

**Request for
Developer Qualifications**

for the

Lake Merritt BART Station

**San Francisco Bay Area Rapid Transit District
Real Estate and Property Development
300 Lakeside Drive, 22nd Floor
Oakland, CA 94612**

March 2, 2018

**Pre-Submittal Conference: March 15, 1:00-3:00 PM
Statements of Qualifications Due April 16, 2018**

REQUEST FOR QUALIFICATIONS

LAKE MERRITT BART STATION

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I. INTRODUCTION

The San Francisco Bay Area Rapid Transit District (BART) is pleased to announce the availability of property it owns at the Lake Merritt BART Station in Oakland, CA for private development. BART is seeking a Developer or Developer Team to complete a mixed-use, mixed-income, high rise development on two BART-owned parcels adjacent to the Lake Merritt BART station.

The property offering (the “Property”) includes two city blocks adjacent to the Lake Merritt BART Station, whose location is shown in Exhibit 1: first, the BART patron parking lot parcel; second, the Joseph P. Bort Metro Center (Metro Center) block, located at 101 Eighth Street, directly across from the Lake Merritt BART Station Plaza site. These sites are shown in Exhibits 2 and 4, and are described in more detail in Section II.

BART is seeking to enter into an Exclusive Negotiating Agreement (ENA) with a Developer or Developer Team for project development. If a proposed development resulting from this ENA is approved by the Oakland City Council and BART Board of Directors, the Developer or Developer Team will enter into a ground lease agreement with BART for a duration to be negotiated during the ENA process. Per BART policy, BART no longer sells its property for transit-oriented development.

BART is soliciting qualifications to select a developer who will work jointly with BART, the City of Oakland, and the community to establish, build and manage a feasible development program on the Property near the Lake Merritt BART Station.

II. SUMMARY OF THE OFFERING

A. Property and Site Description

The Property being offered by BART for development consists of the **Lake Merritt BART Parking Lot parcel** (APN 1-169-1) and the **Metro Center Parcel** (APN 1-171-2). The two parcels are city blocks of approximately 60,000 square feet each. The Parking Lot parcel is bounded by 8th Street to the south, 9th Street to the north, Oak Street to the west and Fallon Street to the east. The Metro Center parcel is bounded by 7th Street to the south, 8th Street to the north, Madison Street to the west and Oak Street to the east. Exhibit 3 provides a map indicating the two parcel sites.

The Parking Lot parcel includes two (2) at-grade access entrances to the underground BART station along with a small transit plaza, bicycle parking, bus shelter, and approximately 100 patron parking spaces. BART is supporting redevelopment of this site without replacement of patron parking spaces. Both the Lake Merritt Station Area Plan and BART's TOD Policy envision little to no replacement BART patron parking at this site. Additionally, the selected developer may choose to modify or incorporate the station entrances and/or bus intermodal area as part of the project at their own expense, in collaboration with BART. BART's underground operating guideway traverses the parcel diagonally below-grade from west to east. Further details on the guideway will be provided to the selected developer or Short List of development teams.

The Metro Center site is primarily occupied by a 103,296 sq. ft., 4-story building built in 1984. The BART Police Department's mission-critical facilities currently occupy approximately 42,000 sq. ft., and Asian Health Services and the East Bay Asian Local Development Corporation lease approximately 37,000 sq. ft. on the ground floor. A 50-space parking lot, partially below grade along the 7th Street edge of the block is occupied by the BART Police. Further details on the building will be provided to the selected developer or Short List of development teams.

B. Development Goals and Objectives for the Lake Merritt Station Property

BART's list of goals and objectives for this project are summarized on the following page. These are not requirements for the project, but are intended to guide the project from solicitation through construction as BART's desired expectations. BART has hosted three stakeholder meetings to create and refine this list. Meeting materials, including meeting notes and letters received from stakeholders, can be found on the project website: www.bart.gov/TODLakeMerritt.

A. Complete Communities

1. **Engage with community** in the development of the project, to ensure an equitable development project that aims for the highest community use
2. **Enhance the livability and vitality of the neighborhood** surrounding the Lake Merritt Station. In particular celebrate the existing vibrancy and history of Chinatown, including a visual and physical connection down 9th Street towards Franklin, while also connecting to Laney College, Oakland Museum of California, and other nearby destinations
3. Use strong urban design to provide **high quality, active, and safe public and civic spaces**
4. **Create active ground floors** on 8th, 9th, Oak, Madison, Fallon, emphasizing uses that complement and leverage the surrounding area

B. Sustainable Communities Strategy

1. **Deliver commercial and residential high-rise uses at the station** to support Plan Bay Area envisioned growth in the “Downtown & Jack London Square” Priority Development Area. Allow mid-rise development (6-8 stories) only for affordable units
2. **Incorporate green and sustainable design** to minimize vehicle- and building-related greenhouse gas emissions
3. **Explore creative, innovative approaches to development**

C. Ridership

1. **Increase BART ridership at times and locations when BART has capacity**, especially through delivery of uses encouraging reverse commutes and off-peak trips

D. Value Creation & Value Capture

1. **Deliver a feasible development** that generates long term revenue to support BART operations
2. **Participate in future district-wide financing efforts** (such as parking management or community benefit districts) to fund larger scale community investments, including quality public spaces and other investments that bring about neighborhood-wide improvements

E. Transportation Choice

1. **Ensure access improvements offset loss of BART park and ride spaces** and offer viable non-auto alternatives to BART patrons in larger station catchment area
2. **Minimize neighborhood traffic and congestion impacts.** Minimize parking for all uses. Aim for GreenTRIP certification or equivalent through shared, unbundled priced parking, transportation demand management
3. **Leverage the rich transit network to support active transportation goals through project design:** 8th Street transit corridor, 8th & 9th St pedestrian improvements, multimodal hub for connecting bus service
4. **Collaborate to meet long term transit needs, e.g.:** BART Police HQ needs; interface with Transit Operations Facility and Plaza; station entrance capacity; Improving overall transit hub facilities

F. Affordability

1. **Minimum of 20% of housing units will be affordable** to low and very-low income households or below, and support BART’s 35% systemwide affordability goal by aiming for a higher percentage of affordable units. Strive to provide affordable units that serve a diversity of household types and sizes
2. Support local economy through **project labor agreements** for construction of project. Aim for Small Business Enterprise inclusion
3. Include **affordable commercial space options** for non-profit users, working with the community to define affordable space that works for local uses
4. Establish a **positive, productive, and thoughtful approach to prioritization of community benefits**

III. POLICIES AND PLANS

A. BART Policies Affecting Transit-Oriented Development

1. General

BART is the steward of a large-scale public investment which includes important real property assets essential to BART's operation. These assets also contribute to the ongoing financial viability of the transit system. By promoting high quality, intensive development on and near BART-owned properties, the District can increase ridership in areas where BART has capacity, support long-term system sustainability, and generate new revenues for transit. BART's Transit-Oriented Development (TOD) goals, as contained in the District's TOD Policy (see BART's website www.bart.gov/TOD) adopted by the BART Board of Directors on June 9, 2016, consist of:

- A. *Complete Communities*. Partner to ensure BART contributes to neighborhood/district vitality, creating places offering a mix of uses and incomes.
- B. *Sustainable Communities Strategy*. Lead in the delivery of the region's land use and transportation vision to achieve quality of life, economic, and greenhouse gas reduction goals.
- C. *Ridership*. Increase BART ridership, particularly in locations and times when the system has capacity to grow.
- D. *Value Creation and Value Capture*. Enhance the stability of BART's financial base by capturing the value of transit, and reinvesting in the program to maximize TOD goals.
- E. *Transportation Choice*. Leverage land use and urban design to encourage non-auto transportation choices both on and off BART property, through enhanced walkability and bikeability, and seamless transit connectivity.
- F. *Affordability*. Serve households of all income levels by linking housing affordability with access to opportunity.

