



REQUEST FOR QUALIFIED CONCESSIONAIRES (“RFQC”)

**Regarding Investment and Development of a Student Housing
Portfolio for the**

**BOARD OF REGENTS OF THE UNIVERSITY SYSTEM OF
GEORGIA**

RFQC Issue Date: April 19, 2018

Responses Due: 2:00 PM (ET) June 1, 2018



Table of Contents

1.	Project Overview	1
1.1	Introduction.....	1
1.2	Project Objectives	2
2.	Description of the University System of Georgia	5
2.1	The Board of Regents of the University System of Georgia	5
2.2	University System of Georgia.....	5
2.3	Consolidation.....	6
2.4	BOR Student Housing Assets	7
2.5	Property Tax Treatment of BOR Owned Student Housing	7
3.	Proposed Portfolio.....	8
3.1	Overview	8
3.2	New and Renovated Beds and Additional Scope	9
3.3	Key Provisions for the DBFOM P3 Project	11
3.4	Key Provisions for the O&M P3 Project	12
4.	Overview of the RFQC and Procurement Process	13
4.1	Overview	13
4.2	Proposer Qualifications and Evaluation Criteria	14
5.	RFQC Submission Instructions and Next Steps	16
5.1	General Information	16
5.2	Format and Required Information	17
5.3	Submission Instructions	24
5.4	Timeline.....	25
	Appendix A: Campus Descriptions	
	Appendix B: Board of Regents Public Private Partnership Procurement Procedures.....	
	Appendix C: Response Certification	
	Appendix D: Due Diligence Checklist	
	Appendix E: Mandatory Requirements Worksheet.....	
	Appendix F: Notice of Inability to Participate	
	Appendix G: Notice of Intent to Participate	

1. Project Overview

1.1 Introduction

The Board of Regents of the University System of Georgia (the “BOR”) is pleased to issue this Request for Qualified Concessionaires (“RFQC”) with respect to a new student housing Public Private Partnership (“P3”) project (the “Project”). The BOR is seeking a private firm or team that is able and willing to partner with the BOR through both a Design, Build, Finance, Operate and Maintain (“DBFOM”) and an Operate and Maintain (“O&M”) structure, or some combination thereof, as more fully explained throughout this RFQC. Under consideration for the Project are a total of 15,334 beds located on nine (9) University System of Georgia (“USG” or the “System”) campuses at seven (7) institutions, which includes 13,958 existing beds and the construction of up to 1,376 additional beds. Note that this total does not include the 593 beds expected to be demolished by the selected concessionaire.

This RFQC allows interested parties (“Respondents”) to formally express their interest in the Project and provide their qualifications to the BOR to allow it to determine the experience, technical and financial capabilities of their team. The BOR will evaluate all responsive proposals and short-list up to four Respondents (the “Qualified Proposers”) to be invited to participate further in the procurement process for the Project. Qualified Proposers will receive access to additional information regarding the specific housing assets being considered for the Project and will be invited to meet with the BOR and its advisors. The BOR anticipates working with the Qualified Proposers to develop the final structure of the concession agreement and related agreements prior to the issuance of the final Request for Proposals (“RFP”). The Qualified Proposers may be asked to submit proposals during the due diligence period that would include a valuation of the various portfolio options. Upon completion of these activities, the BOR plans to issue its RFP to the Qualified Proposers to solicit final and binding proposals for the Project.

The BOR is sensitive to the time and cost that Respondents can incur through participation in this process. For that reason, the BOR has intentionally crafted this RFQC to focus on technical qualifications, relevant experience, and general governance and finance approaches that may be relevant for the Project to guide it in selecting the Qualified Proposers to participate in the RFP. The BOR is committed to moving forward with an efficient procurement and implementation process.

Respondents to this RFQC are expected to demonstrate experience in design, construction, development, operations, maintenance, and financial capabilities sufficient to perform all potential services related to the Project. For purposes of responding to this RFQC, Respondents should assume a portfolio of similar size and scope as outlined above. Given the number of campuses and the various factors that may impact the Project, Respondents are advised that the participating institutions and related housing may be increased or decreased by the BOR, with the final participating institutions and campuses, as well as the services to be provided to each campus, to be determined by the BOR after the selection of the Qualified Proposers and prior to the issuance of the RFP.

The BOR has engaged PFM Financial Advisors LLC (“PFM”) as its transaction advisor and Jones

Lang LaSalle (“JLL”) as its real estate advisor (collectively, the “BOR Advisors”) to assist with the RFQC and subsequent RFP. Respondents will be prohibited from teaming with or receiving advice relating to the Project or the procurement from any person or entity with an organizational conflict of interest with any of the BOR Advisors.

Those interested in pursuing the Project must respond to this RFQC no later than **2:00 p.m. Eastern Time on June 1, 2018**. The BOR may determine at its sole and absolute discretion whether to accept any response that is not received by this deadline.

Additionally, Respondents must provide the BOR, if applicable, a Notice of Inability to Participate (Appendix F) by April 27, 2018 and with its Notice of Intent to Participate (Appendix G) by May 7, 2018. (See Section 5.1).

Interested parties should regularly visit the USG’s P3 website located at <https://www.usg.edu/p3> for any updates, modifications or amendments to this RFQC. The BOR will not respond to individual requests for information or provide notices via email or otherwise.

1.2 Project Objectives

The BOR is committed to enhancing the on-campus residential experience for the benefit of its students by providing safe, high quality and affordable student housing. The BOR has identified the following primary objectives in pursuing the Project:

1. Governance / Asset Management
 - Develop governance structure(s) that aligns long-term interests between the BOR and private entities, balances control and risk transfer, maintains student affordability, provides high quality facilities, comprehensive facility stewardship and long-term sustainability.
2. Operations
 - Leverage private sector expertise in facility management to deliver a first-class student experience to promote student success, satisfaction and retention;
 - Enable participating institutions to focus on retained student services.
3. Project Delivery
 - Leverage private sector’s ability to deliver new/renovated beds of high quality in a cost-effective, innovative and efficient manner.
4. Financing
 - Execute financing that results in overall lowest Project costs in consideration of the governance structure developed and risk transfer achieved;
 - Defease capital lease obligations associated with existing assets, and finance potential new/renovated beds in a manner where the capital raise is not included on the BOR’s balance sheet.

