REQUEST FOR QUALIFICATIONS

To Enter Into a Real Estate Development Agreement for the

UNIVERSITY OF HAWAI‘I
WEST O‘AHU CAMPUS
PHASE I

Kapolei, ʻEwa, Island of ʻOʻahu

Requested by:

University of Hawai‘i
Honolulu, Hawai‘i

December 29, 2004
1.0 INTRODUCTION

1.1 OBJECTIVE

1.1.1 Background
On September 13, 2002, the University of Hawai‘i (University) Board of Regents selected the Kapolei Makai site for the permanent location of the University of Hawai‘i-West O‘ahu (UH-West O‘ahu) campus. The property consists of approximately 500 acres of land centrally located in the ‘Ewa plain on the island of O‘ahu. Approximately 20 miles from UH-Mānoa and about 1.5 miles east of the City of Kapolei, the property is adjacent to the Villages of Kapolei and Kapolei Golf Course to the west, Farrington Highway to the north, the proposed North-South Road to the east, and land owned by the Department of Hawaiian Home Lands (DHHL) to the south. The property is composed of three tax map key parcels: TMK: 9-1-16:108 (portion) comprising 399.501 acres; TMK: 9-1-16:127 comprising 100 acres; and TMK: 9-1-16:120 comprising .826 acres. Exhibit 2 in Section 6.0 of this RFQ depicts the regional context of the site.

A Long Range Development Plan (LRDP) was adopted by the Board of Regents for the UH-West O‘ahu campus on July 16, 2004. The LRDP designates the following uses for the 500 acre property:

- 96.8 acres for the development of the UH-West O‘ahu campus, including 30 acres for the first phase;
- 150.8 acres for campus expansion;
- 169.3 acres for income generating uses, including mixed-use, commercial and residential development; and
- 83.1 acres for other uses, such as parks, an elementary school, utilities, open space and roads.

1.1.2 Objective of the RFQ

The University is seeking expressions of interest from qualified Developers, Fee Developers, Development Managers and/or Design/Builders (the Respondents), as the principal entity leading development teams, to enter into a real estate development agreement to collectively provide comprehensive services (including design, construction, and financing) for the development of the first phase of the UH-West O‘ahu campus. It is the intent of the University to grant development teams the right to construct, market, offer and sell up to 320 acres of the non-campus University-owned lands, under the conditions specified within this RFQ, with the expectation that the proceeds of those transactions will fund the development of the campus and its associated infrastructure.

The 320-acre area includes the 169.3 acres designated for income generating uses and the 150.8 acres designated for campus expansion. The University has
not yet determined whether all or a portion of the 150.8 acres will be offered for commercial and/or residential development.

The objective of this Request for Qualifications (RFQ) is to solicit interest and information in the form of a Statement of Qualifications (SOQ) from interested development teams. Based on the interests and capabilities of Respondents, the University will prepare and issue one or more Requests for Proposals (RFPs) to assemble a team to develop the project. The structure of the team has not yet been determined but could take one of the following forms:

1. Master Developer to execute the entire project as a single entity;
2. Fee Developer, Development Manager or Design/Builder to develop University and Infrastructure Facilities and coordinate overall development activities in conjunction with individual Developer teams that would separately develop the Income-Generating Components of the project listed in Section 1.4 and in the chart that follows; or
3. Other structures as may be suggested by or derived from suggestions of Respondents.

The major Components of this development project are as follows:

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<td>Site Development for Non-Campus lands including water tank, sewer infrastructure, roads &amp; utility distribution</td>
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<td>Site Development for Campus including grading, roads, utility distribution and drainage</td>
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<td><strong>Income-Generating Components</strong></td>
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<td>Residential and Commercial uses as recommended in the LRDP</td>
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<td>1.4.1.2</td>
<td>UH-West O‘ahu Expansion Lands (to the extent offered for residential and/or commercial development)</td>
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The Conceptual Land Use Plan, including potential delineation of specific uses for the Income Generating Components, is attached as Exhibit 3 in Section 6.0 of this RFQ.
Respondents interested in any or all of the Income-Generating Components shall indicate the Income Generating product(s) they are interested in developing and the site or sites in which they have an interest. The delineation of the sites and uses in Section 1.4.2 are derived from the Long Range Development Plan and should be considered as possible uses, but other uses and alternative parcel sizes will be considered for their potential to increase value to the University while supporting the University’s objectives for any complementary development and land uses. Submissions related to any such designated uses and parcels shall be considered as a response for one of the Income-Generating Components.

This RFQ requests the submission of team and personnel qualifications, identification of Components of the development that are of interest to the Respondent and any suggestions as to team or contract structures under which the Respondent would be interested in participating. This first step allows interested parties to demonstrate their experience, expertise and creativity to structure the team for construction of the Phase I campus and development of the non-campus lands. The second step of the process will be initiated by a separate Request for Proposals (RFP) for the design, construction, and financing of the project or its individual Components based on team structure and strategy derived from evaluating the SOQ responses.

In order to fulfill the potential scope of work for the project, the Respondent is encouraged to organize a team in the most effective manner. The team shall include firms necessary to provide services for the Component of the project identified by the Respondent, including construction of the new 1,520 student campus as well as the development, design, construction, and financing of any or all of the non-campus lands. All legal structures permitted within the State of Hawai‘i will be considered including a sole proprietorship, a partnership, a joint venture, a limited liability corporation, or a corporation. The form of the agreement for the development of the project will be assembled when a final scope is determined and will be provided to the short list of firms participating in Step Two of the selection process.

1.2  UH-WEST O‘AHU CAMPUS

The current UH-West O‘ahu is a two-year, upper division, baccalaureate degree-granting campus of the University of Hawai‘i system. Currently located adjacent to the campus of Leeward Community College, UH-West O‘ahu had a Fall 2004 enrollment of 806 students. The school offers baccalaureate degrees in Business Administration, Humanities, Public Administration, and Social Sciences. Thirteen separate academic specializations are offered within the four degree programs, and academic subject certificates are also offered in four applied areas. In addition to its Pearl City, O‘ahu location, the campus offers degrees to students on the neighbor islands via on-line courses and Hawai‘i Interactive Television.
Current UH-West O‘ahu facilities consist of 30,000 square feet of space in 29 portable buildings that include seven classrooms, faculty and staff offices, a computer lab, a writing center, and a faculty and student lounge. UH-West O‘ahu has its own small library that is separate from, but housed within, the Leeward Community College library facility. The school also has a Center for Labor Education and Research. UH-West O‘ahu also uses other Leeward facilities, including the bookstore and cafeteria.

UH-West O‘ahu is fully accredited by the Western Association of Schools and Colleges (WASC). In March 2003, a WASC team evaluated the campus physical plant and expressed concern that the current facility was nearly at capacity with little room for expansion of enrollment or academic programs.

1.2.1 Enrollment/Demographics

UH-West O‘ahu was established as West O‘ahu College in 1976 to address the increasing need for higher education in the rapidly growing West O‘ahu region. Currently, a majority of the school’s student body resides in the West O‘ahu region. The student demographic is composed primarily of working adults, with the average age being 33. The student body is 70 percent female, with substantial numbers of students of Hawaiian (15.5%) and Filipino (17.2%) ethnic backgrounds.

According to the State of Hawai‘i Department of Education, the Leeward and Central School Districts combined are home to 82 schools and 71,421 students, compared to the Honolulu District where there are 42 schools and 33,277 students. The West O‘ahu service area covers more than half of O‘ahu’s land area and approximately 42 percent of its population. According to the State of Hawai‘i Data Book, the population of the region in 2000 was 366,984, an increase of 13.6 percent since 1990, compared to a statewide increase in population of 9.7 percent. In terms of gross demand, the UH-West O‘ahu campus is sited in the area where the greatest residential and population growth is planned on O‘ahu. For example, the City’s Development Plan Annual Report (Fiscal Year 1998) projects that the 2020 population of Kapolei/‘Ewa will grow to approximately 126,800, an increase of 83,817 residents over its 1990 population.

