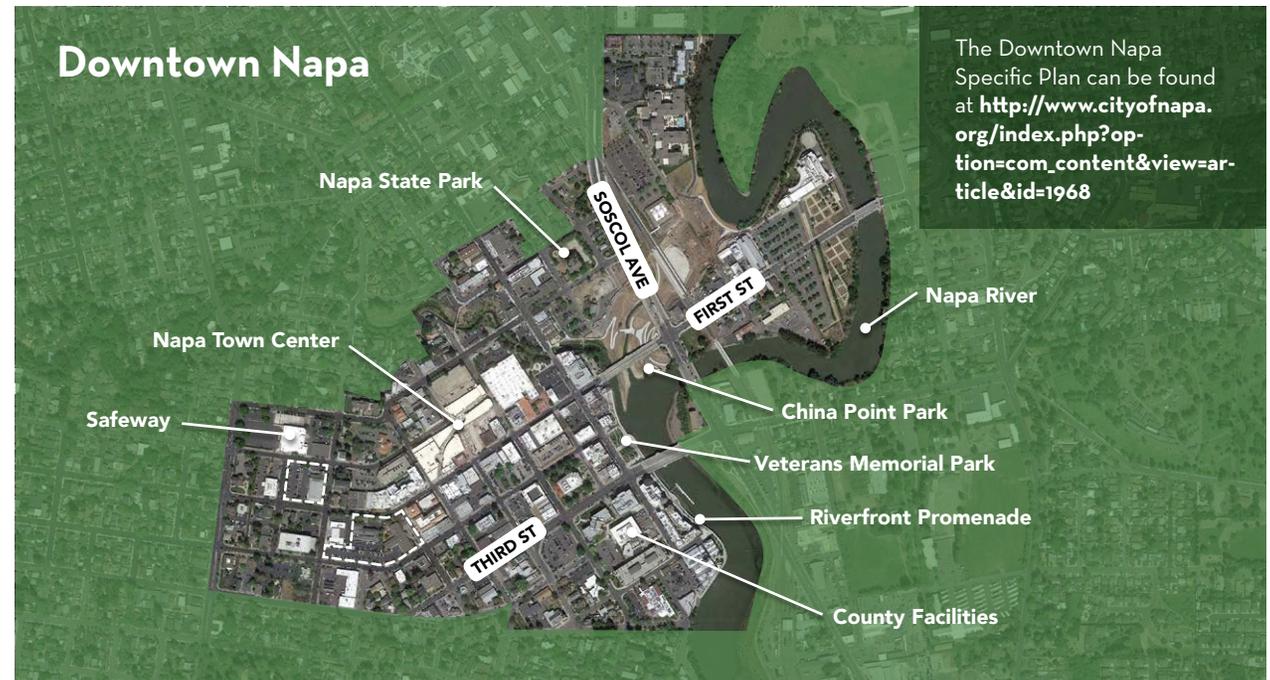
The Downtown Core Commercial land use designation and zoning district generally include properties on 1st

Street from School Street to the Napa River and on Main Street from 5th Street and the Napa Mill to Caymus Street. The primary intent of this land use designation and zoning district is to promote the continued development and revitalization of the pedestrian-oriented Downtown area that serves as Napa’s unique shopping district, as a neighborhood hub for the residences surrounding it and as the center of the Napa community. It reinforces Downtown’s identity as a compelling place for shoppers and visitors, requiring development that is in line with Downtown’s traditions and preserving its historic heritage. The goal is to provide a mix of land uses (i.e., shops, restaurants, hotels and entertainment in designated areas) that will draw people Downtown during the day, evening and on weekends; develop an improved streetscape to offer visitors a pleasant pedestrian experience and create a series of outdoor

spaces to encourage public gatherings in the city center.

The Downtown Mixed-Use land use district generally includes properties on the blocks surrounding the Downtown Core commercial area from Clay and Pearl streets to the northern boundary of Downtown, and from Seminary and Church streets east to the Napa River and south to Third Street. The Downtown Mixed-Use district provides for retail uses, administrative and other offices; institutional, recreational, entertainment, arts and cultural uses; hotels and conference facilities; transportation facilities, residential primarily as part of mixed-use developments and public and quasi-public uses that strengthen Downtown’s role as the community’s center.

Within the Specific Plan various development standards have been created. The site is located within the



Downtown Napa specific plan

Downtown Zone II which allows for up to 4.0 FAR with a 15' maximum front setback, a 5' stepback at the third story when adjacent to residential uses, and 60' maximum height.

The Site is located one block west of the Town Center Focus Area. The Town Center Focus Area is located near the center of Downtown on First Street between Main and Franklin streets. It is the commercial "heart" of the city, bounded to the east by Main Street, to the south by First Street, to the west by Franklin Street and to the north by Clay and Pearl Streets (see Figure 4.5: Town Center Focus Area in the Specific Plan). The majority of the area is composed of the Napa Center and Kohl's development, a shopping mall located on several consolidated blocks. The Town Center Focus Area is approximately 14 acres, including all surrounding streets and a portion of Napa Creek. Potential site development and land use relationships are reflected by the underlying Downtown Core Commercial district and currently include commercial uses, surface and structured parking, two public plazas and a transit center that has been relocated outside the Planning Area to 4th and Burnell Streets. The proposed Private Development represents an opportunity to create a western gateway project to the Town Center Focus Area.

2.5.3 Other Regulatory Documents

The Development team is responsible for reviewing any other relevant regulatory documents and understanding the impact on the future development of the site.

2.6 Minimum Requirements of the Private Development Team

The Developer, Architect and General Contractor of the Private Development must demonstrate having successfully developing a at least two (2) projects within the last ten (10) years, including the planning, designing, financing, and construction in a downtown environment. If a hotel is proposed respondents shall demonstrate

the successful completion of an upper upscale, luxury, or 4-diamond hotel, with a minimum of 150 rooms.

A. Developer shall have specific experience with:

- At least three (3) projects where the lead developer was primarily responsible for the development of projects consistent with the proposal for the Private Development submitted by the respondent; and
- At least one (1) of the three (3) projects listed in Section 2.6.A.1 above, the development value must be over \$50 million.

B. Designer/Architect shall have specific experience with:

- At least three (3) projects where the

Architectural Team was responsible for the design of projects consistent with the proposal for the Private Development submitted by the respondent.

C. General Contractor shall have specific experience with:

- Ground-up construction of at least three (3) projects consistent with the proposal for the Private Development submitted by the respondent; and
- Construction of at least one (1) project for which the construction value was over \$50 million.





Project team

2.7 Project Personnel Minimum Requirements

The Private Development team must demonstrate that the personnel assigned to the project meet the minimum requirements specified below.