The entire portfolio of institutions included in the RFP is expected to enter into a P3 transaction with the selected concessionaire. This P3 transaction will include different agreements for certain campuses: 1) to design, build, finance, operate and maintain housing facilities on certain USG institutions through a master concession agreement and related agreements, and 2) to operate and maintain housing facilities on certain USG institutions through the master concession

agreement and related agreements. Respondents must demonstrate the ability and willingness to perform all of the services described in the RFQC for the entire portfolio of institutions selected by the BOR. (See Mandatory Requirements, Section 4.2).

Below is a brief summary of the student housing currently contemplated for the Project with further details provided in Section 3 and Appendix A of this RFQC. The final list of participating institutions, existing beds and proposed new beds will be set by the BOR prior to the issuance of the RFP and after consultation with the Qualified Proposers. The number of proposed new/renovated beds shown below was determined by the BOR based on recent market studies performed by MGT Consulting Group LLC (formerly Anderson Strickler LLC). The actual number of new/renovated beds will be determined through discussions with the selected concessionaire.

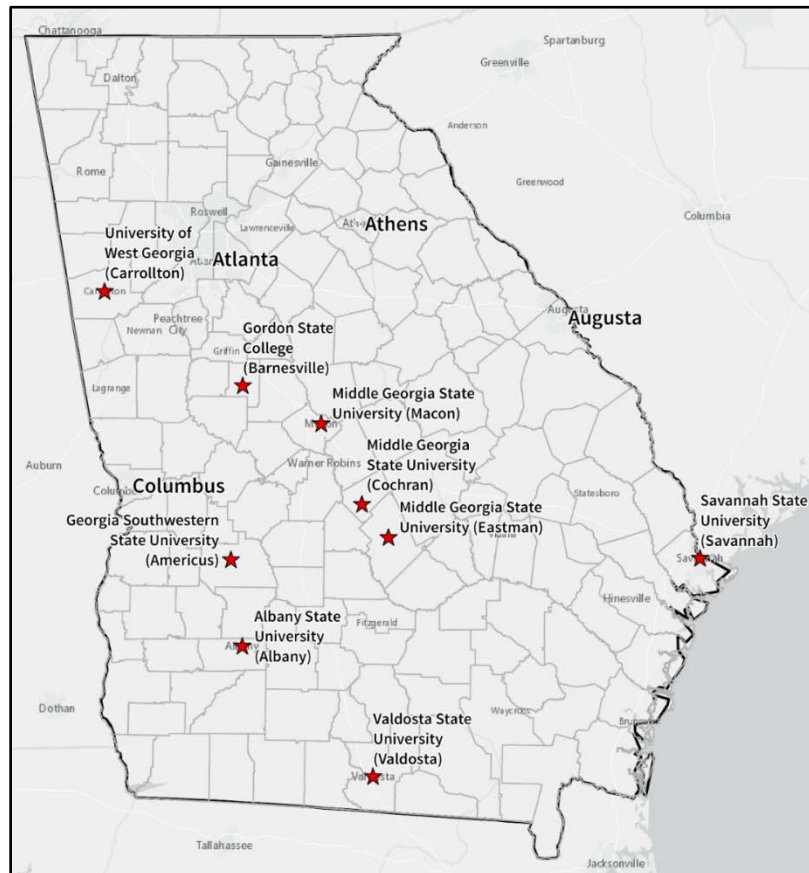
Table 1: Preliminary Composition of Portfolio

Design, Build, Finance, Operate, and Maintain					
Albany State University	Savannah State University	University of West Georgia	Valdosta State University	Middle Georgia State University (Macon Campus)	Total
Existing Beds: 2,339 New Beds: 0	Existing Beds: 2,360 New Beds: 413	Existing Beds: 2,835 New Beds: 653	Existing Beds: 2,818 New Beds: 0	Existing Beds: 336 New Beds: 310	Existing Beds: 10,688 New Beds: 1,376
Total Beds: 2,339	Total Beds: 2,773	Total Beds: 3,488	Total Beds: 2,818	Total Beds: 646	Total Beds: 12,064

Operate and Maintain			
Georgia Southwestern State University	Gordon State College	Middle Georgia State University (Cochran & Eastman Campuses)	Total
Existing Beds: 952	Existing Beds: 1,009	Existing Beds: 1,309	Existing Beds: 3,270

The existing beds shown for each institution represent all of the current on-campus housing located at each campus that will continue to be operated as housing. There may be other housing assets on certain of these campuses that will be repurposed for uses other than student housing or taken offline. The BOR anticipates including all of the student housing at each campus in the applicable master concession agreement.

Figure 1: USG Institutions Currently Anticipated to be Included in the Project



Please see Appendix A for a brief description of each of these campuses. Additional information about these institutions may be found on the USG's website, located at: www.usg.edu/institutions. The BOR will work with the Qualified Proposers to perform further due diligence to determine which campuses will form the final portfolio. The BOR will consider many factors, including:

- Relative Project costs of DBFOM and O&M structures compared to other methods available;
- Innovative ideas related to financial incentives and risk transfer that best align private entities and BOR's interests;
- Ability of BOR to achieve certain provisions detailed in Sections 3.3 and 3.4 of this RFQC; and
- The effect on the BOR's credit ratings from entering into agreements for DBFOM and/or O&M services.

2. Description of the University System of Georgia

2.1 The Board of Regents of the University System of Georgia

The Board of Regents of the University System of Georgia was created in 1931 as part of a reorganization of the State of Georgia (the “State” or “Georgia”) government. As part of this reorganization, public higher education in Georgia was unified for the first time under a single governing and management authority. The BOR oversees the public colleges and universities that compose the University System of Georgia, as well as the Georgia Archives and the Georgia Public Library Service. The governor appoints the members of the BOR to seven-year terms, and regents may be reappointed to subsequent terms. Today, the BOR is composed of nineteen members, five of whom are appointed from the state-at-large, and one from each of the State’s fourteen congressional districts. The BOR selects a chancellor who serves as its chief executive officer of the System.

2.2 University System of Georgia

The University System of Georgia is composed of 26 public institutions of higher learning, as detailed in the table below.

Table 2: Types of USG Institutions

Research Universities	Comprehensive Universities
University of Georgia	Georgia Southern University
Georgia Institute of Technology	Kennesaw State University
Georgia State University	University of West Georgia
Augusta University	Valdosta State University

State Universities	State Colleges
Albany State University	Abraham Baldwin Agricultural College
Clayton State University	Atlanta Metropolitan State College
Columbus State University	College of Coastal Georgia
Fort Valley State University	Dalton State College
Georgia College & State University	East Georgia State College
Georgia Southwestern State University	Georgia Gwinnett College
Middle Georgia State University	Georgia Highlands College
Savannah State University	Gordon State College
University of North Georgia	South Georgia State College

These institutions currently enroll more than 325,000 students and employ approximately 13,000 faculty and 35,000 staff to provide teaching and related services to students and the communities

in which they are located. The role of public higher education in Georgia is to create a more educated Georgia that attends to the current and developing needs of the State and its citizens and students. The USG is committed to fulfilling this role by ensuring more Georgians enter the workforce with college credentials, making college more affordable and accessible for Georgians, and finding opportunities to be more efficient and to control costs.