Additionally, the BART Board adopted quantifiable performance targets for the TOD Program on December 1, 2016. These targets can also be found online at www.bart.gov/TOD. Most notably, BART aims to produce 20,000 housing units and 4.5 million square feet of office/commercial space by 2040, with a goal that 35% of housing, or 7,000 units, will be affordable. The targets establish a system-wide parking maximum of 0.9 spaces/unit and 1.6 spaces/1,000 square feet of office for BART properties. Additionally by 2040, the targets state that ¾ of BART TOD projects will incorporate Transportation Demand Management (TDM) programs to reduce vehicle trips.

2. Project Stabilization Agreements, Small and Local Businesses, and Prevailing Wages

On November 17, 2011, the BART Board adopted a policy requiring Project Stabilization Agreements (PSA) with Local Hire Provisions on TOD Projects (refer to Appendix I of BART's TOD Guidelines). The Policy, in part, requires as a condition of final approval of a development agreement, and to the extent allowed by law, that BART's selected developer will enter into a PSA as defined in the policy.

BART is also committed to fostering opportunities for small and local businesses and will work with developers to facilitate connections with relevant, certified small businesses seeking to work on the project.

Lastly, depending on the provisions of any ground lease that may be entered into relating to the Property, the construction of the development may be required to comply with the California Labor Code provisions relating to prevailing wages on public works projects (Labor Code sections 1720 *et seq.*).

3. Affordable Housing

While the TOD Policy and Performance Targets establish a 35% affordability goal for the entire BART TOD Portfolio, the BART Board also adopted an Affordable Housing Policy on January 28, 2016. The Policy requires at least 20% of all units on BART property at any given station to be affordable, with a priority for residential units affordable to very low- and low-income households. The policy requires BART to evaluate proposals during the solicitation process on the basis of quantity and depth of affordability.

4. TOD Guidelines

A full summary of BART's policies and expectations related to transit-oriented development on and beyond its property can be found in the BART TOD Guidelines, available at <http://www.bart.gov/about/business/tod/guidelines>.

5. Regional Water Quality Control

The project will be required to comply with the Regional Water Quality Control Board (RWQCB) requirements set forth for both storm water quality and 100% trash capture. BART maintains a permit for storm drain management through a modified MS4 (municipal separate storm sewer system) permit issued by the RWQCB. The project will be required to comply with all aspects of this permit and to enter into a maintenance agreement for storm water management that will include submitting annual reports and water quality sampling results for the life of the project.

6. Additional Resources

The following links provide resources outlined in the RFQ above as well as additional resources that may be useful to prospective development teams.

- General Guidelines for Design and Construction Over or Adjacent to Bart's Subway Structures: http://www.bart.gov/sites/default/files/docs/Gen_Guide_Subway_062012.pdf
- Station Profile Study: <http://www.bart.gov/about/reports/profile>
- Station Access Policy: <https://www.bart.gov/about/planning/access>
- TOD Policy, Performance Targets, and Guidelines: <http://www.bart.gov/about/business/tod/guidelines>

- Station Renaming Policy: Appendix J of TOD Guidelines
<http://www.bart.gov/about/business/tod/guidelines>
- Lake Merritt Plaza/Transit Operations Facility Information:
<http://www.bart.gov/about/planning/lakemerritt>
- Affordable Housing Policy: http://www.bart.gov/sites/default/files/docs/C-%20Affordable%20Housing%20Policy%20Adopted%201-28-16_0.pdf

B. Lake Merritt Station Area Plan

In July 2008, the City of Oakland received a grant from the Metropolitan Transportation Commission, with additional funds from the City of Oakland, the Peralta Community College District, and BART, to conduct an interactive community planning process to form a vision for the area around the Lake Merritt BART Station.

As a result of that process, in December of 2014, the Oakland City Council adopted the Lake Merritt Station Area Plan, along with associated design guidelines, zoning regulations and Environmental Impact Report (EIR). The Lake Merritt Station Area Plan is a Specific Plan for the roughly one-half mile radius around the Lake Merritt BART Station in Downtown Oakland, as shown in Exhibit 3. The purpose of the Plan is to provide a roadmap to bring the community-based vision to reality: it establishes policies and improvements that support the vision, and then outlines an implementation action plan to realize a range of programmatic and project-based improvements that together realize the vision. By 2035, the Plan envisions 4,900 new housing units, 4,100 new jobs, 404,000 square feet of additional retail, and 1,229,000 square feet of new office uses in the neighborhood. The Plan also identifies improvements related to placemaking, transportation, public safety, and economic development, as well as a wide range of desired community benefits. The development proposed should be consistent with the Station Area Plan and associated implementation documents.

Following are the eleven vision statements the community identified during the creation of the *Lake Merritt Station Area Plan*:

1. Create a financially feasible, implementable plan that is the result of an authentic community engagement process and is inclusionary of all community voices.
2. Create a more active, vibrant, and safe district to serve and attract residents, businesses, students, and visitors.
3. Provide for community development that is equitable, sustainable, and healthy.
4. Increase use of non-automobile modes of transportation.
5. Increase the housing supply to accommodate a diverse community, especially affordable housing and housing around the Lake Merritt BART station.
6. Increase jobs and improve access to jobs along the transit corridor.
7. Provide services and retail options in the station area.
8. Identify additional recreation and open space opportunities.
9. Celebrate and enhance the heritage of Chinatown as a cultural asset and a regional community destination.

10. Maximize the land use and development opportunities created through preservation and restoration of historic buildings.
11. Establish the Lake Merritt Station Area as a model with innovations in community development, transportation, housing, jobs, and businesses and environmental, social, and economic sustainability, and greenhouse gas reductions.

The Plan identifies the BART properties in particular as catalyst sites in creating a hub of activity, commerce, accessibility, and safety. The plan includes the following policies specific to development on the Lake Merritt BART Sites:

- **High intensity development.** Promote high intensity development on the BART-owned blocks to support transit-oriented development. Ensure neighborhood compatibility through application of design guidelines.
- **Community benefit.** New development on the Lake Merritt BART blocks should reflect the unique community heritage of Chinatown, serve the existing and future community, and incorporate public amenities.
- **Community involvement.** Work closely with the community and BART to develop the desired program of uses for the Lake Merritt BART blocks and ensure the provision of an appropriate range of community services, public uses, and amenities throughout the area.
- **Catalyst development.** Promote development on the Lake Merritt BART blocks that acts as a catalyst project that creates an active neighborhood hub and serves as part of activated spines along 8th, 9th, and Oak Streets, connecting the heart of Chinatown, the Lake Merritt BART Station, and Laney College.

