

WASHINGTON STATE SCHOOL DIRECTORS' ASSOCIATION
OLYMPIA, WASHINGTON

REQUEST FOR PROPOSALS
RFP NO. 2018-081

PROJECT TITLE: WSSDA Headquarters Building Loan

PROPOSAL DUE DATE: June 13, 2018 @ 5:00 p.m. (PST)

CONTENTS OF THE REQUEST FOR PROPOSALS:

1. Introduction
2. General Information for Proposers
3. Proposal Contents
4. Evaluation of Proposal
5. Exhibits
 - A. Certifications and Assurances

Table of Contents

1	INTRODUCTION.....	3
1.1	BACKGROUND.....	3
1.2	OBJECTIVE	3
1.3	DEFINITIONS.....	3
1.4	ADA.....	4
2	GENERAL INFORMATION FOR PROPOSERS	4
2.1	RFP COORDINATOR	4
2.2	ESTIMATED SCHEDULE OF PROCUREMENT ACTIVITIES	4
2.3	SUBMISSION OF PROPOSALS.....	5
2.4	PROPRIETARY INFORMATION/PUBLIC DISCLOSURE	5
2.5	REVISIONS TO THE RFP	6
2.6	MINORITY & WOMEN-OWNED BUSINESS PARTICIPATION	6
2.7	ACCEPTANCE PERIOD	6
2.8	RESPONSIVENESS	6
2.9	MOST FAVORABLE TERMS.....	6
2.10	STRUCTURE OF FINANCING	Error! Bookmark not defined.
2.11	COSTS TO PROPOSE	6
2.12	NO OBLIGATION TO CONTRACT.....	7
2.13	REJECTION OF PROPOSALS.....	7
3	PROPOSAL CONTENTS	7
3.1	LETTER OF PROPOSAL, BUSINESS INFORMATION, CERTIFICATIONS (MANDATORY).....	7
3.2	WRITTEN DESCRIPTION OF PROPOSED STRUCTURE OF FINANCING.....	Error! Bookmark not defined.
3.3	DEBT REPAYMENT AND AMORTIZATION SCHEDULES (MANDATORY).....	8
3.4	FEES AND EXPENSES SECTION (MANDATORY).....	8
4	EVALUATION OF PROPOSALS.....	8
4.1	EVALUATION PROCEDURE.....	8
4.2	CLARIFICATION OF PROPOSAL	8
4.3	NOTIFICATION TO PROPOSERS.....	8
4.4	DEBRIEFING OF UNSUCCESSFUL PROPOSERS	8
4.5	PROTEST PROCEDURE	9

EXHIBIT A CERTIFICATIONS AND ASSURANCES

1 INTRODUCTION

1.1 BACKGROUND

Founded in 1922, the [Washington State School Directors' Association](#) (WSSDA) is a member-driven organization that supports the school district leadership team—school board members and superintendents—in preparing all children to be responsible citizens and to lead productive, satisfying lives. WSSDA's membership is comprised of 1,477 locally elected school board directors from Washington State's 295 public school districts. Our mission is to provide leadership and advocacy, and empower our members with knowledge and skills to govern with excellence.

Over the past several years the WSSDA Board of Directors has explored several options for updating WSSDA headquarters. The options explored included renovation of the existing building, relocation, sharing a location with other organizations, and new construction. During 2017, the WSSDA Board of Directors made the decision to explore the construction of a new building on the existing site. Subsequently, WSSDA hired a construction management consultant to help staff with this process. The WSSDA Board of Directors also moved to secure terms for funding of up to but not to exceed \$2,000,000. This funding, combined with up to \$1,000,000 of WSSDA's liquid assets will comprise the resources utilized to construct the new headquarters. Any of WSSDA's liquid assets used in this project will come from the funds the WSSDA Board of Directors committed to the Building Construction Fund. No dues based revenues will be used for this construction project.