1.2.2 UH-West O‘ahu Strategic Plan

To support the unique role of the campus within the University of Hawai‘i system, the University of Hawai‘i - West O‘ahu Strategic Plan 2002-2010 was prepared for the campus and adopted by the University’s Board of Regents in November 2002. The plan establishes a vision and mission for the campus, identifies strategic priorities (goals) for accomplishing the mission, and lists critical success factors and key performance indicators for measuring the success of the school in fulfilling its mission.
As specified in the mission statement, UH-West O‘ahu is committed to the continuing development of the region through both innovative educational offerings and public service activities. The mission statement emphasizes quality teaching and flexible class schedules to foster life-long learning, enabling students to pursue career-related education coupled with the values, ideas, and challenges of the liberal arts. By offering approximately half of all courses in the evening or during the weekend, UH-West O‘ahu strives to meet the educational needs of both the recent high school graduate and non-traditional student. The academic program structure for the institution stresses the exploration of interdisciplinary studies, cross-cultural and international studies, and communication skills.

In keeping with its mission and current UH system priorities, UH-West O‘ahu has identified a number of workforce needs which it will address by expanding its academic offerings. In conjunction with the community colleges, UH-West O‘ahu has begun preparing a program in Applied Health Administration for respiratory therapists and a program in Early Childhood Education for teachers and aides who work with young children (to be delivered online for neighbor island students as well as students on O‘ahu). These two programs will be expanded over the duration of the strategic plan to encompass other professionals in the areas of health administration and education.

The vision, mission statement, goals, and priorities established in the *University of Hawai‘i - West O‘ahu Strategic Plan 2002-2010* served as the foundation for development of the LRDP for the campus. The LRDP for the new campus ensures that the growing population of the West O‘ahu region and on the neighbor islands have access to a comprehensive range of baccalaureate degree opportunities without having to relocate or commute undue distances.

### 1.3 EDUCATIONAL SPECIFICATIONS AND MARKET STUDY

#### 1.3.1 Educational Specifications

Educational specifications were prepared for the 7,600 student campus by the DLR Group in August of 2003. The educational specifications identified space requirements for student populations in three phases including the initial 1,520 students, an intermediate number of 2,750 students and the ultimate 7,600 students.

#### 1.3.2 Market Study

A market study and economic analysis was prepared for the non-campus lands by the Hallstrom Group in July of 2003. The market identified potential land uses and acreages for the planning of the non-campus lands. Recommendations for land uses as specified in the market study were incorporated into the UH-West
O‘ahu LRDP as identified below. The market study is included as an appendix in the LRDP and is available in CD format.
1.4 UH-WEST O‘AHU LONG RANGE DEVELOPMENT PLAN

The master plan concept envisioned in the UH-West O‘ahu LRDP for the University’s 500-acre property (Figure 1 and Exhibit 3 in Section 6.0) focuses on creating an integrated campus community. A key element of this plan is the development of a campus that is open and welcoming to the community – one that fosters and encourages interaction between the University and the residents of the region. To accomplish this, it is planned that a mixed-use “University Village” be integrated into the UH-West O‘ahu campus to create a seamless transition between the campus and the community. The master plan aims at capitalizing on the synergy between the University and the surrounding community by proposing land uses that are aimed at complementing and enhancing the presence of the University. This plan will provide all of the necessary services and activities to serve a 7,600-student campus and its future expansion.

The LRDP designates an area of approximately 96.8 acres for the development of the UH-West O‘ahu campus, a 150.8-acre area for campus expansion with the remaining 252.4 acres (herein referred to as “non-campus lands”) to be used for non-campus development including lands set aside for community purposes, such as parks, schools and other open spaces, as well as lands designated for income generating uses (herein referred to as “income generating non-campus lands”) such as a mixed-use village, commercial uses and residential uses.

The following is a short description of the land uses envisioned for the 500-acre property as excerpted from the UH-West O‘ahu LRDP. The LRDP is available in CD format. Additional information on the project is available for review by the Respondent teams as indicated in Section 5 of the RFQ.

1.4.1 UH-West O‘ahu Campus and Campus Expansion Lands

1.4.1.1 UH-West O‘ahu Campus

The 96.8-acre UH-West O‘ahu campus site will accommodate an ultimate 7,600-student population. The initial development of the campus, for which the Respondent would be responsible, is a 1,520
student campus on approximately 30 acres of land. The remaining 71.8 acres will be set aside for future phases of campus development to ultimately reach the target 7,600 student population. The campus was sited to facilitate “town and gown” interaction between the University and the adjacent “University Village,” as well as its relationship to other adjacent land uses and this should be a goal in the development of the campus. Another goal is the creation of a “sustainable campus village.” Tied into the concept of sustainability are elements of “Smart Growth” and “New Urbanism” that also are incorporated into the plan for the campus.

1.4.1.2 UH-West O‘ahu Campus Expansion Lands

A 150.8 acre parcel adjacent to the 96.8 acre UH-West O‘ahu campus site is identified as land for future campus expansion beyond the ultimate 7,600-student population. All or a portion of this property could potentially be added to the lands offered in exchange for development of Phase I of the campus.

1.4.2 Non-Campus Lands

In addition to the 247.6 acres of lands designated for the University campus and its expansion, the LRDP also proposes development of the surrounding “non-campus lands.” For these lands, the LRDP recommends land uses that would support and enhance the University community as well as provide income to prospective developers. As such, the LRDP serves as a guide for the development of the campus, as well as for development of the remaining 252.4 acres of land.

1.4.2.1 Income Generating Lands

The income generating lands total approximately 169.3 acres within the project area. These include lands designated for mixed use, commercial and residential development.

1.4.2.1.1 University Village

Located at the intersection of Farrington Highway and the North-South Road, the University Village is proposed as a 45.8-acre sustainable, mixed-use village, closely integrated with the University campus. The University Village will serve as the University’s town center and will be the transition between the campus and the community. The University Village is envisioned as having a mix of land uses that are closely related or cater to the University and its diverse student population. Retail establishments and specialty food item stores, along with
small start-up offices, are proposed for this development. Approximately 100 residential units, located on the upper floors of the mixed-use structures, are also included in this concept.

The University Village will also promote multi-modal transportation with tree-lined, pedestrian-friendly roadways and bike and jogging paths. Regional transit access to the University Village will be provided via the City’s proposed transit node\(^1\) to be located either in or near the University Village (in the vicinity of the North-South Road/Farrington Highway intersection) or through municipal bus service.

1.4.2.1.2 Neighborhood Commercial

A 14.9-acre site has been designated for Neighborhood Commercial and is conveniently located at the entry to the property at the intersection of Roads C and E. The facility will provide shopping opportunities for the University’s students, faculty and staff, and for residents living within the 500-acre property, as well as the surrounding communities of Kapolei and ‘Ewa. Tenants could include a major anchor tenant, fast food outlets, and specialty stores.

1.4.2.1.3 Destination Commercial

The University property’s convenient access off North-South Road and its central location within the ‘Ewa Plain (surrounded by lands designated for future residential use) make this property an ideal location for regional-based destination commercial uses. These uses could include large big-box commercial uses. Approximately 34.3 acres, divided into three parcels ranging in size from approximately 10 acres to 13 acres, are proposed for the development of Destination Commercial uses.

1.4.2.1.4 Mixed Use Commercial

Commercial land uses, such as offices, University-related medical facilities, restaurants, gas stations, services, and possibly a lodging facility, can be located within the 24.2-acre mixed-use commercial subdivision. The mixed-use commercial subdivision could include commercial lots ranging in size from one to four acres. In contrast with the University Village, which would cater more to retail and residential activities, this mixed-use subdivision would cater to office and University-related research activities.