The Specific Plan and associated implementation documents provide guidance on land use, development density, open space, streetscape and circulation, community resources, economic development, and infrastructure requirements. The Specific Plan has legal authority as a regulatory document. The Specific Plan and associated documents can be found at the following City website, which also contains a host of other related documents and materials:

<http://www.business2oakland.com/lakemerrittsap> (see the “Reports” section).

In support of high-density, mixed use development, the sites are in an area designated for building heights up to 275 feet on the BART properties, and require ground-level, pedestrian-oriented, active storefronts, with a range of possible residential and office uses on the upper floors.

The Specific Plan’s Environmental Impact Report assessed the potential environmental impacts of the development program and policies described in the Plan. Projects that are consistent with the Specific Plan may be able to use the streamlining/tiering provisions of the California Environmental Quality Act (CEQA) to the maximum feasible extent, so that future environmental review can be expeditiously undertaken without the need for repetition and redundancy, as provided in CEQA Guidelines section 15152 and elsewhere.

C. Regional Plans and Forecasts

The project would be supportive of Plan Bay Area, the San Francisco Bay Area’s Sustainable Community Strategy. Plan Bay Area builds on earlier work to develop an efficient transportation network, provide more housing choices and grow in a financially and environmentally responsible way. One component of the plan includes projections of growth for identified Priority Development Areas. The properties are located in the Downtown/Jack London Square Priority Development Area, which forecasted growth as shown below:

Households
 2010: 13,537
 2040: 32,821

Jobs
 2010: 72,937
 2040: 111,370

The State of California also requires that each City adopts a housing element that identifies a path to achieving the existing and projected housing needs of the community, as defined by the State and the Association of Bay Area Governments (ABAG). The City of Oakland Regional Housing Need Allocation for 2014 through 2022 is shown in the following table:

Income Category	Number of Housing Units
Very Low	2,059
Low	2,075
Moderate	2,815
Above Moderate	7,816
Total	14,765

D . City of Oakland Entitlement Process

Once a development proposal has been selected by BART for the Property, the selected Developer or Developer Team, in close collaboration with BART, would be expected to lead in securing entitlements for the development.

The City of Oakland’s Planning and Building Department administers the local land use entitlement process through the Bureau of Planning. The basic steps in the entitlement process are as follows:

1. Zoning Pre-Application

A Zoning Pre-Application is required. The Pre-Application is submitted prior to submitting the formal Zoning Application and typically includes a meeting with the project’s representatives and a staff planner. A Pre-Application does not guarantee the approval of a Zoning permit, but it does provide an opportunity to outline the specific zoning issues, permits and procedures (e.g., Variances, Use Permits, and Regular Design Review) associated with the project and prepare a strong application.

2. Zoning Application for Development Review

Major permits, such as Major Design Review, Major Conditional Use Permit, Development Agreements, or Planned Unit Development are brought to the Oakland Planning Commission for review and decision. Planned Unit Developments with significant transportation improvements are also reviewed by the City's Bicyclist and Pedestrian Advisory Commission. Environmental review also occurs concurrently during this phase. The Project and Environmental Impact Report (EIR) will also need to be approved by the BART Board of Directors.

Any questions about City of Oakland Planning and Building Department policies or entitlement processes should be directed to BART by March 22, 2018, consistent with Section VIII-C below. BART will coordinate with appropriate City of Oakland staff to provide responses to interested parties as part of BART's written response to questions.

3. Other City Resources

For more information on City of Oakland requirements related to development, please refer to the following resources (may not be a comprehensive list):

- City of Oakland Planning and Zoning website:
<http://www2.oaklandnet.com/government/o/PBN/OurOrganization/PlanningZoning/index.htm>
- Lake Merritt Station Area Specific Plan:
<http://www2.oaklandnet.com/Government/o/PBN/OurServices/Plans/DOWD008198>
- City Impact Fee Administrative Regulations and Manual:
<http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/oak067718.pdf>
- City of Oakland Transportation Impact Review Guidelines for Land Use Projects:
<http://www2.oaklandnet.com/Government/o/PBN/OurServices/Plans/DOWD008198>
- Sample of CEQA Documents from City of Oakland:
<http://www2.oaklandnet.com/Government/o/PBN/OurServices/Application/DOWD009157>

IV. REGIONAL AND LOCAL SETTING

A. City of Oakland

The City of Oakland is located on the east side of the San Francisco Bay in the County of Alameda. Oakland is bordered by 19 miles of coastline to the west and rolling hills to the east, which provide unparalleled vistas of the Bay and the Pacific Ocean. In between are traditional, well-kept neighborhoods, a progressive downtown, and superior cultural and recreational amenities. Oakland serves as the administrative hub of the County of Alameda, the regional seat for the federal government, the district location of primary state offices, and the center of commerce and international trade for the Bay Area.

Oakland is the eighth largest city in the State of California, with an estimated population of 404,355, and a wealth of resources and opportunities. It is home to the Port of Oakland, which handled approximately 2.4 million 20-foot freight containers in 2014, valued at more than \$40 billion. Oakland International Airport has undergone a \$300 million Terminal Improvement program; the Oakland Global Trade & Logistics Center (the former Oakland Army Base) is engaged in a \$400 million revitalization and redevelopment process; and \$115 million of new construction and improvements have been completed in Oakland City Center.

Oakland is a central hub for transit, with extensive intra-city bus lines served by AC Transit and nine BART stations, including the recent extension to the Oakland International Airport. It is also served by two Amtrak stations and a ferry terminal.

In concert with ongoing economic development efforts, the City strives to maintain a balance between old and new. Historic structures continue to be preserved and revitalized while new buildings are constructed. The City has completed its part in a \$350 million revitalization effort to create a multifaceted government center that links major historical landmarks with new developments. Major corporate headquarters include Clorox and Kaiser Permanente, which are in close proximity to many new businesses and various small retail shops that have sprung up in the Downtown area.

Oakland is a mature city that has been able to preserve its abundant natural beauty and resources. The City has over 100 parks (totaling over 2,500 acres) within its borders, as well as several recreational areas along its perimeter. Lake Merritt, the largest saltwater lake within a U.S. city, and the oldest officially declared wildlife sanctuary in the United States, borders the Downtown area. Its shoreline is a favorite retreat for joggers, families, office workers and picnickers. At dusk, the area sparkles as the Lake is lit with the "Necklace of Lights."

Oakland takes pride in the rich cultural heritage of its community. Today it is one of the most ethnically diverse major cities in the country and is comprised of many culturally rich districts, each with their own unique character and appeal, including neighborhoods near the Lake Merritt BART Station, such as Chinatown, West Oakland, Jack London District, Old Oakland, Uptown, Eastlake and Grand Lake, to name a few.

B. Lake Merritt Station and Area

1. Lake Merritt Station Area Context and Community Overview

The Lake Merritt BART Station area is located in the heart of Oakland's Downtown. The area includes the 20,000-student Laney College campus, Peralta Community College District administrative offices, Chinatown residential districts and commercial core, Lincoln Recreation Center, Lincoln Elementary, Downtown Educational Complex, Oakland Museum of California, Alameda County courthouse, recorder, assessor and other administrative offices, and the Kaiser Auditorium (under development). It is conveniently located near Lake Merritt and within walking distance of Chinatown, Jack London District, Old Oakland, Eastlake, and Uptown. The Lake Merritt neighborhood is identified as a Disadvantaged Community by the State of California: 40% of households are in poverty, 77% of residents are minorities, and 78% of local households are renters (Source: Health Disadvantage Index).