All of the property of the constituent institutions comprising the System is owned or leased by the Board of Regents. The president of each institution in the System is the executive head of the institution and all of its departments. Each president is responsible to the chancellor for the operation and management of the institution he or she leads and for the execution of the directives of the chancellor and the Board of Regents.

Further information about the BOR, the University System of Georgia and its member institutions may be found on the USG's website located at: www.usg.edu.

2.3 Consolidation

In September 2011, USG Chancellor Hank Huckaby announced an initiative to examine the potential for institution consolidations that would serve students and areas of the State more efficiently and effectively. Between 2012 and 2018, the BOR approved the consolidation of 18 institutions into 9 institutions:

Table 3: Summary of Institution Consolidations, 2012 to Present

Current Name of Consolidated Institution	Institutions Included in Consolidation	Effective Date of Consolidation
University of North Georgia	Gainesville State College North Georgia College & State University	January 8, 2013
Middle Georgia State University	Middle Georgia College Macon State College	January 8, 2013
South Georgia State College	Waycross College South Georgia College	January 8, 2013
Augusta University	Augusta State University Georgia Health Sciences University	January 8, 2013
Kennesaw State University	Kennesaw State University Southern Polytechnic State University	January 6, 2015
Georgia State University	Georgia State University Georgia Perimeter College	January 6, 2016
Albany State University	Albany State University Darton State College	January 1, 2017
Georgia Southern University	Georgia Southern University Armstrong State University	January 1, 2018
Abraham Baldwin Agricultural College	Abraham Baldwin Agricultural College Bainbridge State College	January 1, 2018

The primary driver behind consolidation is to serve students better. The consolidation efforts enable the USG to better serve the students and areas of the State more efficiently and effectively

by reducing costs, avoiding duplication of academic programs in the same region, and creating economies of scale. It also enables the USG to reallocate resources, about \$32 million to date, to the classroom to invest in faculty and additional student support. All of the campuses impacted by consolidation continue to be fully functioning campuses serving the needs of students.

The BOR provides information and news releases on consolidations at:

www.usg.edu/consolidation.

2.4 BOR Student Housing Assets

The System currently has approximately 63,000 beds of on-campus student housing located at 24 of its 26 institutions.

Generally, the BOR's student housing falls into three categories: state-owned beds; public private venture beds ("PPV beds"); and the existing P3 student housing beds ("P3 beds"). The current prospective portfolio for the Project includes both state-owned beds and PPV beds. Below is a brief description of each category.

State-owned Beds. State-owned beds are located in buildings that were constructed on BOR-owned property with funds appropriated by the State. These buildings were built between 1964 and 2003 and have been maintained by each respective campus through housing revenue proceeds.

PPV Beds. For the PPV beds, the BOR executes a ground lease with a limited liability company (the "Project LLC") typically created by an independent, non-profit foundation affiliated with either USG or a particular USG campus. Tax-exempt bonds for the project are issued by a state or local authority, and the Project LLC uses the bond proceeds to construct the housing project in accordance with plans and specifications approved by the BOR. Upon completion of construction, the BOR enters into an annually renewable rental agreement with the Project LLC for the project. Rent paid by the BOR under this annually renewable rental agreement is used to pay the debt service on the bonds and, in most cases, to provide for a repair and replacement reserve. Upon expiration of the ground lease, the Project LLC transfers ownership of the improvements to the BOR free and clear of any lien or encumbrance.

P3 Beds. In November 2014, the BOR entered into a DBFOM P3 for 6,195 existing beds and 3,683 new beds through a concession agreement for housing located at nine USG institutions.

2.5 Property Tax Treatment of BOR Owned Student Housing

During the November 2014 general election, a statewide referendum was approved by Georgia voters that exempts from ad valorem property taxes real property owned by the BOR and operated as student housing and certain related activities by a third party provider for the benefit of a System institution.

3. Proposed Portfolio

3.1 Overview

As outlined in Section 1 of this RFQC, the BOR is looking to select up to four Qualified Proposers, and from those Qualified Proposers, to select a single concessionaire to partner with the BOR through different P3 Agreements, such as DBFOM and O&M. Under consideration for the Project are a total of 15,334 beds located on nine campuses, which includes 13,958 existing beds and the construction of up to 1,376 additional beds. Note that this total does not include the 593 beds expected to be demolished by the selected concessionaire.

The proposed portfolio being contemplated for the Project currently consists of a total of 15,334 beds as detailed below. The final list of participating institutions, existing beds, replacement beds, proposed new additional beds and renovated beds will be set by the BOR after discussions with the Qualified Proposers prior to the issuance of the RFP. The number of new additional beds is subject to change based on discussions with the selected concessionaire.

No institution will retain any student housing; all student housing on each campus will be included in the Project unless being repurposed for uses other than student housing.

Table 4: Existing & Proposed New Beds for the Project

University/College (Campus)	Transfer Existing Beds	New Beds	Total Beds	Concessionaire Demolition
Design, Build, Finance, Operate & Maintain				
Albany State University	2,339	-	2,339	-
Middle Georgia State University (Macon)	336	310	646	-
Savannah State University	2,360	413	2,773	402
University of West Georgia	2,835	653	3,488	191
Valdosta State University	2,818	-	2,818	-
Subtotal (DBFOM)	10,688	1,376	12,064	593
Operate & Maintain				
Georgia Southwestern	952	-	952	-
Gordon State College	1,009	-	1,009	-
Middle Georgia State University (Cochran)	1,166	-	1,166	-
Middle Georgia State University (Eastman)	143	-	143	-
Subtotal (O&M)	3,270	-	3,270	-
Total Portfolio	13,958	1,376	15,334	593

The BOR has commenced due diligence for the existing assets and new development sites that

includes facilities condition assessments, ALTA surveys, geotechnical and environmental reports, which should be available to the Qualified Proposers prior to the issuance of the RFP. A description of these anticipated due diligence items is shown on Appendix D to this RFQC.

