

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
2223 E. WELLINGTON AVENUE, SUITE 100
SANTA ANA, CALIFORNIA 92701**

**BUILDING COMMITTEE MEETING
Tuesday, November 29, 2022
9:30 a.m.**

Members of the Committee

Wayne Lindholm, Chair
Chris Prevatt, Vice Chair
Charles Packard
Frank Eley

Pursuant to Assembly Bill 361, signed into law on September 16, 2021 as urgency legislation; Governor Newsom’s Proclamation of a State of Emergency on March 4, 2020, which Proclamation is still in effect; and Board of Retirement Resolution 2022-10, this meeting will be conducted by video/teleconference, in compliance with Government Code section 54953 as amended by Assembly Bill 361. In addition, members of the Committee and the public are welcome to participate in the meeting via Zoom from the OCERS Boardroom located at 2223 E. Wellington Ave., Santa Ana, CA. However, none of the other locations from which the Committee members participate by teleconference will be open to the public.

Members of the public who wish to observe and/or participate in the meeting may do so (1) from the OCERS Boardroom or (2) via the Zoom app or telephone from any location. Members of the public who wish to provide comment during the meeting may do so by “raising your hand” in the Zoom app, or if joining by telephone, by pressing * 9 on your telephone keypad. Members of the public who participate in the meeting from the OCERS Boardroom and who wish to provide comment during the meeting may do so from the podium located in the OCERS Boardroom.

| OCERS Zoom Video/Teleconference information | |
|--|---|
| <p>Join Using the Zoom App (Video & Audio)</p> <p>https://ocers.zoom.us/j/89428974031</p> <p>Meeting ID: 894 2897 4031 Passcode: 136062</p> <p>Go to https://www.zoom.us/download to download Zoom app before meeting Go to https://zoom.us to connect online using any browser.</p> | <p>Join by Telephone (Audio Only)</p> <p>Dial by your location</p> <ul style="list-style-type: none"> +1 669 900 6833 US (San Jose) +1 253 215 8782 US (Tacoma) +1 346 248 7799 US (Houston) +1 929 436 2866 US (New York) +1 301 715 8592 US (Washington DC) +1 312 626 6799 US (Chicago) <p>Meeting ID: 894 2897 4031 Passcode: 136062</p> |

AGENDA

This agenda contains a brief general description of each item to be considered. The Committee may take action on any item listed on this Agenda; however, except as otherwise provided by law, no action shall be taken on any item not appearing on the Agenda. The Committee may consider matters included on the agenda in any order, and not necessarily in the order listed.

OPEN SESSION

CALL MEETING TO ORDER AND ROLL CALL

PUBLIC COMMENT

At this time, members of the public may comment on (1) matters not included on the agenda, provided that the matter is within the subject matter jurisdiction of the Board; and (2) any matter appearing on the Consent Agenda. Members of the public who wish to provide comment at this time may do so by “raising your hand” in the Zoom app, or if joining by telephone, by pressing * 9 on your telephone keypad. Persons attending the meeting in person and wishing to provide comment at this time should fill out a speaker card located at the back of the Boardroom and deposit it in the Recording Secretary’s box located near the back counter. When addressing the Board, please state your name for the record prior to providing your comments. Speakers will be limited to three (3) minutes.

In addition, public comment on matters listed on this agenda will be taken at the time the item is addressed.

CONSENT AGENDA

All matters on the Consent Agenda are to be approved by one action unless a Board Member requests separate action on a specific item.

C-1 BOARD MEETING MINUTES

| | |
|--|----------------|
| Building Committee Meeting Minutes | March 14, 2022 |
| Special Building Committee Meeting Minutes | June 24, 2022 |
| Building Committee Meeting Minutes | July 27, 2022 |

Recommendation: Approve minutes.

INFORMATION ITEMS

Each of the following informational items will be presented to the Board for discussion.

Presentations

- I-1 UPDATE ON OCERS HEADQUARTERS PROJECT**
Presentation by Brenda Shott, Assistant CEO, OCERS

NOTICE OF NEXT MEETINGS

DISABILITY COMMITTEE MEETING
December 12, 2022
8:30 A.M.

ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
2223 E. WELLINGTON AVENUE, SUITE 100

Orange County Employees Retirement System
November 29, 2022
Building Committee Meeting– Agenda

Page 3

SANTA ANA, CA 92701

REGULAR BOARD MEETING

December 12, 2022

9:30 A.M.

ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM

2223 E. WELLINGTON AVENUE, SUITE 100

SANTA ANA, CA 92701

AUDIT COMMITTEE MEETING

December 15, 2022

9:30 A.M.

ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM

2223 E. WELLINGTON AVENUE, SUITE 100

SANTA ANA, CA 92701

AVAILABILITY OF AGENDA MATERIALS - Documents and other materials that are non-exempt public records distributed to all or a majority of the members of the OCERS Board or Committee of the Board in connection with a matter subject to discussion or consideration at an open meeting of the Board or Committee of the Board are available at the OCERS' website: <https://www.ocers.org/board-committee-meetings>. If such materials are distributed to members of the Board or Committee of the Board less than 72 hours prior to the meeting, they will be made available on the OCERS' website at the same time as they are distributed to the Board or Committee members. Non-exempt materials distributed during an open meeting of the Board or Committee of the Board will be made available on the OCERS' website as soon as practicable and will be available promptly upon request.

It is OCERS' intention to comply with the Americans with Disabilities Act ("ADA") in all respects. If, as an attendee or participant at this meeting, you will need any special assistance beyond that normally provided, OCERS will attempt to accommodate your needs in a reasonable manner. Please contact OCERS via email at adminsupport@ocers.org or call 714-558-6200 as soon as possible prior to the meeting to tell us about your needs and to determine if accommodation is feasible. We would appreciate at least 48 hours' notice, if possible. Please also advise us if you plan to attend meetings on a regular basis.

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
BOARD OF RETIREMENT
2223 E. WELLINGTON AVENUE, SUITE 100
SANTA ANA, CALIFORNIA**

**BUILDING COMMITTEE MEETING
Monday, March 14, 2022
2:00 P.M.**

Members of the Committee

Wayne Lindholm, Chair
Chris Prevatt, Vice Chair
Charles Packard
Frank Eley

MINUTES

Chair Lindholm called the meeting to order at 2:03 p.m.

Recording Secretary administered the Roll Call attendance.

Attendance was as follows:

Present via Zoom video teleconference pursuant to Executive Order N-29-20 issued by Governor Newsom on March 17, 2020:

Present: Wayne Lindholm, Chair; Chris Prevatt, Vice Chair; Charles Packard; Frank Eley

Also

Present: Steve Delaney, Chief Executive Officer; Brenda Shott, Assistant CEO, Internal Operations; Anthony Beltran, Visual Technician; Brittany Cleberg, Recording Secretary

Guests via Zoom: Cushman & Wakefield: Lars Platt; Robert Lambert; Brian Booth

CONSENT AGENDA

MOTION by Eley, **seconded** by Prevatt, to approve staff's recommendation on all of the following items on the Consent Agenda:

C-1 COMMITTEE MEETING:

Building Committee Meeting

August 13, 2021

Recommendation: Approve minutes.

The motion passed **unanimously**, pursuant to a Roll Call vote, as follows:

Orange County Employees Retirement System
March 14, 2022
Building Committee Meeting – Minutes

AYES

NAYS

ABSTAIN

ABSENT

Mr. Eley

Mr. Packard

Mr. Prevatt
Chair Lindholm

ACTION ITEMS

A-1 INDIVIDUAL ACTION ON ANY ITEM TRAILED FROM THE CONSENT AGENDA

No items were trailed from the Consent Agenda.

Mr. Packard arrived at 2:10 p.m.

A-2 OCERS FUTURE HEADQUARTERS BUILDING

Presentation by Lars Platt, Robert Lambert, & Brian Booth, Cushman Wakefield and Brenda Shott, Assistant Chief Executive Officer, Internal Operations, OCERS

After discussion by the Committee, **MOTION** by Prevatt, **seconded** by Packard, to recommend that the Board of Retirement approve the issuance of an RFP to develop the existing OCERS' properties for the future use of a new OCERS headquarters and other best use of the properties.

The motion passed **unanimously**, pursuant to a Roll Call vote, as follows:

AYES

NAYS

ABSTAIN

ABSENT

Mr. Eley
Mr. Packard
Mr. Prevatt
Chair Lindholm

INFORMATION ITEMS

I-1 OCERS BUILDING COMMITTEE CHARTER

Discussion by Brenda Shott, Assistant Chief Executive Officer, Internal Operations, OCERS

Orange County Employees Retirement System
March 14, 2022
Building Committee Meeting – Minutes

Page 3

WRITTEN REPORTS

None

COMMITTEE MEMBER/CEO/CONSULTANT/COMMENTS

None

STAFF

Ms. Shott gave an update on the Board room audio visual equipment upgrade project. She anticipates the project will be completed by the May Board barring any further delays. The Board room will be operational in April if needed.

The meeting **ADJOURNED** at 3:27 p.m.

Submitted by:

Approved by:

Steve Delaney
Secretary to the Committee

Wayne Lindholm
Chair

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
BOARD OF RETIREMENT
2223 E. WELLINGTON AVENUE, SUITE 100
SANTA ANA, CALIFORNIA**

**SPECIAL BUILDING COMMITTEE MEETING
Friday, June 24, 2022
10:00 A.M.**

**MEETING LOCATION:
1551 N. TUSTIN AVENUE
SANTA ANA, CALIFORNIA**

Members of the Committee

Wayne Lindholm, Chair
Chris Prevatt, Vice Chair
Charles Packard
Frank Eley

MINUTES

Chair Lindholm called the meeting to order at 10:10 a.m.

