

## Exhibit O

### GENERAL RFP NOTICES, CRA/LA POLICIES, REQUIREMENTS, FORMS AND SUPPLEMENTAL INFORMATION

#### CRA/LA POLICIES FOR RFP PROCESS

##### **1 Contact with CRA/LA Staff During Selection Process**

During the period immediately following the deadline to submit proposals and continuing until a recommendation has been submitted to the CRA/LA Board of Commissioners and the City Council, Developers are not to contact CRA/LA staff or Board Commissioners. All questions, request for clarification, or additional information, shall be submitted to CRA/LA staff on point for the RFP / RFQ as described. Any such contact may result in the immediate disqualification of any Developer from consideration.

##### **2 Erasures**

The proposal submitted must not contain erasures, interlineations, or other corrections, unless each correction is authenticated by signing in the margin, immediately opposite the correction, by the person signing the proposal.

##### **3 Amendments to the RFP**

Any amendments to this RFP shall be effected in writing and issued by the CRA/LA. If this RFP is amended, then all terms and conditions that are not modified remain unchanged.

All interested proposers shall acknowledge receipt of any amendment to this solicitation by including a statement in its proposal that it has received the amendment (the amendment number, if any, should be identified).

##### **4 Late Proposals**

It is the responsibility of each applicant to ensure that its proposal is received by the CRA/LA by the time specified in this RFP. Any proposal received by the CRA/LA after the exact time specified for receipt is "late". It shall be date and time stamped and not considered for the award, unless it is received before the award is made to another entity and it:

- Was sent by registered or certified mail and postmarked no later than the 5th calendar day before the date specified for receipt of proposals; or
- Was sent by mail or messenger, and it is determined by the CRA/LA that the late receipt was due solely to mishandling by the CRA/LA after receipt by the CRA/LA; or
- Is the only proposal received; or
- Is received before the competitive range is established, and the CRA/LA's Chief Executive Officer ("CEO") or designee, determines that acceptance of the proposal would be in the public interest.

The "competitive range" is defined herein as those respondents who have a reasonable chance of receiving the contract. Upon receipt and opening of proposals, a preliminary analysis by the Proposal Evaluation Team will establish those proposals that are in the

“competitive range”. Once this preliminary analysis is complete, late proposals will not be accepted.

### **5 Right to Reject All Proposals**

This RFP is not a contract offer, a request for technical services, or an agreement to construct any project that may be proposed or otherwise submitted, and does not commit the CRA/LA to enter into any ENA, OPA, DDA, or any other agreement, or to accept any part of any proposal, including, without limitation, a selected proposal, or to pay any costs incurred in submission of any proposal. Should this process result in an ENA, the execution of such agreement does not constitute a contract, agreement, or promise that such agreement will lead to a DDA, OPA, or that the CRA/LA will agree to build or have built any proposed project.

### **6 Confidentiality**

Each Developer submitting a Proposal in response to this RFP agrees that all documents and reports submitted to and retained by the CRA/LA pursuant to this RFP shall become the property of the CRA/LA, and will be subject to the California Public Records Act (California Government Code Section 6250 et seq.) as provided below. All documents submitted to and retained by the CRA/LA are “public records” and may be subject to public disclosure. If an exemption to the California Public Records Act applies, the Developer may seek to shield certain portions of its documents and reports from disclosure by justifiably marking such documents as “Confidential”, “Trade Secrets” or “Proprietary”.

The CRA/LA shall notify the Developer of any requests for documents marked “Confidential”, “Trade Secrets” or “Proprietary” by the Developer. In the event the CRA/LA is required to defend an action under the California Public Records Act with regard to a request for disclosure of any of the documents or reports marked “Confidential”, “Trade Secrets” or “Proprietary” by the Developer, the Developer by so marking such documents agrees to defend and indemnify the CRA/LA and City from all costs and expenses of such defense, including reasonable attorneys fees of the CRA/LA and City or attorneys fees awarded by a court arising out of such action.

