



**REQUEST FOR QUALIFICATIONS
2024-007**

**TRANSIT ORIENTED DEVELOPMENT
AND AFFORDABLE HOUSING AT
LYNDEN TRANSIT STATION**



SCHEDULE:

RFQ

Issuance..... February 22, 2024

Non-Mandatory

Pre-Submittal Meeting..... Wednesday, March 6, 2024,
at 9:15 AM PST

Deadline for

Clarifications..... Wednesday, March 20, 2024,
no later than 4:00 PM PDT

RFQ Submittal

Deadline..... Tuesday April 2, 2024, no later
than 12:00 PM PDT

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Lynden Transit Station Affordable Housing Development**

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SUMMARY SHEET

Agency Background:	Whatcom Transportation Authority (“WTA”) is a Public Transportation Benefit Area formed under RCW Chapter 36.57A, and provides public transit service throughout Whatcom County, Washington. WTA’s services include fixed route, paratransit, rural dial-a-ride, on-demand, and vanpool service, as well as a fixed route into neighboring Skagit County. Located in the northwest corner of Washington State, WTA serves the cities of Bellingham, Ferndale, Lynden, surrounding towns, and rural communities, Lummi Reservation, and Nooksack Trust Lands. Additional information about WTA is available at www.ridewta.com .
Project Description:	Develop, construct, and operate an affordable housing facility located at 1945 Front Street in Lynden, Washington in conjunction with WTA’s continued use of a small portion of the property for public transportation services. WTA’s goal is the construction and operation of a Transit Oriented Development (“TOD”) that will provide affordable housing and public benefits consistent with RCW 39.33.015.
Project Location(s):	1945 Front Street in Lynden, Washington The Lynden transit station comprises two legal lots of record with tax parcel numbers 400319 081114 0000 and 400319 085079 0000, and subject to the following legal description: LOT A, LYNDEN TRANSIT STATION LOT LINE ADJUSTMENT, RECORDED UNDER AUDITOR’S FILE NO. 2140601722, RECORDS OF WHATCOM COUNTY, WASHINGTON. LOT B, LYNDEN TRANSIT STATION LOT LINE ADJUSTMENT, RECORDED UNDER AUDITOR’S FILE NO. 2140601722, RECORDS OF WHATCOM COUNTY, WASHINGTON. (hereinafter “Property”).
Non-Mandatory Pre-Submittal Meeting Date/Time:	Wednesday, March 6, 2024, at 9:15 AM PST
Non-Mandatory Pre-Submittal Meeting Location:	WTA Board Room 4011 Bakerview Spur, Bellingham
Requests/Clarifications Deadline:	Wednesday March 20, 2024, at 4:00 PM PDT
RFQ Submittal Due Date/Time:	Tuesday, April 2, 2024, at 12:00 PM PDT
RFQ Submittal Due Location:	Via WTA’s Procurement Portal

Check WTA’s Procurement Portal at www.ridewta.com/business/doing-business/procurement (“Procurement Portal”) for updates.

1. BACKGROUND INFORMATION

1.1 RFQ INTRODUCTION

The purpose of this Request for Qualifications (“RFQ”) is to select the most qualified respondent for the development, construction, and operation of the Property into a multi-unit, affordable housing development, as authorized under RCW 39.33.015, by and through a negotiated Ground Lease. WTA originally acquired and developed the Property with the assistance of funding from the Federal Transit Administration of the United States Department of Transportation (“FTA”).

WTA intends to evaluate all Statements of Qualification (“SOQ”) received in response to this RFQ and to pursue negotiations on a Ground Lease directly with the most qualified respondent whose qualifications are deemed best suited to achieve the objectives described in this RFQ (“Selected Proposer”). Upon execution of the Ground Lease, the Selected Proposer will be expected to develop, construct and operate the Affordable Housing Component (“Developer”). .