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\(^1\) As indicated in the City and County of Honolulu’s Ewa Development Plan (August 1997).
1.4.2.1.5 Convenience Commercial

Convenience commercial uses, such as a 7-11 store or gas station, that would cater to the University and residents of the surrounding community are proposed on three acres of land at the intersection of Road F and the North-South Road.

1.4.2.1.6 Multi-Family Residential

Three multi-family residential parcels totaling 47.1 acres are proposed to accommodate the significant demand for housing in the region. Located on three parcels in close proximity to the campus and its future expansion areas, a total of approximately 862 multi-family residential units are proposed in the plan, with densities ranging from a high of 25 units per acre to 12 units per acre. In addition to the sale of fee simple units, the market study suggests that there will be a demand for student housing, senior housing, and affordable family rental units.

1.4.2.2 Non-Income Generating Lands

The non-income generating lands are lands allocated to accommodate for State and County school and park requirements as well as to serve as areas for retention and open space, and to improve the overall character of the property.

1.4.2.2.1 Open Space and Parks

A 14.2-acre park is included within the 500-acre property to provide a recreational amenity for residents within the University property. Portions of the park will also be designed to accommodate stormwater retention and will be linked to the proposed greenway system for the Kaloʻi and Hunehune Gulches.

To promote sustainability and limit the concrete channelization of the existing drainage features, it is proposed that both the Kaloʻi Gulch and Hunehune Gulch be designed as greenway systems. The greenway system would extend from the University Village through the UH-West Oʻahu campus and its expansion areas, linking up to the residential areas, park, and other lands to the south owned by the Department of Hawaiian Home Lands.
1.4.2.2 Elementary School

A 12-acre elementary school site is provided within the property to address the demand for public educational facilities in the region. The elementary school is sited in close proximity to the residential uses on the 500-acre property and adjacent to the lands under the jurisdiction of the Department of Hawaiian Home Lands to the south.

1.4.2.2.3 Golf Course Parking Expansion

A 3.8-acre parcel is provided for parking expansion for the Kapolei Golf Course, in approximately the same location currently being leased by it for overflow parking. Due to the proposed location of the intersection of Road E and Farrington Highway, which is immediately adjacent to the current access, a relocated access will be provided off Road E, through this expansion area, to the Kapolei Golf Course.

1.4.2.2.4 Roadways

A hierarchical network of roadways is provided within the property. The following is a description of the UH-West O‘ahu property’s proposed roadway network.

Regional Roadways. Road C, Road E, and Road F will service the regional roadway network, providing access from the University’s property to the surrounding ‘Ewa/Kapolei region. As such, the proposed roadways will have a right-of-way width of 112 feet.

Collector Roadways. Road D and Road G are envisioned as collector roadways, providing access to the various land uses within the property. Road D would service the campus and adjacent multi-family parcels; Road G would service the park, elementary school, and DHHL lands to the south. These roadways will have a 98-foot wide right-of-way.

University Village Roadway. As the major roadway traversing through the University Village, Road B will be designed with the intent of catering to pedestrians and bicycles. The roadway will have a 98-foot wide right-of-way.

Campus Entry Roadways. Road A and Road C are envisioned as the major entry roadways to the campus. Both of these roadways
will have a 112-foot wide right-of-way with four travel lanes (two in each direction).

*Pedestrian and Bike Paths.* The proposed pedestrian/bikeway network is integrated in the roadway right-of-way system as sidewalks and bike paths. A network of separated pedestrian and bikeway systems are also included in this plan linked into the greenway system.
2.0 PROJECT DESCRIPTION

2.1 DEVELOPMENT OBJECTIVES

Development of a campus on the proposed site would greatly enhance the growth and expansion potential of UH-West O‘ahu. However, the University has limited capital funds available to fund the construction of a new UH-West O‘ahu campus. For these reasons, the University is exploring the potential of a partnership with a Developer or development team to construct the campus with private funds in exchange for the development rights for up to 320 acres of non-campus lands within the 500-acre property.

The University’s development objectives for the project are summarized as follows:

A. To develop the first phase of the new UH-West O‘ahu campus to accommodate an initial student population of 1,520 based on the LRDP prepared for the campus.

B. To develop the required off-site and on-site infrastructure that will support the ultimate development of the property, including the planned maximum development of the campus and non-campus lands.

C. To develop a University community including a mixed-use “University Village”, commercial uses, residential uses and other community facilities that are compatible with the UH-West O‘ahu campus (as described in the LRDP) and that respect the surrounding environment and existing site conditions, and harmonize with adjacent land uses and the character of the region.

D. To utilize planning, design, and development standards and concepts that will foster a sense of community interaction and identity.

E. To carry out all aspects of the development in compliance with applicable federal regulations, should federal funds be approved for the project.

2.2 BUILDING PROGRAM

The first phase of UH-West O‘ahu includes the construction of all Phase I campus buildings to support a student population of 1,520 students along with the infrastructure appropriately sized to support the development of the campus and of the non-campus lands (as described in the LRDP). The current development program, which is subject to refinement and modification during the design phase (as described below), is based on a program specified in the LRDP. The Phase I project currently consists of:

- Site Development Work for Non-Campus Lands
- Site Development Work for the Campus -- Off-Site and On-Site Infrastructure
- Central Plaza and Pedestrian Malls
Proposals submitted in response to the subsequent RFPs must achieve the following minimum requirements, and greater consideration shall be given to proposals that exceed these requirements. Detailed design specifications shall be provided to the selected developer team(s) upon commencement of the design phase.

### 2.2.1 Site Development Work for Non-Campus Lands

Development of the initial phase of the campus will commence with off-site infrastructure development projects such as a new water tank and sewer infrastructure connections to the Kapolei Interceptor project, and a new HECO electrical substation along the North-South Road. This scope will also include development of road and utility distribution infrastructure.

### 2.2.2 Site Development Work for the Campus

Development of this phase includes any off and on-site infrastructure to support the campus. On-site work will consist of mass grading to establish the building pads, and the construction of access roads, utility distribution systems and drainage retention basins.

### 2.2.3 Central Plaza and Pedestrian Malls

The work includes construction of the Central Plaza, and the start of two of its adjoining pedestrian malls and related landscape and hardscape design components.

### 2.2.4 Parking Areas and Service Drives

The service drive to the Campus Center facility will serve as the loop road for the campus for the first two phases of development. Parking areas between this road and the buildings will be built when the corresponding buildings are constructed.

### 2.2.5 Administration/Student Services Building (Building 1--40,245 gsf)

This two-story facility, sited on the curving edge of the Central Plaza, will be sized to house the ultimate administration and student services space needs. In this first phase, the reduced requirements of these functions will be accommodated along with temporary space for the Center for Labor Education and Research (C.L.E.A.R.), shared faculty administration space, faculty offices,
and three classrooms. The clock tower proposed to be incorporated into the design of this building will give the new campus a distinctive presence on the site and provide shaded outdoor seating areas.

2.2.6 Campus Center Building (Building 2--52,380 gsf)

Initially, this two-story facility will house many diverse functions for the campus. Along with the first phase of the permanent functions of the Campus Center, Bookstore, and Food Services, the building will provide space for the Phase I components of Operations and Maintenance, Auxiliary Services, and Non-Credit Programs. Since the building will be sized to handle the ultimate needs of the Student Affairs component of the university, additional space will be available in the first phase to accommodate the majority of the Academic Affairs space needs. This includes general classrooms, a computer classroom, a lecture hall, and specific environmental science lab and support spaces together with consulting and observation rooms required by the social sciences academic program.