1.2 OBJECTIVE

The objective of this request for proposals (the "RFP") is to identify the institution that can best provide WSSDA with financing through a loan that best serves the organization needs at the lowest overall borrowing cost, pursuant to certain conditions. This loan will be used to fund the construction of a new building that will serve as the organization's headquarters with an estimated borrowing amount of \$2,000,000.

This loan will be secured by a combination of the real property owned by WSSDA and cash held in its reserves. Additionally, WSSDA will consider expanding its financial relationship with the lending institution.

WSSDA may award one contract as a result of this RFP.

1.3 DEFINITIONS

Definitions for the purposes of this RFP include:

Agency. The **Washington State School Directors Association** is the agency of the state of Washington that is issuing this RFP.

Proposer. Individual, company, or firm submitting a proposal in order to attain a contract with the AGENCY.

Contractor. Individual, company, or firm whose proposal has been accepted by the AGENCY and is awarded a fully executed, written contract.

Proposal. A formal offer submitted in response to this solicitation.

1.4 ADA

WSSDA complies with the Americans with Disabilities Act (ADA). Consultants may contact the RFP Coordinator to receive reasonable accommodations to have an equal opportunity to respond to this RFP.

2 GENERAL INFORMATION FOR PROPOSERS

2.1 RFP COORDINATOR

The RFP Coordinator is the sole point of contact in the AGENCY for this procurement. All communication between the Proposer and the AGENCY upon receipt of this RFP shall be with the RFP Coordinator, as follows:

Name	Josh Collette
Mailing/Street Address	221 College Street NE Olympia, WA 98516
Phone Number	360-252-3012
E-Mail Address	j.collette@wssda.org

Any other communication will be considered unofficial and non-binding on the AGENCY. Proposers are to rely on written statements issued by the RFP Coordinator. Communication directed to parties other than the RFP Coordinator may result in disqualification of the Proposer.

2.2 ESTIMATED SCHEDULE OF PROCUREMENT ACTIVITIES

Issue Request for Proposals	05/11/2018
Preproposal Conference (if applicable)	N/A
Question & answer period	05/11/2018– 05/25/2018
Issue addendum to RFP (if applicable)	TBD
Proposals due	06/13/2018 - prior to 5 PM
Evaluate proposals	06/14/2018 – 06/20/18
Approval of Apparent Successful Bidder by WSSDA Board of Directors	On or About - 6/22/2018
Notification of Apparent Successful Bidder	On or About - 06/26/18
Closing on Loan	On or About – 08/01/18

The AGENCY reserves the right to revise the above schedule.

2.3 SUBMISSION OF PROPOSALS

Proposers are required to submit two (2) copies of their proposal. One copy must have original signatures and the other copy may have photocopied signatures.

The proposal is to be sent to the RFP Coordinator at the address noted in Section 2.1. The envelope should be sealed and clearly marked to the attention of the RFP Coordinator.

Proposers mailing proposals should allow normal mail delivery time to ensure timely receipt of their proposals by the RFP Coordinator. Proposers assume the risk for the method of delivery chosen. The AGENCY assumes no responsibility for delays caused by any delivery service. Proposals may not be transmitted using facsimile transmission.

All proposals and any accompanying documentation become the property of the AGENCY and will not be returned.

2.4 PROPRIETARY INFORMATION/PUBLIC DISCLOSURE

Proposals submitted in response to this competitive procurement shall become the property of the AGENCY. All proposals received shall remain confidential until the contract, if any, resulting from this RFP is signed by the Executive Director of the AGENCY, or his Designee, and the apparent successful Contractor; thereafter, the proposals shall be deemed public records as defined in Chapter 42.56 of the Revised Code of Washington (RCW).