1.2 PROPERTY INFORMATION

WTA owns and operates the Lynden Transit Station located at 1945 Front Street, Lynden, Washington (“Property”). The Property comprises an existing building (“Building”), parking area, and vacant area, as shown in the RMC Architects Lynden Station Summary of Findings attached hereto and incorporated by reference as Exhibit A. The Property is within the City of Lynden. A portion of the Building is currently being leased for the operation of a restaurant, with such lease to terminate in April 2025. The current tenant has been notified the lease will not be renewed.

The project will be a TOD that will foster and strive to increase transit use, minimize automobile use and the need for parking, promote walkability, and encourage car-sharing and bicycling. The project will also incorporate public benefits including, for example, but not limited to: usable open space and recreation resources, preservation of identified environmental resources, and transit-related use of a portion of the Property. To the extent practicable, WTA desires for the project design to be innovative, water efficient and maximize energy efficiency, toward the goal of zero net energy use.

SOQ’s should only be submitted by those who meet the qualifications as set out herein, and who have the knowledge and resources to develop, construct, and operate an affordable housing facility pursuant to the terms set out herein.

1.3 PRE-SUBMITTAL MEETING (NON-MANDATORY)

In preparation of a SOQ, Proposers are encouraged to attend the Non-Mandatory Pre-Submittal Meeting to discuss the terms of this RFQ, the RFQ Selection Process, the Ground Lease Process, RFQ Schedule, the Affordable Housing Component, and terms of the proposed Ground Lease.

This meeting will take place on Wednesday, March 6, 2024, at 9:15 AM PST, in WTA’s Board Room located at 4011 Bakerview Spur in Bellingham.

1.4 BACKGROUND

Current Assessed Value: The Property has a current assessed value of \$1,674,562 but has not recently been appraised.

Purchase History: WTA purchased the Property in 1997 for the purpose of a transit station and park and ride. WTA believes the Property can be put to a higher and better use by partnering with an entity to develop the Property for a TOD that includes affordable housing.

Pre-Development Studies: WTA has completed the following pre-development studies which are available to download from WTA’s Procurement Portal at www.ridewta.com/business/doing-business/procurement attached hereto and incorporated by reference as Exhibit B. The site development resources include:

- 1) RMC Architects Lynden Station Site Plan Summary of Findings
- 2) Boundary line survey
- 3) Geotechnical preliminary assessment
- 4) Environmental Site Assessment (1996 when WTA acquired the Property and an updated one in 2024)
- 5) Stormwater assessment based on RMC Architects concept.

1.5 TRANSIT ORIENTED DEVELOPMENT (“TOD”)

A TOD integrates transit and land use by promoting transit ridership while supporting community land use and development visions. TOD strategies focus urban growth around transit facilities and leverage transit investments to help produce regional and local benefits, such as increases in transit ridership, development of walkable communities, improved access to jobs and economic opportunities, and reduced household driving. This in turn helps to lower regional congestion, air pollution, and greenhouse gas emissions.

WTA is authorized by RCW 39.33.015 to dispose of its surplus property, in this case, a portion of the Property, to be used for a Public Benefit, as defined in Section 1.6. (“Affordable Housing Component”). The proposed Affordable Housing Component that the Developer develops, constructs, and manages must be used for a Public Benefit as defined in Section 1.6 for at least thirty (30) years.

WTA is seeking a site design with the maximum number of affordable units allowed by the City of Lynden.

1.6 PUBLIC BENEFIT

Under this RFQ, the term “Public Benefit” shall mean that the Affordable Housing Component will at all times provide the following:

1. Housing units with a per unit that is no higher than thirty percent (30%) of the household’s monthly income together with all utilities associated with the unit (excluding any form of telephone services);
2. At least forty percent (40%) of the housing units in the Affordable Housing Component shall be restricted to use by tenants whose income is at or below sixty percent (60%) of the area median income, of which at least twenty percent (20%) of such units shall be restricted to use by tenants with incomes are at or below thirty percent (30%) of the area median income (FTA Interim Asset Disposition Guidance, Section 2(c); 49 USC § 5334(h)(1)(B)(iii)). The “median income” for Whatcom County effective May 15, 2023, is \$102,600. Washington State Housing Finance Commission, Income and Rent Limits 2023; and
3. Facilities that are related to and support the goals of affordable housing development in providing economic and social stability for low-income persons.

