

Metro Gold Line Foothill Extension Construction Authority

REQUEST FOR PROPOSALS (RFP) C1163 GENERAL COUNSEL AND DESIGN-BUILD LEGAL SERVICES

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<http://www.foothillextension.org>

RFP Issued April 1, 2014



KEY DATES

RFP Issued:	April 1, 2014
Last Day for Submitting Written Questions:	April 18, 2014
Last Day Anticipated to Respond to Questions:	April 30, 2014
Last Day to Receive Proposals:	May 14, 2014
Interview Date (if required):	May 28, 2014
Board Award of Contract (anticipated):	June 11, 2014

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APPENDIX 1 Form of Contract

SUBJECT: NOTICE OF REQUEST FOR PROPOSALS

**RFP C1163: METRO GOLD LINE FOOTHILL EXTENSION
CONSTRUCTION AUTHORITY
GENERAL COUNSEL AND DESIGN-BUILD LEGAL SERVICES**

The Metro Gold Line Foothill Extension Construction Authority (“Authority”) hereby invites Proposals from qualified firms to provide support services in connection with the Authority’s desire to see performed the above referenced consulting services.

The Foothill Extension Light Rail Transit (“LRT”) Locally Preferred Alternative (“LPA”) expands the Metro Gold Line LRT approximately 24 miles east from the City of Pasadena to the City of Montclair. This 24 mile expansion will be built in two segments. The first segment covers the extension from the Sierra Madre Villa Station in City of Pasadena to the City of Azusa (planned for construction completion by September 2015). The second segment covers the 12.3 mile extension from the City of Azusa to the City of Montclair.

The Authority is entering a new phase in accomplishing its mission. Having reached 50% completion of Phase 2A, core legal activities are expected to shift away from real estate acquisition and general operations to contract close-out, financing alternatives for Phase 2B including bonding and public-private partnerships, and design-build procurements once such financing is arranged. The Authority seeks to procure the legal services of general counsel within the context of a law firm offering expertise in these areas consistent with the attached Scope of Work.

Proposals must be received by the Authority at or before 11 a.m., Pacific Time on the date indicated on the cover page of this RFP as the last day to receive Proposals. Any Proposal received after the date and time specified above will be rejected, considered non-responsive, and returned to the Proposer(s) unopened.

Parties interested in obtaining a copy of this RFP may do so by visiting the Authority’s website at <http://www.foothillextension.org>, or by contacting the Authority’s document control department at (626) 471-9050. Please be prepared to provide the following information when requesting a copy of the RFP:

- Name of Firm
- Address
- Contact Person
- Contact Person’s Email Address, Telephone Number, and Facsimile Number
- Formal Title of this Request for Proposals

All Proposers will be required to comply with all the provisions of this RFP. After the Proposals are reviewed, the Authority will determine if interviews will be necessary.

DEFINITIONS

- Authority – The Metro Gold Line Foothill Extension Construction Authority.
- Board Member – Any one of the voting or non-voting members of the Authority’s Board of Directors.
- Consultant – The Proposer selected to perform the Work pursuant to this RFP.
- Lead Individual – An individual proposed to have primary responsibility for a particular task set forth in Section 5.2.
- General Counsel – The Lead Individual for Task 5.2.1.
- Key Personnel – The Project Manager, Lead Individuals, and other individuals for whom resumes were provided.
- Project – The extension of the Metro Gold Line Foothill Extension light rail transit system from the City of Pasadena to the City of Montclair.
- Project Manager – The attorney who will be the primary contact for the Authority and will help to coordinate work within the law firm. If the Project Manager is the individual proposed to serve as General Counsel, then “Project Manager” will mean “General Counsel”. If the Project Manager is not the individual proposed to serve as General Counsel, then Proposers must ensure their Proposals are clear as to who is proposed to act in what capacity.
- Proposal – The written response to this RFP provided by a Proposer.
- Proposer – Firm who submits a Proposal in response to this RFP.
- Work – The work called for in this RFP and more particularly set forth in Section 5.0.

INTERPRETATION

In the RFP, where appropriate: the singular includes the plural and vice versa; references to statutes or regulations include all statutory or regulatory provisions consolidating, amending or replacing the statute or regulation referenced; and the words “including,” “includes” and “include” shall be deemed to be followed by the words “without limitation”. Words such as “herein,” “hereof” and “hereunder” shall refer to the entire document in which they are contained and not to any particular provision or section; words not otherwise defined that have well-known technical or construction industry meanings are used in accordance with such recognized meanings; references to persons or entities include their respective permitted successors and assigns and, in the case of governmental entities, any such governmental entity succeeding to their respective functions and capacities; and words of any gender used herein shall include each other gender where appropriate.

1.0 INSTRUCTIONS TO PROPOSERS

1.1 PRE-PROPOSAL CONFERENCE

No pre-proposal conference is anticipated at this time.

1.2 EXAMINATION OF RFP DOCUMENTS

By submitting a response to this RFP, the Proposer represents that it has thoroughly examined and become familiar with the Work and the form of contract, and that it is capable of performing quality work within the established schedule to achieve the objectives of the Authority specified in this RFP and executing the contract as described in Section 3.4. Each Proposer is required to comply with all provisions of this RFP.

1.3 POINT OF CONTACT / *EX PARTE* COMMUNICATIONS

The Authority's Chief Contracting Officer, Mitchell S. Purcell, Esq., or his designee, will be the sole contact for the prospective Proposers during the procurement process. He will coordinate all managerial, administrative, and technical processes and decisions. Mr. Purcell is located at 406 East Huntington Drive, Suite 202, Monrovia, CA 91016. His telephone number is (626) 471-9050. His e-mail address is mpurcell@foothillextension.org.

During the procurement period commencing on the date indicated on the cover page of this RFP as the date of the Pre-Proposal Conference (if any) or the date this RFP is issued, whichever is earlier, and continuing until execution of a contract or cancellation of this procurement, no employee, member or agent of any firm shall have any *ex parte* communications regarding this RFP with any member of the Authority's Board Members or staff, its advisors or any of its contractors or consultants involved with the procurement, except for communications expressly permitted by this RFP. Any firm engaging in such prohibited communications may be disqualified at the sole discretion of the Authority. The foregoing shall not preclude any firm from participating in public meetings of the governing board of the Authority, Pre-Proposal Conference, or formal interview as described herein.

1.4 ADDENDA / CLARIFICATIONS

1.4.1 Questions and Answers in Writing Only

The Authority may at any time modify conditions or requirements of this RFP by issuance of addenda. Addenda and other information will be posted to the Authority's website at www.foothillextension.org. Proposers bear the responsibility of obtaining all addenda and such other information. The Authority shall make any changes to the requirements of this RFP by written addenda only and nothing included in a written answer, stated at a pre-proposal conference (if any), or at any other time shall change or qualify in any way any of the provisions in this RFP. The Authority will not be bound by, and the Proposer shall not rely on, any oral communication or representation or any written communication except to the extent that it is an addendum to this RFP and is not superseded by a later addendum to this RFP.

Should a Proposer have questions about this RFP or require clarifications or comments, the Proposer shall notify the Authority in writing in accordance with Section 1.4.2. Summaries of the inquiries and responses will be posted without attribution on the Authority's website at www.foothillextension.org. Authority does not anticipate issuing any responses to inquiries later than the date set forth on the cover page of this RFP as the last day anticipated to respond to written questions. The responses will not be considered part of the RFP or Contract but may be relevant in resolving any ambiguities in the RFP or Contract. Inquiries resulting in any modifications to this RFP will be documented in Addenda. **Proposers are responsible for checking the Authority's website for addenda and other important information.**

1.4.2 Process for Submittal of Questions, Clarifications, and Comments

All questions or requests for clarifications and/or comments must be received by the Authority **at or before 11 a.m., Pacific Time** on the date indicated on the cover page of this RFP as the last day for submitting written questions. All questions or requests for clarifications and/or comments shall be in writing, clearly labeled "Written Questions," and either (1) emailed to Mitchell S. Purcell, Esq., Chief Contracting Officer at mpurcell@foothillextension.org with the email subject line "RFP C1163- Written Questions", or (2) mailed to Mitchell S. Purcell, Esq., Chief Contracting Officer, Metro Gold Line Foothill Extension Construction Authority, 406 East Huntington Drive, Suite 202, Monrovia, CA 91016 with the subject line "RFP C1163 - Written Questions". The Authority shall not be responsible for failure to respond to a question or request for clarification and/or comment that has not been properly labeled.