3.2 New and Renovated Beds and Additional Scope

Based on market studies conducted by MGT Consulting Group LLC (formerly Anderson Strickler LLC), the BOR believes that a total of 1,376 new beds are needed at Middle Georgia State University (Macon Campus), Savannah State University and University of West Georgia (see Table 4 for the number by institution). Renovated beds are needed at Valdosta State University (the total number has yet to be determined). These beds must be available for occupancy by **July 1, 2020**. The associated housing studies will be provided to the Qualified Proposers upon their selection prior to the issuance of the RFP. The final number of new and/or renovated beds will be determined by the BOR with input from the concessionaire.

A Programming and Concept Design Package will be provided to Qualified Proposers following their selection, which will convey the design intent for each new student housing project or renovation project(s). The package will include an executive overview, campus master plans, site analysis, concept drawings, narrative specifications, and room data sheets. Each of the project concept designs are in compliance with the USG's Baseline Design Standards, which were developed to establish minimum quality standards for construction type, materials, equipment, finishes, and systems. The Baseline Design Standards provide for high quality construction that is appropriate for long-lived assets. All new and renovated beds must meet or exceed the Baseline Design Standards.

On the following page is a summary of preliminary space programs for the new and renovated housing in the Project, as well as additional renovations and enhancements to be included in the Project. This is intended to give Respondents a general understanding of the type and scope of the new and renovated beds being contemplated in the Project. The BOR is open to feedback and suggestions regarding the new and renovated beds, recognizing that the resulting concession agreement will include a mechanism for consultation and approval by the BOR with any design and construction effort.

Table 5: Program Description for New and Renovated Beds and Additional Scope

Campus	Program Description
Middle Georgia State University (Macon Campus)	<p>The proposed new student housing facility is to be constructed on the Macon campus of Middle Georgia State University. The site is an undeveloped portion of the existing school campus northeast of the existing Recreation & Wellness Center that takes advantage of views of the lake. It is anticipated that the approximately 98,000 GSF facility will contain 310 underclassmen beds configured in two bedroom, one bath, shared units and two bedroom, one bath, private units. Spaces that allow for informal meetings, study groups, student organization meetings, and residence life activities inside and outside of the building are desired.</p>
Savannah State University ("SSU")	<p>The proposed new student housing facility will be constructed on the site of the existing Bostic Hall. This project includes the demolition of Bostic Hall and Bowen Smith Hall, each a 200 bed student housing facility. Bostic must be demolished by the concessionaire prior to construction of the new facility and Bowen Smith after construction of the new housing facility. It is anticipated that this new co-educational housing facility will be approximately 127,000 GSF and contain 413 beds for first year and sophomore students with a unit mix of primarily two bedroom private suites with a shared private toilet/shower room and an entry with two vanities. One of the primary focuses for SSU is to provide the students in this new facility with a living and learning environment.</p> <p>Enhancements to Existing Housing – Enhancements include extending the second floor over the lobby spaces to build out approximately 510 GSF within existing Tiger Place and 580 GSF within existing Tiger Court for much needed study/social space. These enhancements will not affect any existing beds.</p>
University of West Georgia ("UWG")	<p>The proposed new student housing facility is located on the site of the existing varsity track. The selected concessionaire will contribute \$2 million towards relocating the existing track elsewhere. This project also includes the demolition of Tyus Hall and construction of 162 new parking spaces in its place. The new facility is anticipated to be approximately 174,000 GSF and provide 653 beds. The beds will be configured as one bedroom, one bathroom double-occupancy suites, and two-bedroom, one bathroom, single-occupancy suites. Building common areas include lobby/reception area, staff offices, community kitchen, gaming room, laundry, study and lounge areas, a theater, a housing academic resource center ("HARC"), and a convenience store.</p>
Valdosta State University ("VSU")	<p>The proposed project is a renovation of the existing traditional style, double-occupancy bedroom and shared community toilet/shower rooms, to suite style, or "spa" style configurations. Site modifications plan for improved move in/move out functions and ADA upgrades to entrances and site amenities including courtyard, stage and enhanced lighting. Mechanical, electrical, plumbing, IT, and fire alarm system replacement/upgrades are also needed as well as the addition of a sprinkler system.</p>

While the BOR has initiated concept design, it is anticipated that the concessionaire will ultimately be responsible for the selection of architects, engineers, and construction professionals subject to consent by the BOR. Throughout the design and construction phase for the new and renovated beds, the BOR will support the effort by providing overall program management, serving as the communication channel with the campuses, coordinating design reviews, assisting with approvals

from local governments and state agencies and monitoring progress and compliance during construction. Additional details regarding the development effort will be shared and discussed with Qualified Proposers during the RFP stage. New and renovated beds must be delivered by July 1, 2020.

3.3 Key Provisions for the DBFOM P3 Project

The following provisions are a priority to the BOR and will be incorporated into the DBFOM P3 agreements. Respondents should assume the following provisions will form the basis of any master concession agreement developed during the RFP process. **If any of the following provisions would prevent a Respondent from participating in this procurement process, the Respondent should provide notice of its specific concerns to the BOR (as outlined in Appendix F) by April 27, 2018 (See Section 5.1).**

- The BOR and the relevant USG institutions will retain student life and related services including residence life, housing fee billing and collection, marketing, security, and grounds keeping and will be reimbursed for those services as an operating expense senior to debt service of the Project in the master concession agreement.
- The concessionaire will be responsible for comprehensive facility management. This includes routine repairs, preventative maintenance, custodial services and any major repairs or replacements. Housing assets are expected to be maintained according to a facility plan developed by the concessionaire which requires APPA Level 2 or higher. All costs associated with these services would be paid from cash flow of the Project.
- The BOR will continue to own the real property and the improvements. The concessionaire will own the cash flow of the Project.
- The concessionaire will assume risks for occupancy, enrollment and potential future consolidation of USG institutions under the DBFOM.
 - a. Occupancy in the housing is limited to USG students and staff and certain other temporary residents.
 - b. Housing fee rates will be subject to approval by the BOR and will not be subject to a rate covenant or any similar type of agreement. Historically, housing fee rates have increased less than 3% per year.
 - c. The BOR will retain the authority to set, modify, or eliminate any residency requirement at the institutions.
- All obligations of the concessionaire under the master concession agreement will be guaranteed by its parent company or another third party having total assets of not less than \$500 million and total current assets of not less than \$50 million. Obligations include, but are not limited to, all Project operating expenses, debt service payments (if applicable) and required reserve deposits.