Historically, Oakland Chinatown was established in the 1860s or 1870s near the existing Chinatown Commercial core centered around 8th and Webster Streets and grew into a thriving commercial and residential district, expanding into surrounding areas over subsequent years, including to the BART Station sites. BART acquired the Property – which were part of Chinatown - in the late 1960s for the original construction of the system. Today Chinatown functions as a vibrant center for Asian culture, commerce, and community services in the City and in the larger region. Churches and temples dating from the 1870s, including City-landmarked buildings, such as the Chinese Presbyterian Church and the Buddhist Church of Oakland, continue to serve as a space for community gatherings and related social services. Madison Square Park, immediately west of the station site, functions as a community space, where hundreds of people do various martial arts, cultural dance forms, and exercise on a daily basis. Other cultural, service and recreational resources in the area include Oakland Asian Cultural Center, Asian Health Services, Oakland Asian Public Library, Oakland Chinatown Chamber of Commerce, Family Bridges, Hall of Pioneers and Sun Yat Sen Memorial Hall in Chinese Garden Park, Lincoln Square Recreation Center, Milton Shoong "Mun Fu Yuen" Chinese Cultural Center, as well as numerous Family and Regional Associations, all of which are significant to sustaining the cultural heritage of the area. As noted in BART's TOD Goals and Objectives for Lake Merritt, establishing a connection to Chinatown and connecting nearby destinations are important to future development and improvements on BART property. For more details on the history of the area, please see the Historic Resources section from the existing conditions document completed for the Lake Merritt Station Area Specific Plan: <http://www2.oaklandnet.com/oakca1/groups/ceda/documents/report/dowd009675.pdf>.

2. Lake Merritt BART Station and Other Transit Connections

BART currently operates approximately 124 miles of rapid heavy rail service serving 47 stations in four core counties of the Bay Area (Alameda, Contra Costa, San Francisco and San Mateo). In addition to providing critical access to the many destinations described in the previous section, the Lake Merritt BART Station serves an important role in the BART system. The Station is the access point for three BART lines (Blue, Orange and Green). At peak hours on weekdays, BART trains serve this station

every 4 to 7 minutes in the north and southbound directions. The BART Travel time from Lake Merritt station to other regional destinations is as follows:

- Downtown Oakland – 3 minutes
- Coliseum BART Station – 7 minutes
- Downtown San Francisco – 13 minutes
- Downtown Berkeley/University of California – 14 minutes
- Oakland International Airport – 20 minutes
- San Francisco International Airport – 55 minutes

The BART system will expand to serve additional destinations in 2018. The eBART extension to Antioch is scheduled to open in mid-2018, followed by the BART to Silicon Valley extension which will connect to San Jose destinations via a transfer to VTA Light Rail at the future Milpitas station. If funded, BART will ultimately connect directly to Downtown San Jose, Diridon Station, and Santa Clara.

Access improvements may require additional capacity for bus/shuttle loading and passenger drop off, especially on Oak Street. Bicycle lanes were recently installed on surrounding streets along with a bikeshare station, and additional secure bike parking is planned for the Lake Merritt BART station plaza site, and may also be recommended on the offered sites. Additional improvements proposed in the Lake Merritt Station Area Plan and being further explored in the Downtown Specific Plan (ongoing planning process) include potential two-way conversion and/or lane reductions on streets throughout the area, including on 8th, 9th, Oak and Madison Streets.

BART owns other property in the vicinity of the Property being offered. Concurrently, BART is planning a new Transit Operations Facility (TOF) and redesign of the Lake Merritt Plaza, adjacent to the Property offering. The new TOF will support improved and expanded BART operations and will be a 3-story facility, with opportunities for active retail and/or community uses at the ground floor. A study was undertaken to select the site for the TOF, and the Lake Merritt Plaza was identified as the preferred location due to its central location, the availability of space, and colocation with related systems. The TOF will be constructed where the BART Administration building was previously located. The Lake Merritt Plaza redesign will create a modernized and enhanced multimodal transportation hub and transit plaza that better serves the neighborhood. The project is being undertaken with the goal to support the vision of the Lake Merritt Station Area Plan. The Plan envisions the BART blocks as catalytic sites that establish an active neighborhood hub, provide pedestrian-oriented spines along 8th and 9th streets, and connect neighborhood assets. Construction is projected to begin in 2019/2020. More on this project is available at www.bart.gov/lakemerritt.

3. AC Transit Bus Service

The Lake Merritt BART Station Area is a hub for AC Transit. During peak commute hours, a combined 28 buses per hour are either arriving or leaving the area. **Exhibit 5** details the level of service for each of the lines servicing the station.

AC Transit provides access to Lake Merritt BART via three bus stops near the station, seven days a week:

- Westbound 8th Street, far side of Oak Street (18, 62)
- Northbound Oak Street, far side of 8th Street (62, 88, 96)
- Southbound Madison Street, far side of 9th Street (88, 96)

The bus stops for these lines are located between 80 and 500 feet from the various BART station entrances. The stops for lines 18 and 62 allow for easy transfers between bus and BART while the stop for 88 and 96 require a longer walk to transfer between the two services.

Over 3,000 AC Transit riders either start or end their bus ride at the Lake Merritt BART Station, about two percent of AC Transit's daily ridership. The Lake Merritt BART Station acts as a crucial transfer point for AC Transit riders coming from Alameda, Berkeley, the Dimond District, and East Oakland.

V. SUBMITTAL REQUIREMENTS

A. Preparation and Submission of Statements of Qualification

Responding to this Request for Qualifications is the first step in what may evolve into a formal two-step process. Depending upon material submitted, BART may choose to issue a formal Request for Proposals in order to differentiate between qualified development teams. Alternatively, BART may choose to select a development team with which to enter into exclusive negotiations based solely on review of the Statement of Qualifications. Neither architectural drawings nor detailed business terms are required during the first stage of the process.

While BART will engage an evaluation committee including external stakeholders, BART is the sole and final decision-maker regarding the selection of a development team, and it reserves the absolute right to issue a Request for Proposals, to select a development team, or to reject any or all submittals. The issuance of this Request for Qualifications (RFQ) and any subsequent Request for Proposals does not commit BART to select any firm, to pay any costs incurred in the preparation of submittals, to award any contract or development rights, or take any further actions with regard to the development of the Property.

Please submit clear and concise responses with the information requested below, including a table of contents at the front of the response. Statements of Qualification should be organized as follows.

1. Transmittal Letter

The transmittal letter should include the following information:

- Name, address, telephone, e-mail, fax numbers, etc. for the lead development company.
- Legal structure of lead development company or anticipated entity (e.g., corporation, joint venture, limited partnership, etc.).
- Name, title, address, telephone number, e-mail, fax number, and address of the person designated as the primary contact for the lead development company.
- Names and relationships of all companies included in the qualification submittal (e.g., economic consultant, architect, traffic consultant, cost estimator, etc.).