1.5 SUBMISSION OF PROPOSALS

1.5.1 Date and Time

Proposals must be received at or before 11 a.m., Pacific Time on the date set forth on the cover page of this RFP as the last day to receive Proposals. Any Proposals received after the above-specified time will be rejected, considered nonresponsive and returned to the Proposer(s) unopened.

1.5.2 Address

Proposals shall be addressed as follows:

METRO GOLD LINE FOOTHILL EXTENSION
CONSTRUCTION AUTHORITY
Attention: Mitchell S. Purcell, Esq., Chief Contracting Officer
406 East Huntington Drive, Suite 202
Monrovia, CA 91016

1.5.3 Identification of Proposals

The Proposer shall submit an **original and four copies** of its Proposal documents in a sealed package addressed as shown above, bearing the Proposer's name and address and clearly marked as follows:

Request for Proposals (RFP) C1163:
General Counsel and Design-Build Legal Services
Proposal Documents

1.5.4 Acceptance of Proposals

The Authority reserves the right to accept or reject any and all submittals, or any item or part thereof, or to waive any informalities or irregularities in submittals.

The Authority reserves the right to withdraw this RFP at any time without prior notice, and the Authority makes no representations that any contract will be awarded to any Proposer responding to this RFP. The Authority reserves the right to postpone for its own convenience the date for receipt of the Proposals or any aspect of the schedule.

1.5.5 Disqualification from Future RFPs

The Authority reserves the right to disqualify any Proposer from future RFPs for an undetermined amount of time for failure to accept a contract and/or unsatisfactory performance.

1.6 PRE-CONTRACTUAL EXPENSES

The Authority shall not pay or reimburse Proposers for any pre-contractual expenses incurred by any Proposer, including but not limited to those identified below:

- a) Attending pre-proposal conferences, if any, and preparing its Proposal in response to this RFP;
- b) Submitting a Proposal to the Authority;
- c) Negotiating with the Authority on any matter related to this RFP or its Proposals; and/or
- d) Any other expenses incurred by Proposer prior to the date of execution of contract documents constituting the agreement between the Proposer and the Authority.

1.7 TEAMING OFFERS

Where two or more potential Proposers desire to submit a single Proposal responding to any or all of the required tasks contained in this RFP, they must do so on the basis of a prime-subconsultant relationship that forms a team rather than as a joint venture. As a matter of contracting policy on this procurement, the Authority intends to contract with a single firm or team and not with multiple firms doing business as a joint venture.

1.8 TAXES

All Proposals are subject to state and local sales taxes. However, the Authority is exempt from the payment of Federal Excise and Transportation Taxes. The Proposals should take these facts into consideration.

1.9 LENGTH OF CONTRACT

The Authority anticipates awarding the contract for a term of approximately 24 months, subject to revision based on schedules received from Proposers as well as other factors. The Authority will authorize Work as funds are available. The Authority may extend the contract by amendment.

1.10 PROTEST PROCEDURES

The Authority has in its Administrative Code a set of written protest procedures applicable to this RFP that may be obtained by contacting the Authority's Document Control Department, per Section 1.14 of this RFP. Any protest filed by a Proposer in

connection with this RFP must be submitted in accordance with the Administrative Code.

1.11 CONTACT WITH BOARD MEMBERS IS PROHIBITED

In order to create a fair and orderly process, the Authority's Administrative Code bars contact by and with Board Members and prospective consultants during the selection process. In furtherance of this policy, from the date of issuance of this RFP until such time as the Authority selects a consultant, no Proposer or any of its employees, agents, subcontractors, lobbyists, or attorneys or other related entities shall contact any Board Member or Board Member's staff or agents regarding this RFP, its interest in this RFP, or any related issue, except as may be requested by the Authority or its staff as part of the Authority's interview and evaluation process. This prohibition will be strictly applied. Failure to comply with this requirement may, at the Authority's election, result in disqualification of a Proposer.

1.12 NOT USED

1.13 CONTRACT TYPE

The agreement resulting from this RFP, if awarded, is attached hereto as Appendix 1 and is a time and materials contract with a stated not-to-exceed amount. Please see Section 3.4 for additional detail.

1.14 AVAILABILITY OF DOCUMENTS

1.14.1 Additional Documents

- a) Property Trust Agreement
- b) Administrative Code

There will be no charge for either of these documents.

1.14.2 Contact Regarding Availability of Documents

Regarding the availability of documents listed in Section 1.14.1 only, Proposers should contact the Authority's Document Control Department, (626) 471-9050.

2.0 PROPOSAL CONTENTS AND FORMS

2.1 FORMAT AND CONTENT

2.1.1 Presentation

Proposals shall be typed and single-spaced with a minimum 11-point font on 8 ½ x 11-size paper using a single method of fastening. Proposals shall not exceed 50 pages in length, excluding resumes, forms, conflict of interest responses as described below, and any appendices. In addition, a maximum of ten 11 x 17-size sheets of paper may be used. Proposals are in no way obligated to use the maximum number of pages. Proposals should not include any unnecessarily elaborate or promotional material. Lengthy narrative is discouraged, and presentations should be brief and concise.

2.1.2 Letter of Transmittal

The Letter of Transmittal shall be addressed to Mitchell S. Purcell, Esq., Chief Contracting Officer, and must at a minimum contain the following:

- a) Identification of the Proposer, including **full legal name**, address, and telephone number;
- b) Proposed working relationship between the Proposer and subconsultants (with full legal names), if applicable;
- c) Acknowledgement of receipt of all RFP addenda, if any (if none, so state);
- d) Name, title, address, email, and telephone number of contact person during the period of evaluation of the Proposal;
- e) A statement to the effect that the Proposal shall remain valid for a period of not less than 180 days from the date of submittal; and
- f) The signature of the person authorized to bind the Proposer to the terms of the Proposal.

2.1.3 Proposal

Generally: Section 5.0 (“Scope of Services”) of this RFP identifies the tasks required for this RFP. The Proposal must identify its approach to performing the Work in the most cost effective and efficient manner while ensuring the highest level of professionalism and quality.

Specifically: The Proposer must include the following four sections in the Proposal to be considered responsive:

2.1.3.1 Section 1 - Qualifications, Related Experience, and Financial Stability

This section of the Proposal should establish the ability of the Proposer to satisfactorily perform the required services by reasons of: (1) Demonstrated competence in the services to be provided; (2) Experience in performing services of a similar nature; (3) Strength and stability of the team; (4) Supportive client references; and (5) Financial condition and current and/or projected work load.

The Proposer shall:

- 1) Provide a brief profile of the Proposer emphasizing Proposer's qualifications to perform the Work, including the types of services offered; the year founded; form of the organization; number, size, and location of offices; and number of employees. Proposer must be located such that its proposed General Counsel can travel to the Authority's offices in under two hours; Proposals shall contain a statement to that effect.
- 2) (i) Identify material subconsultants, if any, by company name (full legal name), address, contact person, telephone number, and any other relevant information and (ii) describe the Proposer's experience in working with each subconsultant.
- 3) Describe the Proposer's experience in performing services of a similar nature to that solicited in this RFP and highlight the participation in such work by the Project Manager, Lead Individuals, and other Key Personnel proposed for assignment to the services solicited in this RFP. The Proposer shall describe experience that includes, at a minimum (in descending order of importance):
 - a) For the individual proposed to serve as General Counsel, significant experience serving as general counsel (or comparable position) of a public agency, particularly construction authorities, transportation agencies, or other agencies similar to the Authority;
 - b) Significant experience with design-build procurements and design-build contracts, particularly as it relates to public agencies on long linear projects across multiple jurisdictions;
 - c) Significant experience with public finance such as public-private partnerships, bonding, and other creative modes of financing large (\$100M+) public infrastructure projects;
 - d) Significant experience obtaining grade crossing and permit approvals;
 - e) Significant experience with CEQA and NEPA documentation and litigation, particularly as it relates to long linear projects across multiple jurisdictions; and

- f) Significant experience handling various types of litigation, including eminent domain, for public agencies, particularly construction authorities, transportation agencies, or other or agencies similar to the Authority.
- 4) A minimum of two references should be given from projects cited as related experience. Furnish the name, title, address, and telephone number of the person(s) at the client organization who is most knowledgeable about the work performed. Additionally, the Proposer may supply references from other work not cited in this section as related experience.
- 5) Provide a general description and evidence of the Proposer's financial condition and ability to manage the financial demands of performing the Work; and identify any conditions (e.g. bankruptcy, pending litigation, planned office closures, impending merger) that may impede the Proposer's ability to complete the services solicited in this RFP. Include any relevant information regarding current and/or projected work load.