1.7 GROUND LEASE

WTA proposes that the Affordable Housing Component will be developed, constructed, and operated by the Developer pursuant to a long-term ground lease (“Ground Lease”) for a term of *at least* thirty (30) years, and subject to terms and conditions to be negotiated and agreed upon by the WTA Board and the Selected Proposer during the Negotiations Process. WTA is willing to consider leasing a portion of the Property for the Affordable Housing Component by long term Ground Lease for the following consideration, as required by law: (1) nominal rent as low as \$1.00 per year; (2) payment/reimbursement of all WTA costs associated with the transaction; (3) WTA’s debt service fees and costs; and (4) other liabilities that WTA may incur in relationship to the Ground Lease or Affordable Housing Component. WTA will ultimately evaluate the Selected Proposer based on their ability to deliver the Affordable Housing Component and not on consideration.

2. RFQ SUBMISSION

2.1 FORMAT AND ORGANIZATION OF SUBMISSION

Submissions should be formatted and organized as set out below.

- All pages of the submission should be numbered sequentially.
- All sections should be clearly identified.
- At least ten-point font should be used.
- Submission limited (excluding exhibits) to no more than ten double sided pages; and,
 - Submission should be a single, searchable PDF file with the submission and all completed forms.

2.2 RFQ SUBMISSION CONTENT REQUIREMENTS

Responding entities should prepare a response addressing the following:

Cover Letter: This Cover Letter is meant as an overview or executive summary. More detailed supporting information will be provided in the Supporting Responses. The Cover Letter shall be signed by an officer or principal committing, if selected, that the development entity will use its best efforts to develop, construct, and operate the Property. Please address the following in the Cover Letter:

- Name and legal status of your firm (partnership, LLC, corporation, non-profit, etc.).
- Date your firm went into business.
- Types of housing services provided.
- List of projected team members, if applicable. For example, if the Respondent has an architect, design firm, construction firm, financing team, etc. on the projected team, please include the names of those members, individual or firm name is acceptable.
- Certification all team members have the necessary organizational or individual affiliations and licenses to do the work anticipated.
- Number of Affordable Housing projects completed and number of Affordable Housing projects the entity currently manages.

Supporting Response: Please review the Evaluation Criteria to ensure your application includes all the supporting information for the Criteria that you wish WTA to consider.

1. **Development Experience:** Provide a detailed explanation of the experience and expertise of the Responding firm or team. Please include relevant experience and expertise of a general nature along with specific examples related to similar projects as identified in the RFQ, especially Affordable and Work Force Housing projects. WTA will consider non-affordable/workforce housing projects, such as senior housing, as responsive and will weight those accordingly during the review. This response should demonstrate knowledge and experience of:
 - Experience with multi-unit Affordable Housing development, including any experience with housing that includes Public Benefit, as defined above.
 - Knowledge and experience with affordable and workforce housing rules and regulations, including such things as inclusionary zoning, incorporation of bonus density provisions in developments, utilization of federal, State, and local governmental funding sources, and other governmental and charitable incentives and provisions to foster the affordability of completed developments.
 - Experience in working with local government permitting agencies.