- The selected concessionaire will be required to provide an irrevocable letter of credit, or other equivalent, in an amount of \$10 million to secure its obligations under the master concession agreement to reach financial close and to fund any new construction.
- The selected concessionaire will be required to make a non-refundable payment to the BOR at commercial closing of the master concession agreement to be utilized by the BOR to offset due diligence and other costs associated with the transaction. The BOR currently anticipates that this amount will be approximately \$7.5 million.

3.4 Key Provisions for the O&M P3 Project

The following provisions are a priority to the BOR and will be incorporated into the O&M P3 agreements. Respondents should assume the following provisions will form the basis of any Concession Agreement developed during the RFP process. **If any of the following provisions would prevent a Respondent from participating in this procurement process, the Respondent should provide notice of its specific concerns to the BOR (as outlined in Appendix F) by April 27, 2018 (See Section 5.1).**

- The USG and the relevant USG institutions will retain student life and related services.
- The USG and the relevant USG institution will collect and retain all revenues of the Project.
- The concessionaire will be responsible for comprehensive facility management. This includes routine repairs, preventative maintenance, custodial services, and any major repairs or replacements. Housing assets are expected to be maintained according to a facility plan developed by the concessionaire which requires APPA Level 2 or higher. The concessionaire will be paid a set fee per bed and will be at risk for costs associated with such service.

4. Overview of the RFQC and Procurement Process

4.1 Overview

This RFQC is open to all Respondents interested in partnering with the BOR through all of the P3 Agreements described in this RFQC. The BOR will conduct a two-stage procurement process in order to ensure that it receives the best offer for the Project. The first stage is initiated with the issuance of this RFQC and allows Respondents to formally express their interest in the Project and submit their relevant experience in comparable projects, technical capabilities and financial capabilities according to the submission requirements in Section 5.2. The BOR will evaluate responses to this RFQC, as set forth in Section 4.2, and select a short list of up to four Qualified Proposers to be invited to participate further in the process. Each Respondent should familiarize itself with the protest process set out in the BOR's Public Private Partnership Procurement Procedures, a copy of which is attached as Appendix B to this RFQC. Respondents will be required to sign and submit with their responses the Response Certification attached as Appendix C to this RFQC.

The Qualified Proposers will then have the opportunity to conduct due diligence of the existing housing facilities and their operations through:

- Access to an on-line data room containing certain due diligence items provided by the BOR;
- Management interviews, presentations, site visits or other events relevant to the services solicited in this RFQC;
- Review and discussion of the proposed business terms that will form the relationship between the BOR and the concessionaire; and
- Oral or written discussions with the BOR and the BOR Advisors.

As noted above, the BOR is in the process of gathering due diligence items related to each of the campuses contemplated for the Project, such as environmental surveys, facilities condition assessments of existing housing, title reports, ALTA surveys, record construction documents, etc. Appendix D contains a full list of the anticipated due diligence items to be provided by the BOR. The BOR expects the due diligence to be completed prior to the release of the RFP, and access to these materials will be provided to Qualified Proposers following their selection. The due diligence materials will be provided without representation or warranty by the BOR. Each Respondent should review Appendix D to determine any additional due diligence it deems necessary should it be selected as a Qualified Proposer. Additionally, each Respondent is invited to provide comment as outlined in Section 5.1 on any additional due diligence items it would find necessary and/or helpful to be included should it be selected as a Qualified Proposer. The Qualified Proposers will not have unlimited access to the housing or campus personnel.

Following this due diligence process, the Qualified Proposers will be required to submit detailed designs, financial proposals and additional information in accordance with procedures and evaluation criteria to be provided in the RFP portion of this process.

4.2 Proposer Qualifications and Evaluation Criteria

The following section provides a high level overview of the scope of the relevant experience, technical capabilities and financial capabilities which should be addressed in Respondents' responses to this RFQC. The ability to meet or exceed these requirements while ensuring the well-being of the students, faculty, and staff is of utmost importance to the USG.

The selection of Qualified Proposers, under the RFQC and throughout the transaction process, will be made by BOR in its sole and absolute discretion in accordance with the Qualification/Evaluation Criteria outlined below. Upon receipt, all RFQC submissions will be reviewed for completeness in accordance with the submission requirements contained in this RFQC. All submissions that pass this review for timeliness of submission and completeness of the requirements contained in this RFQC, as well as pass the mandatory requirements described below, will then be assessed by the BOR in the areas of relevant project experience, technical and financial capability, with respect to the standards set forth in this RFQC. The BOR may, in its discretion, waive any technical defects, irregularities, or any informality with respect to any such submission.

Mandatory Requirements

Each Respondent must complete the Mandatory Response Worksheet attached as Appendix E to this RFQC. The Respondent must indicate with its proposal that it meets each individual requirement contained on the Mandatory Response Worksheet by marking either "YES" or "NO" in the appropriate response block provided. A pass/fail evaluation will be utilized for all mandatory requirements. Any mandatory requirement marked "NO" will result in the BOR not considering that proposal further.

Qualification/Evaluation Criteria

Each Respondent to this RFQC must demonstrate the appropriate project experience, technical capabilities and financial capabilities and proven track record of successfully executing projects similar in size and scope to the Project. More specifically, the BOR will review submittals using the following criteria as the basis for the points it awards to each Respondent in its sole discretion, to determine the Qualified Proposers that are in the best interest of the BOR:

- **Relevant Project Experience (20 points)**
 - Respondents' capability to perform the specific tasks that will be required under the master concession agreement or variations thereof;
 - Past performance of the firm(s) in terms of quality of work, cost control, administration, and dispute resolution as evidenced in previous project references;
 - Comparable student, military, or government-owned housing project experience of similar size and scope to the Project, with greater consideration given to experience with on-campus higher education student housing;
 - Years that key personnel have worked within the Lead Entity or other entity comprising the proposed team;
 - Level of experience of Lead Entity and other proposed team members working

together on matters similar to the Project.

- **Technical Capability (35 points)**

- Demonstrated competence and excellence in student, military, or government-owned housing facility development, operations and maintenance, with greater consideration given to experience with on-campus higher education student housing;
- Strength of team and leadership structure (operational and financial);
- Operations and Maintenance:
 - Experience managing critical elements of student housing operations that ensure safety and security of students;
 - Proven customer and student service satisfaction;
 - Ability to achieve cost savings and meet key performance indicators (“KPI’s”) in other transactions;
 - Experience in developing and implementing a complex transition plan.
 - Ability to undertake capital improvements and achieve life-cycle benefits;
- Project Delivery:
 - Ability to ensure quality of construction;
 - Experience delivering high quality construction projects of a relevant scope while meeting or exceeding completion dates;
 - Demonstrated ability to deliver construction projects at, or below, budget;
 - Ability to apply creative solutions that reduce construction costs on relevant projects without sacrificing scope, appearance, durability, functionality or increasing maintenance.