2.2.7 Library (Building 3--48,030 gsf)

The initial Library facility will house spaces from three different academic support program areas: Library Services, the Learning Assistance Center, and Information Technology and Media Services. The building will be designed to anticipate an addition to its rear side for the Phase II space needs of these three programs.

2.2.8 Central Chiller Plant and Appurtenances (Building 4--7,800 gsf)

Located to the west of the Library will be the Central Chiller Plant for the University’s air conditioning system. The shell of the building will be completed in Phase I, although equipment will be added as needed in each phase to reach the maximum requirements for a campus loop system.

2.3 PROJECT COSTS

The anticipated costs for the Phase I facilities total approximately $88.8 million for development of the campus ($49.3 million for buildings, $15.0 million for off-site sitework and $24.5 million for on-site sitework). The development of infrastructure for the non-campus lands would require an additional $31.1 million, resulting in a total of about $119.9 million.

2.4 PROJECT SCHEDULE

The University anticipates the following schedule:

• Spring 2005 to Fall 2006--Design of Phase I facilities and supporting
infrastructure.

- Fall 2006--Complete Entitlements and Environmental Impact Statement.

The selected Respondent would be required to commence work on the project once subdivision is secured. The anticipated construction time schedule is from Fall 2006 to Fall 2008.

The Respondent will need to coordinate the timing for development of North-South Road with the construction of the campus. The initial access to the campus will be from the designated intersection off North-South Road (shown on the LRDP). The timing for completion of the initial three-lane roadway is from the end of 2006 to Summer of 2007.

## 2.5 DEVELOPMENT OF THE NON-CAMPUS LANDS

In order to fund the development of the campus, the selected Respondent(s) will have the right to develop, lease or sublease, or sell all or portions of up to 320 acres of non-campus lands and the campus expansion lands. An additional 83.1 acres of land is anticipated to be dedicated as roads, schools and parks to fulfill State and County requirements as well as to accommodate drainage, provide access and enhance the quality of the environment.

The Respondent(s) must comply with the requirements of the LRDP and its associated design guidelines, and the additional requirements set forth below as they may be applicable to any Component of the project executed by the selected Respondent(s).

### 2.5.1 Compliance with the LRDP/Design Review

Development of the non-campus lands must comply conceptually with the master plan, concepts and guidelines established in the LRDP. The LRDP includes design guidelines for the development of both the campus and non-campus lands. The University will establish a process and structure for design review to ensure compliance with the LRDP and objectives of the Project for the duration of the Project.

### 2.5.2 Design Guidelines for the Non-Campus Lands

As deemed appropriate by the University, or as may be required by a governmental entity during the entitlement process, the University may prepare additional design guidelines for the non-campus lands. The Respondent acknowledges that these design guidelines may place further restrictions on the use and appearance of the non-campus lands.

### 2.5.3 Entitlements

The University will work with the selected Respondent(s) to acquire all of the entitlements for the property. The property has received State Land Use Urban
District Classification, but does not have the proper County zoning for the land uses envisioned in the LRDP. In granting the Urban District Classification, the State Land Use Commission attached a number of Conditions to the development of the property. The University is working with the State Land Use Commission to address or amend these conditions. The University will work towards acquiring the necessary zoning for the property (a Plan Review Use permit for the campus and zone change for the non-campus lands). In addition, the University is in the process of completing an Environmental Impact Statement, and plans to acquire required Corps of Engineers permits for the project. The University will integrate the specific planning proposed by the selected Respondent(s) and approved by the University into the entitlement process to the extent such information is available sufficiently in advance of completion of the various steps outlined above. The University will endeavor to secure, in cooperation with the selected Respondent(s), the entitlements needed to develop the mutually agreed program.

The selected Respondent(s) will be responsible for securing subdivision of the property and necessary building permits and any additional permitting requirements beyond those described above.

2.5.4 DCC&Rs for Makai Lands

The 500-acre property is subject to DCC&Rs. The DCC&Rs are available for review as indicated in Section 5.

2.5.5 Consistency with Existing Federal, State and County Requirements

The selected Respondent(s) will comply with all applicable Federal, State and County standards.

2.5.6 Building and Infrastructure Design

The building program and site plan presented in the LRDP serve as a general guide to the size, scale and intensity of facilities envisioned for the first phase of the project. The University will also prepare more detailed design and construction drawings and cost estimates for the Phase I campus buildings and infrastructure to support both the campus and non-campus lands.

The University will keep the selected Respondent(s) informed of any revisions to the planning, costs, and scheduling during the design phase of the project.

2.5.7 Sources of Funding

To the extent needed, the University will assist the selected Respondent in facilitating financing for the project.
2.6 DEVELOPMENT TEAM SERVICES

In addition to the scope of work for which the Respondent(s) is responsible as described above, the following are services that should be provided to the University during the execution of any Component of the project for which the Respondent(s) is selected.

- Provide all services necessary to design, construct, and finance the project, as may be modified by this RFQ and subsequent RFPs and other modifications agreed to by the University.
- Based on the Plan, develop and submit construction documents for review and approval by the University.
- Commit to build the project by a guaranteed delivery date.
- Be responsible for obtaining all necessary regulatory approvals, aside from those described above.
- Construct the Project in accordance with the construction documents approved by the University.

2.7 PROPOSED DEVIATIONS TO THE LRDP

If justifiable through additional market research and financial structuring, the Respondent(s) may propose deviations to the land uses, acreages, heights and densities as proposed in the LRDP. The Respondent(s) may also propose revisions to the design guidelines specified within the LRDP. In proposing these deviations, the Respondent(s) must provide market research, financial information, land use studies, and design guidelines as deemed appropriate by the University to justify such change.

The University’s Design Review Committee will hear the proposed deviations to the LRDP and, if necessary, will consult with representative State and/or City agencies, prior to making a decision on approval of the proposed deviation. The University will have the authority to approve or deny any such deviations proposed.

If such deviations are approved after entitlements have been secured, the Respondent(s) will also be responsible for seeking any revisions to existing entitlements such as, but not limited to, the Plan Review Use Permit and zoning, as applicable to the proposed revision. The Respondent(s) will be responsible for all costs associated with proposed deviations to the LRDP.
3.0 SELECTION PROCESS

3.1 OVERVIEW

The selection process will consist of two phases. The first phase will consist of: (1) the preparation and submittal of SOQs by Respondent(s); (2) the evaluation of all responses received by the University; (3) the finalization of the project execution and RFP strategy; and (4) the development of a short list of three to five firms for each of the RFPs to be issued.

The second phase, not a part of this RFQ but to be administered after the short list is identified, includes: (1) the issuance of an RFP or RFPs to selected short listed firms; (2) the submission of design concepts and financing plans for the non-campus lands by the Respondent(s); and (3) the selection of a development team or teams to be recommended for approval by the Board of Regents.

Since detailed costs, final program and operational requirements have not been developed for the on-campus facilities, the proposals will not be expected to constitute a final design or financial structure. Rather, the primary goal of this process is to solicit preliminary concepts and budgets that demonstrate the Respondent’s creativity, flexibility, and ability to provide reasonable assumptions that will yield a feasible project. The successful Respondent(s) will assist the University in developing final project specifications and operating and development budgets for the Project.

Selection of the successful development team(s) will not be based solely on financial criteria. Instead, selection will consider the Respondent’s ability to provide a quality campus development with a surrounding environment that is most conducive to the overall campus experience for the student. The Respondent must use its professional judgment and expertise in developing a project that meets the market, programmatic, and financial requirements of the Project.

3.2 EVALUATION COMMITTEE

An Evaluation Committee will review, evaluate, and rank all SOQs received by the closing deadline. The same Evaluation Committee will review the proposals received as part of Step Two of the selection process.