2.7.1 Project Executive

Project Executive with at least ten (10) years' of experience as a project executive and having worked on a minimum of three (3) projects, of which one (1) project was at least \$50 million, in the past ten (10) years, consistent with the proposal for the Private Development submitted by the respondent. The Project Executive shall be an individual with the authority to make binding decisions on behalf of the Developer through the design and construction phases of the project and shall have the overall responsibility for ensuring the project is delivered in accordance with the development agreement. At least one (1) project shall be a project listed in the respondent's list of qualifying project examples.

2.7.2 Project Manager

Project Manager with at least ten (10) years' experience as a project manager and having worked on a minimum of three (3) projects, of which one (1) project was at least \$50 million, in the past ten (10) years, consistent with the proposal for the Private Development submitted by the respondent. The Project Manager shall be an individual with authority to make binding decisions on behalf of the Developer through the design and construction phases of the project and shall be responsible for managing and coordinating the entire development process, including budgeting, scheduling, planning, design, construction, furniture/fixture/equipment (FF&E) and such other processes related to the design and construction of the project. At least one (1) project shall be a project listed in the respondent's list of qualifying project examples.

2.7.3 Project Architect

An Architect with at least ten (10) years' experience as a lead designer/architect who has worked on a minimum of at least three (3) upper upscale or luxury or 4-diamond hotels, LEED certified with a minimum of 150 rooms, within the last ten (10) years. At least one (1) project shall be a project listed in the respondent's list of qualifying project examples. If the team is proposing an alternative Private Development at least three (3) projects consistent with the proposal for the Private Development submitted by the respondent. At least one (1) project shall be a project listed in the respondent's list of qualifying project examples.

2.7.3 Construction Manager

Private Development Construction Manager with at least ten (10) years' experience as a construction manager and having worked on a minimum of three (3) projects consistent with the proposal for the Private Development submitted by the respondent. At least one (1) project shall be a project listed in the respondent's list of qualifying project examples.

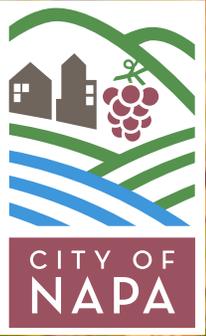
2.7.4 Other Key Personnel

Other Key Personnel of the respondent team not listed above that are listed in the organization chart at an equal or higher level than those Key Personnel listed above.

2.8 California Experience

The respondents should detail their experience developing projects in the State of California, consistent with the nature of the project proposed in the respondents SOQs. Knowledge of the California regulatory environment as well as local zoning regulations is preferred.

The local wine industry and related businesses create an economic impact of more than \$13 billion annually to the Napa County economy and represent a mighty \$50 billion economic impact on the U.S. economy.



City Essential Services and City Administrative Building Opportunity

3.0

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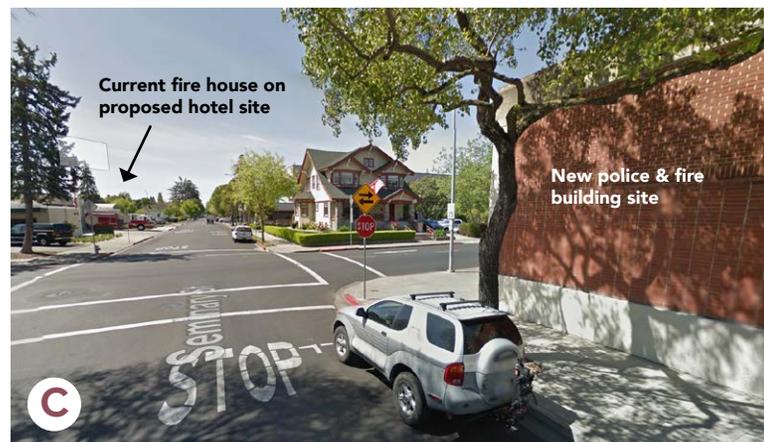
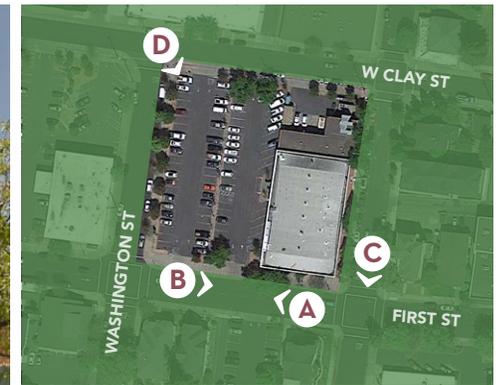
City Essential Services and City Administrative Building Opportunity

The City of Napa sits at the southern end of the Napa Valley. Once a jumping-off point for wine country excursions, Napa has undergone a renaissance, becoming a world-class destination in its own right. Tasting rooms, including Carpe Diem and Back Room Wines, let you check out small and large producers before heading further up the valley.

Culinary star power abounds in Napa. Restaurants include Michelin-starred La Toque and Iron Chef Masaharu Morimoto's acclaimed Morimoto. Neighborhood eateries such as Pizza Azzuro and Norman Rose please locals and visitors alike, while the Oxbow Public Market offers the height of artisanal everything, from picnic-ready bread, cheese and charcuterie to tacos at C Casa and pizza at Ca'Momi. Dine al fresco beside the Napa River at Angele, or enjoy the Mediterranean flavors of Tarla or Oenotri in the city's West End.

Between amazing meals and wine tastings, there are endless things to do in Napa. The city's vibrant downtown offers opportunities to stroll, nosh and shop, from the West End to the scenic River Walk. The Opera House built in 1879 hosts jazz, blues, theater, dance and contemporary greats. Craving nature? Don't miss Napa in the spring when the mustard is blooming. Hike the Bay Area Ridge Trail from the river to Skyline Park or rent a bike at Velo and pedal along the River Trail. Art lovers will find heaven among the sculpture gardens and galleries of 200-acre Di Rosa or along the city's downtown Art Walk.

At day's end, relax at the Napa River Inn in the century-old Historic Mill, unwind at The Meritage Resort and Spa or revel in wine country hospitality at one of the many other Napa hotels, resorts and bed and breakfasts.