2.1.3.2 Section 2 – Staffing and Personnel / Team Organization

This section of the Proposal should highlight the Proposer's management, technical team, and organization. The Proposer shall:

- 1) Identify the Project Manager, each Lead Individual, and other Key Personnel proposed to perform the services solicited in this RFP and include major areas of subcontract work, if any. The Project Manager also may be one of the Lead Individuals. If the Project Manager is not the individual proposed to serve as General Counsel, then Proposers must ensure their Proposals are clear as to who is proposed to act in what capacity.
- 2) Provide a description of the experience, education, and applicable professional credentials of the Project Manager, Lead Individuals, and other Key Personnel, including a detailed description of their involvement in any experience described in Section 2.1.3.1(3).
- 3) Furnish brief resumes (not more than two pages each) for the proposed Project Manager, Lead Individuals, and other Key Personnel.
- 4) Include a statement that the proposed Project Manager, Lead Individuals, and other Key Personnel will be available to perform the Work to the extent indicated in Section 2.1.3.3 for the term of contract and acknowledging no Project Manager, Lead Individual, or other Key Personnel shall be removed and/or replaced and/or materially less available than indicated in the Proposal without the prior written concurrence of the Authority's CEO, as appropriate.

2.1.3.3 Section 3 - Project Understanding, Plan, and Approach

The Proposer shall provide a detailed narrative that (a) addresses how the Proposer plans to manage the Work, including how the Proposer plans to (i) support meetings of the Board of Directors and (ii) work at the direction of and to support the Authority's Chief Executive Officer, and (b) shows the Proposers' understanding of the needs and requirements of the Authority in this RFP.

2.1.3.4 Section 4 – Hours Rates & Cost-Effective Approach

The Proposer shall present a matrix showing each individual proposed as Project Manager, Lead Individual and other Key Personnel along with an indication of each person's hourly rate. Note that the hourly rates should be the Proposers' most favorable rates since selection and award may be made without discussion or negotiation with any Proposer. The Proposer shall also include a narrative indicating how it intends to manage Work in a cost-effective manner.

2.2 CONFLICT OF INTEREST

In submitting a Proposal, the Proposer represents and warrants that it has not employed or retained any company or person, other than a *bona fide* employee working solely for the Proposer, to solicit or procure this assignment with the Authority. Further, the Proposer represents and warrants that it has not paid nor has it agreed to pay any company or person, other than a *bona fide* employee(s) working solely for the Proposer, any fee, commission, percentage, brokerage fee, gift or other consideration contingent upon or resulting from the award of a contract pursuant to this RFP. For breach or violation of this representation and warranty, the Authority shall have the right to rescind any contract award without liability to the Authority. For the term of the services solicited in this RFP, no member, officer or employee of the Authority, during the term of his or her service with the Authority, shall have any direct interest in any contract for such services, or obtain any present or anticipated material benefit arising there from.

The Authority seeks to obtain the best possible services for the Work. The Authority recognizes that many highly qualified firms and/or individuals may have worked for or have ongoing contractual relationships with the Authority. The relationships, if any, may or may not constitute a conflict of interest.

Proposers are required to disclose any possible conflicts of interests to the Authority. The Authority at any time and in its sole discretion may determine whether or not a conflict of interest exists, and qualify or disqualify a Proposer accordingly.

2.3 REQUIRED FORMS

2.3.1 Required State of California Forms

In conformance with the statutory requirements of California Government Code, Section 84308, part of the Political Reform Act and Title 2, California Code of Regulations 18438

through 18438.8, regarding campaign contributions to members of appointed Boards of Directors and governing bodies, Proposers, as part of their Proposals, are required, if applicable, to complete, sign and submit the forms provided as Attachments A, B, C, and D within Section 6.0 (“Attachments”) of this RFP. Proposers are required to submit one original of the completed form(s), if applicable, as part of their original Proposal; Proposers shall submit copies of the form(s) in accordance with Section 1.5.3.

2.3.2 NOT USED

2.3.3 Requirements for Completion of the Forms

The prime consultant and all subconsultants, if any, must complete the form entitled “Party Disclosure Form” (Attachment A) and the form entitled “Gift Disclosure Form” (Attachment C). Lobbyists and/or agents representing the prime consultant in this solicitation must complete the form entitled “Participant Disclosure Form” (Attachment B) and the form entitled “Participant Gift Disclosure Form” (Attachment D).

If the prime consultant has no “disclosures” as defined, he/she should enter “None” on the first line, sign the Attachments A and C in the designated spaces, and include them only in the original Proposal along with copies in accordance with Section 1.5.3. The same guidance applies to lobbyists and/or agents working for the prime or subconsultants in terms of Attachments B and D.

The prime consultant must complete the form entitled “Drug Free Workplace Certificate” (Attachment E). All subconsultants, if any, must complete the form entitled “Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion – Lower Tier Covered Transactions” (Attachment F). The prime consultant and all subconsultants, if any, must complete the forms entitled “Certificate of Restriction on Lobbying” (Attachment G), [Attachment H is NOT USED], and “Organizational Conflicts of Interest Disclosure Statement” (Attachment I).

2.4 ATTACHMENTS

Information considered by the Proposer to be pertinent to this Project and which has not been specifically solicited in any of the sections of this RFP may be placed in a separate attachment section. Proposers are cautioned, however, that this is not an invitation to submit large amounts of extraneous material. All attachments should be relevant and directly tied to some specific section or subsection of the Proposal. Such attachments must comply with Section 2.1.1.

3.0 EVALUATION AND AWARD

3.1 EVALUATION PROCEDURE

An evaluation team that may consist of, but is not limited to, Authority staff, Board Members, outside agency representatives and/or representatives from local cities and municipalities, will evaluate the Proposals received from Proposers based on the criteria set forth in Section 3.2. Score sheets, based on a maximum score of 100 points, will be completed for each of the Proposals submitted. The evaluators in applying the criteria to the Proposals may consider additional sub-criteria beyond those listed.

During the evaluation period, interviews may occur with some or all of the firms or teams. The date indicated on the cover page of this RFP as the "Interview Date" has been established as the time in which interviews may be conducted. All prospective Proposers are asked to keep this date available. If the Proposer is unable to attend the interview on the date of its scheduled interview, **its Proposal may be eliminated from further consideration.**

Based on the evaluation team's review and scoring of the Proposals and the interviews (if any) the evaluation team will rank the highest scoring Proposer first, the next highest scoring Proposer second, and so on and so forth.

Proposers are advised, however, that an award may be made without interviews or further communication with Proposers once all Proposals are received on the date specified above.

3.2 EVALUATION CRITERIA

The evaluation criteria, listed below, are described in terms of the evaluation factors along with a maximum score indicated in parenthesis:

3.2.1 Qualifications, Related Experience, and Financial Stability (35 points)

Proposers (and their team members, as applicable) will be evaluated as to whether and to what degree they (a) are qualified to perform the Work, (b) have substantial and positive experience performing services similar to the Work, including as described in Section 2.1.3.1(3)(a)-(f)(listed in descending importance), and (c) are financially stable and able to handle the financial demands of performing the Work.

3.2.2 Staffing and Personnel (40 points)

Proposers (and their team members, as applicable) will be evaluated as to whether and to what degree they present (a) a well-qualified and experienced Project Manager, Lead Individuals, and other Key Personnel, particularly as it relates to conducting services

similar to the Work, (b) a Project Manager, Lead Individuals, and other Key Personnel deeply involved with any experience discussed in Section 2.1.3.1, (c) a reasonable indication of availability, and (d) a statement agreeing to the restrictions on changes in Key Personnel set forth in Section 2.1.3.2.