3.3 SCHEDULE

Step One

The Evaluation Committee expects to adhere to the following schedule in Step One of the selection process:

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Informational Session/Site Visit</td>
<td>January 13, 2005</td>
</tr>
<tr>
<td>Deadline for submission of SOQ questions</td>
<td>January 18, 2005</td>
</tr>
<tr>
<td>Event</td>
<td>Date/Time</td>
</tr>
<tr>
<td>--------------------------------------------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>Response to questions</td>
<td>January 21, 2005</td>
</tr>
<tr>
<td>Deadline for submission of SOQ</td>
<td>4:00 PM HST; January 28, 2005</td>
</tr>
<tr>
<td>Selection of short list</td>
<td>February 4, 2005</td>
</tr>
</tbody>
</table>

**Step Two**

The following is a tentative schedule for Step Two of the process:

<table>
<thead>
<tr>
<th>Event</th>
<th>Date/Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>Issue RFP(s)</td>
<td>February 24, 2005</td>
</tr>
<tr>
<td>Pre-proposal conference</td>
<td>March 11, 2005</td>
</tr>
<tr>
<td>Deadline for submission of proposals</td>
<td>4:00 PM HST; April 7, 2005</td>
</tr>
<tr>
<td>Respondent presentation(s)</td>
<td>April 14-15, 2005</td>
</tr>
<tr>
<td>Approval of selected developer team(s) by Board of Regents</td>
<td>April 21, 2005</td>
</tr>
<tr>
<td>Occupancy of Project</td>
<td>August 30, 2008</td>
</tr>
</tbody>
</table>

This schedule is subject to modification at the sole and absolute discretion of the Evaluation Committee. For specific instructions relative to the selection process and Schedule, refer to the following sections.

### 3.4 PROCESS FOR SUBMITTAL OF THE STATEMENTS OF QUALIFICATIONS

#### 3.4.1 Informational Meeting/Site Visit

An informational meeting is planned for the Step One of the selection process for interested Respondents.

#### 3.4.2 Respondent Inquiries

Inquiries concerning this RFQ must be received in writing, prior to the date specified in Section 3.3. Inquiries may be submitted by facsimile transmission.

Except as specifically permitted in this section, from the date of this RFQ until a final agreement(s) is or are executed and the selection is announced, Respondents are not permitted to communicate for any reason with any University representative or consultant except through the designated contact person:

Jan Yokota  
Office of Capital Improvements  
University of Hawai‘i  
1951 East-West Road  
Honolulu, HI 96822  
Phone: (808) 956-7935  
Fax: (808) 956-9968  
Email: jsyokota@hawaii.edu
In the event of a violation of this provision, the Evaluation Committee reserves the right to reject the submission of the offending Respondent. Only questions that are in writing will be accepted. In addition, only responses issued in writing will be binding on the Evaluation Committee.

### 3.4.3 Written Addenda

Response to inquiries will be made in writing and provided to all Respondents. The University may decline to answer any Respondent’s inquiries at its discretion. The University may modify this RFQ, prior to the date fixed for submission of the SOQs, by issuance of an addendum or addenda to all parties who have received a copy of the RFQ.

### 3.4.4 Format of SOQ

Responses must be submitted in the format outlined in Section 4.0 of this RFQ, with each of the described divisions completed in full. Each SOQ will be reviewed to determine if it is complete prior to actual evaluation and the Evaluation Committee reserves the right to eliminate from further consideration any submission deemed to be substantially or materially non-responsive to the requests for information contained herein.

A SOQ may be considered non-responsive if it includes extraneous information not specifically requested in this RFQ. The clarity and conciseness of responses will be valued over sheer volume.

Each division and exhibit described in Section 4.0 must be indexed, tabbed, and presented on a separate page. If a Respondent fails to provide all categories of information required in this RFQ, the Respondent may be disqualified from further award consideration. However, the Evaluation Committee reserves the right in its sole discretion to waive minor irregularities.

### 3.4.5 Submission of SOQ

Each Respondent shall submit one (1) reproducible original and ten (10) copies (excepting large-scale drawings and exhibits if included in the submittal package) of its responses in 8-1/2” x 11” format. The SOQ must be received not later than the due date and time set forth in Section 3.3 of this Request unless amended pursuant to Section 3.3. The deadline for submission may be extended if, in the sole judgment of the Evaluation Committee, such extension is warranted.

Responses shall be delivered to:
The entire submission must be in a sealed package. The name and address of the Respondent shall appear on the outside of the package and the package shall refer to the University of Hawai‘i West O‘ahu Campus Phase I and due date. All addenda to the RFQ must be signed and returned with the SOQ.

Each Respondent is solely responsible for the timely delivery of its response by the deadline for submission. The University will not be responsible for lack of timely delivery of a SOQ regardless of reason. Failure to meet the deadline for submission will result in rejection of the SOQ.

3.5 EVALUATION CRITERIA FOR STATEMENTS OF QUALIFICATIONS

3.5.1 General

Each SOQ will be reviewed and evaluated by the Evaluation Committee. A short list of finalists will be prepared based on the Evaluation Committee’s determination of the Respondents exhibiting the strongest qualifications and capacity to perform the requirements of this project. The Evaluation Committee may reject all SOQs received.

Each SOQ that conforms to the requirements of this RFQ will be scored and ranked in accordance with the information requested in Section 4.0. A SOQ can receive a maximum of 100 points, which are distributed as set forth below and in Section 4.0. Specifically, the Evaluation Committee, using the criteria set forth in the following paragraphs of this section, will evaluate the information provided by the Respondent. The Respondent is encouraged to assemble a team and a response that can best address these issues.

The SOQs will be evaluated as follows:

- Overview of Team Qualifications 20 points
- Respondent Qualifications 20 points
- Design Team Qualifications 15 points
- Contractor Qualifications 15 points
- Approach to Project 30 points
3.5.2 Minimum Requirements

The Respondent shall meet the following minimum requirements. Failure to do so will result in the rejection of the submission and the removal of the Respondent from further consideration.

3.5.2.1 Respondent (Developer, Fee Developer, Development Manager or Design/Builder)

The Respondent shall have successfully financed (or managed) and completed at least three large commercial, residential, mixed-use, University or educational-related projects, or a combination thereof, of comparable size and scope to the UH-West O‘ahu campus project within the past five years. For teams expressing interest in individual Components of the Project, the nature and magnitude of experience shall be similarly comparable to the Component of the project for which interest is expressed.

3.5.2.2 Design Team

Design Team consultants shall, as applicable, possess all required professional and other required licenses by the State of Hawai‘i needed to develop the project. Design team members shall have designed at least three large commercial, residential, mixed-use, University or educational-related projects, or a combination thereof, of comparable size and scope to the UH-West O‘ahu campus project within the past five years.

3.5.2.3 Contractor

The contractor shall be licensed to do business in the State of Hawai‘i and have constructed at least three large commercial, residential, mixed-use, or University or educational-related projects, or a combination thereof, of comparable size and scope to the UH-West O‘ahu campus project within the past five years.

3.5.2.4 Insurance

The team members must show proof of insurance in both type and limits as set forth in Section 5.12 of this RFQ.

3.5.3 Respondent Qualifications

The qualifications of the Respondent will be evaluated based on the following criteria:
• Business expertise and management experience in comparable developments involving similar scope and services
• Organization of the Respondent’s team and interrelationship between entities if more than one firm is involved; prior experience of firms as team members
• Financial soundness
• Experience of Respondent in the development of similar projects
• Ability to arrange for financing, and proposed terms and process for financing, or ability to support the University in this area, if Respondent is a Fee Developer, Development Manager or Design/Builder

3.5.4 Design Team Qualifications

The qualifications of the architect and other members of the design team will be evaluated based on the following criteria:

• Availability of professional staff and their qualifications and experience for assigned roles on the project
• Experience on projects of similar size and scope
• Financial soundness
• Ability to provide required insurance coverage

3.5.5 Contractor Qualifications

The qualifications of the contractor will be evaluated based on the following criteria:

• Availability of professional staff and their qualifications and experience for assigned role on the project
• Experience of the contractor on projects of similar size and scope
• Financial soundness
• Ability of contractor to provide required insurance coverage and bonding capacity.