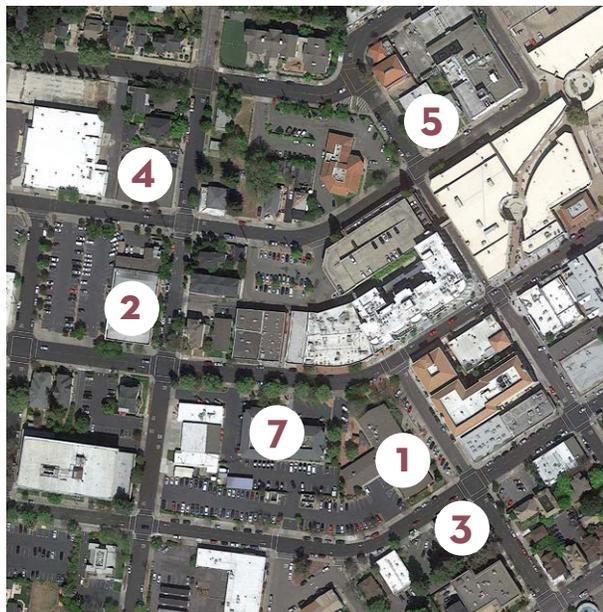




Existing city facilities

3.1 Existing City Facilities

Currently, the City operates out of several facilities dispersed throughout Downtown Napa. The Police & Fire Administration facilities do not meet Essential Services Act standards and require more space and modern amenities to continue to provide critical services. The City's facilities were not built for the purposes for which they are currently used. As a result, they are inefficiently designed, poorly configured, have too few meeting spaces and inconsistently allocate offices and workstations. Furthermore, over the next several years, these facilities will require expensive renovations to maintain their operability. These conditions compromise workplace functionality, teamwork and cross- departmental collaboration. They also hinder easy citizen access to services and do not represent the City's desired image. The following table lists the facilities currently occupied by the City.



	Building	Departments	Current S/F Occupied	Constructed/ Renovated
1	City Hall	City Council, City Manager, City Clerk, City Attorney, Finance	14,100	1951/1983
2	Community Services Building	Community Development, Fire Prevention, Public Works	16,808	1963/1976/1999
3	Human Resources/ Personnel	Human Resources Department, Training Rooms	3,915	n/a - Leased
4	Housing Authority Building	Housing Division, Materials Diversion Division	8,305	1955/2002
5	Water Division Building	Water Division Administration	2,750	n/a - leased
6	Parks & Recreation*	Parks & Recreation	5,000	n/a - leased
7	Police & Fire Administration	Police & Fire Admin EOC	20,830	1958/1974/1990's

*Parks & Recreation Building not shown on map (located north of downtown on Soscol Ave.)

Proposed Essential Services and City Administration Building

3.2 Proposed Essential Services and City Administration Building

The City wishes to develop a new combined Essential Services and City Administration Building, which will accomplish the following goals:

- Provide a modern and efficient Police & Fire Essential Services Building for the City's safety;
- Provide a City Hall that better reflects the City's image;
- Creates spaces that are welcoming, service-oriented and convenient for customers;
- Provide spaces designed for collaboration and engagement with the public;
- Better adjacencies to support collaboration and efficiency;
- Leverages technology for efficiency;
- Provides standardized workstations;
- Is efficient and allows flexible design layouts; and
- Reduces costs through energy savings and operational and space efficiencies.

The new Public Building will be constructed on the Community Services Building (CSB) site located at 1600 1st Street in downtown Napa. This site is a 1.29-acre parcel which currently contains a 16,808 sf, 1-story building as well as a parking lot for approximately 81 vehicles. The site is bordered by 1st, Washington, Clay and Seminary Streets. Under the Downtown Napa Specific Plan, the CSB parcel lies in the Downtown Mixed-Use Land-Use District. This Land-Use District lies within the Downtown II Zone, which allows for up to 4.0 FAR with a 15' maximum transition front setback and 60' maximum height.

The new Public Building will incorporate both Essential

Services and City Administration functions. The Essential Services/Public Safety portion of the building must accommodate critical emergency response staff, an Emergency Operations Center (EOC) and Dispatch. These Essential Services personnel include the staff that will provide services in a major emergency (earthquake, fire, etc.). The facilities housing these functions are held to a higher construction standard, as they must remain operational and secure after a disaster. The office space for the administrative functions is to be developed with cost efficiencies and a moderate degree of finishes in mind while the areas serving the public (Council Chambers, Public Counters, etc...) are expected to have a higher quality degree of design and finish elements. Importantly, the exterior architecture and design of the building should convey the "civic" character of the building that most effectively reflects and promotes the City of Napa's image.

The following are the projected space requirements for each City use:

PUBLIC SAFETY – 49,600 total sf

- Public Safety Command & Police Control, Traffic Investigations, Crime Lab, Property, Records, Homeless Youth & Diversion – 43,200sf
- EOC & Dispatch – 6,400sf
- Expected number of FTE Employees (Public Safety): 110 FTE's

CITY ADMINISTRATION – 47,300 total sf

- City Manager, City Clerk, City Attorney, HR, Finance, Community Development, Public Works, Fire Prevention & Parks – 42,300sf
- City Council Chambers & Community Meeting Space– 5,000sf
- Expected number of FTE Employees (Administration): 160 FTE's

3.3 Minimum Requirements for the City Hall Development Team

The Developer, Architect and General Contractor of the Essential Services and City Administration building shall each demonstrate experience developing similar type projects within the last ten (10) years. The respondent shall demonstrate experience developing public safety facilities such as police, fire or essential services buildings in excess of 40,000 square feet.

- A. The Public Building Developer shall have specific experience in:
- At least two (2) projects where the lead developer was primarily responsible for the development of public safety facilities such as police, fire or essential services buildings in excess of 40,000 square feet.
 - At least one (1) project for which the construction value was \$50 million



Project team

- B. The Public Building Architect shall have specific experience in:
- At least two (2) city hall or administration facilities of at least 40,000 square feet
 - At least two (2) public safety facilities including police, fire or essential services facility of at least 40,000 square feet
- C. Public Building Structural Engineer
- At least three (3) essential services public safety facilities of at least 40,000 square feet
- D. Public Building General Contractor
- Ground-up construction of at least two (2) city hall or administration facilities of at least 40,000 square feet;
 - Ground-up construction of at least two (2) public safety facilities including police, fire or essential services facilities of at least 40,000 square feet; and
 - Construction of at least one (1) project for which the construction value was \$50 million

3.4 Project Personnel Minimum Requirements

The Public Building development team must demonstrate that the personnel assigned to the project meet the minimum requirements specified below.

3.4.1 Project Executive

A Project Executive with at least ten (10) years' of experience as a project executive, and having worked on a minimum of two (2) projects, each of at least \$50 million, in the past ten (10) years. The Project Executive shall be an individual with the authority to make binding decisions on behalf of the Developer through the design and construction phases of the project and shall have the overall responsibility for ensuring the project is delivered in accordance with the development agreement.

3.4.2 Project Manager

A Project Manager with at least ten (10) years' experience as a project manager and having worked on a minimum of two (2) public facilities projects, each of at least \$50 million, in the past ten (10) years. The Project Manager shall be an individual with authority to make binding decisions on behalf of the Developer through the design and construction phases of the project and shall be responsible for managing and coordinating the entire development process, including budgeting, scheduling, planning, design, construction FF&E and such other processes related to the design and construction of the project. At least one project shall be a project listed in the respondent's list of qualifying project examples.

3.4.3 Public Building Architect

A Public Building Architect with at least ten (10) years' experience as a designer/architect who has worked on a minimum of two (2) public facilities with essential services. At least one project shall be a project listed in the respondent's list of qualifying project examples.