3.2.3 Project Understanding, Plan, and Approach (15 points)

Proposers (and their team members, as applicable) will be evaluated as to whether and to what degree they (a) demonstrate an ability to effectively manage the Work, including (i) supporting meetings of the Board of Directors and (ii) working at the direction of and to support the Authority's Chief Executive Officer, and (b) show the Proposers' understanding of the needs and requirements of the Authority in this RFP.

3.2.4 Fees and Expenses (10 points)

Proposers (and their team members, as applicable) will be evaluated as to whether and to what degree they present a cost effective approach to the Work.

3.3 CONTRACT AWARD

After the evaluation procedure described in Section 3.1, the CEO may conduct negotiations with the Proposer ranked number one. In the event the CEO is unable to conclude negotiations with the Proposer ranked number one, the CEO will terminate negotiations with such Proposer and conduct negotiations with the second ranked Proposer, and so on and so forth. If the CEO successfully concludes negotiations with a Proposer, the CEO may make a recommendation for award of the contract to the Authority's Board of Directors. The Authority's Board of Directors will be responsible for making the decision to award the contract.

Prior to the negotiations and/or award of the contract, the selected Proposer team members may be required to submit to a pre-award audit of their financial records to confirm claims of financial stability and ascertain the capacity of the firms' accounting systems to meet the internal controls necessary to account for state and local funds from various transportation sources.

The Authority reserves the sole right to determine whether or not a consultant will be selected and a contract awarded as a result of this RFP. The Authority may cancel this procurement or issue an addendum at any time. Issuance of this RFP does not guarantee that a contract for the services described herein will be awarded.

3.4 EXECUTION OF CONTRACT

By submitting its Proposal, each Proposer commits to enter into the form of General Counsel and Design-Build Legal Services Agreement (the "Contract") included in the RFP as Appendix 1, without negotiation or variation, except to fill in blanks. Following award and the conclusion of negotiations, if any, the Authority will finalize the Contract by filling in blanks, correcting any errors, and including other necessary information. Within five business days after delivery by the Authority to the successful Proposer of the execution form of Contract, the successful Proposer shall deliver to the Authority the following:

- A) Signed Contract (4 executed duplicate originals);
- B) Insurance certificates showing compliance with coverages required in the Contract in a form satisfactory to Authority as well as any other evidence showing such required coverages as may be requested by Authority;
- C) Evidence as to the authority of the signatories to the Contract; and
- D) Evidence of licensing (good standing at the California Bar).

Failure to comply with the above may result in termination of negotiations and/or cancellation of award, in which case, the Authority may (but is not obligated to) proceed to negotiate with the next highest ranked Proposer in accordance with Section 3.3.

The Contract shall not be effective until it has been signed by both the Proposer and the Authority.

3.5 NOTIFICATION OF AWARD AND DEBRIEFING

Each Proposer that submits a Proposal in response to this RFP shall be notified in writing regarding the successfully selected Proposer that was awarded the contract. Such notification shall be made within fourteen working days after the contract award is made.

Proposers that are not awarded the contract may obtain an explanation and/or response concerning the strengths and weaknesses of their Proposals. Unsuccessful Proposers that wish to be debriefed must request the debriefing in writing, and the CEO of the Authority must receive the request by U.S. mail or fax within three working days of their notification of the contract award to another firm or team.

4.0 EQUAL EMPLOYMENT OPPORTUNITY AND SMALL BUSINESS ENTERPRISE

4.1 POLICY

It is the policy of the Authority that Small Business Enterprises (SBEs) shall have a significant opportunity to participate in the performance of contracts. A firm is considered an SBE if it is certified as an SBE (i) by the State of California Departments of Transportation (“Caltrans”) or General Services (“DGS”), or the Los Angeles County Metropolitan Transportation Authority (“MTA”), or the City of Los Angeles; or (ii) by another recognized body acceptable to the Authority whose certification processes generally provide for a business size consistent with 13 CFR Part 121; a quality of SBE ownership that is real and substantial; and ownership discretion and control indicating true independence and discretion of the SBE. The Proposer shall not discriminate against any employee or applicant for employment because of race, religion, color, sex, age or national origin.

4.2 SBE OBLIGATION OF THE PROPOSER

To the extent subcontractors are used in connection with its proposed performance under this RFP, the Proposer agrees to engage SBEs in a manner that is reasonably calculated to help the Authority to reach its 16% Small Business Overall Project Aspirational Goal.

4.3 EQUAL OPPORTUNITY OBLIGATION OF THE PROPOSER

In connection with its proposed performance under this RFP, the Proposer shall not discriminate against any employee or applicant for employment, or harass or allow harassment of any employee because of race, religion, color, sex, age or national origin. The Proposer shall ensure that applicants are employed, and that employees are treated during their employment, without regard to their race, religion, color, sex, age or national origin. Such actions shall include, but are not limited to, the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship.

4.4 LABOR COMPLIANCE

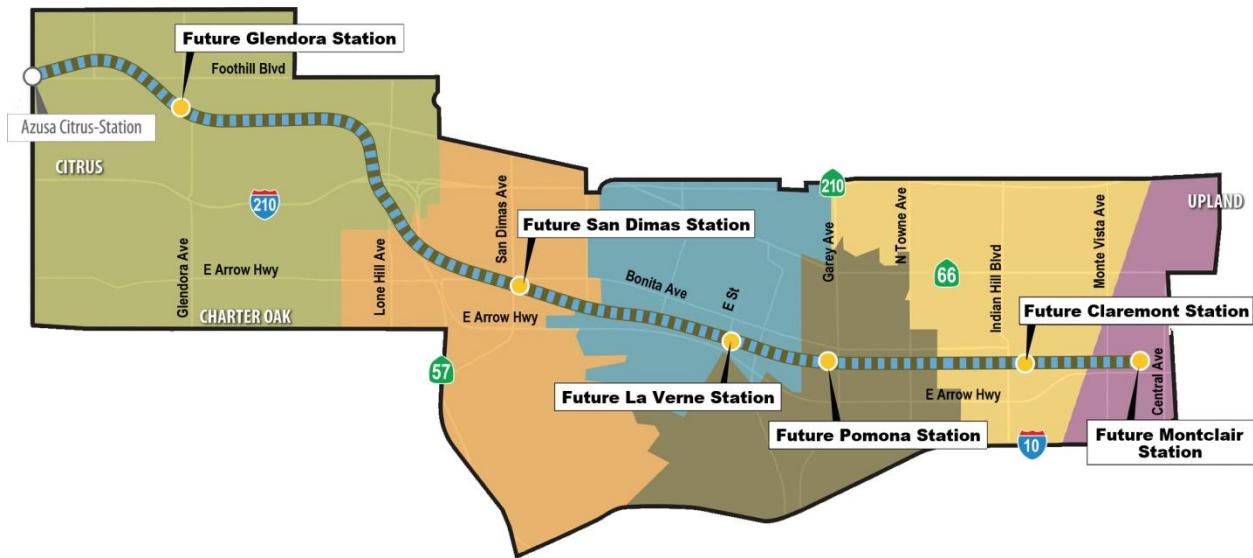
Consultant shall be required to submit timecards for the applicable period with their invoices for all staff and subconsultants.

5.0 SCOPE OF SERVICES

5.1 BACKGROUND

The Authority was established pursuant to the provisions of Chapter 6 of Division 12.7 of the Public Utilities Code, commencing with Section 132400, which became effective January 1, 1999 and was amended October 7, 2011 and August 27, 2012. Pursuant to California Public Utilities Code section 132405, the Authority is responsible for completing the construction of the foothill extension of the Gold Line light rail system from Los Angeles to Montclair. Phase 1 of the Project extended the Gold Line from Union Station in the City of Los Angeles to Sierra Madre Villa Boulevard in the City of Pasadena. Phase 2 of the Project is anticipated to be built in three phases. The first phase (“Phase 2A”), will extend the Phase 1 terminus approximately 12 miles from the Sierra Madre Villa Station in City of Pasadena to Citrus Avenue in the City of Azusa. The second phase (“Phase 2B”) is planned to extend the Gold Line terminus from the City of Azusa to the City of Montclair. The third phase (“Phase 2C”) is anticipated to extend from Montclair to the LA/Ontario Airport. Most of the Work contemplated by this RFP will relate to closing out the design-build contracts for Phase 2A and developing, financing, and building Phase 2B.