2. Development Team Summary

BART does not require respondents to identify all the professionals that might eventually be involved in the project at this time. Please note, however, that the evaluation criteria to be used in identifying a preferred development team contain a variety of topics that may or may not be addressed solely by a developer. Experience and capability in these topics will be examined by BART during the evaluation process. Developers should consider identifying team members at the outset with experience in these topics to better position themselves in the evaluation process. To the extent that a more comprehensive set of team members can be identified (e.g. architect, consultants), please do so by providing the following information for each member of your team.

- Name, address, telephone, e-mail, fax numbers
- A description of the roles of key team members and one- to two-page resumes of relevant staff assigned to this project.
- Description of core business activities
- Number of years in business
- Number of full-time employees
- Supplemental materials such as company brochures, etc.
- Status of team members certified under one or more of BART's applicable equity programs such as Small Business (SB) , Local Small Businesses (LSB), Lesbian, Gay, Bisexual and Transgender Business Enterprise (LGBTBE), Local Lesbian, Gay, Bisexual and Transgender Business Enterprise (LLGBTBE), Small Business Entity (SBE), Disadvantaged Business Enterprise (DBE), Minority Owned Business Enterprise(MBE), Women Owned Business Enterprise (WBE),Disabled Veteran Business Enterprise (DVBE) and Local Disabled Veteran Business Enterprise (LDVBE).

If the entity is a joint venture or other legal partnership, provide information on each partner and a description of prior working relationships.

3. Description of Relevant Experience

Please provide a description of at least three relevant projects, including at least one TOD project, completed by the development team. Members of the proposed development team for the project should have had a significant role in these past projects. For each project, please include the following.

- Project name, location and type of real estate product
- Description of the real estate product, its quality, and amenities
- Affordable housing units provided (if relevant), depth of affordability, and major funding sources used
- Number of off-street parking spaces provided, whether unbundled or priced, and comparison with City parking ratio requirements
- Description of placemaking, civic space, and other community benefits incorporated within previous projects, including how funded, operated and maintained
- Photos and site plans of the project
- Current status of the project (i.e., construction status or number of years since completion)
- Role of development team members on the project and the names and roles of other companies, organizations, or partners involved in the project
- Development cost and financing summary including primary sources of equity and debt
- Indication of whether the project involved a ground lease
- Indication of whether the project involved a business relationship with a public agency and a description of the nature of any such relationship
- Description of any culturally sensitive and/or neighborhood-serving elements of the development (in terms of design, use, or programming)
- Indication of any unique structural or engineering requirements of the site

- Description of any unique approaches to community engagement in project scoping, design and development.
- Description of negotiation process for community benefits packages

4. Preliminary Development Concept

Although this solicitation requests only qualifications, Proposers should submit a narrative description of the type of projects or development that they are interested in pursuing (preliminary development concept). Concept should include proposed uses, scale and/or density, proposed development scoping process including community and BART involvement, and demonstrated understanding of the neighborhood and community context.

5. Demonstration of Financial Capacity and Related Information

Please provide the following information to demonstrate the financial capacity to undertake and complete the development proposed in the preliminary development concept. This information should be submitted under separate cover and labeled “Confidential.” This information will be used solely for purposes of evaluation under the RFQ and will be treated as confidential.

- Financial Statements for the previous three fiscal years for the lead team members; certified statements are preferred
- Most recent annual report(s)
- List of any current non-performing or loan defaults in the past five years
- Description of instances in which a member of the development team or any named individual has been involved in litigation or other legal dispute regarding a real estate venture during the past five years. Include information regarding the outcome of the litigation or dispute
- Information about instances in which any member of the development team has ever filed bankruptcy or had projects that have been lost to foreclosure

6. References

Provide references with sufficient information to ensure easy contact. This should include company/organization names, titles, telephone numbers, and e-mail addresses for individuals who can provide information related to the following items:

- Financial contacts – Identify at least three contacts that have provided members of the development team with debt or equity financing of at least the magnitude likely to be required for the proposed project.
- Public or Government – Identify at least three public agency, county, city or other public officials who have been involved with a project completed by members of the development team (e.g., city managers, redevelopment staff, planning directors, economic development directors, transit officials, etc.)
- General – Provide the names of up to two other contacts that could provide information about the experience and capability of members of the development team to complete the proposed project.

B. Submission of Statements of Qualification

Respondents should submit nine (9) hard copies: one (1) unbound original and eight (8) bound copies of their qualifications, as well as one electronic PDF copy of the qualifications *without* financial information; and one (1) hard copy of financial information under separate cover marked “Confidential”, to:

San Francisco Bay Area Rapid Transit District
Attn: Yvette McCoy, Principal Property Development Officer
300 Lakeside Dr., 22nd Floor, Suite 2214
Oakland, CA. 94612
ymccoy@bart.gov

All submittals must be received by BART at the above address no later than 4:00 P.M, local time, On Monday April 16, 2018. Material received after this time may not be accepted.

C. Submission Confidentiality

The California Public Records Act (California Government Code Sections 6250 et seq.) mandates public access to government records. Therefore, unless the information is exempt from disclosure by law, the material submitted may be made available to the public.

VI. EVALUATION OF QUALIFICATIONS

An Evaluation Committee will be created to evaluate the submitted qualifications. The Committee will consist of representatives from BART, the City of Oakland, and community representatives. The Committee, at its discretion, may choose to conduct interviews with all or a short list of proposers and consider the interviews in making its recommendation. Those proposers will be provided an opportunity to make a presentation on their experience and how they would undertake the preliminary planning and feasibility assessment process.

Submitted qualifications, as clarified in interviews, if applicable, will be evaluated in accordance with the following criteria:

1. Direct relevant qualifications and experience of the development team.
 - Experience with similar transit-oriented development (TOD) projects, particularly:
 - High-rise office and residential development
 - Mid- or high-rise affordable housing development
 - Development with reduced or no private parking
 - Development of similarly sized property requiring high quality public spaces
 - Ground floor retail and/or community space
2. Experience with high-profile public-private projects with significant community involvement, including robust community engagement experience and involving community in design of project through charrettes or similar outreach
3. Urban design quality of past projects, including:
 - Success in activating quality ground level uses in an urban environment
 - Incorporating unique neighborhood-serving aspects that are sensitive to surrounding community context (e.g. retail, lighting, crime prevention through environmental design, signage, civic space, etc.)
 - Design that implements and integrates enhanced pedestrian, bicycle, and/or transit connectivity.
4. Experience incorporating transportation demand management amenities (e.g. transit passes for residents, bike share, car share) to reduce car ownership and encourage non-vehicular transportation modes.
5. Experience working in a challenging infill environment including one or more of the following issues:
 - Integration of development with a transit station or transportation facility
 - Structural enhancements to build over operating transportation network or other underground utility
 - Relocation or incorporation of public/civic facilities
6. Experience with green building
7. Experience negotiating community benefits packages and developing creative solutions to fund and finance community benefits
8. Experience and success working in partnership with a public agency as a landowner
9. Knowledge of Local/Community Context

- Demonstrated understanding of relevant neighborhood/community context, City of Oakland context, and Bay Area regional goals and issues and how the proposed development would incorporate this understanding
- Experience with collaborative approaches to scoping and design of development including involvement of local community groups
- Recognition of diverse and rich cultural context of the Lake Merritt and Chinatown neighborhoods and acknowledgement how any proposed development on BART property would take that into consideration

10. Financial capability of development team, including lender references

- Demonstrated ability to raise debt and equity for a project of the magnitude that is being considered
- Strength of current relationships with financial institutions
- Overall financial performance of past projects, including construction and operating experience
- Experience with long-term ground leases
- Experience in funding and integrating community benefits (e.g., affordable housing, community facilities, public space, community art) and placemaking elements into past projects
- Litigation and bankruptcy disclosures

The above described criteria will be used solely for the purposes of identifying qualified firms in a composite scoring range that best meet the Evaluation Committee's requirements.