- Experience with Transit Oriented or Supported Development.
 - Experience anticipating and proactively managing public outreach and substantial community involvement in recent development projects.
 - Experience with project and construction management for similar housing projects, such as budgeting and economic feasibility, securing affordable housing financing, and managing, operating and maintaining affordable housing projects, including housing maintenance experience. Proposers that manage affordable housing projects should include current rental vacancy rates, compliance with affordable housing requirements, compliance with any applicable landlord laws, and the firm's approach to a maintenance reserve. Proposers that do not directly manage these properties should explain how your development projects are managed, maintained, and operated. Specific Project Examples: Provide specific examples of completed projects similar in scope, scale, and complexity to the intended project completed by respondent firm or members of the development entity.
2. **Specific Project Examples:** Provide specific examples of completed projects similar in scope, scale, and complexity to the intended project completed by respondent firm and/or members of the development entity.
 3. **General Experience and Expertise.** Provide a detailed explanation of the experience and expertise of key staff needed to complete the project with WTA. Include experience (resumes are acceptable) for key personnel mentioned in this section. As the experience and expertise of the firm and identified individuals is material to WTA's selection, those key personnel who are replaced between selection and final lease signing must be disclosed to WTA and may affect WTA's decision to enter into the final lease agreement.
 4. **Financial Experience.** Provide a description of the breadth and depth of financial experience to successfully fund a similar project(s), such as, by way of example, developing a pro forma, securing financing for affordable housing, bond sales (if applicable), experience with life-cycle costing, and philosophy for maintaining adequate reserves for maintenance after construction. Marketing and sales, lease-up and certification of completed residential projects (specific recent experience) are relevant.
 5. **Legal qualifications.** Provide proof of authorization to do business in Washington, certification the entity is not currently in bankruptcy or has filed for bankruptcy in the last five years, and a description of how the entity would be legally structured to accomplish this project.
 6. **References.** A list of three references able to speak on proposer's technical, financial and/or legal capabilities to successfully develop, manage, operate, and maintain an affordable housing project.

3. EVALUATION OF SUBMISSIONS

3.1 RFQ SUBMITTAL EVALUATION

WTA will initially review submissions against the following criteria. SOQs that do not receive 2 “Pass” scores will not be reviewed further.

Factor	Score
Conformity with Minimum Proposer Qualifications (4.1)	Pass/Fail
Complete Package Submission	Pass/Fail

Evaluation Committee will review Submissions receiving 2 “Pass” scores against the following Initial Evaluation Factor(s), which are listed in the order of importance.

Submission Package	Points
Development Experience	25
Development Team/Partnership	25
Project Management	20
Public Agency Experience	15
Community Involvement	15
Total Possible Points	100

The Evaluation Committee will review the Total Points of each submission and will hold interviews with at least three (3) of the most highly qualified Respondents. After interviews, each SOQ will be re-scored using the Initial Evaluation Factors based on the additional information provided during the interviews.

WTA will issue a Notice of Intent to Award to the Proposer that it believes best meets the Evaluation Criteria Final approval and issuance of a Notice of Intent to Award is subject to approval of the WTA Board. See Negotiation Process, Section 3.3, below for what happens after Selection.

3.2 EVALUATION CRITERIA

WTA will form a committee of internal and external members to review all fully responding RFQ submittals with the goal of identifying the most qualified firm based on the criteria listed below. Please ensure all supporting information demonstrating these evaluation criteria are contained in the responses to RFQ Submission Requirements above (Section 2.2).

Development Experience: Demonstrated experience with Affordable and/or Workforce Housing development in Whatcom County, including, by way of example, work force housing, senior housing, other rental housing, affordable home ownership, low and very low-income housing, Transit Oriented/Supportive Development, and projects with a public benefit/public use component. A mix of market rate housing and affordable housing development projects will be considered as relevant experience. Demonstrated experience with affordable and/or workforce housing will be given more weight.

Development Team/Partnership: Demonstrated and substantial experience of the proposed team in developing similar projects, especially Affordable and/or Workforce Housing projects.

Project Management (Construction and Operation): Demonstrated ability to fully develop and construct a similar type project, including the ability to design, finance, entitle, and construct similar projects. Demonstrated experience in managing, operating, and maintaining similar type projects, including vacancy rates and compliance with affordable housing requirements.