Gold Line Foothill Extension – Phase 2B Proposed Alignment



In March 2013, the Metro Gold Line Foothill Extension Board of Directors certified the Final Environmental Impact Report (FEIR). Phase 2B includes six stations and associated parking facilities, new or rehabilitation of approximately 13 bridge/box culvert structures to accommodate freight, Metrolink and light rail tracks, approximately twenty-eight (28) at-grade crossings with grade crossing warning and gate systems, and an extension of the existing Metro Gold Line Phase 2A duct bank infrastructure, traction

electrification system consisting of traction power substations and the OCS, train control and communications systems. A more detailed description of the elements of the Project is provided in the FEIR documents.

5.2 CONSULTANT SCOPE OF SERVICES

The General Counsel has certain responsibilities set forth in the Authority's Administrative Code which the General Counsel will be expected to fulfill. Beyond those specifically articulated in the Administrative Code, the Consultant will provide services at the direction of and to support the Authority's Chief Executive Officer.

5.2.1 General Counsel Services. The General Counsel is expected to perform the following work:

1. Board Meetings

- The General Counsel shall attend each meeting of the Authority's Board of Directors. At such meetings, the General Counsel shall act as parliamentarian and, on request of the Chair, shall give parliamentary advice.
- Prior to each meeting of the Authority's Board of Directors, the General Counsel will review the agenda and reports.
- The General Counsel shall advise and consult with the Members of the Board, the Chief Executive Officer, and with any other Officers that may be appointed by the Board, regarding the performance of their duties, as requested.

2. Contracts: The General Counsel shall review and approve contracts and resolutions of the Authority in accordance with the Authority's Administrative Code. As of the date of this RFP, the Administrative Code reads: "The General Counsel shall review and approve 'as to form' all contracts and resolutions of the Authority. Where specialized outside counsel is retained to assist with a particular contract, such specialized outside counsel may approve 'as to form' that contract, in lieu of the General Counsel. For contracts concerning the routine contractual obligations of the Authority, once the General Counsel has approved 'as to form' a standard form contract, the General Counsel is not required to approve individual contracts that use the standard form without any substantive changes."

3. Legal Interpretations: The General Counsel may be asked to interpret applicable law and the Administrative Code.

4. Other Matters: The General Counsel may be asked to provide other legal services that are deemed necessary or advisable.

5.2.2 Legal Services. The Consultant may be asked to advise on the following matters and/or provide the following services:

1. Design-build contracting and procurement;
2. Design-build contract implementation and close-out;
3. Public finance, public-private partnerships, and other means of financing large infrastructure projects;
4. Obtaining permits and approvals including CPUC grade crossings;
5. Environmental work, including CEQA and NEPA;
6. Negotiations with LACMTA and other agencies;
7. Draft / review / revise agreements with third-parties;
8. Insurance interpretation and litigation;
9. Hazardous material investigation, assessment, and remediation;
10. Real property matters including eminent domain;
11. General public agency law including compliance matters;
12. General litigation; and
13. Other legal services that are deemed necessary or advisable.

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6.0 ATTACHMENTS

Attachments A-I below are a series of forms that constitute an important part of the Proposal. Completion and signature instructions are indicated below. To the extent a form is required, it is incorporated as part of the Proposal.

ATTACHMENT A	PARTY DISCLOSURE FORM (This form must be completed and signed by the prime consultant and all of its subconsultants, if applicable).
ATTACHMENT B	PARTICIPANT DISCLOSURE FORM (This form is to be submitted by the prime consultant only if they have agents and/or lobbyists working for them on this project).
ATTACHMENT C	GIFT DISCLOSURE FORM (This form must be completed and signed by the prime consultant and all of its subconsultants, if applicable).
ATTACHMENT D	PARTICIPANT GIFT DISCLOSURE FORM (This form is to be submitted by the prime consultant only if they have agents and/or lobbyists working for them on this project).
ATTACHMENT E	DRUG FREE WORKPLACE CERTIFICATE (This form is to be completed and signed by the prime consultant).
ATTACHMENT F	CERTIFICATION REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION - LOWER TIER COVERED TRANSACTIONS (This form is to be completed and signed by all subconsultants, if applicable).
ATTACHMENT G	CERTIFICATE OF RESTRICTION ON LOBBYING (This form is to be completed and signed by the prime consultant and all of its subconsultants).
ATTACHMENT H	NOT USED
ATTACHMENT I	ORGANIZATIONAL CONFLICTS OF INTEREST DISCLOSURE STATEMENT (This form is to be completed and signed by the prime consultant and all of its subconsultants).

ATTACHMENT A

PARTY DISCLOSURE FORM

Information Sheet

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

The attached Party Disclosure Form must be completed by applicants for, or persons who are the subject of, any proceeding involving a license, permit, or other entitlement for use pending before the Board of Directors of the Authority or any of its affiliated agencies. (Please see next page for definitions of terms.)

Important Notice

Basic provisions of Government Code Section 84308 & Cal. Admin. Code tit. 2, § 18438.8

- I. If you are an applicant for, or the subject of, any proceeding involving a license, permit, or other entitlement for use, you are prohibited from making a campaign contribution of more than \$250 to any Board Member of the Authority, or his or her alternate. This prohibition begins on the date your application is filed or the proceeding is otherwise initiated, and ends three (3) months after the Board of Directors renders a final decision on the application or proceeding. In addition, no Board Member or alternate may solicit, accept or direct a campaign contribution of more than \$250 from you or your agent during this period.
- II. These prohibitions also apply to your intermediaries agents, and if you are a closely held corporation, to your majority shareholder. These prohibitions also apply to your subcontractor(s), and partner(s) in this proceeding. Also included are parent companies and subsidiary companies directed and controlled by you, and political action committees directed and controlled by you.
- III. You must file the attached Party Disclosure Form if you or your agent(s) have, in the aggregate contributed more than \$250 to any Board Member, or his/her alternate, or officer of an Authority affiliated agency, between the date your application is filed or the proceeding is otherwise initiated and three (3) months after the Authority renders a final decision on the application or proceeding. (The disclosure form will assist the Board Members in complying with the law.)
- IV. If you, your agent, or subcontractor have, in the aggregate, contributed more than \$250 to any Board Member or his/her alternate between the date your application is filed or the proceeding is otherwise initiated and three (3) months after the Authority renders a final decision on the application or proceeding, that Board Member or alternate must disqualify himself or herself from the decision. However, disqualification is not required if the Board Member or his/her alternate returns the campaign contribution within 30 days from the time the director knows, or should

have known, about the contribution and the fact that you are a party in the proceeding.

- V. The Party Disclosure Form should be completed and filed with your Proposal, or with the first written document you file or submit after the proceeding commences.

DEFINITIONS

1. "License, permit, or other entitlement for use" means all business, professional, trade, and land use licenses and permits, and all other entitlements for use, including all entitlements for land use, all contracts (other than competitively bid, labor or personal employment contracts), and all franchises.
2. "Agent" is someone who represents you in connection with a proceeding involving a license, permit, or other entitlement for use. If an individual acting as an agent is also acting in his or her capacity as an employee or member of a legal, architectural engineering, consulting firm, or similar business entity, both the business entity and the individual are your "agents".

To determine whether you have made a campaign contribution of more than \$250, contributions made by you between the date your application is filed or the proceeding is otherwise initiated and three (3) months after the Authority renders a final decision on the application or proceeding must be aggregated with those made by your agent between the date your application is filed or the proceeding is otherwise initiated and three (3) months after the Authority renders a final decision on the application or proceeding. Contributions made by your majority shareholder (if a closely held corporation), subcontractor(s), and partner(s) in the proceeding must also be included as part of the aggregation. Campaign contributions made to different Board Members or their alternates are not aggregated.

A list of the Board Members and their alternates of the Board of Directors is attached.