### **7 Protest and Appeals Procedures**

#### **(A) Definitions**

1. Interested Party: An actual or prospective respondent whose direct economic interest would be affected by the award of a contract or by the failure to award a contract.
2. Protest: A written objection by an interested party based in whole or in part on improprieties specifically concerning the RFP or process leading to the award or proposed award of a contract. A protest can also be submitted objecting to a solicitation or the cancellation of a solicitation.
3. Appeal: A written request by an interested party for a hearing in which the appellant presents specific, detailed facts and circumstances that demonstrate that either the CRA/LA and/or proposal evaluation team failed to fairly and equitably apply the RFP criteria and thus an opportunity for the appellant to contest the results of the proposal review process.

#### **(B) Procedures**

1. Protest Policy: The CRA/LA shall consider all protests, whether the protest is submitted before or after the contract award. Protests received by the CRA/LA shall be immediately forwarded to the CRA/LA. The procurement representative responsible for issuing the solicitation, will prepare a written response with the assistance of the requesting department and the City Attorney, as needed, and approved by the CRA/LA Chief Financial Officer ("CFO") or his/her designee.

In keeping with the CRA/LA policy to (i) provide fair and equal consideration in the selection of contractors and award of CRA/LA, and (ii) preserve and protect the integrity of the procurement system, any interested party shall have the right to protest a potential or actual contract award. Protests regarding the solicitation process concerning objections to the form, format, or the CRA/LA actions with respect to the solicitation process (under sealed Invitation for Bids or "IFBs" or negotiated RFPs) shall also be considered in accordance with this procedure. All protests shall be resolved administratively in an economical and expeditious manner.

2. Timely Filing: Protest of a likely contract award to the selected Developer must be promptly filed to afford the CRA/LA sufficient evaluation and response time prior to contract award. Untimely notice does not serve the interests of either party. The following protests, if not received by the CRA/LA within the established timeframes, may be deemed untimely:

Protests based on alleged improprieties in a solicitation shall be filed not later than ten (10) calendar days after the date the IFB or RFP is advertised, and/or before bid opening or the closing date for receipt of proposals. Untimely protests may be denied on that basis unless the CRA/LA or responsible official concludes that the issue(s) raised by the protest involves fraud, gross abuse of the solicitation process, or otherwise indicates substantial prejudice to the integrity of the CRA/LA's contracting process.

3. Notice to Respondents: When a protest against the making of a contract award is received, the award will be withheld pending disposition of the protest and the respondents whose proposals might become eligible for award shall be informed of the protest. If appropriate, those respondents should be requested, before expiration of the time for acceptance of their proposal, to extend the time for acceptance to avoid the need for re-solicitation. In the event of failure to obtain such extension, consideration should be given to proceeding with a contract award despite the protest, if one of the following conditions is met:

- The supplies or services to be contracted for are urgently required;
- Delivery or performance will be unduly delayed by failure to make a contract award promptly; and
- A prompt contract award will otherwise be advantageous to the CRA/LA.

4. Protest Format: The protesting party's submittal should reference all pertinent laws or regulations that are relied upon in support of the protest, as well as any contrary authority. Any documents relevant to the protest should be attached to the written submittal. Factual allegations in the written submittal must be supported by affidavit included with the written submittal. The CRA/LA, at its discretion, may decide the protest without requesting further submittal(s) from the party submitting the protest. Thus, the initial protest submittal should include all matters that the party wishes the

CRA/LA to consider in deciding the protest outcome. Such matters include, but are not limited to, the following:

- The name and address of the interested party and its relationship to the procurement sufficient to establish that the protest is being filed by an interested party;
  - Identification of the proposed project or contract;
  - Description of the nature of the protest;
  - Identification of the provision(s) of the solicitation, regulations, or laws upon which the protest is based (i.e., identification of the technical specifications or item of content in the IFB/solicitation);
  - Copies of all (or any) documentation supporting the allegations in the protest; and
  - Statement of the specific relief requested.
5. Action Pending Protest Decision: The CRA/LA will take appropriate action, based on the timely filing of protests, to protect both the integrity of the procurement system and the best interests of the CRA/LA. The CRA/LA Contract and Purchasing Manager shall work with the unit that is responsible for the procurement.
- *Pre-Award Protests*: Where a timely protest has been filed prior to opening of bids or receipt of proposals, the CRA/LA may need to extend the date of receipt to accommodate the time needed to resolve the protest and institute any necessary remedial measures. When bids have been opened or proposals received prior to the receipt of a timely protest, contract award shall not be made prior to five (5) working days after the resolution of the protest, unless the CRA/LA documents and determines that one of the conditions set forth in Section 2(c) (Notice to Respondents) above applies.
  - *Post-Award Protests*: The CRA/LA is not required to suspend contract performance or terminate the awarded contract unless (i) it appears likely that an award may be invalidated and (ii) a delay in receiving the supplies or services is not prejudicial to the CRA/LA's interests. In this event, the CRA/LA should consider seeking a mutual agreement with the contractor to suspend performance on a no cost basis.
  - *Responses From Other Offerors*: The CRA/LA may solicit protest responses from other offerors that have an interest in the outcome of the protest and can provide factual or legal input relevant to an equitable outcome of the protest. The time allowed by the CRA/LA's procurement representative for response from other offerors depends upon the nature and complexity of the protest but, except in extraordinary circumstances, shall not exceed ten (10) calendar days from the date the protest submission is received by such other interested parties.
  - *Distribution of Responses*: The procurement representative shall require that a copy of any response be provided to the party initially filing the protest and may, in his/her sole discretion, request or permit additional submissions from any party. The period for receipt of final submissions from any party, except in extraordinary circumstances, shall not extend beyond twenty (20) calendar days from receipt by the CRA/LA of the initial protest submission.

- *Proprietary Information:* The procurement representative shall excise from any submission from any party information that has been identified as proprietary, and which, in his/her judgment, constitutes confidential or proprietary materials or materials which would give a party a competitive advantage, prior to furnishing such submission to any other party unless the person furnishing the information consents, in writing, to distribution of the information to other interested parties.
  - *Interested Party Conference:* The CRA/LA may on its own initiative or at the suggestion of any interested party, request a conference among all interested parties if it is deemed a conference to be beneficial to resolution of the protest.
6. Protests Received Prior to the Solicitation Due Date: Protests submitted during the solicitation process regarding the interpretation of specifications, technical requirements, or other apparent improprieties that affect the interested party's ability to submit a proposal and/or qualifications statements, shall be promptly resolved by the CRA/LA.
- The CRA/LA shall promptly perform a review of the protest. After conferring with the CRA/LA procurement and technical staff, including the City Attorney, if appropriate, the CRA/LA shall determine if the protest has merit. If the protest appears meritorious, the CRA/LA shall take following actions, as appropriate:
    - a) Revise the solicitation with an addendum to address any deficiencies, errors, or omissions, and make necessary corrections/clarifications
    - b) Extend the due date for submission of the proposals, giving proposers adequate time to review the revised information and modify their bid or proposal
    - c) Cancel the solicitation and re-solicit new bids/proposals/qualification statements, as applicable
7. Appeals Received After the Solicitation Due Date, but Before Contract Award
- *Appeal Filing Procedures:*
    - a) All written appeals shall be submitted to the CRA/LA by in accordance with the deadline described in the CRA/LA's notice to the respondent regarding its overall evaluation score. The proposer's letter(s) of appeal shall be faxed to (213) 977-1665 or hand-delivered to the following address:
 

The Community Redevelopment Agency of the City of Los Angeles  
1200 West 7th Street  
Los Angeles, CA 90017  
ATTN: Records and Project staff as set forth in the respective RFP
    - b) Upon receipt of your Letter of Appeal, the CRA/LA will fax a confirmation receipt back to you. Your appeal is not registered until you receive this confirmation. The CRA/LA reserves the right to determine the timeliness of all Letter(s) of Appeal.