VII.PRE-DEVELOPMENT COSTS

There are certain pre-development costs required of the Selected Developer that are associated with the Project:

A. Exclusive Negotiating Agreement (ENA) Deposit

The ENA would provide the Selected Developer an initial period during which it would exclusively negotiate the terms of the development with BART. Throughout the joint development effort between BART and the Selected Developer, the Selected Developer will be asked to fund BART's Lake Merritt Transit-Oriented Development working account, for the purposes of covering BART staff time and outside consultant expenses associated with reviewing the project scoping and design phase. To fund this account, BART will require the Selected Developer to take the following actions:

- Upon execution of the ENA the Selected Developer must make an initial deposit by submitting a check to BART totaling one hundred thousand dollars (\$100,000).
- Selected Developer must make all checks payable to the San Francisco Bay Area Rapid Transit District with the following note in the memo: "Lake Merritt ENA Deposit."

The above-mentioned deposit will be placed in an account controlled by BART to fund BART's pre-development expenditures associated with the Project, including but not limited to: legal fees, staff time for review of design, structural engineering, civil engineering, BART operations, maintenance, and safety needs in areas interfacing with the station, station access and transit hub design, reimbursement of outside consultant costs. From time to time, the Selected Developer will be obligated to deposit additional money into this account to assure sufficient funding for BART predevelopment expenditures for the Project.

B. Access Study Deposit

The proposed development will be built in an operating high capacity transit environment and BART patron access during and after construction is a high priority for BART. For this reason, the Selected Developer will be required to fund an access study that will be managed by BART and prepared by one of BART's on-call consultants. The estimated cost of the access study is \$150,000 - \$200,000, though the actual cost of the access study may vary from this range. This study will:

- Identify pedestrian and bicycle circulation enhancements required to ensure long term functionality and capacity of the BART station entrances on the Parking Lot site
- Identify on-site and area multimodal transportation improvements to ensure the development adequately incorporates access from the community to the BART station (with a focus on walk, bike, and transit access). This work will be coordinated with the City of Oakland's separate required transportation impact study.

- Address any impacts related to the loss of BART Patron Parking with non-auto access enhancements or other policy measures to ensure the project results in a gain in BART ridership, and consider parking management on a neighborhood wide scale.
- Identify transportation demand management principles to reduce project parking demand and minimize project-based vehicle miles traveled.

VIII. SCHEDULE OF ACTIVITIES

A. Request for Qualifications Timeline

The following timeline is provided for your scheduling information, but is subject to change at BART's discretion.

BART Issues RFQ	March 2, 2018
Pre-Submittal Conference	March 15, 2018
Written Questions on RFQ Due	March 22, 2018
Qualifications Submittal Due	April 16, 2018
Request for Proposals Issued to Short List	Week of May 14, 2018

B. Pre-Submittal Conference

Interested parties should attend the Pre-Submittal Conference, which will be held from 1:00 to 3:00 on Thursday, March 15, 2018 at the Metro Center Auditorium, 101 8th Street, Oakland, CA.

C. Submission of Questions and Requests for Clarification

Any questions or requests for clarification regarding this solicitation, including questions related to City of Oakland zoning or process, should be mailed to Yvette Mccoy, Principal Property Development Officer, at 300 Lakeside, 22nd floor, Oakland, CA 94612 or email at ymccoy@bart.gov no later than March 22, 2018. A single written response will be provided via BART's Transit-Oriented Development email list, and will be posted on the project website: www.bart.gov/TODLakeMerritt.

Sign up for email alerts on this and other BART TOD Projects on BART's website at <http://www.bart.gov/news/alerts>. Select "Transit-Oriented Development" under "Projects," towards the bottom of the topic list.