3.5.6 Approach to Project

The Respondent’s approach to the project will be evaluated based on the following criteria:

• Demonstration of a coordinated approach to design phase services and construction phase services for the Project as well as for possible subsequent phases of the Plan
• Involvement of the University in the review and approval of concept design and development of the construction documents
• Sensitivity to the issue of maximizing the value of the Project by
balancing the educational requirements of the campus with the financial feasibility of the project (i.e., quality of construction, program, market return on non-campus lands)

- Presentation of a feasible partnership structure
- Demonstration of its ability to adhere to the project schedule for both the design and construction phases
- Communication of its ability to integrate the delivery of individual Components with the master development activity and other individual Components in a complex mixed-use development
4.0 SUBMISSION REQUIREMENTS

4.1 STATEMENT OF QUALIFICATIONS

4.1.1 Organization of Response

The response shall be submitted in three-ring loose leaf notebooks and organized as follows:

- Cover Letter
- Table of Contents
- Overview of Team Qualifications
- Respondent Qualifications
- Design Team Qualifications
- Contractor Qualifications
- Approach to Project
- Attachments

4.1.2 Cover Letter

A transmittal letter prepared on the Respondent’s business stationery must accompany each response. An individual authorized to bind the firm to all statements, including all services contained in the response, must sign the letter.

4.1.3 Table of Contents

The SOQ shall have a Table of Contents that conforms to the organization set forth in Section 4.1.1.

4.1.4 Overview of Team Qualifications 20 Points

Submit a brief overview of the Respondent’s approach to the Project. The summary should not exceed three (3) pages and should address the following topics:

- A demonstration of an understanding of the Project objectives.
- An indication of which Components of the project Respondent is interested in pursuing, including completion of the checklist in Exhibit 1 of Section 6.0.
- An overview of the Respondent’s organization and the entity or entities that will be responsible for the work.
- A summary of the Respondent’s basic experiences and attributes that set it apart from other candidates, including prior projects on which team members have worked together, and, in particular, factors that would create quantifiable value to the University if the Respondent’s proposed team were to be engaged.
In addition to the Overview of the SOQ, the Respondent shall provide a letter or memorandum of understanding signed by all team members identified in the SOQ that:

- Describes the proposed structure of Respondent’s team;
- Identifies the person (including contact information) authorized to represent the team in all communications and negotiations; and
- Certifies that all parties are willing and able to provide the services set forth in the SOQ.

### 4.1.5 Respondent Qualifications 20 Points

#### 4.1.5.1 Personnel

Provide resumes and references for personnel who will be representing the Respondent on the Project and who have provided technical skills on projects similar to that requested in this RFQ. The qualifications of the Respondent should also address the capability and the experience necessary to secure tax-exempt financing for the Project on behalf of the Project (or assist the University in the case of a Fee Developer, Development Manager or Design/Builder).

#### 4.1.5.2 Projects

Provide a list of at least three large commercial, residential, mixed-use, University or educational-related projects, or a combination thereof, of comparable size and scope to the UH-West O‘ahu campus project that have been financed (or managed) and completed within the past five years. Respondents who indicate an interest in individual Components of the Project should list projects that are comparable to the Component for which interest is expressed. For each project, provide the following information:

- Project name
- Description of project
- Picture of project, if available
- Total development budget and final cost
- Scheduled opening date and actual opening date
- References with telephone numbers

Provide at least one example of a multi-phase development program for which the Respondent provided at-risk project management or construction management services. For the program, provide the following:
4.1.5.3 Financial Data

Provide the following financial information for the Respondent:

- Most recent financial statement available (identify whether audited or unaudited) including balance sheet and income statement, including notes
- List of bank and accounting references
- Statement from insurance/surety brokers indicating that the requisite bonds and insurance can be secured for the Project

4.1.5.4 Claims, Law Suits or Defaults

Provide a list of any outstanding claims, lawsuits, or defaults on the part of the Respondent or any of its subsidiaries.

4.1.5.5 Tax-Exempt Financing

Provide information on experience in providing tax-exempt financing for universities and the availability of such financing for the proposed project.

4.1.6 Design Team Qualifications  

4.1.6.1 Personnel

Provide resumes and references for personnel who will be representing the architect and its sub-consultants on the Project who have provided technical skills on projects similar to that requested in this RFQ.

4.1.6.2 Projects

Provide a list of at least three large commercial, residential, mixed-use, university or educational-related projects, or a combination thereof, of comparable size and scope to the UH-West O‘ahu campus project that have been completed by the architect within the past five years. For each project, provide the following:
4.1.6.3 Financial Data

Provide the following financial information for the architect:

- Most recent financial statement available (identify whether audited or unaudited) including balance sheet and income statement, including notes
- List of bank and accounting references
- Proof of insurance in accordance with Section 5.12

4.1.6.4 Claims, Law Suits or Defaults

Provide a list of any outstanding claims, lawsuits, or defaults on the part of the architect or any of its subsidiaries.

4.1.7 Contractor Qualifications

4.1.7.1 Personnel

Provide resumes and references for personnel representing the contractor on the Project, who have provided technical skills on projects similar to that requested in this RFQ.

4.1.7.2 Projects

Provide a list of at least three large commercial, residential, mixed-use, University or educational-related projects, or a combination thereof, of comparable size and scope to the UH-West O‘ahu campus project that have been completed by the contractor within the past five years. For each project, provide the following information:

- Project name
- Description of project
- Picture of project, if available
- Total development budget and final cost
- Scheduled opening date and actual opening date
- References with telephone numbers

4.1.7.3 Financial Data
Provide the following financial information for the contractor:

- Most recent financial statement available (identify whether audited or unaudited) including balance sheet and income statement, including notes
- List of bank and accounting references
- Proof of bonding capacity (payment and performance) for 100% of the project
- Proof of insurance in accordance with Section 5.12

4.1.7.4 Claims, Law Suits or Defaults

Provide a list of any outstanding claims, lawsuits, or defaults on the part of the contractor or any of its subsidiaries.

4.1.8 Approach to Project  

<table>
<thead>
<tr>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>30</td>
</tr>
</tbody>
</table>

An overview discussion of the Respondent’s potential approach to development and management is requested in order to ascertain the team’s general expertise and capability to deliver the Project. If the Respondent is selected for Step Two of the process, a more thorough discussion of the Respondent’s approach to project development and management will be required.

4.1.8.1 Components for which the Respondent is Indicating Interest

Identify in detail the Component(s) of the Project of interest to the Respondent and the Respondent’s suggestions for pursuing those Components on an independent basis while integrating with the overall master development plan and activities.

- Role proposed (Developer, Fee Developer, Development Manager or Design/Builder)
- Potential basis of engagement (ground lease, etc.)
- Potential financial benefits to the University of the proposed approach, including a discussion of the possible value to be created by the proposed approach to the identified Components (quantify a range if possible) as well as a brief comparison of the value of the proposed approach to other alternative strategies.

4.1.8.2 Development Phase

Describe the Respondent’s approach to performing the services contemplated for the development phase of the Project. The description should include a discussion of the methodology to be used by the
Respondent for seeking University input and periodic approvals of its work. The following issues are of particular interest to the University.

- Site analysis
- Design development
- University review and approval opportunities during design
- Budget and pro forma development and control
- Trade-off or approaches to value engineering
- Schedule control during design and construction
- Construction management

4.1.8.3 Transaction Structure

Describe a potential partnership structure with the University for implementation of the master development plan or the specific Components of interest to Respondent.