- *Purpose of the Appeals Process:* The Appeals process gives the CRA/LA's Appeal Panel (AP) an opportunity to hear from proposers on the proposal review process. The AP will be listening to appellants' views about an area, or areas, of significance that they believe was overlooked in reviews just completed and that may have had a bearing on the proposal evaluation results. The AP (a) will listen to proposers, (b) may request information, (c) may ask clarifying questions and (d) will record their findings to assure that the review process was conducted properly. The AP Members will present the results of the appeals process to the CRA/LA Board of Commissioners.
- *Letter of Appeal Requirements:*
  - a) Only one appeal per proposal will be permitted. The Letter of Appeal shall request the CRA/LA to grant a hearing and shall set forth, in detail, the basis for the appeal. The Letter of Appeal shall not exceed two typewritten pages using 12-point font.
  - b) The Letter of Appeal may not include any new or additional information that was not originally submitted with the proposal in question. The Letter of Appeal shall be specific in nature and identify the facts and circumstances that demonstrate that either the CRA/LA and/or review team failed to fairly and equitably apply the RFP criteria to the proposal. No appeal that contains matters beyond the scope of the proposer's proposal and the determination of ineligibility or lack of recommendation, such as generalized policy issues, will be considered by the CRA/LA.
  - c) The CRA/LA reserves the right to reject any Letter of Appeal that fails to comply with the Appeals Procedures in general and the Letter of Appeal requirements specifically.
  - d) The Letter of Appeal shall also include the following:
    - The name of the project for which the proposal was submitted, including the solicitation number;
    - The proposer's legal name;
    - The specific areas for which the appeal is being filed; and
    - The name, title, phone number, and fax number of the person who will speak on behalf of the proposer.
- *Structure of the Appeals Hearings:*
  - a) Appeal hearings will be heard by the CRA/LA's AP on the earliest date possible or as soon as practicable, and will be open to the public and tape-recorded. In addition, the CRA/LA's AP will issue all appellants a letter with its findings within five business days after the Appeals Hearing.
  - b) To accommodate as many appellants as possible, appointments will be scheduled based on the first available time. Thus, to the extent practicable, a proposer's appeal time will follow a "first-come, first-served" order.
  - c) The meeting is to be called to order by the AP Chair. If the appellant has not arrived, without notice, within 15 minutes of the scheduled start time, the AP

Chair may cancel the hearing at his/her discretion and the AP may make its determination based on the appellants written appeal.

- d) The AP Chair is to have each panel member, as applicable, introduce himself/herself, and then is to review the appeals guidelines with both the panel members and the appellant.
  - e) One person designated by the appellant to speak on its behalf shall present its appeal. The appellant shall be given no more than fifteen (15) minutes to present his/her written appeal.
  - f) No new information or handouts are to be given to the AP members before, during, or after the hearing.
  - g) Neither the appellant nor AP members may introduce issues beyond those identified in the written appeal.
  - h) The AP may then open the hearing for questions and answers. The question and answer period shall not exceed fifteen (15) minutes.
  - i) The AP will confer regarding the appeal and, within five (5) business days of the appeal hearing, issue a letter to the appellant stating its decision whether to accept or deny the appeal.
- *Code of Conduct During Appeal Hearing:*
    - a) Avoid attempting to speak privately with any member of the AP.
    - b) Refrain from engaging in discussion or private conversations while in the audience.
  - *If the Appeal is Upheld, the CRA/LA shall:*
    - a) Consider award to the next highest qualified firm eligible to receive the award, provided its proposal or the award of the contract is advantageous to the CRA/LA; or
    - b) Cancel the solicitation and re-solicit new bids/proposals/qualification statements, as applicable.
  - *Protests Received After Contract Award:* The CRA/LA shall promptly perform a preliminary review of the protest. After conferring with appropriate the CRA/LA staff, including the City Attorney, the CRA/LA shall determine if the protest appears to have merit, and is likely to be upheld. If the protest appears meritorious, the CRA/LA shall take following actions, as appropriate:
    - a) Notify the contractor who received the award that the CRA/LA has received a protest.
    - b) Direct the contractor to stop all work on the contract until a final determination is made.
    - c) Conduct the investigation and present the findings to the CRA/LA CEO for his/her final determination.
    - d) Notify the contractor and the protestor of the CRA/LA's decision regarding the protest.
  - *If the Protest is Upheld, the CRA/LA shall:*
    - a) Terminate the contract