PARTY DISCLOSURE FORM

This notice summarizes the major requirements of Government Code Section 84308 of the Political Reform Act and Section 18438.8 of Title 2 of the California Administrative Code Section 18438.8.

To be completed by a party only if campaign contributions have been made between the date your application is filed or the proceeding is otherwise initiated and three (3) months after the Authority renders a final decision on the application or proceeding. "Party" means any person who files an application for or is the subject. A proceeding involving a license, permit, or other entitlement for use. "Contributor" includes a party's agent, maturity shareholder (if a closely held corporation), subcontractor, or partner.

Party's Name: _____

Party's Address: _____

Application or Proceeding

Title and Number: _____

Board Member(s) or Alternate(s) to whom you and/or your agent made campaign contributions in excess of \$250 between the date your application is filed or the proceeding is otherwise initiated and three (3) months after the Authority renders a final decision on the application or proceeding.

Name of Member: _____

Name of Contributor (if other than Party): _____

Date(s): _____

Amount(s): _____

Name of Member: _____

Name of Contributor (if other than Party): _____

Date(s): _____

Amount(s): _____

[Add additional sheets as necessary.]

Date: _____

Signature of Party and/or Agent

AUTHORITY BOARD OF DIRECTORS

Doug Tessitor, Chair
City of Glendora, Council Member
116 E. Foothill Blvd.
Glendora, CA 91741

Sam Pedroza, Vice Chair
City of Claremont, Council Member
207 Harvard Avenue
Claremont, CA. 91711

Marisol Salguero, Alternate Voting
Member
City of Los Angeles
5500 Hollywood Blvd., 4th Floor
Los Angeles, CA 90028

Paul Leon, Voting Member
City of Ontario, Mayor
303 "B" Street
Ontario, CA 91764

John Fasana, Voting Member
City of Duarte, Council Member
1600 Huntington Drive
Duarte, CA 91010

Bill Bogaard, Non-Voting Member
City of Pasadena, Mayor
100 N. Garfield Avenue, Suite S228
Pasadena, CA 91109

Daniel M. Evans, Non-Voting Member
Board of Directors
1427 Monterey Road
South Pasadena, CA 91030

Carrie Bowen, Non-voting Member
California Department of Transportation,
District 7 Director
100 S. Main Street, Suite 100
Los Angeles, CA 90012

Alan Wapner, Non-Voting Member
City of Ontario, Council Member
303 E B Street

Ontario, CA 91764

AUTHORITY BOARD ALTERNATES

Mary Ann Lutz
Alternate for Sam Pedroza
City of Monrovia, Mayor
415 S. Ivy Avenue
Monrovia, CA 91016

Daniel M. Evans
Alternate for Doug Tessitor
1427 Monterey Road
South Pasadena, CA 91030

ATTACHMENT B

PARTICIPANT DISCLOSURE FORM

Information Sheet

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

The attached Participant Disclosure Form must be completed by participants in any proceeding involving a license, permit, or other entitlement for use pending before the Board of Directors of the Authority, or any of its affiliated agencies. (Please see next page for definitions of these terms.)

Important Notice

Basic Provisions of Government Code §84308 + Cal. Admin. Code tit. 2, §18438.8

- I. If you are a participant, or his/her agent, in a proceeding involving a license, permit, or other entitlement for use, you are prohibited from making a campaign contribution of more than \$250 to any Board Member of the Authority, or his or her alternate. This prohibition begins on the date you begin to actively support or oppose an application for license, permit, or other entitlement for use pending before the Authority or any of its affiliated agencies, and ends three (3) months after the Board of Directors renders a final decision on the application or proceeding. In addition, no Board Member or alternate may solicit, accept, or direct a campaign contribution of more than \$250 from you or your agent during this period.
- II. You must file the attached Participant Disclosure Form if you or your agent(s) have, in the aggregate, contributed more than \$250 to any Board Member, or his/her alternate or officer of an Authority affiliated agency, between the date that you began to actively support or oppose the application for license, permit or other entitlement before the Authority, of any of its affiliated agencies, and three (3) months after the Authority renders a final decision on the application or proceeding. (The disclosure form will assist the Board Members in complying with the law.)
- III. If you or your agent have, in the aggregate, contributed more than \$250 to any Board Member or his/her alternate between the date that you began to actively support or oppose the application for license, permit or other entitlement before the Authority, or any of its affiliated agencies, and three (3) months after the Authority renders a final decision on the application or proceeding, that Board Member or alternate must disqualify himself or herself from the decision. However, disqualification is not required if the Board Member or his/her alternate returns the campaign contribution within 30 days from the time the director knows, or should have known, about the contribution and the fact that you are a participant in the proceeding.

IV. The Participant Disclosure Form should be completed and filed with the Proposal submitted by a party, or should be completed and filed the first time that you lobby in person, testify in person before, or otherwise directly act to influence the vote of the Board Members or officers of any MGLFECA affiliated agency.

DEFINITIONS

1. A “Participant” means:

A. The individual or entity is not an actual party to the proceeding, but does have a financial interest in the decision involving a license or permit.

AND

B. The individual or entity, directly or through an agent, does any of the following:

1. Communicates, either in person or in writing, with a Board Member, or alternate, or any officer of an Authority affiliated agency for the purpose of influencing the Board Member’s vote on the Proposal;
 2. Communicates, either in person or in writing, with an employee of the Authority or any of its affiliated agencies for the purpose of influencing a Board Member’s vote on the Proposal;
 3. Testifies in person before the Board of Directors of the Authority for the purpose of influencing a Board Members vote on the qualification
 4. Otherwise acts to influence the Board Members on the vote of the qualification.
2. “License, permit or other entitlement for use” means all business, professional, trade, and land use licenses and permits, and all other entitlements for use, including all entitlements for land use, all contracts (other than competitively bid, labor, or personal employment contracts), and all franchises.
3. “Agent” is someone who represents you in connection with a proceeding involving a license, permit, or other entitlement for use. If an individual agent acting as an agent is also acting in his/her capacity as an employee or member of a legal, architectural, engineering, or consulting firm, or similar business entity, both the business entity and the individual are “agents”.

To determine whether you have made campaign contributions of more than \$250, contributions made by you between the date that you began to actively support or oppose the application for license, permit or other entitlement before the Authority, or any of its affiliated agencies, and three (3) months after the Authority renders a final decision on the application or proceeding, must be aggregated with those made by your agent within the same period. Contributions made to different Board Members or their alternates are not aggregated.

A list of the members and alternates of the Board of Directors is attached.

PARTICIPANT DISCLOSURE FORM

This notice summarizes the major requirements of Government Code Section 84308 and Section 18438.8 of Title 2 of the California Administrative Code.

To be completed only if campaign contributions have been made while a proceeding involving the license, permit, or other entitlement for use is pending before the Authority and within three (3) months following the date the Authority renders a final decision in the proceeding.

Participant's Name: _____

Participant's Address: _____

Application or Proceeding
Title and Number: _____

Board Member(s) or alternate(s) to whom you or your agent made campaign contributions in excess of \$250 while a proceeding involving the license, permit, or other entitlement for use is pending before the Authority or within three (3) months following the date the Authority renders a final decision in the proceeding:

Name of Member: _____

Name of Contributor (if other than Participant): _____

Date(s): _____

Amount(s): _____

Name of Member: _____

Name of Contributor (if other than Participant): _____

Date(s): _____

Amount(s): _____

[Add additional sheets as necessary.]