Attendance was as follows:

Present: Wayne Lindholm, Chair; Chris Prevatt, Vice Chair; Charles Packard; Frank Eley

Also

Present: Steve Delaney, Chief Executive Officer; Brenda Shott, Assistant CEO, Internal Operations

Guests: Cushman & Wakefield: Robert Lambert

AGENDA

10:00 A.M. -- TOUR AND DISCUSSION OF 1551 N. TUSTIN AVE., SANTA ANA, CA

10:45 A.M. -- TOUR AND DISCUSSION OF 400 N. TUSTIN AVE., SANTA ANA, CA

11:30 A.M. -- TOUR AND DISCUSSION OF 1251 E. DYER ROAD, SANTA ANA, CA

COMMITTEE MEMBER/CEO/STAFF/CONSULTANT/COMMENTS

None

Orange County Employees Retirement System
June 24, 2022
Special Building Committee Meeting – Minutes

Page 2

The meeting **ADJOURNED** at 12:00 p.m.

Submitted by:

Approved by:

Steve Delaney
Secretary to the Committee

Wayne Lindholm
Chair

**ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM
BOARD OF RETIREMENT
2223 E. WELLINGTON AVENUE, SUITE 100
SANTA ANA, CALIFORNIA**

**BUILDING COMMITTEE MEETING
WEDNESDAY, JULY 27, 2022
1:30 P.M.**

**MEETING LOCATION:
ORANGE COUNTY ADMINISTRATION NORTH BUILDING
400 WEST CIVIC CENTER DRIVE
SANTA ANA, CALIFORNIA**

Members of the Committee

Wayne Lindholm, Chair
Chris Prevatt, Vice Chair
Charles Packard
Frank Eley

MINUTES

Chair Lindholm called the meeting to order at 1:30 p.m.

Attendance was as follows:

Present: Wayne Lindholm, Chair; Chris Prevatt, Vice Chair; Charles Packard; Frank Eley

Also

Present: Brenda Shott, Assistant CEO, Internal Operations

AGENDA

1:30 P.M. -- TOUR AND DISCUSSION OF 400 WEST CIVIC CENTER DRIVE, SANTA ANA, CA

2:30 P.M. – TOUR AND DISCUSSION OF 601 NORTH ROSS STREET, SANTA ANA, CA

COMMITTEE MEMBER/CEO/STAFF/CONSULTANT/COMMENTS

None

The meeting **ADJOURNED** at 3:00 p.m.

Submitted by:

Approved by:

Steve Delaney
Secretary to the Committee

Wayne Lindholm
Chair

2011



Headquarters Project Update

Presented on 11/29/2022

by

Brenda Shott, Assistant CEO, Finance and Internal Operations



Background

- Board Approved pursuing building new headquarters at the Tustin Ave location by having staff issue RFP
- Committee performed due diligence by touring available properties
- Staff meetings with City of Santa Ana to discuss OCERS goals for the property, zoning restrictions and the City's "visioning" for the area
- Staff met with architects and received some conceptual site plans
- Provided Board full update on the project at the September Strategic Planning Meeting



Update & Discussion

- Discuss any specific takeaways from building tours and Strategic Planning meeting
- Draft RFP for Program Manager and Owner Representative Services for OCERS Headquarters Construction Project
 - Review the proposed scope of services
 - Discuss timing
- Hired Senior Manager, Facilities and Operations Support Services
 - Fong Tse – Start date Friday, December 2, 2022
 - Engineering Manager/Division Chief - San Bernardino County Public Works Dept
 - Assistant City Engineer (Facilities Division Chief) – retired in 2019 after 30 years in the Public Works Department





Next Steps

- Finalize RFP
- Staff to visit/meet with other pension systems that recently completed new headquarters building projects
- Prepare information for a needs assessment to be performed by the firm selected through RFP process



Questions?

Program Manager and Owner Representative Services for OCERS Headquarters Construction Project

Request for Proposals

December 2022

Orange County Employees Retirement System (OCERS)

2223 E Wellington Avenue Suite 100

PO Box 1229

Santa Ana, CA 92702 USA

1-(714)-558-6200

<http://www.ocers.org>

Contents

| | |
|---|----|
| Section 1: Introduction..... | 3 |
| Section 2: Background..... | 3 |
| Section 3: Scope of Services..... | 3 |
| Section 4: General Conditions..... | 4 |
| Section 5: Point of Contact..... | 6 |
| Section 6: Response to Request for Proposal..... | 7 |
| Section 7: Proposal Requirements..... | 8 |
| Section 8: Evaluation Criteria..... | 9 |
| Section 9: Non-Discrimination Requirement..... | 7 |
| Section 10: Notice Regarding the California Public Records Act and the Brown Act..... | 8 |
| Section 11: Contract Negotiations..... | 8 |
| Section 12: Reservations by OCERS..... | 9 |
| Section 13: Facility Tour..... | 10 |
| | |
| Exhibit A: Intent to Respond Scope of Services..... | 11 |
| Exhibit B: Standard Services Agreement..... | 12 |
| Exhibit C: Minimum Qualifications Certification..... | 13 |
| Exhibit D: Proposal Cover Page and Checklist..... | 14 |