3.4.4 Construction Manager

A Public Building Construction Manager with at least ten (10) years' experience as a construction manager and having worked on a minimum of two (2) public facility projects. At least one project shall be a project listed in the respondent list of qualifying project examples.

3.4.5 Other Key Personnel

Other Key Personnel of the respondent team not listed above that are listed in the organization chart at an equal or higher level than those Key Personnel listed above.

3.5 Public Financing Experience

The respondents should detail their experience with

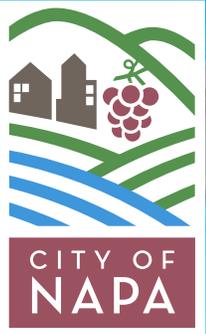
projects that have utilized public financing, particularly in California. Please specify the type of financing, the amount of financing, the percentage that public financing represented of the total project cost, and any relevant explanation of how this type of financing fit within the larger context of the project, why it was used, and what challenges were faced with these financing methods.

3.6 California Experience

The respondents should detail their experience developing projects in the State of California, including the design and construction of Public Safety and Essential Services buildings. Knowledge of the California regulatory environment as well as local zoning regulations is preferred.

3.7 Prevailing Wage Requirements

Respondents are hereby given notice that the Public Building will be subject to Prevailing Wage. Respondents should demonstrate their experience working with prevailing wages and monitoring prevailing wages.



RFQ Requirements

4.0

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RFQ Requirements, evaluation criteria, & disclosures

4.1 RFQ Requirements

A complete, concise and professional response to the RFQ will enable the City to identify the most qualified development teams and will be indicative of the level of the respondent's experience and commitment to the proposed project

Any development team selected must demonstrate the experience, resources and expertise needed to successfully design and develop the proposed project as further described in Sections 2 and 3. Past design and development experience with similar projects will be critical in evaluating the RFQ respondents. Additionally, financial capacity and/or access to funding sources will also be critical in evaluating the successful respondents. Finally, the successful team must demonstrate the ability to deliver projects in a timely manner and within budget.

The respondent shall follow the format described below. The contents of the submittal must be clear, concise and complete. Phase I submissions shall not exceed a total of 140 pages, if proposing on both the Public and Private Development, 75 pages if proposing on one of the two developments opportunities. Total pages include any appendices and required forms, using a minimum type size of 11. The respondent shall submit one unbound original, ten (10) hard copies and one "high quality" digital PDF file (on a flash drive or CD), along with one separate sealed envelope with "Confidential" Information (see Sections 1.6, 4.3.3, and 4.3.4), unless otherwise noted.

Each section of the RFQ response shall be tabbed and labeled in the order show below.

4.1.1 Submittal Cover

The submittal cover shall include the title of the RFQ, submittal date, the lead respondent, principal contact, address, telephone number, fax number, email address, and web site if applicable.

4.1.2 Table of Contents

The table of contents shall be complete and clear indicating section headers and pages.

4.1.3 Transmittal Letter

A duly authorized official of respondent or lead firm must execute the transmittal letter in blue ink. For respondents that are joint ventures, partnerships, limited liability companies or other associations, the transmittal shall be appended with letters on the letterhead stationery of each Equity Member, executed by authorized officials of each Equity Member, stating that representations, statements and commitments made in the Statement of Qualifications ("SOQ") on behalf of the Equity Member's firm have been authorized by, are correct, and accurately represent the role of the Equity Member's firm in respondent team. Form A included in Appendix B.1 shall be utilized to complete this section.

4.1.4 Executive Summary

An Executive Summary, not exceeding two (2) pages, shall be written in a narrated, non-technical style. The Executive Summary shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with respondent's SOQ and its ability to satisfy the financial and technical requirements of the Project. The Executive Summary should identify if the development team is responding to develop the Public Building solely, the Private Development solely, or both. The Executive Summary shall also include any relevant information the development team believes is necessary to introduce the team and project to the City.

4.1.5 Project Concept and Implementation Plan

Include a complete but succinct description of the proposed development including strategic rationale for the project, basic development concepts, conceptual

financial plan, conceptual development plan, conceptual management and operations plan and conceptual project timeline. This section should also include the development team's rationale for proposing solely on the Public Building, solely on the Private Development, or both and the advantage to the City of Napa in doing so. This section shall not exceed four (4) pages in aggregate, with no more than two (2) pages for the Private Development and two (2) pages for the Public Building.

4.1.6 Identify the Development Team

Include a complete but succinct description of the proposed development team including the identification of the primary developer and development partners that make up the key members of the development team, clear identification of the project lead for the day-to-day management of the project as well as key contacts for each development partner and consultants who will be responsible for implementing the project. Provide clear identification of which entities make up the development team and would be parties to the development agreement with the City. At a minimum, the submittal shall identify the lead development firm, joint venture partner firms, financial partners, lead planning and design firms, lead developer for both the private and public facilities (if different developers will be responsible for the private and public facilities), general contractor for both the private and public facility (if different general contracts will be responsible for the private and public facilities) and other proposed partners or consultants. This section should also identify the lead contact for each firm, including contact name, address, phone number and email address. Additionally, development teams should complete Form B in Appendix B.2.

4.1.7 Project Related Experience

This section shall be used to provide examples of the respondent's experience in the past ten (10)

RFQ Requirements, evaluation criteria, & disclosures

years specifically related to the envisioned scope of development. Project related examples shall include the award date and completion date for each development. For each listing include the name(s) and telephone number(s) of the respondent's project manager and development project manager. Development teams are limited to a maximum of eight (8) projects related to the Private Development and a maximum of eight (8) projects for the Public Building. As it relates to either the Private Development or the Public Building, at least two (2) examples shall be that of the developer, at least two (2) should be that of the planning, design, and/or architectural firm, at least two (2) should be that of the general contractor(s). Respondents are encouraged to provide examples where team members have collaborated on the same project. Individual project examples shall not exceed one (1) page.

4.1.8 Project Personnel

This section shall identify the contact person with primary responsibility for the project, the personnel proposed to work on this project, and Joint Venture partners and consultant key personnel. The persons listed will be considered committed to the project with no substitutions without prior agreement by the City. A resume or bio for each key professional and technical person assigned to the project, including partners and consultants, shall be submitted and shall not exceed one (1) page. At a minimum the key personnel shall include those personnel listed in Section 2.7 and/or Section 3.4.

4.1.9 Organization Chart

This section shall include an organization chart containing the names of all key personnel, Joint Venture partners and consultants with titles and their specific task assigned for this project.

4.1.10 Development Team References

This section shall be used to provide a listing of

development team references. For each team member, included as part of the Project Personnel above, provide at least three professional references (e.g., lenders, investors, major accounts), with full names, relationships to the team member, address, telephone number and e-mail address.