- Type and source of financing and financing terms
- Structure of ownership entity, relationship to the University, and the allocation of risk and return to the parties
- Significant terms of a ground lease
- Significant terms of an operating agreement

4.1.8.4 Schedule

Demonstrate the Respondent’s capacity to meet the Project delivery date set forth in Section 3.3. Provide a schedule for achievement of all major Project milestones, including the following dates for the first phase of new construction.

- Start and finish of architectural and engineering design
- Procurement of all permits, licenses, and approvals
- Start and finish of site development
- Start and finish of building construction
- Commissioning of the facility
5.0 GENERAL PROVISIONS

5.1 REVISIONS TO THE RFQ

The University may modify this RFQ, prior to the date fixed for submission of the SOQs, by issuance of an addendum or addenda to all parties who have received a copy of the RFQ. The University may extend the deadline for submittal of SOQs for any reason. As provided in Section 3.4.2, written inquiries concerning this RFQ may be submitted to the University. Responses to inquiries will be made in writing and provided to all Respondents to this RFQ. The University may decline to answer any Respondent’s inquiries at its discretion.

5.2 CANCELLATION OF RFQ

The University may cancel this solicitation without cause and at no cost to the University, in whole or in part, if such action is determined to be in the best interest of the University.

5.3 ACCEPTANCE OF SUBMITTALS

The University reserves the right to: accept or reject any or all submittals without cause, in whole or in part, received as a result of this RFQ; waive minor irregularities; or negotiate with all Respondents in any manner necessary to serve the best interest of the University. Further, the University reserves the right to make a whole award, multiple awards, a partial award, or no award.

5.4 BACKGROUND DOCUMENTS

Respondents may find the following documents listed below to be of use in preparation of the SOQ. Respondents may examine the following documents during the preparation of their SOQs by making an appointment with the contact person for viewing at the Office of Capital Improvements, 1951 East-West Road, Honolulu, Hawai‘i, during normal business hours.

The following documents are on file and available for review:

A. UH West O‘ahu Long Range Development Plan
B. UH West O‘ahu Educational Specifications, Space Program and Education Technology Plan
C. UH West O‘ahu Campus Site Selection Study
D. State Land Use Commission, Conditions of Decision and Order
E. DCC&Rs for Makai Lands
5.5 INCURRED EXPENSES

Any costs incurred by the Respondent in preparing and submitting a response to this RFQ will be the sole responsibility of the Respondent and will not be reimbursed by the University.

5.6 ECONOMY OF PREPARATION

Responses should be prepared simply and economically, providing a straightforward, concise description of the Respondent’s ability to fulfill the requirements of this solicitation.

5.7 CONFIDENTIALITY OF DOCUMENTS

To the extent permitted by law, written requests for confidentiality shall be submitted with the SOQ. The request must state specifically what elements of the SOQ are to be considered confidential and/or proprietary. Confidential and proprietary information must be readily identified, marked and separated/packaged from the rest of the submittal. Co-mingling of confidential and proprietary information and other information is unacceptable. Any information that will be included in any resulting agreement cannot be considered confidential.

5.8 ETHICS IN CONTRACTING/COLLUSION

If requested to submit a proposal, the Respondent shall certify in its proposal that:

- Its response is made without collusion or fraud.
- It has not offered or received any kickbacks or inducements from any other developer, supplier, manufacturer, or subcontractor in connection with the proposal.
- It has not conferred on any University officer, or employee, past or present, any payment, loan, subscription, advance deposit, travel services or items even of nominal value, present or promised.

5.9 DISCREPANCIES AND CLARIFICATIONS

The University reserves the right to request clarification of any aspect of received SOQs or to request additional information that might be required to evaluate the submittals. Responses that are incomplete or conditioned or are not in conformity with this RFQ may be rejected.

5.10 RESPONDENT RESPONSIBILITIES

All Respondents will be required to bring to the attention of the University expressly, in writing, any requested substitution or change proposed to this RFQ prior to the date for submittal of the SOQ. The University will not be bound to a substitution or change
unless the Respondent expressly brings it to the University’s attention, in writing, and in a timely manner, and the University expressly approves the substitution or change in writing.

5.11 NONDISCRIMINATION

The University of Hawai‘i supports the principles of equal opportunity and will not discriminate because of gender, race, color, national origin, religion, sexual orientation, age or disability in the selection of firms. The University of Hawai‘i encourages the participation of small, women-owned, and minority-owned firms.

5.12 INSURANCE REQUIREMENTS

The successful Respondent shall, at its own expense, procure and maintain during the entire performance period of any contract or agreement arising from the process outlined in Section 1.1, including any extensions thereof, insurance of the kind and in the minimum amounts specified below. All insurance, except for professional liability, shall have a retroactive date of placement prior to or coinciding with the effective date of the agreement between the University and the successful Respondent. Professional liability coverage should be retroactive to the beginning of pre-bid design activities. All policies shall name the University of Hawai‘i as an additional insured.

Depending upon the substance of the successful proposal, the insurance requirements may be tailored to meet the proposal structure and to meet the requirements of the University.

5.12.1 Overall Requirements

5.12.1.1 Commercial General Liability insurance on an occurrence form to include coverage for:

- Premises Operation
- Independent Contractors
- Products and Completed Operations

Products and Completed Operations coverage protecting the Contractor and Subcontractor must be carried for two (2) years after substantial completion of the Project. Evidence of this insurance shall be provided to the University on an annual basis.

- Broad Form Property Damage including completed operations
- Blanket Contractual Liability
- Personal Injury
- Employees named as Additional Insured
- Explosion, Collapse and Underground Property Damage
- Severability of Interest

The limit of liability for such coverage shall be:
- Bodily Injury and Property Damage Combined Single Limit:
  - $5,000,000.00 per occurrence
  - $5,000,000.00 aggregate
- Products/Completed Operations:
  - $1,000,000.00 per occurrence
  - $5,000,000.00 aggregate
- Personal Injury:
  - $1,000,000.00 per occurrence
  - $5,000,000.00 aggregate

5.12.1.2 The Respondent shall carry professional liability (Errors and Omissions) insurance, covering the Design Services provided under the Agreement with coverage of $1,000,000.00 per occurrence and $2,000,000.00 in the aggregate. The term “Design Services” means all professional services required to fulfill the design obligations of the Project, including, but not limited to programming, schematic design, design development, construction documents and construction contract administration services. Specifically, the contractor shall carry Contractor’s Professional Liability (CPL) insurance with coverage of $1,000,000.00 per occurrence and $2,000,000.00 in the aggregate. The CPL policy shall include a Design/Build Endorsement in a form acceptable to the University and shall provide coverage for:
- Contractor’s vicarious, contingent and direct liability for design errors
- Facility management
- Program management
- Providing computer software
- Contractual liability or liability assumed in “insured contracts”

If the successful Respondent is a joint venture, then the CPL policy shall include the joint venture as a named insured.
Any architect and/or engineer furnishing services for the Project shall carry professional liability insurance with coverage of $1,000,000.00 per occurrence and $2,000,000.00 in the aggregate.

All professional liability policies shall be maintained throughout the course of the work and for a minimum of five (5) years after the Certificate of Substantial Completion is filed.

All professional liability insurance policies shall cover claims for bodily injury and property damage as well as claims involving solely economic loss. This insurance shall also provide for redesign and reconstruction costs and expenses resulting from negligent Design Services.

5.12.1.3 Builders' Risk Insurance including all standard coverage and specifically providing coverage for exposed buildings and structures. The Builder’s Risk insurance shall be on an “all risk” basis and shall provide coverage on a full replacement value basis for the Project. The policy shall insure all work, labor, materials furnished by the Contractor against loss occasioned by fire, lightning, windstorm, theft, vandalism, malicious mischief, earthquake, flood, surface waters and collapse. The property to be covered shall include: (1) all materials and supplies owned by the named or additional insured and used in the construction of the buildings while in or on the described buildings, or in the open on the development’s premises or job site; (2) Foundations and fixtures; (3) Excavation, grading and labor charges associated with the construction project; and (4) Temporary structures used in, incidental to, the construction, fabrication, installation or completion of the Project.