Section 1: Introduction

The Orange County Employees Retirement System (“OCERS”) through this Request for Proposal (“RFP”) seeks competitive proposals from qualified and experienced project and construction management teams interested in working with OCERS to perform a needs assessment for OCERS future Headquarters project followed by the planning, designing and construction of OCERS Headquarters in the city of Santa Ana, on the corner of Tustin Ave and Wellington Ave.

Those who wish to participate must submit their completed proposal by **5:00 p.m., PST, [day][date]**. Specific instructions for proposal submissions are contained in Section 7 of this RFP.

Questions about this RFP must be submitted in writing by **5:00 pm, PST, [day][date]** to Jim Doezie, Contracts, Risk & Performance Administrator, by email at jdoezie@ocers.org.

Section 2: Background

Organization

OCERS was established in 1945 under the provisions of the County Employees Retirement Law of 1937 and provides members with retirement, disability, death, and cost-of-living benefits. There are approximately 50,000 members served by OCERS, of which over 20,000 are retirees. OCERS is governed by a nine-member Board of Retirement (“Board”) which has plenary authority and fiduciary responsibility for the investment of money and administration of the retirement system. OCERS operates as a cost-sharing multiple-employer defined benefit pension plan for the following thirteen active participating employers:

- County of Orange
- Orange County Superior Court of California
- City of San Juan Capistrano
- Orange County Cemetery District,
- Children and Families Commission of Orange County,
- Orange County Employees Retirement System,
- Orange County Fire Authority,
- Orange County In-Home Supportive Services Public Authority,
- Orange County Local Agency Formation Commission (LAFCO),
- Orange County Public Law Library,
- Orange County Sanitation District,
- Orange County Transportation Authority and
- Transportation Corridor Agencies.

OCERS has over one hundred employees and the Board appoints a Chief Executive Officer who is responsible for the management of the agency. The majority of OCERS’ employees work a hybrid schedule that typically includes three days in the office and two days remotely.

For additional information about OCERS, please refer to the OCERS website at ocers.org.

Project

OCERS’ current headquarter building is located at 2223 E. Wellington, Santa Ana, CA (Wellington Property). The building contains 50,700 square feet and sits on a 2.92-acre lot. The building was built in 1979 and OCERS

purchased it in 1996 for approximately \$2.3 million. The current estimated value of 2223 E. Wellington is \$11 million.

In February 2020, OCERS acquired the adjacent property located at 1200 N. Tustin Ave, Santa Ana, CA (Tustin Property) which is immediately east of the Wellington Property. The Tustin Property is a 2-story, class B, multi-tenant medical office building that contains 30,299 square feet on a 2.77-acre lot. The Tustin Property was on the market for sale at the time of purchase as a potential multi-family development opportunity. Concerned about potentially having a residential development immediately adjacent to the OCERS headquarters and seeing an opportunity to control the full parcel of land, providing OCERS with more options, OCERS elected to acquire the Tustin Property. The Tustin Property currently has an estimated value of \$8 million.

When the pandemic hit and the related “stay at home orders” were issued across the nation, OCERS paused the pursuit of the various options for the two properties and put the project on hold. As the pandemic has begun to evolve and offices are beginning to open back up, it is timely for OCERS to move the project forward. OCERS considers the following four factors as primary drivers for planning for their future headquarters:

1. Location – desire to be centrally located to OCERS participating employers (but not adjacent to or collocated with them) and close proximity to John Wayne airport
2. Ease of access – desire to be in an area with less traffic congestion, easy/quick access on and off major freeways, and in a safe neighborhood
3. Ample parking – the surface parking at the existing headquarters is highly desirable
4. Acknowledge that OCERS building needs will most likely require customizations (Board public meeting room, Board closed session meeting room, private meeting rooms for member retirement counseling)

Based on the factors above, OCERS determined building a new headquarter building on the Tustin Property and achieving the best acceptable use from the Wellington Property is the preferred option for the project.

Section 3: Scope of Services

The selected Consultant will provide Preconstruction and Construction Management (CM) services and act as the Owners-Advisor to OCERS. The initial phase of the project will be to conduct a facility needs assessment. Based on the findings from the assessment, the selected Consultant will assist OCERS in all aspects to deliver the project including recommendations on the approach for delivering the project, planning, designing, construction, close-out, and moving. The selected firm will recommend, procure and contract with additional project consultants required to complete this project. Below is a listing of services that is intended to be a starting point. Respondents should include any additional scope as would be needed on a project of this size and nature.