- b) Re-solicit new bids/proposals, as applicable.
- *City Attorney Support and Advice:* The CRA/LA shall request City Attorney's Office, acting in the capacity of the CRA/LA's general counsel, to review and advise the CRA/LA concerning any legal issues involved in protests. The CRA/LA shall obtain concurrence from City Attorney prior to release of any documents concerning the protest to any person outside the CRA/LA.
- *Protest Remedies:* A decision by the CRA/LA that a protest is meritorious may, depending on the circumstances and as the CRA/LA deems appropriate, result in one or more of the following remedies:
  - a) Change in the terms, conditions or form of the procurement. This remedy is appropriate where the procurement, if not changed, has a high likelihood of unfairly restricting competition or is in violation of requirements established in the CRA/LA's procurement policies and procedures or in other applicable Federal, State, or City regulations or standards.
  - b) Rejection of protested bid or proposal. This remedy shall be used only where the record establishes convincingly that a bid or proposal legally cannot be accepted or, where CRA/LA discretion is involved, that the rejection has a rational basis.
  - c) For best value or negotiated procurements, reopen discussions and/or obtain new best and final offers.
  - d) Cancellation of solicitation and re-procurement. A solicitation may be canceled prior to disclosure of prices where the CRA/LA determines it is in the CRA/LA's interest to do so (e.g., where the solicitation does not adequately state the CRA/LA's needs and extensive revision is necessary to effect correction) or necessary to assure fair and equal competition. After prices are disclosed, the solicitation may be canceled only where there is a substantial reason (e.g., all prices are excessive, specifications are defective) for cancellation.
  - e) Award to party filing protest. This remedy may be used only where all more favorable bids or proposals are rejected and the party is otherwise eligible for award.

### **8 Restriction on Disclosure of Data**

Non-Disclosure Markings and Restrictive Legends. Prospective firms who include data or information in their proposals that they do not want disclosed to the public for any purpose or used by the CRA/LA except for evaluation purposes, shall:

- Mark the title page with the following legend: "This proposal includes data that shall not be disclosed outside the CRA/LA and shall not be duplicated, used, or disclosed – in whole or part – for any purpose other than to evaluate this proposal, subject to the California Public Records Act. If, however, a contract is awarded to this prospective firm as a result of, or in connection with, the submission of this data, the CRA/LA shall have the right to duplicate, use or disclose the data to the extent provided in the resulting contract. This restriction does not limit the CRA/LA's right to use information contained in this data if it is obtained from another source without restriction. The data subject to this restriction are contained in sheets (insert numbers or other identification of sheets)"

- Mark each sheet of data it wishes to restrict with the following legend: "Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this proposal."

### **9 Proposal Preparation Expenses**

1. Liability for Expenses. The CRA/LA will not, in any event, be liable for any pre-contractual expenses incurred by the prospective firm. The prospective firm shall not include any such expenses as a part of the price proposed in response to this RFP.
2. Pre-Contractual Expenses. Pre-Contractual expenses are defined as expenses incurred by the prospective firm in (1) preparing the proposal in response to this RFP; (2) submitting and delivering the proposal to the CRA/LA; (3) discussing and/or negotiating with the CRA/LA on any matter related to this RFP; or (4) any other expenses incurred by the prospective respondent prior to the date of contract award, if any, of a proposed contract.

### **10 Modification or Withdrawal of Offeror's Proposal**

1. Proposal Modifications. Proposal may be modified after its submission by written notice to the CRA/LA of withdrawal and resubmission before the date and time specified for receipt of proposals. Modifications will not be considered if offered in any other manner.
2. Proposal Withdrawals. Proposals may be withdrawn by submitting a written request to the CRA/LA at any time before the date scheduled for proposal submission. The firm may thereafter submit a new proposal before the proposal submission date. Proposals may not be withdrawn after the proposal submission date for a period of days.

### **11 Misunderstandings**

The RFP documents will be clarified by the CRA/LA upon written request from the proposing firm. The CRA/LA's decision shall be final in any matter of interpretation of the documents.

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