Public Agency Experience: Demonstrated experience and relationships with public agencies, particularly as to permitting projects, financing, and other experience relevant to successfully developing and operating affordable

and/or workforce housing projects.

Community Involvement: Demonstrated experience with project related public outreach and community involvement.

3.3 NEGOTIATIONS PROCESS

After the Evaluation Committee selects the most highly qualified Respondent, the Selected Proposer and WTA Staff will negotiate the terms and conditions of Ground Lease, which must be mutually agreed to by the parties. Entry by WTA the Ground Lease shall be contingent upon final approval of the WTA Board.

A. FTA Approvals

WTA acquired and/or developed the Property with FTA funding. As such, the Property contains a federal interest that requires WTA to follow certain procedures and secure certain approvals from FTA before entering into the Ground Lease, including FTA's forgiveness of any WTA obligation to repay such grants/loans. FTA coordination may require additional process steps, such as WTA's submission of application materials, and/or FTA's approval on the Ground Lease. Securing FTA approvals, if any, will be WTA's responsibility with the cooperation of the Selected Proposer.

B. Ground Lease Negotiations and WTA Board Approval

WTA proposes that the parties negotiate the terms and conditions of the Ground Lease and will execute the Ground Lease within six (6) months following issuance of the Notice of Intent to Award. Entry of the Ground Lease by WTA shall be subject to the following: (1) the WTA Board's confirmation that the scope of Property subject to the Affordable Housing Component is "surplus" property; (2) all approvals as may be needed from FTA, including its confirmation that WTA will not have any obligation to repay FTA grants or funding from the development, construction, or operation of the Affordable Housing Component; and (3) WTA Board final approval of the terms and conditions of the Ground Lease and entry into the Ground Lease;.

C. Permitting Contingency

Any Ground Lease entered by WTA will become effective upon execution, but may include contingencies and provisions allowing for termination by both parties up until the Affordable Housing Component is fully permitted.

D. Failure to Agree on Ground Lease

If WTA and the Selected Proposer cannot agree on a Ground Lease, WTA reserves the right to select another Proposer and enter into Ground Lease negotiations without re-advertising this RFQ.

E. Required Terms of Ground Lease

The Ground Lease must contain the following terms: (a) an obligation that the Property be continuously be used for a Public Benefit; (b) recognition that Developer will be fully obligated to pay for all costs and fees for design, construction and operation of the Affordable Housing Component; (c) insurance obligations; (d) an appropriate agreement to hold WTA harmless, and to defend and indemnify WTA; (e) an adequate review process for WTA to confirm use of the Property for a Public Benefit; (f) a prohibition on the filing of any liens against the Property; (g) WTA's right to request modifications to the design of the Affordable Housing Component.

4. SUBMISSIONS CONDITIONS

4.1 MINIMUM PROPOSER QUALIFICATIONS

At the time of submission Proposers must meet the following minimum qualifications.

- Have a State of Washington and all required local government business license(s) and endorsements¹. If Proposer does not currently have these licenses, they will be expected to acquire them after contract award but prior to contract signing.
- Not be suspended or debarred with SAM.gov.
- Not be disqualified from bidding under RCW 39.06.010 or 39.12.065 (3).

4.2 COMMUNICATIONS, REQUESTS & CLARIFICATIONS

Proposers shall not discuss this RFQ with WTA, or any employee or agent of WTA, or any WTA Board Member. Questions pertaining to the RFQ must be submitted via WTA's Procurement Portal no later 4:00 PM PST on Wednesday, March 20, 2024. WTA does not guarantee a response to questions that are not submitted using the Contract Portal (e.g., via phone or email), or after the date set out in the Procurement Schedule.

Unauthorized contact regarding this RFQ with WTA employees or agents, or WTA Board Members, will result in disqualification. Any oral communications are unofficial and non-binding on WTA. Proposers may only rely on written statements issued by WTA.