- **Financial Capability (35 points)**

- Financial stability and capacity of Respondent;
- Experience raising capital for projects of a similar credit and size;
 - Evaluation of financing alternatives used for prior projects, and applicability for the Project;
 - Nature of the Respondent’s access to capital;
 - Ability, willingness and capacity to potentially provide equity;
 - Ability and creativity to structure financing in consideration of USG priorities;
 - Past or future ideas to reduce financing costs on relevant projects;
 - Demonstrated ability to close financing without delays to the schedule.
- Credit quality to ensure the payment of any obligations under the master concession agreement, including the willingness and ability to secure work with letters of credit, surety bonds, or similar financial facilities.

- **Other (10 points)**

- Prior experience, or creative ideas, to best align interests and promote a successful long-term partnership.

5. RFQC Submission Instructions and Next Steps

5.1 General Information

This section provides a detailed description of the steps required to respond to this RFQC. Please note that submissions should comply with the format provided under Section 5.2 below (“Format and Required Information”) and that failure to follow these directions could result in disqualification from the RFQC process.

Respondents that will be unable to participate in this procurement because of provisions outlined in Section 3.3 or 3.4 or in Appendix E – Mandatory Requirements Worksheet should complete the Notice of Inability to Participate attached as Appendix F via email to BORP3@usg.edu by April 27, 2018. The BOR will review any Notices of Inability to Participate and anticipates posting responses, amendments or modifications to this RFQC, if warranted, to its P3 website (<https://www.usg.edu/p3>) by 5:00 p.m. May 4, 2018.

Respondents that anticipate responding to this RFQC should indicate their intention as by submitting the completed Notice of Intent to Participate attached as Appendix G via email to BORP3@usg.edu by May 7, 2018.

All questions or requests for clarification regarding the RFQC must be also submitted in writing via email to the following address: BORP3@usg.edu.

All questions must be submitted no later than 4:00 p.m. Eastern Time on May 7, 2018. No questions other than written questions will be accepted. Interested parties are cautioned that the BOR may or may not elect to respond to late questions or questions submitted by any other method than as directed here. The BOR may also elect to not respond to a question.

All questions must be submitted in the following format:

Company/Entity Name
Question Number
Question
Relevant Section of the RFQC

The questions and answers will be published by the BOR no later than **5:00 p.m. on May 14, 2018** at the USG’s P3 webpage located at the following address: <https://www.usg.edu/p3>. The BOR will not provide answers via email or otherwise to any Respondent. All questions and answers will be shared to all Respondents via the USG’s P3 website. No response other than in writing posted on the USG’s P3 website will be binding upon the BOR.

From the dates of this RFQC until the announcement of the Qualified Proposers, Respondents must not contact staff or Board members of the BOR, or the leadership, administrators and staff of any USG institution identified in this RFQC as being possibly included in the Project. Qualified Proposers also must not contact any BOR Advisor on any matters related to this Project. Respondents are advised that unauthorized contact with any of these persons may result in disqualification of the proposer.

All addendums to this RFQC will be posted on the USG's website at <https://www.usg.edu/p3>. Respondents are responsible for regularly checking this site for updates. The BOR will not send out notices directly to any person or Respondent.

No Liability for Costs. Neither the BOR nor any of the BOR Advisors will be responsible for costs, expenses or damages incurred by Respondents, team members, subcontractors, or other interested parties in connection with the solicitation process, including but not limited to costs associated with preparing responses, qualifications and proposals and participating in any conferences, oral presentations or negotiations.

Modification and Termination Rights. The BOR reserves the right to modify or terminate this RFQC at any time if it determine such action to be in its best interests. The receipt of proposals or other documents at any stage of either the RFQC or the RFP will in no way obligate the BOR to enter into any contract of any kind with any party.

Open Records Act. As a state agency, the BOR is subject to the Georgia Open Records Act (O.C.G.A. § 50-18-70 *et. seq.*). Each Respondent should familiarize itself with the provisions of this Act.

5.2 Format and Required Information

The following constitutes the "Submission Requirements". All responses must follow the order provided below to facilitate evaluation of the responses. In addition, responses must provide tabs correlating to each of the following criteria below. Failure to submit responses in the requested order poses the risk that all Submission Requirements may not be included and may hinder the BOR's availability to accurately compare submittals. The total response should be limited to 45 pages and all pages should be numbered.

All RFQC submissions should follow the format outlined below:

1. Cover Page (limit to one (1) page)
2. Cover Letter (limit to two (2) pages): please provide a brief letter, executed by legal signatory, identifying the primary point of contact's relevant information (including name, address, phone number and email address).
3. Executive Summary (limit to no more than two (2) pages): please provide key reasons why your firm is best qualified to partner with BOR on this Project, how the firm will contribute to achievement of BOR's objectives, and what would be the value proposition/differentiating factors that your firm would provide in order to achieve those.
4. Table of Contents (limit to one (1) page)
5. Respondent's Background and Summary: (limit to no more than ten (10) pages, not including resumes required by subparagraph c. below or financial statements required by subparagraph e. below).
 - a. Lead Entity – Describe the lead entity (i.e., the entity with whom the BOR would contract for the Project; the "Lead Entity"). Include the legal structure of that entity and its owners, including its ownership percentage. Describe how financial

obligations of the Lead Entity would be guaranteed.