Date: _____

Signature of Party and/or Agent

AUTHORITY BOARD OF DIRECTORS

Doug Tessitor, Chair
City of Glendora, Council Member
116 E. Foothill Blvd.
Glendora, CA 91741

Sam Pedroza, Vice Chair
City of Claremont, Council Member
207 Harvard Avenue
Claremont, CA. 91711

Marisol Salguero, Alternate Voting
Member
City of Los Angeles
5500 Hollywood Blvd., 4th Floor
Los Angeles, CA 90028

Paul Leon, Voting Member
City of Ontario, Mayor
303 "B" Street
Ontario, CA 91764

John Fasana, Voting Member
City of Duarte, Council Member
1600 Huntington Drive
Duarte, CA 91010

Bill Bogaard, Non-Voting Member
City of Pasadena, Mayor
100 N. Garfield Avenue, Suite S228
Pasadena, CA 91109

Daniel M. Evans, Non-Voting Member
Board of Directors
1427 Monterey Road
South Pasadena, CA 91030

Carrie Bowen, Non-voting Member
California Department of Transportation,
District 7 Director
100 S. Main Street, Suite 100
Los Angeles, CA 90012

Alan Wapner, Non-Voting Member
City of Ontario, Council Member
303 E B Street
Ontario, CA 91764

AUTHORITY BOARD ALTERNATES

Mary Ann Lutz
Alternate for Sam Pedroza
City of Monrovia, Mayor
415 S. Ivy Avenue
Monrovia, CA 91016

Daniel M. Evans
Alternate for Doug Tessitor
1427 Monterey Road
South Pasadena, CA 91030

ATTACHMENT C

GIFT DISCLOSURE FORM

Information Sheet

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

The attached Gift Disclosure Form must be completed by applicants for, or persons who are the subject of, any proceeding involving a license, permit, or other entitlement for use pending before the Board of Directors of the Metro Gold Line Foothill Extension Construction Authority or any of its affiliated agencies. (Please see next page for definitions of these terms.)

Important Notice

Basic Provisions of Government Code Sections 87100 and 87103

- I. If you are an applicant for, or the subject of, any proceedings involving a license, permit, or other entitlement for use, you are prohibited from making a gift, as defined in Section 82028, valued at \$10 or more to any Board Member of the Authority or his/her alternate during the 12 month period preceding the decision in the proceeding.
- II. These prohibitions also apply to your intermediaries or agents, and if you are a closely held corporation, to your majority shareholder. These prohibitions also apply to your subcontractor(s) and partner(s) in this proceeding. Also included are parent companies and subsidiary companies directed and controlled by you, and political action committees directed and controlled by you.
- III. You must file the attached Gift Disclosure Form and disclose if you, your intermediary(ies) have in the aggregate, contributed \$10 or more to any Board Member, or his/her alternate, during the 12 month period preceding the decision in the proceeding.
- IV. If you, your intermediary or your agent have in the aggregate contributed \$10 or more to any individual Board Member or his/her alternate during the 12 months preceding the filing of the application or the initiation of the proceeding, that Board Member or alternate must disqualify himself for herself from the decision and abstain from making participating in making or using or attempting to use his or her official position to influence the Board of Directors decision.
- V. The Gift Disclosure Form should be completed and filed with your Proposal, or with the first written document you file or submit after the proceeding commences.

DEFINITIONS

1. "License, permit or other entitlement for use" means all business, professional, trade, and land use licenses and permits, and all other entitlements for use, including all entitlements for land use; all contracts (other than competitively bid, labor, or personal employment contracts) and all franchises.
2. "Agent" is someone who represents you in connection with a proceeding involving a license, permit, or other entitlement for use. If an individual acting as an agent is also acting in his/her capacity as an employee or member of a legal, architectural, engineering, or consulting firm, or similar business entity, both the business entity or corporation and the individual are your "agents".

To determine whether you have made a gift of \$10 or more, gifts made by you within the preceding 12 months must be aggregated with those made by your intermediary or agent within the preceding 12 months. Contributions made by your majority shareholder (if closely held corporation), subcontractor(s), and partner(s) in the proceeding must also be included as part of the aggregation. Gifts or donations made to different members or alternates are not aggregated.

A list of the members and alternates of the Board of Directors is attached.

GIFT DISCLOSURE FORM

To be completed only if gifts or donations have been made in the preceding 12 months of the decision in the proceeding.

Party's Name: _____

Party's Address: _____

Application or Processing
Title and Number: _____

Board Member(s) or Alternate(s) to whom you, your intermediary, and/or your agent made gifts in excess of \$10 in the preceding 12 months of the decision in the proceeding.

Name of Member: _____

Date(s): _____

Amount(s): _____

Name of Person Making Gift (if other than Party): _____

Name of Member: _____

Date(s): _____

Amount(s): _____

Name of Person Making Gift (if other than Party): _____

Name of Member: _____

Date(s): _____

Amount(s): _____

Name of Person Making Gift (if other than Party): _____

[Attach additional forms if necessary.]

Date: _____

Signature of Party and/or Agent

AUTHORITY BOARD OF DIRECTORS

Doug Tessitor, Chair
City of Glendora, Council Member
116 E. Foothill Blvd.
Glendora, CA 91741

Sam Pedroza, Vice Chair
City of Claremont, Council Member
207 Harvard Avenue
Claremont, CA. 91711

Marisol Salguero, Alternate Voting
Member
City of Los Angeles
5500 Hollywood Blvd., 4th Floor
Los Angeles, CA 90028

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Ontario, CA 91764

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District 7 Director
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Ontario, CA 91764

AUTHORITY BOARD ALTERNATES

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Alternate for Sam Pedroza
City of Monrovia, Mayor
415 S. Ivy Avenue
Monrovia, CA 91016

Daniel M. Evans
Alternate for Doug Tessitor
1427 Monterey Road
South Pasadena, CA 91030

ATTACHMENT D

PARTICIPANT GIFT DISCLOSURE FORM

Information Sheet

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

Participant in a proceeding involving a license, permit, or other entitlement for use pending before the Board of Directors of the Authority, or any of its affiliated agencies, must complete the attached Participant Gift Form. (Please see next page for definitions of these terms.)

Important Notice

Basic Provisions of Government Code Sections 87100 and 87103

- I. If you are a participant in a proceeding involving a license, permit, or other entitlement for use, you are prohibited from making a gift as defined in Section 82028 valued at \$10 or more to any Board Member of the Authority, or his or her alternate during the 12 months period preceding the decision in the proceeding.
- II. You must file the attached Participant Gift Disclosure Form if you, or your agent have, in the aggregate, made a gift of \$10 or more to any Board Member, or his/her alternate during the 12 month period preceding the decision in the proceeding.
- III. If you, your intermediary, or your agent have in the aggregate contributed \$10 or more to any Board Member or his/her alternate during the 12 months preceding the decision in the proceeding, that Board Member or alternate must disqualify himself for herself from the decision and abstain from making participating in, making, or using or attempting to use his/her official position to influence the Board of Directors decision.
- IV. The Participant Gift Disclosure Form should be completed and filed with the Proposal submitted by a party, or should be completed and filed the first time that you lobby in person, testify in person before, or otherwise directly act to influence the vote of the Board Members or any Authority affiliated agency.

DEFINITIONS

1. A "Participant" means

A. The individual or entity is not an actual party to the proceeding, but does have a financial interest in the decision involving a license or permit.

AND

B. The individual or entity, directly or through an agent, does any of the following:

1. Communicates, either in person or in writing, with a Board Member, or alternate, or any officer of an Authority affiliated agency for the purpose of influencing the Board Member's vote on the Proposal;

2. Communicates, either in person or in writing, with an employee of the Authority or any of its affiliated agencies for the purpose of influencing a Board Member's vote on the Proposal;

3. Testifies in person before the Board Members of the Authority for the purpose of influencing a Board Members vote on the qualification

4. Otherwise acts to influence the Board Members on the vote of the qualification.

2. "License, permit or other entitlement for use" means all business, professional, trade, and land use licenses and permits, and all other entitlements for use, including all entitlements for land use, all contracts (other than competitively bid, labor, or personal employment contracts), and all franchises.

3. "Agent" is someone who represents you in connection with a proceeding involving a license, permit, or other entitlement for use. If an individual agent acting as an agent is also acting in his/her capacity as an employee or member of a legal, architectural, engineering, or consulting firm, or similar business entity, both the business entity and the individual are "agents."

To determine whether you have made a gift of \$10 or more, gifts made by you within the preceding 12 months must be aggregated with those made by your intermediary or agent within the preceding 12 months. Gifts or donations made to different members or alternates are not aggregated.

A list of the members and alternates of the Board of Directors is attached

PARTICIPANT GIFT FORM

To be completed only if gifts or donations have been made in the preceding 12 months of the decision in the proceeding.

Participant's Name: _____

Participant's Address: _____

Application or Processing: _____

Title and Number:

Board Member(s) or alternates(s) to whom you , your intermediary and your agent made gifts in excess of \$10 in the preceding 12 months of the decision in the proceeding.