4.1.11 Financial Information

This section shall be used to provide the financial information for the development team including the prime, any joint venture partners, and letters of interest or commitment from potential lenders. Forms B, C, D, and E as listed in Appendix B shall be used to disclose some of the required information. See Sections 1.6, 4.3.3, and 4.3.4, regarding the submission of "Confidential" information in a separate sealed envelope. Required information includes:

- Most current unaudited financial statement on a year to date ("YTD") basis including balance sheet, income statement and cash flow statements. Items submitted under this section will not count against the maximum page count for the RFQ response;
- Last three (3) years of audited financial statements prepared by an independent certified public accounting firm which include a balance sheet, income statement, cash flow statement and associated notes to the financial statements. If audited financial statements are not available then the respondent shall include the last three (3) years of tax returns submitted to the IRS. Respondent may be asked clarifying questions regarding the financial statements or tax returns. If a respondent is a sole proprietor or a wholly owned corporation owned by a single individual, and the development team will rely on the financial assets of the sole proprietor or single owner of the corporation, then the individual's tax returns and financial information must also be disclosed. Items submitted under this section will not count against the maximum page count for the RFQ response;

- Listing of projects financed in the last 10 years. Forms C, D, and E in Appendix B.3, B.4, and B.5 shall be used to disclose the information. The listing shall include the total project cost, amount of equity placed, the source of the equity, amount financed, and the source of the financing. The listing of projects should include any projects identified under Section 4.1.7 - Project Related Experience, but is not limited to those projects under Section 4.1.7 - Project Related Experience; and
- Any letters of interest or commitment letters from potential lenders or equity partners.

4.1.12 Litigation and Bankruptcy History

This section shall be used to disclose any litigation and/or bankruptcy information. Form B in Appendix B.2 shall be used to disclose said information. During the past 10 years, has the developer, or joint venture partner, including their parent corporation or subsidiary or affiliated corporation as well as any of the development team's officers, principal members, shareholders or investors been adjudged bankrupt, either voluntary or involuntary, or have been involved in litigation relating to a development project either voluntary or involuntary? See Sections 1.6, 4.3.3, and 4.3.4, regarding the submission of "Confidential" information in a separate sealed envelope.

4.1.13 Additional Required Documents

This section shall include any documents not requested in other section of the submittal.

4.2 Evaluation Criteria

Evaluation criteria shall be comprised of the qualifications of the development teams, conceptual project descriptions, development team financial resources and capabilities. The following is a guide to the criteria which will be used in evaluating the development teams:

RFQ Requirements, evaluation criteria, & disclosures

4.2.1 Pass/Fail Criteria

Following or in conjunction with evaluation of each SOQ for responsiveness, the City will evaluate each SOQ based upon the following pass/fail criteria. A SOQ that fails to meet the following pass/fail criteria, including, without limitation, any minimum experience requirements within specified time frames, will not be qualitatively evaluated. Only responsive SOQs that are determined to have passed all of the following pass/fail requirements will be evaluated qualitatively.

4.2.1.A Administrative Pass Fail Criteria

The following list represents the “pass/fail” criteria as it relates to the administrative and legal aspects of the SOQ:

1. Proposal in the format requested with all required forms;
2. The SOQ contains an original executed transmittal letter as required in Section 4.1.3;
3. If the respondent is a consortium, partnership or other form of joint venture, the SOQ contains an executed teaming agreement or, if an executed teaming agreement does not exist, a summary of the key terms of the anticipated teaming agreement;
4. If the respondent is a consortium, partnership or other form of joint venture, the SOQ includes a letter signed by each Equity Member indicating a willingness to accept joint and several liability until the point at which Developer creates a special purpose entity as permitted in the Project Agreement;
5. If any of the Major Non-Equity Members is a consortium, partnership or any other form of joint venture, the SOQ contains an executed teaming agreement or, if an executed teaming agreement

does not exist, a summary of the key terms of the anticipated teaming agreement;

6. Neither respondent nor any other entity that has submitted Form B as required by this RFQ is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government, any state government or any municipal government;
7. The information disclosed in Form B does not, in the City’s determination, materially adversely affect respondent’s ability to carry out the Project responsibilities potentially allocated to it in the Project Agreement.

4.2.1.B Financial Pass/Fail Criteria

The following list represents the “pass/fail” criteria as it relates to the financial aspects of the SOQ:

1. The respondent is capable of obtaining (i) payment bond or bonds in the aggregate amount of \$50 million from an Eligible Surety, and (ii) a performance bond or bonds in the aggregate amount of \$50 million from an Eligible Surety. As used herein, an “Eligible Surety” is a bonding surety licensed in the state, listed on the U.S. Department of Treasury’s “Listing of Approved Sureties” (found at www.fms.treas.gov/c570/c570.html), rated “A” or higher by at least two nationally recognized rating agencies (Fitch Ratings, Moody’s Investor Services and Standard & Poor’s Rating Group) or rated at least A-, X or higher according to A.M. Best’s Financial Strength Rating and Financial Size.
2. At least one single Equity Member meets all of the following:
 - Experience over the last ten (10) years in closing the financing of at least three (3) projects consistent with the proposal submitted by

the respondent each in excess of \$25 million of non-recourse debt and equity. At least one (1) project must be in excess of \$50 million of non-recourse debt and equity;

- At least one (1) of the projects meeting the requirements of 2.a (first bullet above) is a public-private partnership which was a design-build, design-build-finance, design-build-finance-maintain, design-build-finance-operate-maintain and/or other forms of public-private partnership in excess of \$25 million of non-recourse debt and equity; and
- For those proposing on the Public Building, at least one (1) of the projects meeting the requirements of 2.a (first bullet above) must have been a public building project.

To be eligible for consideration in the pass-fail evaluation:

- The relevant experience must be on project where the Equity Member held a minimum of thirty percent (30%) equity interest (not including any shares held by public entities) at financial close in the entity actually securing the financing package;
- The relevant experience must be from an Equity Member that will hold a minimum thirty percent (30%) equity interest (held in the form of share or partnership interest) in the Development Entity; and
- For Equity Members that invest through one or more funds or vehicles under common management or ownership, the relevant experience may include the experience of such funds or vehicles.

RFQ Requirements, evaluation criteria, & disclosures

4.2.1.C Technical Pass/Fail Criteria

The following list represents the “pass/fail” criteria as it relates to the respondent’s technical aspects of the SOQ. At a minimum the respondent’s team must include:

A. For those teams responding solely to Public Building respondents must demonstrate the following:

1. A lead developer for the Public Building with experience in planning, designing and constructing public building including a police, fire or essential service facility. To be eligible the developer must demonstrate in the past ten (10) years:

- Have met all the minimum requirements as specified in Section 3.3.A; and
- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be projects in which the lead developer (or member of the Lead Developer, if a consortium, partnership or other form of joint venture) held a minimum of thirty percent (30%) of the ultimate responsibility for the development of the project.