1) Project Initiation

- a) Conduct a Needs Assessment that will:
 - i) Determine current and future space and parking needs for staff and visitors
 - ii) Evaluate OCERS’ current properties (both Wellington Ave and Tustin Ave parcels) and determine and recommend options that will support the needs of OCERS and its members and stakeholders.

- b) Assist in defining project goals in terms of contract, cost, schedule, and physical requirements (including energy and environmental design) for approval by OCERS
- c) Act as the Owner Advisor and design and construction consultant and assist OCERS with identifying project challenges and constraints through the completion of the entire project
- d) Prepare a Project Plan and define project management protocols to be used throughout the project as approved by OCERS
- e) Identify and recommend additional consultants required to complete the project
- f) Evaluate project delivery methods and make recommendations to OCERS on the best approach to use for the OCERS HQ project
- g) Provide schedules, supporting documents, cost validations, and/or detailed analysis to support recommendations being made in regard to the project scope, schedule, budget, design, contracts, or delivery methods

2) Design management

- a) Upon request by OCERS Building Committee, Project Coordinator, or Senior Executives, attend all project-related meetings and make presentations to the OCERS Building Committee, Board of Retirement, OCERS team, or others as needed
- b) Manage all required entitlements, easements, zoning variances, and permitting with the City of Santa Ana, architects, engineers, OCERS, and any other applicable regulatory agency
- c) Provide professional advice and recommendations on financing and financial approaches, including but not limited to P-3, design-build and traditional
- d) Provide professional analysis, assessment, and projections of project revenue potential or cost savings achieved through energy-efficient design features
- e) Manage and act as Owners Advisor for the full design process including, conceptual design, schematic design, design development, construction documents, construction contractor bidding and selection and, steps needed to achieve agreed upon LEED certification level
- f) Provide value engineering of alternate methods and building systems and provide detailed analysis of options for review and approval by OCERS during each phase of the design

3) Construction, Purchasing/Contracting & Administration

- a) Monitor and update the project plan weekly and report to OCERS at weekly project meetings (or another cadence as agreed upon) on project status and potential schedule, scope, or budget variances and suggest corrective actions in order to stay on plan
- b) Competitively procure all additional services and consultants as approved by OCERS using methodologies that are in compliance with OCERS Procurement and Contracting Policy and any applicable laws, regulations, and/or rules
- c) Manage bid documentation process, review all proposals and, make recommendations of selection for OCERS approval
- d) Negotiate project consultants, vendor, and contractor contracts
- e) Review and approval of subcontractor list, schedule of values, and construction schedule, including all phasing
- f) Manage all project-related contracts including the review and payment of consultant and contractor invoices
- g) Coordinate the purchase of all materials, furniture, fixtures, and equipment necessary to complete the project, utilizing master purchase agreements OCERS has available when appropriate and/or economical
- h) Coordinate the approval of material samples, delivery, installation, and a punch list for the full project
- i) Provide consultations to avoid construction conflicts and mediate and solve construction conflicts that do occur

- j) Manage the LEED certification process to maximize points and achieve agreed upon level of certification

4) Closeout & Move

- a) Manage the completion of the punch list and proper contract closeout
- b) Review and process final payments and lien release documentation, including recording of Notice of Completion and required notifications to subcontractors, material men and suppliers
- c) Provide OCERS with a closeout package, which includes all information pertaining to the project such as As-Built Drawings, User Manuals, Warranties & Guarantees, Bonds, Release of Liens, etc.
- d) In coordination with OCERS' instructions and requirements prepare a moving plan and procure necessary services to complete the approved plan.
- e) Coordinate and manage the move into the new building with OCERS and the approved vendor

1. Minimum Qualifications

All respondents are required to sign and return the "Minimum Qualifications Certification," attached as Exhibit "C."

Section 4: General Conditions

All terms, conditions, requirements, and procedures included in this RFP must be met for a proposal to be qualified. A proposal that fails to meet any material term, condition, requirement, or procedure of this RFP may be disqualified. OCERS reserves the right to waive or permit cure of non-material errors or omissions. OCERS reserves the right to modify, amend, or cancel the terms of this RFP at any time.

OCERS may modify this RFP prior to the date fixed for submission of a proposal by posting, mailing, emailing, or faxing an addendum to the respondents known to be interested in submitting a proposal. Failure of a respondent to receive or acknowledge receipt of any addendum shall not relieve the respondent of the responsibility for complying with the terms thereof.

A respondent's proposal shall constitute an irrevocable offer for the 120 days following the deadline for submission of proposals. Reference to a certain number of days in this RFP shall mean business days unless otherwise specified.

All proposals submitted in response to this RFP will become the exclusive property of OCERS. Proposals will not be returned to respondents.

By submitting a proposal, the respondent acknowledges that it has read this RFP, understands it, and agrees to be bound by its requirements unless clearly and specifically noted in the proposal submitted.