4.3 RFQ MODIFICATIONS & ADDENDA

WTA reserves the right to amend this RFQ through written addenda. No other form of communication with any officer, employee or agent of WTA shall be binding upon WTA. Addenda will be posted to WTA's Procurement Portal and concurrently sent via email to all parties on the interested party list or that previously received the RFQ. Failure of an offeror to receive any addendum shall not relieve it from any obligation under the RFQ as clarified or modified.

4.4 RFQ & CONTRACT TERMINOLOGY

In this solicitation and the resultant contract, WTA may interchangeably use the terms "bid," "offer," "proposal", "SOQ", or "submittal" to mean your response to this solicitation. Also, WTA may interchangeably use the terms "bidder," "offeror," "submitter" "proposer", "candidate" or "developer" meaning you as the responder to this solicitation. In addition, the terms "successful bidder," "successful offeror," "successful proposer," "successful submitter," "supplier," "vendor," "consultant," "firm", and "developer" have the same meaning as the party to which a contract is awarded.

4.4 SUBMITTAL LOCATION & DEADLINE

SOQs will be submitted using WTA's Procurement Portal. Email's, USB/CD copies, or hard copies will not be reviewed.

It is each Proposer's responsibility to ensure WTA has received their submission. WTA bears no responsibility for SOQs that may be sent, but not received due to technical issues.

Failure to include any of the requested information using the provided submission package in the required format may render the SOQ non-responsive. Please understand WTA is governed by the Public Records Act. Accordingly, marking a proposal, or portions of the SOQ, as "confidential" or "proprietary" does not automatically exempt it from disclosure under the Washington State Public Records Act, RCW Chapter 42.36.

¹ A City of Bellingham endorsement will be required as a condition of proposal award to the highest scoring proposer.

4.5 WITHDRAWAL OF SUBMITTALS

An offeror may withdraw a submittal any time prior to the submittal deadline by submitting a written request executed by the offeror's authorized representative. Any such withdrawal does not prejudice the right to resubmit a submittal by the submittal deadline.

4.6 SUBMISSION RESPONSIBILITY

It is the Respondent's responsibility to ensure WTA has received their submission. WTA bears no responsibility for submissions that may be sent, but delayed or not received due to technical issues.

Submissions must be submitted using WTA's Procurement Portal. E-mails, USB/CD copies, or hard copies will not be reviewed or accepted. Electronic submission cannot be completed in the WTA Procurement Portal after the closing date and time. Therefore, Proposers should allow for sufficient time to complete the electronic submission by the date and time specified.

WTA is not responsible for any costs associated with preparing a submission. All submissions become the property of WTA.

4.7 REQUIREMENTS FOR PROPOSERS WHO ARE A "THIRD-PARTY ENTITY" OR A NON-PROFIT ORGANIZATION

A. Third-Party Entity

Any Respondent who is not a governmental agency or a "nonprofit organization," including individuals, private developers, companies or other organizations ("Third-Party Entity"), must meet certain obligations set out under FTA's Interim Asset Disposition Guidance in order to be a selected Proposer. An award and disposition to a Third-Party Entity requires establishment of the following additional conditions:

1. a local government authority or nonprofit organization is unable to receive the Property for the Affordable Housing Component;
2. WTA concludes that the overall benefit of allowing the transfer to the Third-Party Entity is greater than the interest of WTA in liquidating the Property and recovering the return of its financial investment; and
3. the Third-Party Entity has demonstrated a satisfactory history of construction or operating an affordable housing development.

B. Non-Profit Organization

Non-profit Organizations are generally acceptable as a Proposer, if the following qualifications are established:

1. it is legally incorporated in the state of Washington as a non-profit entity;
2. it has a defined organizational purpose with a nexus to real estate development, such as creating affordable housing;
3. it has one (1) or more employees; and
4. it has conducted at least one (1) of the following services:
 - a. defined a real estate project vision for a property and owned the property improvements at the completion of the project; and/or
 - b. managed the day-to-day processes associated with taking the vision of a real estate project to a completed project, such as overseeing the process to design, entitle, finance, and construct the project.