Name of Member: _____

Date(s): _____

Amount(s): _____

Name of person making gift (if other than the party)

Name of Member: _____

Name of Contributor (if other than Participant): _____

Date(s): _____

Amount(s): _____

[Attach additional forms if necessary.]

Date: _____

Signature of Party and/or Agent

AUTHORITY BOARD OF DIRECTORS

Doug Tessitor, Chair
City of Glendora, Council Member
116 E. Foothill Blvd.
Glendora, CA 91741

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Los Angeles, CA 90028

Paul Leon, Voting Member
City of Ontario, Mayor
303 "B" Street
Ontario, CA 91764

John Fasana, Voting Member
City of Duarte, Council Member
1600 Huntington Drive
Duarte, CA 91010

Bill Bogaard, Non-Voting Member
City of Pasadena, Mayor
100 N. Garfield Avenue, Suite S228
Pasadena, CA 91109

Daniel M. Evans, Non-Voting Member
Board of Directors
1427 Monterey Road
South Pasadena, CA 91030

Carrie Bowen, Non-voting Member
California Department of Transportation,
District 7 Director
100 S. Main Street, Suite 100
Los Angeles, CA 90012

Alan Wapner, Non-Voting Member
City of Ontario, Council Member
303 E B Street
Ontario, CA 91764

AUTHORITY BOARD ALTERNATES

Mary Ann Lutz
Alternate for Sam Pedroza
City of Monrovia, Mayor
415 S. Ivy Avenue
Monrovia, CA 91016

Daniel M. Evans
Alternate for Doug Tessitor
1427 Monterey Road
South Pasadena, CA 91030

ATTACHMENT E

DRUG FREE WORKPLACE CERTIFICATE

The undersigned applicant, or person who is the subject of the proceeding involving a license, permit, or other entitlement for use pending before the board of directors of the Authority, or any of its affiliated agencies, hereby certifies that it will provide a drug-free workplace program by:

1. Publishing a statement notifying its employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the applicant's workplace, and specifying the actions that will be taken against employees for violations of such prohibition;
2. Establishing a continuing drug-free awareness program to inform its employees about:
 - a. The dangers of drug abuse in the workplace;
 - b. The Applicant's policy of maintaining a drug-free workplace;
 - c. Any available drug counseling, rehabilitation, and employee assistance programs;
and
 - d. The penalties that may be imposed upon employees for drug abuse violations occurring in the workplace;
3. Giving all employees engaged in performance of the contract a copy of the statement required by paragraph 1;
4. Notifying all employees in writing that as a condition of employment on a covered contract, the employee shall:
 - a. Abide by the terms of the statement; and
 - b. Notify the applicant in writing of the employee's conviction under a criminal drug statute for a violation occurring in the workplace no later than five (5) calendar days after such conviction;
5. Notifying the Authority in writing within ten (10) calendar days after receiving notice under paragraph 4(b) above, from an employee. The notice shall include the position and/or title of the employee;
6. Within thirty (30) calendar days after receiving notice under paragraph 4(b) of a conviction, taking one of the following actions with respect to said employee.

- a. Taking appropriate personnel action against such employee, up to and including termination; and/or
- b. Requiring said employee to participate satisfactorily in a drug abuse assistance or rehabilitation program approved for such purposes by a federal, state or local health, law enforcement, or other appropriate agency.

7. Making a good faith effort to maintain a drug-free workplace program through implementation of paragraphs 1 through 6.

Applicant: _____
 (Please print or type)

By: _____
 Authorized Signature

 Name of Authorized Signature Date

 County Of Affix Corporate Seal

 State Of (If Applicable)

The foregoing instrument was acknowledged before me on this _____ day
 of _____, 20_____.

By _____

_____ An individual acting in their own right;

_____ Of _____
 Title Corporation/Company

a _____ Corporation, on behalf of the corporation.
State

_____ Acknowledging partner/agent on behalf of _____
Name of partnership
a partnership.

This person is personally known me or has produced _____ as
identification and who (did/did not) take an oath.

Signature of Person Taking Acknowledgment

Place Notary Seal Here

In lieu of Stamp: _____
Type or Print Name

Title

Expiration

ATTACHMENT F

CERTIFICATION REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION

- LOWER TIER COVERED TRANSACTIONS-

1. By signing and submitting this certification with the Proposal, the prospective lower tier applicant is providing the certification set out below.
2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier applicant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the Authority may pursue available remedies, including suspension and/or debarment.
3. The prospective lower tier applicant shall provide immediate written notice to the Authority if at any time the prospective lower tier applicant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
4. The terms “debarment,” “suspension,” “ineligible,” and “voluntary exclusion,” as used in this clause, have the meanings set out in the Definitions section of rules implementing Executive Order 12549 [2 C.F.R. Part 1200 (formerly 49 C.F.R. Part 29) and 2 C.F.R. Part 180]. You may contact the Authority for assistance in obtaining a copy of those regulations.
5. The prospective lower tier applicant agrees by submitting this Proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized in writing by the Authority.
6. The prospective lower tier applicant further agrees by submitting this qualification that it will include the clause entitled “Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction -” without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
7. An applicant in a covered transaction may rely upon a certification of a prospective applicant in a lower tier covered transaction that it is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. An applicant may decide the method and frequency by which it determines the eligibility of its principals. Each applicant may, but is not required to, check the Nonprocurement List issued by U.S. General Services Administration.

8. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of an applicant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.

9. Except for transaction authorized under paragraph 5 of these instructions, if an applicant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the Authority may pursue available remedies, including suspension and/or debarment.

"Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion

- Lower Tier Covered Transaction"

State of _____ County of _____

I, _____, hereby attest and swear that I am

_____ of _____ and the
(Title) (Firm)

named firm is submitting the attached bid for the project(s) identified as follows:

Metro Gold Line Foothill Extension RFP C1140.

I further hereby certify that:

1) I am either an officer, director, owner, partner, key employee, or other person within the prospective lower tier applicant with primary management or supervisory responsibilities; and

2) To the best of my knowledge and belief, the prospective lower tier applicant and its "principals" [as defined at 49 C.F.R. § 29.105(p)]:

- a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.

When the prospective lower tier applicant is unable to certify to any of the statements in this certification, such prospective applicant shall attach an explanation to this bid.

Affiant

Sworn to and subscribed before me this _____ day of _____, 20_____

Notary

My commission expires

ATTACHMENT G

CERTIFICATE OF RESTRICTION ON LOBBYING

The applicant certifies, by signing this certification, to the best of their knowledge and belief that:

1. No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any Federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, or the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any person of any Federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement or the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan or cooperative agreement, the undersigned shall complete and submit the attached Standard Form - LLL, "Disclosure Form to Report Lobbying," in accordance with its instruction.

This certification is a material representation of fact upon which reliance will be placed when this transaction is made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Section 1352 of Title 31 of the United States Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each failure.

The Proposer also agrees by submitting its Proposal that it shall require that the language of this certification be included in all lower tier subcontracts, which exceed \$100,000 and that all such subconsultants shall certify and disclose accordingly.

Name of Authorized Signature	Date
------------------------------	------

Signature

ATTACHMENT H

NOT USED

ATTACHMENT I

ORGANIZATIONAL CONFLICTS OF INTEREST DISCLOSURE STATEMENT

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

1. Policy

An organizational conflict of interest means that because of other activities, relationships, or contracts, an applicant is unable, or potentially unable, to render impartial assistance or advice to the Authority; a consultant's objectivity in performing the contract Work is or might be otherwise impaired; or a consultant has an unfair competitive advantage.

2. Disclosure

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present or planned interest(s) of the Applicant's team (including proposed consultants, subconsultants and their respective personnel) which may result, or could be viewed as, an organizational conflict of interest in connection with the RFP.

3. Explanation

In the space below, and on supplemental sheets as necessary, identify steps that have been or will be taken to avoid or mitigate any organizational conflicts of interest described herein.

4. Certification

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Organizational Conflicts of Interest Disclosure Statement, other than as disclosed above.

Signature

Name

Title

Firm Name

APPENDIX 1

Form of Azusa to Montclair Engineering and NEPA Support Services Contract

[*See Attached*]