Section 5: Point of Contact

A quiet period will be in effect from the date of issuance of this RFP until the announcement of the selection of a firm or firms under this RFP. During the quiet period, respondents are not permitted to communicate with any OCERS staff member or Board Member regarding this RFP except through the Point of Contact named herein. Respondents violating this quiet period may be disqualified at OCERS' discretion. Respondents having current business with OCERS must limit their communications to the subject of such business.

OCERS’ normal business hours of operations are from 08:00 to 17:00 Monday through Friday, except for federal and state holidays.

The Point of Contact for all matters relating to this RFP is:

| | |
|-----------------------|---|
| Name: | Jim Doezie |
| Title: | Contracts, Risk & Performance Administrator |
| Address: | OCERS 2223 E Wellington Ave., Suite 100 Santa Ana, CA 92701 |
| Telephone: | (714) 569-4884 |
| Email: | jdoezie@ocers.org |
| OCERS Website: | www.OCERS.org |
| Status: | See the OCERS website for status of the RFP and announcements. These items can also be found here: http://www.ocers.org/rfp/requestforproposal.htm |

Section 6: Response to Request for Proposal

Proposals must be submitted to the Point of Contact identified in Section 5 and delivered by the due date and time stated below in the RFP Schedule.

OCERS will accept electronic, paper, or both types of submissions. Proposals may be submitted electronically in Microsoft Word or Adobe Acrobat PDF format to the email address noted in Section 5. Submission may also be made by mailing a USB flash drive with the electronic files, or a paper copy to the mailing address noted in Section 5. If paper copies are submitted, two (2) copies must be submitted.

RFP Schedule

The following timetable constitutes a tentative schedule for this RFP process. OCERS reserves the right to modify this schedule at any time.

| Deliverable | Date | Time |
|-----------------------------------|------|------|
| Release of RFP | | |
| <i>Intent to Respond Deadline</i> | | |
| RFP Questions Deadline | | |
| RFP Answers Posted | | |

| | |
|---|------------------|
| Facility Tour [if applicable] | |
| RFP Submission Deadline | |
| OCERS Review of RFP Submissions | |
| Selection of Finalists | |
| Interviews of Finalists | To be determined |
| Service Award [or recommendation to the Board] | To be determined |

Section 7: Proposal Requirements

Proposals must include the following information:

1. The "Minimum Qualifications Certification," attached as Exhibit "C."
2. The "Proposal Cover Page and Check List," attached as Exhibit "D."
3. An executive summary that provides the respondent's background, experience, and other qualifications to provide the services included in the Scope of Services.
4. A description of the respondent including:
 - a. Brief history, including year the respondent firm was formed.
 - b. Ownership structure.
 - c. Office locations.
 - d. Organization chart.
 - e. Number of employees.
 - f. Annual revenues.
 - g. Scope of services offered.
 - h. Respondent's specialties, strengths, and limitations.
 - i. Describe the accounting systems used and financial reporting methodologies.
 - j. How soon after period-end (month, quarterly, annual) are the financial results delivered?
 - k. Are the respondent's financial reports independently audited? If so, what is the name of the audit firm?
 - l. Are actual financials compared to Pro-forma estimates? Is this reviewed with the owner?
 - m. An example of the respondent's financial reports.
 - n. The average retention rate (years of service) of the firm's other clients?
5. The names and qualifications of fully trained and qualified staff that will be assigned to OCERS work, including a detailed profile of each person's background and relevant individual experience.
6. At least three (3) references for which the respondent has provided services similar to those included in the Scope of Services. Please include for each reference the individual point of contact, a summary of the work performed, and the length of time the respondent provided each service.

7. Copies of any pertinent licenses required to deliver the respondent's product or service (e.g., business license).
8. A copy of the respondent's standard professional services contract.
9. An explanation of the pricing proposal for the scope of work including pricing of fees and costs, billing practices, and payment terms that would apply. OCERS does not place any limits on the approach to pricing and is open to the presentation of more than one pricing alternative for the scope of work, or portions of it. This section of the response should include an explanation as to how the pricing approach(es) will be managed to provide the best value to OCERS. The respondent should represent that the pricing offered to OCERS is, and will remain, equivalent to or better than that provided to other public pension fund or institutional investor clients, or should provide an explanation as to why this representation cannot be provided. All pricing proposals should be "best and final," although OCERS reserves the right to negotiate on pricing.
10. An explanation of all actual or potential conflicts of interest that the respondent may have in contracting with OCERS.
11. A description of all past, pending, or threatened litigation, including malpractice claims, administrative, state ethics, disciplinary proceedings, and other claims against the respondent and/or any of the individuals proposed to provide services to OCERS.
12. Any other information that the respondent deems relevant to OCERS' selection process.

Section 8: Evaluation Criteria

Responses will be evaluated based upon the following:

1. Experience and reputation of the respondent.
2. Quality of the team proposed to provide services to OCERS, including staffing depth, experience, turnover, and compensation.
3. Pricing and value.
4. Delivery and payment terms.
5. Compliance with technical standards contained in this RFP.
6. The organization, completeness, and quality of the proposal.
7. Information provided by references.
8. Other factors OCERS determines to be relevant.