4.8 SINGLE OR NO PROPOSER

In the event that only one (1) submission is received, WTA may request an extension of the offer period and/or proceed to cost negotiations on the single received submission. The Proposer shall promptly provide all cost or

pricing data, documentation and explanation requested by WTA to assist in such analysis. By conducting such analysis, WTA shall not be obligated to accept the single SOQ; WTA reserves the right to reject such SOQ or any portion thereof.

Should there be no SOQs received, WTA may issue a new RFQ or contract with a person or entity of its choosing under its Sole Source process.

4.9 DIVERSITY POLICIES

WTA promotes and encourages participation in its contracts by Small Businesses and Disadvantaged Business Enterprises (“DBEs”), as defined in 49 CFR Part 26, and WTA is interested in proposals from such firms. If firms combine to form a joint venture to make a proposal, the firms are encouraged to include DBEs and Small Businesses. Proposers engaging subconsultants shall make good faith efforts to solicit participation by Small Businesses or DBEs and shall maintain documentation of its efforts.

4.10 PROPOSAL EVALUATION TO IDENTIFY SELECTED PROPOSER

- A. WTA reserves the right to accept or reject any or all proposals and to waive informalities and minor irregularities. W T A reserves the right to take other action, as necessary.
- B. WTA plans to establish a panel to evaluate and score submissions against the criteria set out herein, and to determine if any of the proposals should be accepted.
- C. WTA will investigate the qualifications of all Proposers and confirm any part of the information furnished by a Proposer, and/or to require other evidence of managerial, financial, or technical capabilities which are considered necessary for the successful performance of the proposal.
- D. Proposers may request a debriefing after WTA has issued its Notice of Intent to Award. Debriefings shall be limited to the debriefed Proposers’ strengths and weaknesses of their proposal, and answers to questions regarding the selection process. Debriefings shall not include a point-by-point comparison of the debriefed Proposer’s submittal with the other submittals.

4.11 PROTEST PROCEDURES

A. Filing a Protest

Any party with an interest in the award of the solicitation may file a protest that WTA staff did not follow its own policies and procedures regarding the Procurement Action or the procedures and restrictions set out in this RFQ. Any protest must be submitted in writing to WTA’s Procurement & Contracts Manager, and include the following information:

- 1. Name, address, email address, and telephone number of the protester;
- 2. Signature of the protester or their representative;
- 3. Identification of the solicitation;
- 4. Detailed statement of the legal and factual grounds of the protest;
- 5. Copies of all relevant documents; and
- 6. The form of relief requested.

Issues and facts not stated in the Notice of Protest will not be considered.

B. Time for Filing a Protest

A protest based on alleged improprieties or ambiguities in a solicitation must be filed at least seven (7) days before the due date of the bid or proposal. A protest based upon alleged improprieties in an award of a contract or a proposed award of a contract must be filed within three (3) days after the Notice of Intent to Award has been issued.

C. Notice of Protest

Procurement shall immediately give notice of a protest to the selected Proposer if a contract has been awarded. If no award has been made, notice will be provided to all Proposers.

D. Stay of Award

If a protest is filed, the award will be postponed, unless the Finance Director determines in writing that:

1. Reasonable probability exists that the protest will be denied; and
2. Delay of the award would be contrary to the best interests of WTA.

E. Review of Protests

The Finance Director shall review and investigate properly filed protests and issue a written decision to the protestor:

1. A meeting(s) will be called within five (5) working days from receipt of the protest that will include representatives from WTA and the protestor to discuss the issue(s) related to the protest. The meeting may be conducted by telephone conference if convenient for both parties.
2. A decision of the protest will be made by the Finance Director within three (3) working days of the final meeting and at the time the protestor shall be notified of the decision in writing by the Director by email or regular mail.
3. The Finance Director may, at his/her sole discretion, extend the limits of time outlined above.
4. The decision of the Finance Director shall be final, unless appealed as provided herein.
5. A request for reconsideration may be allowed if data becomes available that was not previously known, or there has been an error of law or regulation.