- b. Business Experience – Describe the Lead Entity's primary business experience, length of time in the business, office locations, specific location of the principal office from where the BOR's work will be performed and any other information of an introductory nature.
 - c. Lead Entity Team Members – Provide a brief description of the Lead Entity's team members and their roles. Please identify the individual who would serve as project manager, and the individuals who would be responsible for each area of project implementation. The BOR encourages Respondents NOT to form exclusive teams at this time, as it believes the nature of the submittal questions do not require it, with the exception of identifying the entity that will perform facility management services if different than the Lead Entity. Please include experience, discipline and office location for each team member, as well as resumes as an appendix to the RFQC response (not counting towards page limit)
 - d. Capacity – Please list all current housing projects under development with which the Lead Entity is involved, including those for which it has been selected but are still under negotiation. Include a description of the project (location, size, applicable institution, whether on campus or off, etc.) and services being provided.
 - e. Financial Statements – Please provide audited financial statements for the last three (3) years, together with any other relevant information (i.e. rating reports) for the Lead Entity as an appendix to the RFQC response (not counting towards page limit). If audited financial statements cannot be provided, the Lead Entity must provide enough financial information to demonstrate that the firm has the financial resources to execute, deliver and finance the Project (i.e. financial statements certified by the chief financial officer responsible for the Lead Entity's financial reporting).
6. Relevant Experience: (limit to two (2) pages, not including the list required by subparagraph a below, which should be included as an appendix to the response)
- a. Provide a list of at least five (5) projects in the past ten (10) years which the Lead Entity has successfully completed that demonstrate sufficient experience to assume a project of this magnitude. Please specify how these examples are comparable to the Project. Please include the following specific information in the following order and format:
 - i. Title of project;
 - ii. Owner of project ("Project Owner") with a representative's name, title, phone number and email address;
 - iii. Operative legal structure governing project;
 - iv. Governance structure of the project - Project Owner's level of representation on governing board, and brief description of decision

making process;

- v. Location of project;
- vi. Project photos (as a separate appendix that will not be counted towards page limit);
- vii. Square footage of facilities in total and by types of space (i.e. housing, dining, living, recreational, etc.);
- viii. Number of beds;
- ix. Total project costs of facilities and total construction costs for the housing component of the project on a per square foot basis and a per bed basis;
- x. General contractor and architect for the project;
- xi. Total project schedule and statement confirming successful delivery of project on time. If not delivered on time, please detail reasons why and what solutions were provided;
- xii. Structure of contract with the Project Owner (i.e. design, build, finance, operate, maintain) and the services being provided to the Project Owner;
- xiii. Property manager for the project;
- xiv. Description of financing vehicle utilized (debt, equity, etc. with percentages of each making up the total);
- xv. Description of key financial provisions:
 - 1. Any financial or other guaranties provided by the Project Owner;
 - 2. Any financial covenants/agreements that potentially impact the setting of housing rates (i.e. rate covenant);
 - 3. Any project restructuring that had to take place during the operating period due to noncompliance with financial covenants, and what was the outcome of such restructuring;
 - 4. If the project has a credit rating, has it ever been downgraded or put on negative watch or negative outlook? If so, please explain.
- xvi. Any obligations of the Project Owner (retained services, utilities, etc.) that are either not reimbursed by the project, or reimbursed on a subordinate basis;
- xvii. Project Performance:
 - 1. Weighted average annual housing fee increases since financial closing;
 - 2. Average annual occupancy rate since financial closing;

3. Operating expenses per bed (not inclusive of management fees, standard annual capital repair and maintenance expenses or bad debt) for most recent fiscal year;
 4. Average and minimum debt service coverage ratio ("DSCR") of project (if applicable).
- xviii. All arbitration, mediation or litigation that has arisen from each development contract and the current stage of resolution of any of those items. For those items that have been concluded or resolved, the outcome of the arbitration, mediation or litigation that was concluded.
- b. If the projects listed under subparagraph a. are not related to higher education institutions, please provide a brief description of how the references provided are relevant to the Project.
7. Technical Capability: (limit to twelve (12) pages, not including the lists to be provided as appendices required by subparagraphs a.v and b.x below)
- a. Project Delivery: Please describe your capabilities as developer to deliver on relevant housing projects, highlighting experience with higher education institutions. As part of your response, please include the following:
- i. Experience and understanding of the process required to deliver projects for public institutions;
 - ii. Ability or suggestions to reduce costs and/or increase efficiencies in project delivery that you have utilized in the relevant projects described in Section 6 that may be applicable;
 - iii. Ability or suggestions to increase quality to enhance the student experience that you have utilized in the relevant projects described in Section 6 that may be applicable;
 - iv. Tentative schedule depicting major milestones to achieve implementation of new/renovated housing by July 1, 2020;
 - v. As an appendix to the RFQC (not counted towards page limit), include a list of relevant housing projects the respondent has served as developer/construction manager in the past 10 years, with a preference for higher education on campus student housing. Please specify:
 1. Number of beds for each project;
 2. Square footage of facilities;
 3. Total project costs for the entire facility
 4. Housing specific construction costs per square foot and per bed, if possible;

5. Confirmation that projects were delivered on time, or explanation of why they were not;
 6. General contractor and architect on each project;
- b. Operations and Maintenance Expertise: Please describe your ability to provide operations and maintenance services for the Project. (If the Lead Entity does not provide those services, please identify the specific team member answering this section.) As part of your response, please demonstrate the following:
- i. Commitment to achieving the highest standards of customer and student service and satisfaction. Highlight how you would best deliver high quality services to the Project;
 - ii. Demonstrated understanding of the timing and cost of life cycle repairs and replacements for student housing projects;
 - iii. Capability necessary to operate and maintain the housing facilities including reactive and preventive maintenance, operations management, administration, and public relations;
 - iv. Ability to work with campus staff to address and resolve safety and security issues which includes:
 1. Knowledge of on-campus public safety and security protocols, techniques, and methodologies;
 2. Experience in facility emergency response support;
 - v. Ability to execute a well-coordinated transition for the transfer of operations and maintenance of existing facilities. Please consider that the Project will include multiple locations and stakeholders (BOR and institutions) in your response;
 - vi. Ability to maintain the facilities at the same, or better, quality standards as currently provided (APPA Level 2);
 - vii. Whether Respondent been replaced as a property manager for a housing project in the last 10 years. If so, please explain the reason for the replacement;
 - viii. Whether Respondent had a contract as a property manager for a housing project in the last 10 years that expired and was not renewed. If so, please explain the reason for non-renewal;
 - ix. Please describe any ideas to best align the interest of both the BOR and Respondent;
 - x. As an appendix to the RFQC (not counted towards page limit), list of housing projects where Respondent provides operations and maintenance

services. Please specify:

1. Whether the project was for a higher education institution;
2. If so, is the whether the project was considered on or off campus;
3. Number of beds at each project;
4. Total number of beds in portfolio;
5. How long you have provided such services.