Any information in the proposal that the Proposer desires to claim as proprietary and exempt from disclosure under the provisions of Chapter 42.56 RCW, or other state or federal law that provides for the nondisclosure of your document, must be clearly designated. The information must be clearly identified and the particular exemption from disclosure upon which the Proposer is making the claim must be cited. Each page containing the information claimed to be exempt from disclosure must be clearly identified by the words "Proprietary Information" printed on the lower right hand corner of the page. Marking the entire proposal exempt from disclosure or as Proprietary Information will not be honored.

If a public records request is made for the information that the Proposer has marked as "Proprietary Information" the AGENCY will notify the Proposer of the request and of the date that the records will be released to the requester unless the Proposer obtains a court order enjoining that disclosure. If the Proposer fails to obtain the court order enjoining disclosure, the AGENCY will release the requested information on the date specified. If a Proposer obtains a court order from a court of competent jurisdiction enjoining disclosure pursuant to Chapter 42.56, RCW, or other state or federal law that provides for nondisclosure, the AGENCY shall maintain the confidentiality of the Proposer's information per the court order.

A charge will be made for copying and shipping, as outlined in Chapter 42.56, RCW. No fee shall be charged for inspection of contract files, but twenty-four (24) hours' notice to the RFP Coordinator is required. All requests for information should be directed to the RFP Coordinator.

2.5 REVISIONS TO THE RFP

In the event it becomes necessary to revise any part of this RFP, addenda will be provided to all who receive the RFP.

The AGENCY also reserves the right to cancel or to reissue the RFP in whole or in part, prior to execution of a contract.

2.6 MINORITY & WOMEN-OWNED BUSINESS PARTICIPATION

In accordance with the legislative findings and policies set forth in Chapter 39.19, RCW, the state of Washington encourages participation in all of its contracts by firms certified by the Office of Minority and Women's Business Enterprises (OMWBE). Participation may be either on a direct basis in response to this solicitation or on a subcontractor basis. However, no preference will be included in the evaluation of proposals, no minimum level of OMWBE participation shall be required as a condition for receiving an award and proposals will not be rejected or considered non-responsive on that basis.

2.7 ACCEPTANCE PERIOD

Proposals must provide 60 days for acceptance by AGENCY from the due date proposals are opened.

2.8 RESPONSIVENESS

All proposals will be reviewed by the RFP Coordinator to determine compliance with administrative requirements and instructions specified in this RFP. The Proposer is specifically notified that failure to comply with any part of the RFP may result in rejection of the proposal as non-responsive.

The AGENCY also reserves the right, however, at its sole discretion to waive minor administrative irregularities.

2.9 MOST FAVORABLE TERMS

The AGENCY reserves the right to make an award without further discussion of the proposal submitted. Therefore, the proposal should be submitted initially on the most favorable terms which the Proposer can propose. The AGENCY does reserve the right to contact a Proposer for clarification of its proposal.

The Proposer should be prepared to accept this RFP for incorporation into a contract resulting from this RFP. Contract negotiations may incorporate some or all of the Proposer's proposal. It is understood that the proposal will become a part of the official procurement file on this matter without obligation to the AGENCY.

2.10 COSTS TO PROPOSE

The AGENCY will not be liable for any costs incurred by the Proposer in preparation of a proposal submitted in response to this RFP, in conduct of a presentation, or any other activities related to responding to this RFP.

2.11 NO OBLIGATION TO CONTRACT

This RFP does not obligate the state of Washington or the AGENCY to contract for services specified herein.

2.12 REJECTION OF PROPOSALS

The AGENCY reserves the right at its sole discretion to reject any and all proposals received without penalty and not to issue a contract as a result of this RFP.

3 PROPOSAL CONTENTS

Proposals may be submitted via mail on eight and one-half by eleven inch (8 ½" x 11") paper with tabs separating the major sections of the proposal. The four major sections of the proposal are to be submitted in the order noted below:

1. Letter of Proposal, including Business Information and signed Certifications and Assurances
2. Debt Repayment Schedules
3. Fees and Expenses

Proposals must provide information in the same order as presented in this document with the same headings. This will not only be helpful to the evaluators of the proposal, but should assist the Proposer in preparing a thorough response.