2. An Architectural Team with experience, as lead architect, in designing each of the following within the last 10 years:

- Have met all the minimum requirements as specified in Section 3.3.B; and
- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be from a member of the Architectural Team that performed at least thirty percent (30%) of the ultimate responsibility for the listed design experience.

3. A Structural Engineer with experience, who has completed projects within the last 10 years:

- Have met all the minimum requirements as

specified in Section 3.3.C; and

- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be from a member of the Engineering Team that performed at least thirty percent (30%) of the ultimate responsibility for the listed experience.

4. A Lead Contractor with experience, as lead contractor, substantially completed within the last ten (10) years:

- Have met all the minimum requirements as specified in Section 3.3.D; and
- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be on project where the Lead Contractor (or member of the Lead Contractor, if a consortium, partnership or other form of joint venture) held a minimum of thirty percent (30%) of the ultimate responsibility for the listed experience.

B. For those teams responding solely to the Private Development, respondents must demonstrate the following:

1. A lead developer with experience in planning, designing and constructing a 150 room hotel which was a upscale, luxury or 4-diamond hotels, or projects consistent with the proposal for the Private Development submitted by the respondent. To be eligible the developer must demonstrate experience in the last ten (10) years:

- Have met all the minimum requirements as specified in Section 2.6; and
- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be projects in which the lead developer (or member of the Lead Developer, if a consortium, partnership or other form of joint

venture) held a minimum of thirty percent (30%) of the ultimate responsibility for the development of the project.

2. An Architectural Team with experience, as lead architect, in designing public facilities and hotels, or projects consistent with the proposal for the Private Development submitted by the respondent, within the last ten (10) years. To be eligible the Architectural Team must demonstrate the following:

- Have met all the minimum requirements as specified in Section 2.6; and
- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be from a member of the Architectural Team that performed at least thirty percent (30%) of the ultimate responsibility for the listed design experience.

3. A Lead Contractor with experience, as lead contractor, substantially completed a hotel with at least 150 rooms, that were upscale, luxury, 4-diamond hotels within the last ten (10) years, or projects consistent with the proposal for the Private Development submitted by the respondent. To be eligible the Lead Contractor must demonstrate the following:

- Have met all the minimum requirements as specified in Section 2.6; and
- To be eligible for consideration in the pass-fail evaluation, the relevant experience must be on project where the Lead Contractor (or member of the Lead Contractor, if a consortium, partnership or other form of joint venture) held a minimum of thirty percent (30%) of the ultimate responsibility for the listed experience.

RFQ Requirements, evaluation criteria, & disclosures

C. For those teams responding for both the Public Building and the Private Development, respondents must demonstrate all requirements which were listed in subsections A & B above.

4.2.1.D Key Personnel Pass/Fail Criteria

Respondent's Key Personnel must meet the applicable minimum qualifications as outlined in Section 2.7 and/or Sections 3.4.

4.2.2 Scored Qualitative Evaluation

Each respondent who successfully passes the "pass/fail" requirements set forth above in Section 4.2.1 will be evaluated and scored according to the criteria and weighting set forth below. Except as otherwise expressly specified below, the order in which the evaluation criteria appears within each category or sub-category below is not an indication of weighting or importance. SOQ shall be evaluated based on the following grades:

Exceptional (E) – Exceeds all requirements and is likely to have a high probability of an exceptional outcome. The SOQ exhibits no significant weaknesses or blatant deficiencies. Respondents earning a grade of E will receive 5 points which will then be multiplied by the weighting factor for the given evaluation criteria.

Good (G) – Meets all and exceeds some requirements and is likely to have a high probability of an above average outcome. May exhibit some minor, correctable weaknesses but exhibits no blatant deficiencies. Respondents earning a grade of G will receive 4 points which will then be multiplied by the weighting factor for the given evaluation criteria.

Fair (F) – Meets all minimum requirements and will likely result in an average outcome. The SOQ exhibits some minor, correctable weaknesses but exhibits no blatant deficiencies. Respondents earning a grade of F will receive 3 points which will then be multiplied by the weighting factor for the given evaluation criteria.

Marginal (M) – Meets all minimum requirements but will likely result in a below average outcome. The SOQ exhibits minor, correctable weaknesses and deficiencies. Respondents earning a grade of M will receive 2 points which will then be multiplied by the weighting factor for the given evaluation criteria.

Poor (P) – Meets all minimum requirements, but will likely result in an unacceptable outcome. The SOQ exhibits too many weaknesses and/or deficiencies to be correctable. Respondents earning a grade of P will receive 1 point which will then be multiplied by the weighting factor for the given evaluation criteria.





Evaluation criteria

4.2.2.A Private Development Proposal, Team and Experience

Evaluation Criteria	
A	Evaluation of the quality and completeness of information submitted in the SOQ.
B	Evaluation of the project concept and its ability to create a high quality and prominent gateway to downtown.
C	Evaluation of the assembled development team.
D	Evaluation of the team's past projects and performance.
E	Evaluation of the team's past experience in conceiving and implementing projects within a downtown environment.
F	Evaluation of the team's past experience in working with governmental entities or public-private partnerships.
G	Evaluation of team's experience in developing high quality projects of the nature proposed in the SOQ's.
H	Evaluation of the team's experience developing, designing, and constructing projects of the nature proposed in the SOQ, in the State of California
I	Evaluation of the team's experience in developing sustainable projects.
J	Evaluation of the team's experience in operating high-end hotel products or evaluation of experience in operating the proposed project if the Private Development is not a hotel.
K	Evaluation of the team's experience in constructing parking facilities.
L	Evaluation of the team's commitment to include local firms, sub-contacting opportunities, or participation on the development team.

4.2.2.B Public Building Proposal, Team and Experience

Evaluation Criteria	
A	Evaluation of the quality and completeness of information submitted in the SOQ.
B	Evaluation of the project concept.
C	Evaluation of the assembled development team.
D	Evaluation of the team's past projects and performance.
E	Evaluation of the team's past experience in conceiving and implementing projects within a downtown environment.
F	Evaluation of the team's past experience in working with governmental entities or public-private partnerships.
G	Evaluation of the team's experience with projects that have utilized public financing, particularly in the State of California.
H	Evaluation of the team's experience in constructing public projects such as civic buildings, city administration buildings, public safety essential services buildings, or other public facilities, particularly in California.
I	Evaluation of the team's experience in designing and implementing civic buildings which create a civic character, both internally and externally, with particular importance being placed on the design and implementation of the spaces in and around the civic building which will be accessed by the public.
J	Evaluation of the team's experience in developing sustainable projects.
K	Evaluation of the team's commitment to include local firms, sub-contacting opportunities, or participation on the development team.
L	Evaluation of the team's experience with prevailing wage.

4.2.2.C Financial Capabilities

Evaluation Criteria	
A	Evaluation of the development team's financial information submitted
B	Evaluation of the development team's ability to commit sufficient equity to the project to satisfy conventional lending requirements
C	Evaluation of the development team's ability to secure financing for similar projects, including relationships with current lenders.