F. Appeal

A protestor may appeal the Finance Director's formal decision to WTA's General Manager. The written appeal must be received by WTA within two (2) business days after receipt of the written decision by the protestor, or the appeal will not be considered. Properly filed appeals of the decisions of the Finance Director shall be reviewed and investigated by the General Manager who shall issue WTA's final decision no later than twenty-one (21) days after receipt.

4.12 PUBLIC DISCLOSURE LAW

WTA complies with RCW Chapter 42.56 ("Act") in terms of public records requests. All proposals and documents with the Developer will be disclosed if a Public Disclosure Request ("PDR") is submitted, unless a proper exception applies. It is Proposer's responsibility to be familiar with the Act and WTA's confidentiality limitations, including its inability to enter a confidentiality agreement.

A. Proposals Marked Confidential

If WTA receives any PDR that includes a request for all or a portion of any proposal submitted under this RFQ, WTA is required to comply with this request under the Act, subject to any exception that may apply to WTA. Nonetheless, any information provided by Proposer labeled "Confidential" or "Proprietary" but does not, in WTA's opinion, fall into an exception from public disclosure, will be initially withheld, and WTA will notify Proposer of the request. WTA will continue to withhold the confidential or proprietary labeled materials for a total of fourteen (14) days after providing notice. Thereafter, WTA shall release the confidential or proprietary materials pursuant to the PDR, subject to any court order or injunction that Proposer may obtain. A Proposer assumes all costs of any legal actions and shall reimburse WTA for administrative, expert, and costs and attorneys' fees it incurs arising from dealing with Proposer's labeling of any portion of the proposal as "Confidential" or "Proprietary," including those arising from any legal action commenced by Proposer. Submission of a bid is agreement with this section.

B. Public Records Application to Documents of Developer

As a public contract, all records prepared, generated, or used by the Developer or their agents, employees, and subcontractors relating to the Ground Lease and associated work may constitute a "Public Record" under the Act. A Developer shall maintain and retain all such records in a manner that is accessible, and WTA shall have the right to review and inspect such records upon request for a term of three (3) years following termination of the Ground Lease. All records subject to a PDR will be provided to a requester. WTA may only refrain from disclosing any record based upon an exemption that is applicable to WTA and will not refrain from disclosing any record under an exemption that may be personal to the Developer. The Developer will need to seek judicial approval to prevent such disclosure at its expense. Developer shall insert this provision in all contracts with subcontractors or agents providing services relating to the Ground Lease.

4.13 CONFLICT OF INTEREST

WTA officers, employees, agents, or Board members will not solicit or accept gifts, favors, or anything of monetary value from Proposers. Any WTA officer, agent, employee, or Board member with a perceived or actual financial or other interest in the award of this proposed contract will recuse himself/herself from any evaluation or decision on any proposal.

Proposers and their staff must declare any perceived or actual conflict of interest. For example, a conflict of interest would arise if Proposer, a member of the Proposer Development Team, or associated staff:

- Assists in the creation of the scope of work. This includes, but is not limited to, reviewing and commenting on the preliminary scope in whole or part, assisting staff in specification writing, or recommending the use of a particular brand or supplier/distributor in the specification or evaluation of proposals.
- Has access to nonpublic information during the performance of an earlier contract or has been provided with information other contractors have not during procurement.
- Assists in the creation of a project budget.
- Has a personal or professional relationship or affiliation (past or present) with a member of the evaluation or project team.
- WTA will review all notices of conflicts that identify the existence of a conflict and notify the Proposer of its decision to allow or reject a proposal as it pertains to the conflict. If a conflict exists, but WTA concludes that remedial measures can be taken to eliminate the conflict or the impacts of the conflict, then WTA will specify the actions to be taken by Proposer and/or WTA.