The factors will be considered as a whole, without a specific weighting.

OCERS may require one or more interviews with or personal presentations by finalists to be conducted with staff, Board Members, and/or the entire Board of Retirement.

If the information in the proposal is deemed to be insufficient for evaluation, OCERS may request additional information or reject the proposal outright at OCERS' sole discretion. False, incomplete, or unresponsive statements in connection with a proposal may result in the rejection of the proposal.

Section 9: Non-Discrimination Requirement

By submitting a proposal, the respondent represents that it and its subsidiaries do not and will not discriminate against any employee or applicant for employment on the basis of race, religion, color, national origin, ethnic group identification, mental disability, physical disability, medical condition, genetic information, marital status, ancestry, sex, gender, sexual orientation, gender identity, gender expression, age, or military and veteran status.

Section 10: Notice Regarding the California Public Records Act and the Brown Act

The information submitted in response to this RFP will be subject to public disclosure pursuant to the California Public Records Act (California Government Code Section 6250, et. seq., the "Act"). The Act provides generally that all records relating to a public agency's business are open to public inspection and copying unless specifically exempted under one of several exemptions set forth in the Act. If a respondent believes any portion of its proposal is exempt from public disclosure or discussion under the Act, the respondent must provide a full explanation and mark such portion "TRADE SECRETS," "CONFIDENTIAL," or "PROPRIETARY," and make it readily separable from the balance of the response. Proposals marked "TRADE SECRETS," "CONFIDENTIAL," or "PROPRIETARY" in their entirety will not be honored, and OCERS will not deny public disclosure of all or any portion of proposals so marked.

By submitting a proposal with material marked "TRADE SECRETS," "CONFIDENTIAL," or "PROPRIETARY," a respondent represents it has a good faith belief that the material is exempt from disclosure under the Act; however, such designations will not necessarily be conclusive, and a respondent may be required to justify in writing why such material should not be disclosed by OCERS under the Act. Fee and pricing proposals are not considered "TRADE SECRET," "CONFIDENTIAL," or "PROPRIETARY".

If OCERS receives a request pursuant to the Act for materials that a respondent has marked "TRADE SECRET," "CONFIDENTIAL," or "PROPRIETARY," and if OCERS agrees that the material requested is not subject to disclosure under the Act, OCERS will either notify the respondent so that it can seek a protective order at its own cost and expense, or OCERS will deny disclosure of those materials. OCERS will not be held liable, however, for inadvertent disclosure of such materials, data, and information or for disclosure of such materials if deemed appropriate in OCERS' sole discretion. OCERS retains the right to disclose all information provided by a respondent.

If OCERS denies public disclosure of any materials designated as "TRADE SECRETS," "CONFIDENTIAL," or "PROPRIETARY", the respondent agrees to reimburse OCERS for, and to indemnify, defend and hold harmless OCERS, its Boards, officers, fiduciaries, employees, and agents from and against:

1. Any and all claims, damages, losses, liabilities, suits, judgments, fines, penalties, costs, and expenses, including, without limitation, attorneys' fees, expenses, and court costs of any nature whatsoever (collectively, "Claims") arising from or relating to OCERS' non-disclosure of any such designated portions of a proposal; and
2. Any and all Claims arising from or relating to OCERS' public disclosure of any such designated portions of a proposal if OCERS determines disclosure is required by law, or if disclosure is ordered by a court of competent jurisdiction.

Section 11: Contract Negotiations

OCERS will propose a contract to the successful respondent, which will contain such terms as OCERS, in its sole discretion, may require. In addition, the selected firm will agree that this RFP and the firm's proposal will be incorporated by reference into any resulting contract.

This RFP is not an offer to contract. Acceptance of a proposal neither commits OCERS to award a contract to any respondent, nor does it limit OCERS' right to negotiate the terms of a contract in OCERS' best interest, including the addition of terms not mentioned in this RFP. The final contract must, among other terms and conditions required by OCERS, allow OCERS to terminate the contract a) for OCERS' convenience, b) if funds are not appropriated for the services to be provided, or c) for default.

The general form of the contract OCERS intends to use is included as Exhibit "B" ("OCERS Services Agreement"). OCERS reserves the right to make changes to the contract prior to execution, including material changes. The final Scope of Services to be included in the contract will be determined at the conclusion of the RFP process.

By submitting a proposal without comment on the OCERS Services Agreement, the respondent will be deemed to have agreed to each term in the OCERS Services Agreement, and to not seek any modifications to it. If the respondent objects to any term in the OCERS Services Agreement or wishes to modify or add terms to the OCERS Services Agreement, the proposal must identify each objection and propose language for each modification and additional term sought. A rationale should be included for each objection, modification, or addition.