Exhibit 1: Lake Merritt BART Station Location

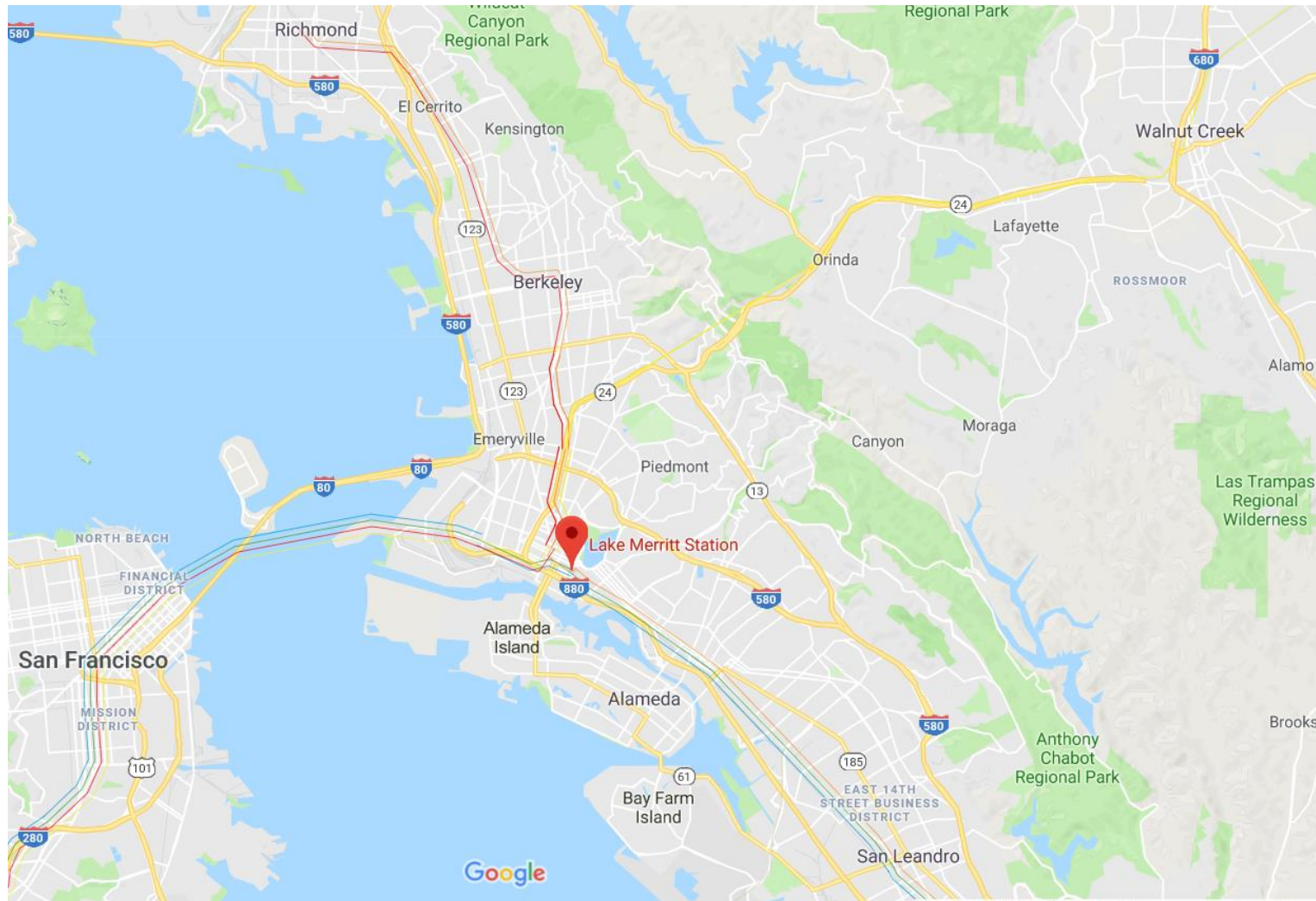


Exhibit 2: Lake Merritt BART Station Property Offering Area

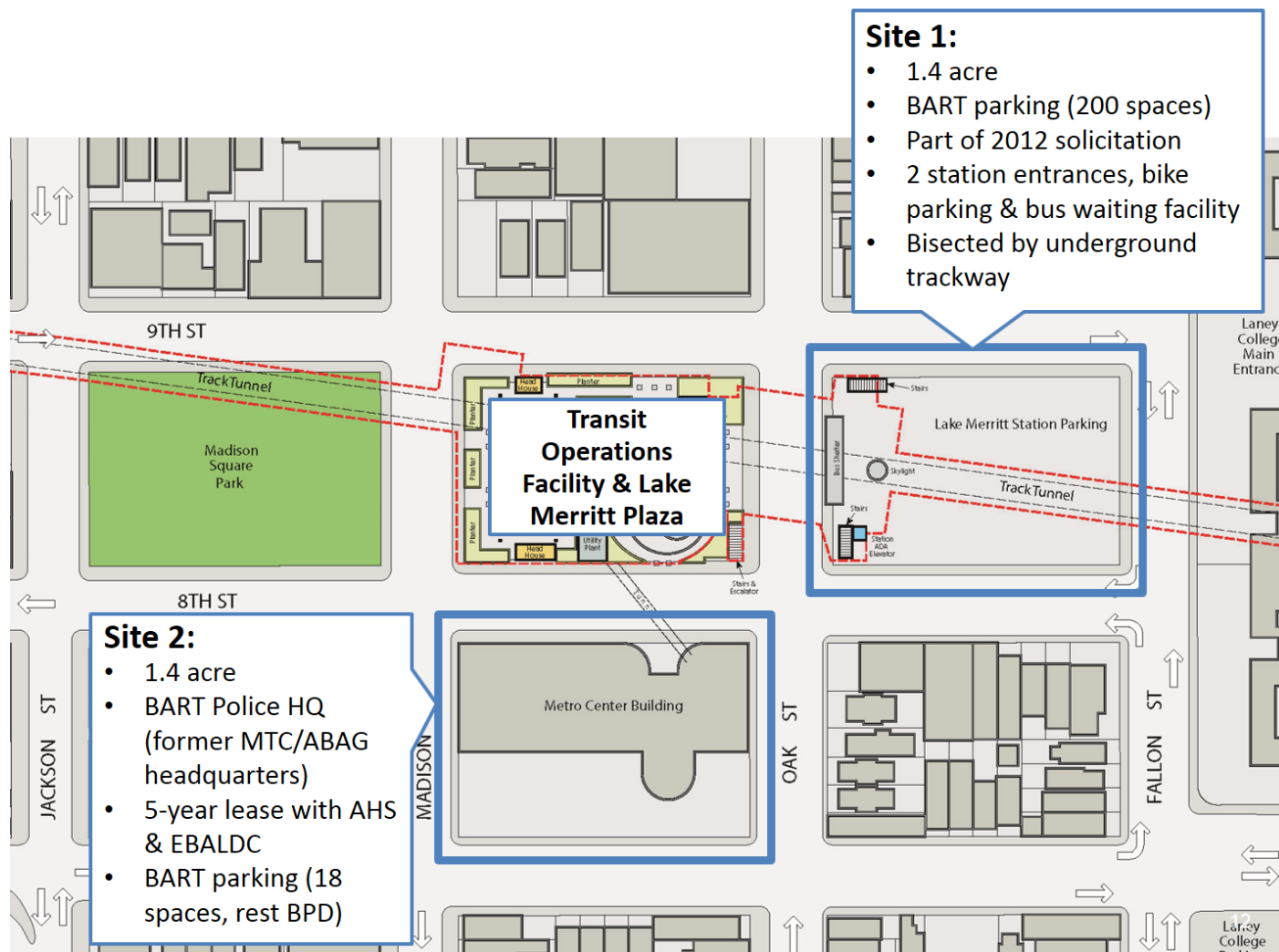


Exhibit 3: Lake Merritt BART Station Plan Study Area

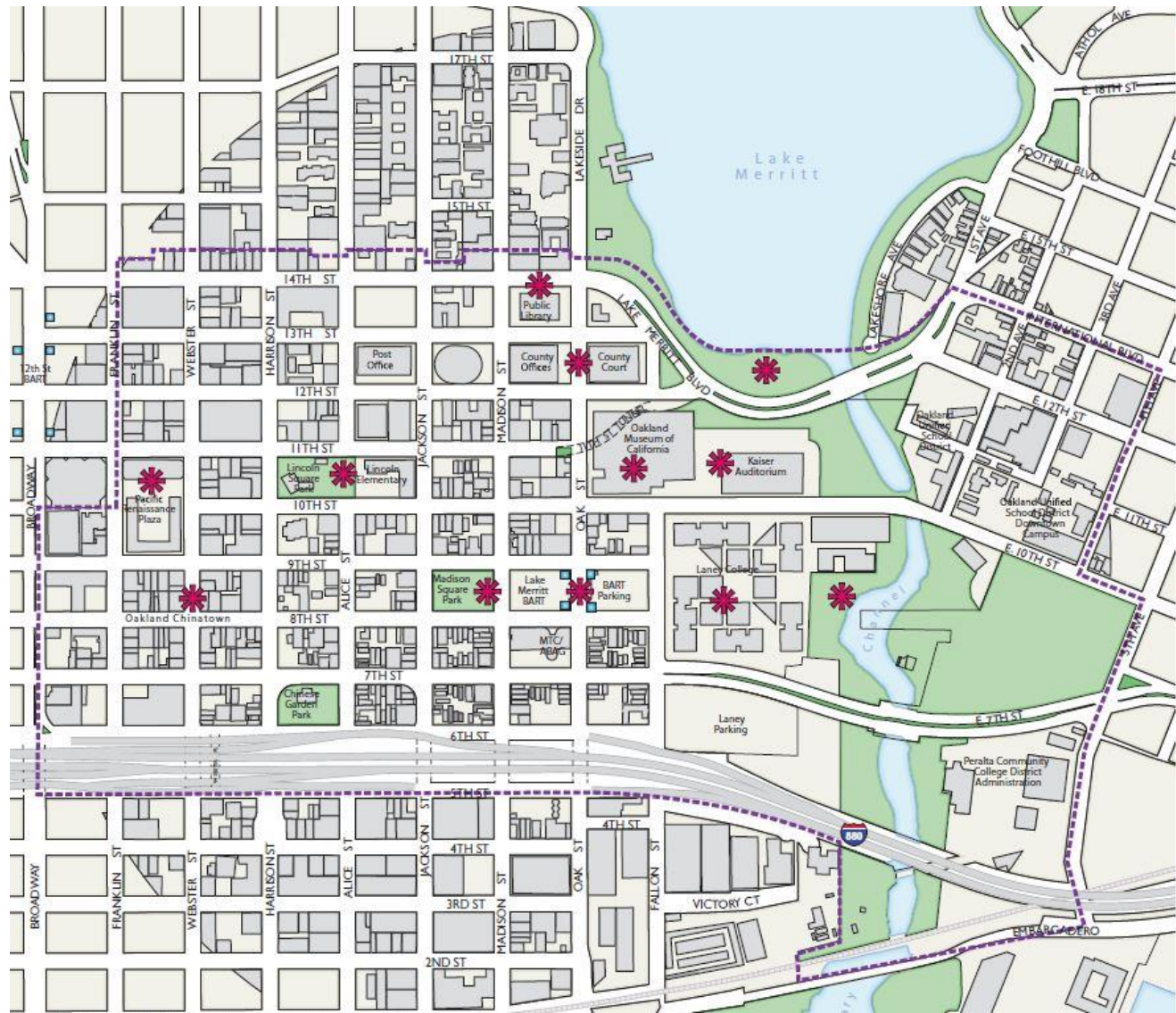


Figure 1.3:
PLANNING BOUNDARY

-  Planning Area
-  Key Assets



Exhibit 4: Lake Merritt Station Aerial View

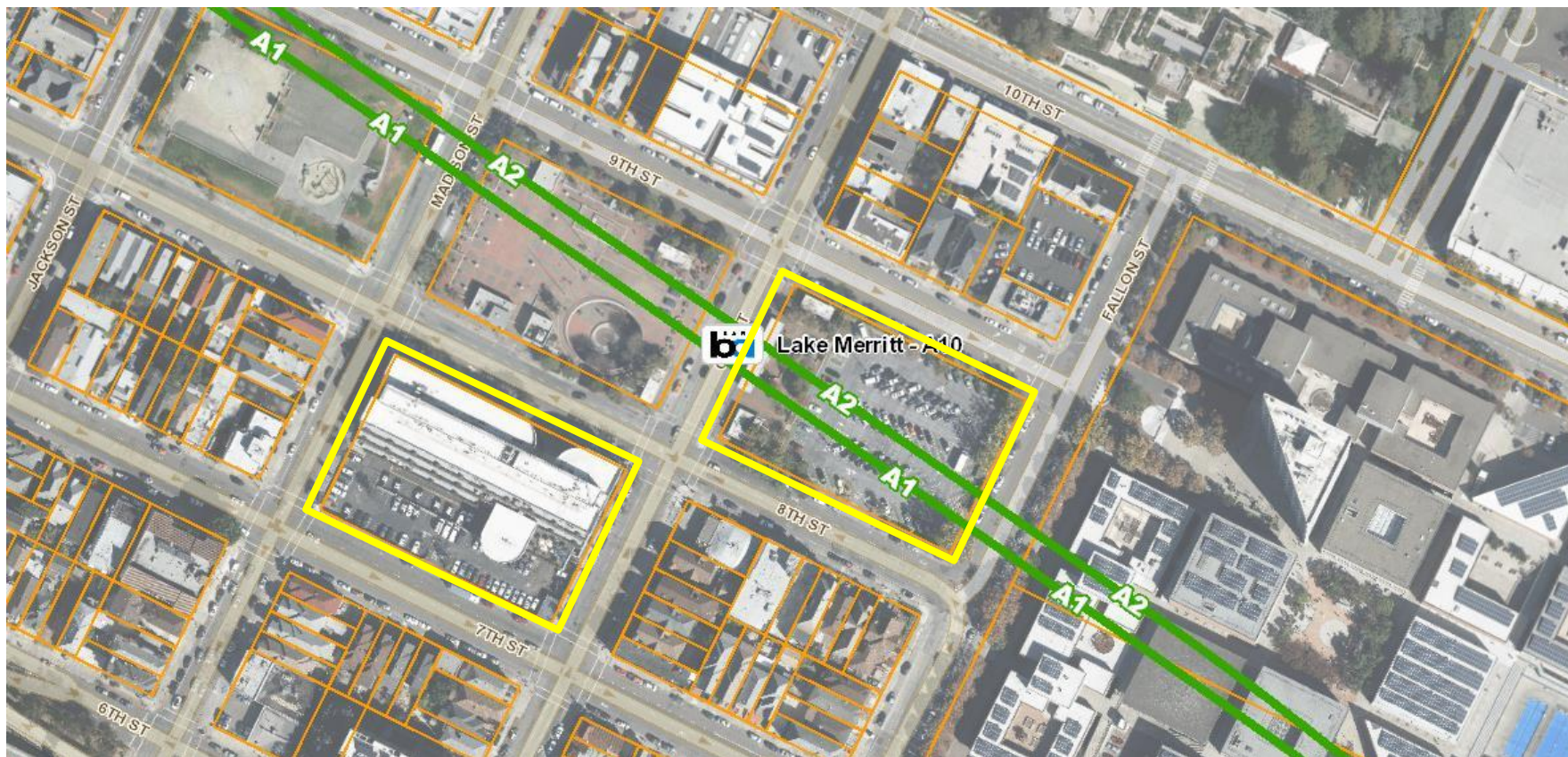


Exhibit 5: AC Transit Weekday Route Frequencies at Lake Merritt BART by Time of Day

Line	Direction	Peak	Midday	Evening	Late Evening	Owl
18	To University Village	15	15	30	30	n/a
18	To Lake Merritt BART	15	15	30	30	n/a
62	To Fruitvale BART	15	15	20	20	n/a
62	To West Oakland BART	15	15	20	20	n/a
88	To Berkeley	15	20	20	n/a	n/a
88	To Lake Merritt BART	15	20	20	n/a	n/a
96	To Dimond District	30	30	30	30	n/a
96	To Alameda Point	30	30	30	30	n/a

AC Transit Weekend Route Frequencies at Lake Merritt BART by Time of Day

Line	Direction	Peak	Midday	Evening	Late Evening	Owl
18	To University Village	20	20	20	30	n/a
18	To Lake Merritt BART	20	20	20	30	n/a
62	To Fruitvale BART	30	30	30	30	n/a
62	To West Oakland BART	30	30	30	30	n/a
88	To Berkeley	20	20	20	n/a	n/a
88	To Lake Merritt BART	20	20	20	n/a	n/a
96	To Dimond District	30	30	30	n/a	n/a
96	To Alameda Point	30	30	30	n/a	n/a