3.1 LETTER OF PROPOSAL, BUSINESS INFORMATION, CERTIFICATIONS (MANDATORY)

The Letter of Submittal (cover letter), Business Information, and the attached Certifications and Assurances form (Exhibit A to this RFP) must be included in all responsive proposal submissions. The mandatory Business Information should include:

- A. Name of the Proposer, address, phone number, fax number, e-mail address, legal status of entity (ownership) and year entity was established as it now substantially exists.
 - B. Provide the Proposer's Federal Employer Tax Identification number or Social Security number and the Washington Uniform Business Identification (UBI) number issued by the state of Washington Department of Revenue.
 - C. Indicate whether the Proposer was an employee of the state of Washington during the past 24 months, or is currently a Washington State employee. Identify the agency previously or currently employed by, job title or position held, and separation date.
 - D. Provide the firm's long-term senior debt ratings from Moody's, Standard & Poor's and/or Fitch. Has your firm received any rating actions within the last 12 months?
 - E. Provide a listing of all conditions, terms or restrictions, other than those specified in this RFP, which would be included in your commitment to provide the Loan, such
-

as any changes to interest rates or “breakage fees” for the failure to close. No acceleration requirements upon event of default will be permitted.

The mandatory Certification and Assurances form must be signed and dated by a person authorized to legally bind the Proposer to a contractual relationship. Attach the Certifications and Assurances form to the Letter of Submittal.

3.2 DEBT REPAYMENT AND AMORTIZATION SCHEDULES (MANDATORY)

Proposals must include a schedule for loan repayment, or amortization.

3.3 FEES AND EXPENSES SECTION (MANDATORY)

Describe in detail all fees and expenses which the AGENCY will be responsible to pay to the Proposer, if selected. The amounts stated in the proposal shall represent the maximum amounts payable to the Proposer by the AGENCY. All fees and expenses in excess of those stated in the proposal shall be the sole responsibility of the Proposer and will not be paid or reimbursed by the AGENCY.

4 EVALUATION OF PROPOSALS

4.1 EVALUATION PROCEDURE

Responsive proposals will be evaluated strictly on the basis of cost and compliance with the proposed structure and terms of the Term Loan as outlined in this RFP.

4.2 CLARIFICATION OF PROPOSAL

The RFP Coordinator may contact the Proposer for clarification of any portion of the Proposer’s proposal.

4.3 NOTIFICATION TO PROPOSERS

The “Apparent Successful Contractor” will be notified in writing and via phone call following the proposal evaluation process and approval of the WSSDA Board of Directors. Proposers whose proposals have not been selected for further negotiation or award will be notified by e-mail.

4.4 DEBRIEFING OF UNSUCCESSFUL PROPOSERS

Upon request, a debriefing conference will be scheduled with an unsuccessful Proposer. The request for a debriefing conference must be received by the RFP Coordinator within three (3) business days after the Notification of Unsuccessful Proposer letter is faxed/e-mailed to the Proposer. The debriefing must be held within three (3) business days of the request.

Discussion will be limited to a critique of the requesting Proposer's proposal. Comparisons between proposals or evaluations of the other proposals will not be allowed. Debriefing conferences may be conducted in person or on the telephone and will be scheduled for a maximum of one hour.

4.5 PROTEST PROCEDURE

This procedure is available to Proposers who submitted a response to this solicitation document and who have participated in a debriefing conference. Upon completing the debriefing conference, the Proposer is allowed three (3) business days to file a protest of the acquisition with the RFP Coordinator. Protests may be submitted by email, but should be followed by the original document.

Proposers protesting this procurement shall follow the procedures described below. Protests that do not follow these procedures shall not be considered. This protest procedure constitutes the sole administrative remedy available to Proposers under this procurement.