Section 12: Reservations by OCERS

In addition to the other provisions of this RFP, OCERS reserves the right to:

1. Cancel or modify this RFP, in whole or in part, at any time.
2. Make such investigation as it deems necessary to determine the respondent's ability to furnish the required services, and the respondent agrees to furnish all such information for this purpose as OCERS may request.
3. Reject the proposal of any respondent who is not currently in a position to perform the contract, or who has previously failed to perform similar contracts properly, or in a timely manner, or for any other reason in OCERS' sole discretion.
4. Waive irregularities, to negotiate in any manner necessary to best serve the public interest, and to make a whole award, multiple awards, a partial award, or no award.
5. Award a contract, if at all, to the firm which will provide the best match to the requirements of the RFP and the service needs of OCERS in OCERS' sole discretion, which may not be the proposal offering the lowest fees.
6. Request additional documentation or information from respondents, which may vary by the respondent. OCERS may ask questions of any respondent to seek clarification of a proposal or to ensure the respondent understands the scope of the work or other terms of the RFP.
7. Reject any or all proposals submitted in response to this RFP.
8. Choose to not enter into an agreement with any of the respondents to this RFP or negotiate for the services described in this RFP with a party that did not submit a proposal.
9. Determine the extent, without limitation, to which the services of a successful respondent are or are not actually utilized.
10. Defer the selection of a bidder to a time of OCERS' choosing.

11. Consider information about a respondent other than, and in addition to, that submitted by the respondent.

Section 13: Facility Tour

There will be a non-mandatory tour of the facility and surrounding area to be conducted by the respondents. The tour will be conducted one time only, unless OCERS determines a need for an additional tour. The tour will be held at 2223 E. Wellington Avenue, Suite 100, Santa Ana, CA 92701 as noted above. Respondents must confirm their attendance by 5:00 p.m., the day before the tour via email to jdoezie@ocers.org. The tour will begin promptly at the prescribed time. The purpose of the tour will be to familiarize all respondents with the building's condition, areas, and location.

Exhibit A
Intent to Respond

If you choose to submit a proposal in response to this RFP please submit this Intent to Respond to Jim Doezie via email no later than X:00 p.m., PT, [Date]. Failure to submit your Intent to Respond may disqualify your firm from submitting a proposal.

OCERS' responses to written requests for clarification or additional information will be provided to all firms that have submitted an Intent to Respond.

Intent to Respond

| | |
|--|---------------|
| To: Jim Doezie | From: |
| Co.: OCERS | Title: |
| | Co.: |
| Phone: (714) 569-4884 | Phone: |
| Email: jdoezie@ocers.org | Email: |
| Re: Intent to Respond | Date: |

Our firm intends to submit a response for OCERS' RFP for .

Please forward inquiries to the following contact:

Name:

Title:

Company:

Mailing Address:

Telephone:

Facsimile:

Email Address:

Exhibit B
MINIMUM QUALIFICATIONS CERTIFICATION

All firms submitting a proposal in response to this RFP are required to sign and return this attachment, along with written evidence of how the respondent meets each qualification.

The undersigned hereby certifies that it fulfills the minimum qualifications outlined below, as well as the requirements contained in the RFP.

Minimum Qualifications include:

- 1.
- 2.
- 3.

The undersigned hereby certifies that they are an individual authorized to bind the Firm contractually, and said signature authorizes verification of this information.

Authorized Signature

Date

Name and Title (please print)

Name of Firm

Exhibit C

PROPOSAL COVER PAGE AND CHECKLIST (TO BE SUBMITTED ON FIRM'S LETTERHEAD)

Respondent Name:

Respondent Address:

By submitting this response, the undersigned hereby affirms and represents that they have reviewed the proposal requirements and have submitted a complete and accurate response to the best of their knowledge. By signing below, I hereby affirm that the respondent has reviewed the entire RFP and intends to comply with all requirements.

Respondent specifically acknowledges the following:

1. Respondent possesses the required technical expertise and has sufficient capacity to provide the services outlined in the RFP.
2. Respondent has no unresolved questions regarding the RFP and believes that there are no ambiguities in the scope of services.
3. The fee schedule submitted in response to the RFP is for the entire scope of services and no extra charges or expenses will be paid by OCERS.
4. Respondent has completely disclosed to OCERS all facts bearing upon any possible interests, direct or indirect, that Respondent believes any member of OCERS, or other officer, agent, or employee of OCERS presently has, or will have, in this contract, or in the performance thereof, or in any portion of the profits thereunder.
5. Materials contained in the proposal and all correspondence and written questions submitted during the RFP process are subject to disclosure pursuant to the California Public Records Act.
6. Respondent is not currently under investigation by any state or federal regulatory agency for any reason.
7. Except as specifically noted in the proposal, respondent agrees to all of the terms and conditions included in OCERS Services Agreement.
8. The signatory below is authorized to bind the respondent contractually.