4.2.2.D Project Personnel Experience and Project References

Evaluation Criteria	
A	Evaluation of the expertise of the proposed project personnel's ability to plan, design, finance, construct, manage, and operate the proposed project.
B	Evaluation of the reference checks supporting the assertions made in the development team's SOQ.

Disclosures and additional information

4.3 Disclosures and Additional Information

4.3.1 City's Rights Pertinent to this Solicitation

The City reserves the right to reject all submittals for any legally permissible reason without indicating the reason for the rejection.

The City reserves the right to amend this solicitation by addendum. The City is bound only by what is expressly stated in the solicitation and any authorized written addenda thereto. Addendums will be posted at <http://www.cityofnapa.org> under the "Essential Services Building RFQ" link from the Quick Links menu. It will be the respondent's responsibility to check the web site up to the final date of submittal for any possible addendums.

The City accepts no financial responsibility for any cost incurred by the respondent during either phase of the selection process. All submittals become the property of the City and may be used in any way deemed appropriate.

4.3.2 Withdrawal of Solicitation

The City reserves the right to withdraw this solicitation at any time without prior notice and makes no representation that any agreement will be awarded to any respondent. Additionally, the City expressly reserves the right to postpone opening responses to this solicitation for its own convenience, and/or to waive any informality or irregularity in the responses received.

4.3.3 Public Disclosure

As a general rule all documents received by the City are considered public records and are subject to disclosure to the public under the requirements of the California Public Records Act (California Government Code Sections 6250, et seq.). There are two exceptions to the general rule that are relevant to this RFQ that authorize

the City to refuse to disclose City records to the public for: (1) the "deliberative process"; and (2) "Confidential – Official Information."

Deliberative Process: Unless otherwise compelled by a court order, the City will not disclose any submission under this RFQ while the City conducts its "deliberative process" of reviewing the submissions. However, when the City Manager submits a recommendation to the City Council to approve the "short-list" of teams authorized to proceed to the "Phase II RFP" stage of the solicitation process, the City shall consider all application materials to be subject to public disclosure, unless there is a legal exception to disclosure. (See, *Michaelis v Superior Court* (2006) 38 Cal.4th 1065)

Confidential – Official Information: One potential exception from public disclosure is "official information" submitted to the City in confidence, where the necessity for preserving the confidentiality of the information outweighs the necessity for disclosure in the interests of justice. (See California Government Code Section 6254(k) and Evidence Code Section 1040.) The City anticipates that some portions of the application materials requested by the City will be appropriately designated as exempt from disclosure based on their status as "official information," such as the responses to Sections 4.1.11 and 4.1.12 of this RFQ.

If a respondent asserts that any portion of its submission is subject to a legal exception to public disclosure, the respondent must: (1) clearly mark the relevant portions of its application "Confidential – Official Information" (using the separate envelope described in Section 1.6); and (2) upon request from the City, provide additional information regarding the legal basis for exception from disclosure under the Public Records Act; and (3) the respondent shall defend, indemnify, and hold harmless the City regarding any claim by any third party for the public disclosure of the "Confidential" portion of the submission.

If the City receives a request for disclosure of records identified by a respondent as "Confidential – Official Information," the City shall take one of the following actions:

- If the City determines there is a legal basis to withhold the records from disclosure, the City shall not disclose those records unless compelled by a court order; provided that, upon request by the City, the respondent shall defend, indemnify, and hold harmless the City regarding any claim or litigation by any third party for the public disclosure of the "Confidential – Official Information" portion of the submission.
- If the City does not identify a legal basis to withhold the records from disclosure, the City shall provide written notice of the request for disclosure to the respondent, and the respondent shall be given an opportunity to either: (1) withdraw the records from the submission, or (2) include the records in the submission.
 - i. To the extent the respondent chooses to withdraw the records from the application, the City shall return the records to the respondent, and those records will not be considered by the City to be part of the submission, and those records will not be maintained by the City. As a condition of returning the records to the respondent, the City may require the respondent to withdraw its submission, and defend, indemnify, and hold the City harmless regarding any claim or litigation by any third party
 - ii. To the extent the respondent chooses to include the records in the submission, the City shall consider the records as part of the submission, and the records will be subject to public disclosure unless the respondent obtains a court order to preclude public disclosure.

Disclosures and additional information

4.3.4 Confidential Solicitation Process

The City will not share the details of individual responses to this solicitation with competing respondents during the selection process. When the City Manager submits a recommendation to the City Council to approve the “short-list” of teams authorized to proceed to the “Phase II RFP” stage of the solicitation process, all solicitations become public records (except portions otherwise deemed confidential as described in Section 4.3.3).

Additionally, the Developer shall not attempt to influence the decision process by lobbying or otherwise influencing decision makers, be it elected officials, City officials or staff, or any other member of the decision making body. By submitting a response to this RFQ the developer team agrees to keep the development team’s response confidential and not engage in any activity in an attempt to influence the decision outside of the process outlined in the RFQ, as may be amended from time to time.

4.3.5 News Releases

The respondent agrees that, if selected, the City will review and approve all news releases and other public comment pertaining to this solicitation and/or subsequent agreement(s). All news releases will be submitted in writing to the City’s project manager.

4.3.6 Conflict of Interest/Financial Disclosure

The respondent agrees, if selected, to comply with the City’s Conflict of Interest Code. Principals and key personnel of each development team are required to make such disclosures.

4.3.7 Indemnification

The respondent agrees, if selected, to indemnify and hold harmless the City and all officers and employees of each entity from any and all liability, claims, costs (including reasonable attorneys’ fees), demands, damages, expenses, and causes of action.

4.3.8 Examination of Solicitation

The respondent understands that the information provided herein is intended solely to assist the respondent in submittal preparation. To the best of the City’s knowledge, the information provided is accurate. However, the City does not warrant such accuracy, and any errors or omissions subsequently will not invalidate this solicitation. Further, by submitting a response to this solicitation, the respondent represents that he or she has thoroughly examined and become familiar with work required in the solicitation and is capable of performing quality work and to achieve the objectives of the City.

4.3.9 Equal Opportunity Program

The City is strongly committed to equal opportunity in solicitation of services. All eligible service providers including individuals, contractors, vendors, consultants, grantees, lessees, and banks, must comply with the City’s Equal Opportunity Policy and Program.