5.12.1.4 Comprehensive Automobile insurance covering all vehicles, owned and non-owned, hired and leased. This insurance shall include coverage for automobile contractual liability and all coverages required by Hawai‘i law with the following limits:

- Bodily Injury $1,000,000.00 per person
- Property Damage $1,000,000.00 per occurrence

5.12.1.5 Workers' Compensation, Temporary Disability and other similar insurance required by the State of Hawai‘i or Federal laws. The minimum limits of liability to be maintained are as follows:

- Coverage A State of Hawai‘i Workers’ Compensation Law: Statutory Limits
- Coverage B Employers Liability:
Bodily Injury from each accident: $1,000,000.00
Bodily Injury from disease: $1,000,000.00
Bodily Injury from disease: $1,000,000.00 aggregate

5.12.2 Proof of Insurance

All insurance coverage shall be written by companies licensed or authorized to do business in the State of Hawai‘i and having an A.M. Best rating of A:VII or better. All polices, except Workers’ Compensation, shall provide a 30-day notice for cancellation. Certificates of Insurance evidencing coverage shall be provided to the University prior to the awarding of any contract. Copies of insurance policies shall be provided upon request of the University. For insurance which must be maintained after completion of the Project or termination of an agreement, proof of insurance shall be submitted to the University on an annual basis.

5.13 DEVELOPMENT AGREEMENT

Under the Master Developer scenario, for Phase I of the campus, the University would provide the land and the selected Respondent would construct the project specified by the University at the Respondent’s own cost and expense, in exchange for the development rights for up to 320 acres of non-campus lands. Under this scenario, the agreement between the University and the selected Respondent shall include, but not be limited to, the provisions articulated in this section. To the extent Respondent is selected for a more limited scope related to individual Components, the following provisions would be applicable but would be modified as appropriate to the Components. Any such modifications will be communicated in the RFP phase of the selection process.

5.13.1 Negotiation

The University and the selected Respondent(s) must enter into an agreement satisfactory to the University within Sixty (60) days. If the University and the selected Respondent fail to reach agreement within the Sixty (60) day negotiation period, the University shall have the exclusive right to extend the time frame, cancel further negotiations, or begin negotiations with other Respondent finalists.

5.13.2 General

- **Compliance**: All agreements will provide for compliance with University academic and student service programs and objectives and for the involvement of the University in the project planning and management (e.g., composition and voting majorities on supervisory or management committees that handle budgeting and programming).
- **Performance Benchmarks**: All contracts and agreements will contain
time and performance benchmarks, including construction deadlines, as appropriate, with clear termination provisions.

- **Indemnification:** The selected Respondent and its agents, partners, employees and consultants (Indemnitors) shall defend, indemnify and hold harmless the University, the State of Hawai‘i and their officers, employees and agents from and against all liability, loss, damage, liens, causes of action, suits, judgments, cost, and expense, including all attorneys’ fees, and all claims, suits, and demands therefore, arising out of or resulting from the performance of services or any part thereof, the acts or omissions of the Indemnitors, or sub-contractors under any agreement with the University. The provisions of this paragraph shall remain in full force and effect notwithstanding the expiration or early termination of any agreement.

- **Insurance:** The selected Respondent will provide proof of insurance at levels acceptable to the University prior to the signing of any Ground Lease. Other insurance may be required from time to time in such amounts as mutually agreed upon by the University and the selected Respondent for coverage against other insurable risks relating to performance.

### 5.13.3 Ground Lease and Financing

If the agreement takes the form of a Ground Lease for the non-campus lands, the following conditions shall apply:

- **Financing Approvals:** The University will retain approval rights for any financing, refinancing, or additional pledges or encumbrances on the facilities or activities conducted in those facilities.

- **Subordination:** Neither the University’s fee interest in the lands nor the University’s interest in the Ground Lease shall be subordinated to any financing or other lien or encumbrance that the Respondent may obtain in connection with the development and ownership of the Project.

- **Term:** Financing arrangements shall not exceed the term of the Ground Lease. The University will agree to a lease term on the ground lease appropriate for the proposed use currently assumed at 30 years. It should be noted that Respondents should identify in the SOQ response if a longer period will be required to optimize the financing strategy.

- **Title:** The leasehold improvements shall not be sold or the title transferred without the approval of the University.

- **Ground Rent:** Ground rent will be based on a fair market value and return on the land, recognizing the existing condition of the land, the cost for off-site infrastructure that the Respondent will incur, and the rental rates to be charged for the units.

- **Assignment:** The Ground Lease will contain a clause prohibiting assignment or sublease of the Respondent’s interest without the written total discretionary consent of the University. The foregoing
notwithstanding, the Respondent will be permitted to give a security interest in the lease to a lender providing construction or long-term financing.

5.13.4 Design and Construction

- **Assurances**: All contracts and agreements will include provisions for liquidated damages, performance bonds, or other remedies to assure timely completion of the Project. Prior to commencement of construction, the Respondent must demonstrate that it has the resources in hand or available to complete the project.

- **Design Standards**: Improvements shall be designed to comply with University design standards.

- **Off-site and On-Site Costs**: All off-site and on-site preparation costs will be at the sole cost and expense of the Respondent. Aside from working with the selected Respondent(s) to acquire the entitlements as described in Section 2.5.3 above, the site is offered (or leased) “as is” in its present condition and subject to applicable governmental laws and regulations.

- **Construction Schedule**: The Respondent must commence work on the project and provide a schedule for completion of the campus by August 30, 2008. The Respondent’s schedule must include both the timing and construction of the campus as well as the timing and construction of all uses within the non-campus lands.
6.0 EXHIBITS TO THE RFQ
Exhibit 1
Checklist of Components for Respondent Interest

Indicate in the following table by placing an X in the “Respondent Interest” column the role or roles for which the Respondent has an interest in being considered:

<table>
<thead>
<tr>
<th>Role</th>
<th>Respondent Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Master Developer for the entire scope</td>
<td></td>
</tr>
<tr>
<td>Fee Developer or Development Manager</td>
<td></td>
</tr>
<tr>
<td>Design/Builder</td>
<td></td>
</tr>
<tr>
<td>Developer for individual or multiple Components</td>
<td></td>
</tr>
</tbody>
</table>

The Respondent should indicate the components of the Project for which it would like to be considered by placing an X in the desired “Respondent Interest” column. If Respondent is interested in the Master Developer role, it is not necessary to check the individual components that follow.

<table>
<thead>
<tr>
<th>Paragraph Reference</th>
<th>Component</th>
<th>Acreage</th>
<th>Respondent Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Entire Project (Master Developer)</td>
<td></td>
<td>All</td>
<td></td>
</tr>
<tr>
<td>University and Infrastructure Facilities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.4.1.1</td>
<td>UH-West O‘ahu Campus Phase I including all on-site and off-site utilities, roads, landscape, hardscape and Campus buildings</td>
<td>30.0</td>
<td></td>
</tr>
<tr>
<td>Income-Generating Components</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.4.2.1.1 through 1.4.2.1.6</td>
<td>Residential and Commercial uses as recommended in the LRDP</td>
<td>169.3</td>
<td></td>
</tr>
<tr>
<td>1.4.1.2</td>
<td>UH-West O‘ahu Expansion Lands (to the extent offered for residential and/or commercial development)</td>
<td>Up to 150.8</td>
<td></td>
</tr>
</tbody>
</table>

For Developers interested in one or more of the “Income Generating Components,” please designate intended uses and the desired parcels along with the expected economic and programmatic benefits to the University.