All protests must be in writing and signed by the protesting party or an authorized Agent. The protest must state the grounds for the protest with specific facts and complete statements of the action(s) being protested. A description of the relief or corrective action being requested should also be included. All protests shall be addressed to the RFP Coordinator.

Only protests stipulating an issue of fact concerning the following subjects shall be considered:

- A matter of bias, discrimination or conflict of interest on the part of the evaluator
- Errors in computing the score
- Non-compliance with procedures described in the procurement document or AGENCY policy

Protests not based on procedural matters will not be considered. Protests will be rejected as without merit if they address issues such as: 1) An evaluator's professional judgment on the quality of a proposal, or 2) AGENCY'S assessment of its own and/or other agencies' needs or requirements.

Upon receipt of a protest, a protest review will be held by the AGENCY. The AGENCY director or an employee delegated by the director who was not involved in the procurement, will consider the record and all available facts and issue a decision within five business days of receipt of the protest. If additional time is required, the protesting party will be notified of the delay.

In the event a protest may affect the interest of another Proposer that submitted a proposal, such Proposer will be given an opportunity to submit its views and any relevant information on the protest to the RFP Coordinator.

The final determination of the protest shall:

- Find the protest lacking in merit and uphold the AGENCY's action.
- Find only technical or harmless errors in the AGENCY's acquisition process and determine the AGENCY to be in substantial compliance and reject the protest.
- Find merit in the protest and provide the AGENCY options which may include:
 - Correct the errors and re-evaluate all proposals
 - Reissue the solicitation document and begin a new process
 - Make other findings and determine other courses of action as appropriate

If the AGENCY determines that the protest is without merit, the AGENCY will enter into a contract with the apparently successful contractor. If the protest is determined to have merit, one of the alternatives noted in the preceding paragraph will be taken.

RFP EXHIBITS

- Exhibit A Certifications and Assurances
-

Exhibit A: CERTIFICATIONS AND ASSURANCES

1. I make the following certifications and assurances as a required element of the proposal to which it is attached, understanding that the truthfulness of the facts affirmed here and the continuing compliance with these requirements are conditions precedent to the award or continuation of the related contract(s):
2. I declare that all answers and statements made in the proposal are true and correct.
3. The prices and/or cost data have been determined independently, without consultation, communication, or agreement with others for the purpose of restricting competition. However, I/we may freely join with other persons or organizations for the purpose of presenting a single proposal.
4. The attached proposal is a firm offer for a period of 60 days following receipt, and it may be accepted by the AGENCY without further negotiation (except where obviously required by lack of certainty in key terms) at any time within the 60-day period.
5. In preparing this proposal, I/we have not been assisted by any current or former employee of the state of Washington whose duties relate (or did relate) to this proposal or prospective contract, and who was assisting in other than his or her official, public capacity. (Any exceptions to these assurances are described in full detail on a separate page and attached to this document.)
6. I understand that the AGENCY will not reimburse me/us for any costs incurred in the preparation of this proposal. All proposals become the property of the AGENCY, and I/we claim no proprietary right to the ideas, writings, items, or samples, unless so stated in this proposal.
7. Unless otherwise required by law, the prices and/or cost data that have been submitted have not been knowingly disclosed by the Proposer and will not knowingly be disclosed by him/her prior to opening, directly or indirectly to any other Proposer or to any competitor.
8. I agree that submission of the attached proposal constitutes acceptance of the solicitation contents and the attached sample contract. If there are any exceptions to these terms, I have described those exceptions in detail on a page attached to this document.
9. No attempt has been made or will be made by the Proposer to induce any other person or firm to submit or not to submit a proposal for the purpose of restricting competition.
10. I grant the AGENCY the right to contact references and others, who may have pertinent information regarding the Proposer's prior experience and ability to perform the services contemplated in this procurement.
11. If any staff member(s) who will perform work on this contract has retired from the State of Washington under the provisions of the 2008 Early Retirement Factors legislation, his/her name(s) is noted on a separately attached page.

Signature of Proposer

Title

Date