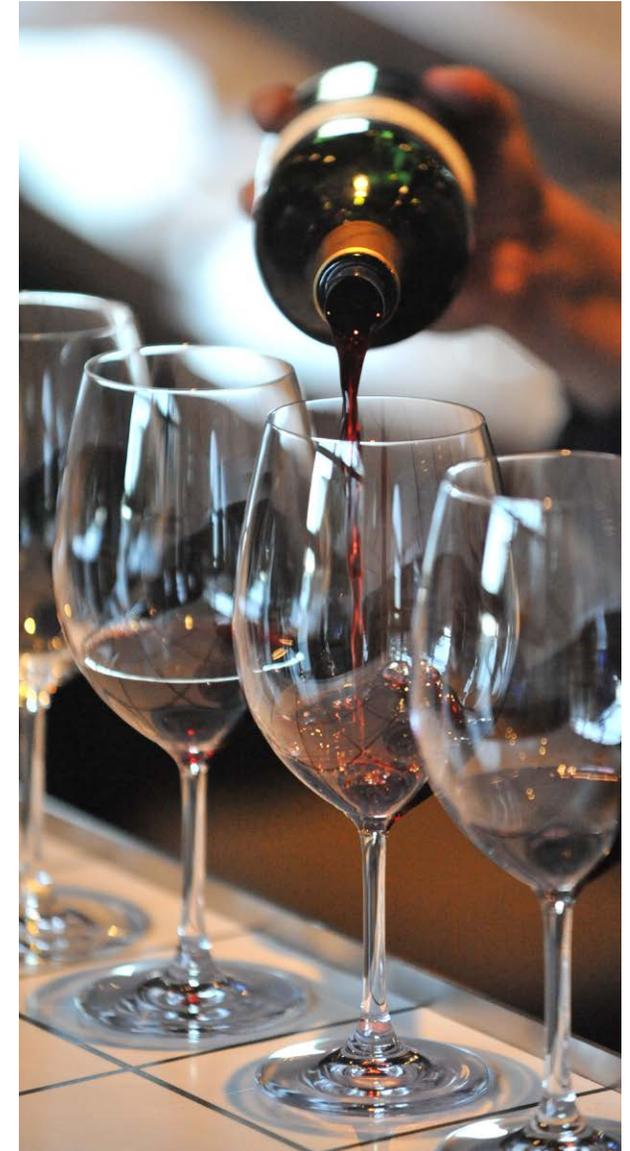
4.3.10 Nondiscrimination Policy

The respondent shall not discriminate on the basis of race, gender, religion, national origin, ethnicity, sexual orientation, age, or disability in the solicitation, selection, hiring or treatment of subs, vendors, or suppliers. The respondent shall provide equal opportunity for subs to participate in subcontracting opportunities. The respondent understands and agrees that violation of this clause shall be considered a material breach of the contract and may result in contract termination, debarment, or other sanctions.

4.3.11 Local Business and Employment

The respondent acknowledges that the City seeks to promote employment and business opportunities for local residents and firms on all the City’s contracts. The respondent shall, to the extent legally possible, solicit applications for employment and proposals for subcontracts for work associated with this document

from local residents and firms as opportunities occur. The respondent agrees to hire qualified local residents and firms whenever feasible.





Appendices

5.0

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B	Statement of Qualifications Forms.....	32



Appendix A, B

The following lists of appendices are incorporated either directly within this document or available for download at <http://www.cityofnapa.org>. Select the “Essential Services Building RFQ” from the Quick Links menu:

Appendix A – Site Specific Documents and Reports

Appendix A contains site specific information and all documents can be downloaded from <http://www.cityofnapa.org>. Select the “Essential Services Building RFQ” link from the Quick Links menu.

Appendix A.1 – Site Map and Description for the Private Development Site

Appendix A.1 contains a Site Map and description for the proposed Private Development.

Appendix A.1 should be downloaded from the website above.

Appendix A.2 – Site Map and Description for the Civic Building Site

Appendix A.2 contains a Site Map and description for the Civic Building site.

Appendix A.2 should be downloaded from the website above.

Appendix A.3 – Regional Map

Appendix A.3 contains a Regional Map of the Napa area.

Appendix A.3 should be downloaded from the website above.

Appendix A.4 –Hotel Feasibility Analysis Prepared by JLL

Appendix A.4 contains a hotel feasibility analysis prepared by JLL.

Appendix A.4 should be downloaded from the website above.

Appendix B – Statement of Qualifications Forms

Appendix B contains forms necessary to complete the respondents SOQ and are required to be submitted as part of the response to the RFQ in accordance with Section 4 of the RFQ. A Microsoft Word and Excel version of the forms should be downloaded from <http://www.cityofnapa.org>. Select the “Essential Services Building RFQ” link from the Quick Links menu.

Appendix B.1 – Form A – Transmittal Letter

Form A shall be utilized to complete the Transmittal Letter as required in Section 4.1.3 of the RFQ. Fill in all necessary information in order to complete Form A.

Form A, in Word format, should be downloaded from the website above and utilized to complete Form A. Do not include the instruction page in the SOQ package.

Appendix B.2 – Form B – Information Regarding the Respondent, Major Team Members, Financially Responsible Parties, and Certifications

Form B shall be utilized to complete the Respondent Team Summary as required in Section 4.1.6 of the RFQ. Fill in all necessary information in order to complete Form B.

Form B, in Word format, should be downloaded from the website above and utilized to complete Form B. Do not include the instruction page in the SOQ package.

Appendix B.3 – Form C – Listing of Project Completed in the Last 10 Years

Form C shall be used to provide a listing of projects that have been completed by the development team in the last ten (10) years, as required in Section 4.1.11 of the RFQ. Form C shall only be used to list completed projects. A separate Form C shall be provided for each member of the development team.

Form C, in Excel format, should be downloaded from the website above and utilized to compete Form C.

Appendix B.4 – Form D – Listing of Projects Currently Under Construction

Form D shall be used to provide a listing of projects that currently being developed by the development team, as required in Section 4.1.11 of the RFQ. Form D shall only be used to list projects currently being developed. A separate Form D shall be provided for each member of the development team.

Form D, in Excel format, should be downloaded from the website above and utilized to complete Form D.

Appendix B.5 – Form E – Listing of Projects Currently in the Pipeline

Form E shall be used to provide a listing of project that are currently in the pipeline but have not yet begun, as required in Section 4.1.11 of the RFQ. Form E shall only be used to list project that are in the pipeline. A separate Form E shall be provided for each member of the development team.

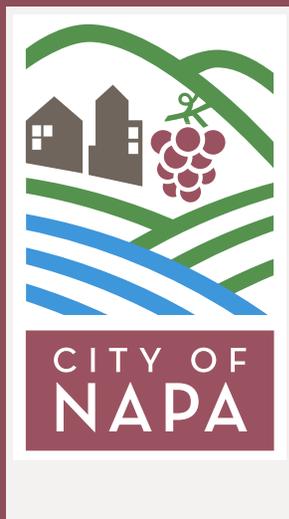
Form E, in Excel format, should be downloaded from the website above and utilized to complete Form E.

City of Napa RFQ

Distribution Date: October 30, 2015
Pre-Submittal Conference: November 16, 2015
Submittal Deadline: December 11, 2015

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