8. Financial Capability: (limit to ten (10) pages, not including list to be provided as an appendix required by subparagraph e. below)

- a. Please describe how the Respondent typically raises capital for financings that are relevant for the Project (example: taxable debt, tax-exempt debt, equity, project level debt/equity mix, etc.):
 - i. Please describe the Respondent's view of the relative benefits/disadvantages of each structure;
 - ii. Under each structure, state whether the Respondent has the ability to directly negotiate legal agreements/financial covenants with the BOR, or must third parties be involved also. Describe how you would minimize any interest rate or market risk.
- b. Describe the Respondent's ability to potentially provide equity for the Project's financing.
 - i. Describe who would provide the equity (the Lead Entity or a third party);
 - ii. State the equity provider's maximum capacity for a single project;
 - iii. Provide the range of going-in yields (year of stabilization) and IRR required in the current market for relevant projects assuming 100% equity or a subordinate tranche of equity.
- c. Describe the Respondent's ability and willingness and the form under which they would assume financial liability and/or provide financial guarantees for the Project:
 - i. Pre-Development;
 - ii. Commercial to Financial Close;
 - iii. Quality of new bed construction after delivery date.
- d. Please comment on the impact to raise capital that each of the following would have on each specific type of financing you would propose for the Project. Provide potential solutions that you believe the BOR should consider to minimize the impact.
 - i. BOR approval rights for student housing fee increases;

- ii. BOR authority to set, modify, or eliminate any residency requirement at any USG campus;
 - iii. BOR future ability to close campuses (consolidation) included in the Project;
 - iv. Composition of institutions included in the potential DBFOM Project.
- e. As an appendix to the RFQC (not counted towards page limit), provide a list of relevant housing projects the Respondent has served as developer on in the past 10 years, with a preference for on-campus student housing. Please specify the following:
 - i. Higher Education Institution (if applicable)
 - ii. Project Owner
 - iii. Date of Commercial Close
 - iv. Date of Financial Close
 - v. Date of Project Delivery
 - vi. Total Capital Raise
 - vii. Type of financing (taxable debt, tax exempt debt, Equity, Debt/Equity mix, etc.)
 - viii. If the project has a credit rating, state whether it ever been downgraded or put on negative watch or negative outlook. If so, please explain.
- 9. Other Considerations: provide any additional information or ideas the Respondent believes will provide value to the BOR on the Project. Examples include: (Limit to five (5) pages)
 - a. Governance structures that balance control and risk transfer;
 - b. Structures and ideas that promote an alignment of interests between parties: creative structuring of Respondent's fees (i.e. up-front fees, management and performance incentive fees, etc.) for a DBFOM transaction;
 - c. Proactive approaches to promote long-term sustainability of assets;
 - d. Other.
- 10. Completed Response Certification (Appendix C) (not included in overall page count)
- 11. Completed Mandatory Requirements Worksheet (Appendix E) (not included in overall page count)

5.3 Submission Instructions

Six (6) hard copies with one marked “original” and one (1) electronic copy of the RFQC submission in a SEALED envelope marked “Response to Request for Qualified Concessionaires Regarding Investment and Development of a Portfolio of Student Housing for the Board of Regents of the University System of Georgia” must be delivered to the USG Office at the addresses shown below no later than **2:00 p.m. Eastern Time on June 1, 2018**. RFQC submissions may not be submitted via facsimile machine.

Six (6) Hard Copies & One (1) Electronic Copy to:

Board of Regents of the University System of Georgia

Attn: Office of Legal Affairs

270 Washington Street SW, Room 8125

Atlanta, GA 30334

Respondents must submit a Response Certification (Appendix C) and Mandatory Requirements Worksheet (Appendix E) with original signature with the original hard copy of the response.

The hard copies should be submitted bound, on 8.5” x 11” sized paper. The responses should be provided 8.5” x 11” pages (including appropriately formatted text, pictures, charts, graphs and/or tables) and should be printed double-sided.

The original hard copy should contain and original signature of an officer of Respondent with authority to commit the firm(s), and should be marked “Original” on front cover. As noted above, submittal contents should be presented in the same order as the requirements listed in Section 5.2.

All electronic copies should be submitted on USB flash drive, CD, or DVD using commonly accepted software programs and shall not be password protected. The BOR has the capability of viewing documents submitted in the following formats: Microsoft Word, Microsoft Excel, Microsoft PowerPoint, portable document format file (.pdf), and plain text files (.txt). In the event the BOR is unable to open an electronic file because the BOR does not have ready access to the software utilized by Respondent, Respondent’s submission may be considered incomplete and disqualified from further consideration.

5.4 Timeline

The approximate timing for the RFQC and RFP process will be as follows:

Step	Event	Date
1	RFQC Posted	April 19, 2018
2	Deadline for Notice of Inability to Participate	April 27, 2018
3	Deadline for Questions to the RFQC & Notice of Intent to Participate	May 7, 2018
4	Responses to Questions Posted	On or before May 14, 2018
5	RFQC Responses Due	June 1, 2018
6	Qualified Proposers Announced	On or before June 22, 2018
7	One-on-One Discussions with Qualified Proposers	July 2018
8	Campus Tours	August 2018
9	RFP Released to Qualified Proposers	August 2018
10	Final RFP Response Due	October 2018
11	Issuance of Notice of Award	December 2018
12	Sign Operative Agreements, Commercial Close	January 2019
13	Financial Close	March 2019
14	Begin Construction	May 2019
15	Transition of Existing Housing From the BOR to the Concessionaire	June/July 2019
16	Completion of Student Housing Development at Proposed Campuses	July 1, 2020

Appendix A: Campus Descriptions

APPENDIX A CAMPUS DESCRIPTIONS

Albany State University (“ASU”), located in Albany, Georgia and founded in 1903, is one of nine state universities in the University System of Georgia and offers associate, bachelors, masters, educational specialist degrees and specialized educational programs. Coursework is offered through five colleges: College of Business, College of Sciences and Technology, College of Arts and Humanities, Darton College of Health Professions, and College of Education. Total enrollment in the fall of 2017 was 6,615 students with 61.9% full time. ASU is the largest HBCU in Georgia and one of the largest in the United States.

Effective January 1, 2017, ASU merged with Darton State College. The former Darton State College is now known as the West Campus of ASU. The former ASU campus is now known as the East Campus of ASU. ASU houses 2,677 students, however Gibson and Wiley Halls (338 beds) will be taken off line to leave a total of 2,339 beds on both campuses. First-year freshmen from outside the service area are required to live on campus.

Residence	Campus	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Description
Commons	West	2008	PPV	91.43%	210	Two bedroom, two bathroom suites with kitchenette
Village South	West	2010	PPV	80.48%	251	Two bedroom, two bathroom suites with kitchenette
Residence Hall 1	East	2006	PPV	89.78%	186	Four bedroom, two bathroom suites
Residence Hall 2	East	2006	PPV	87.23%	184	Four bedroom, two bathroom suites
Residence Hall 3	East	2006	PPV	91.74%	218	Four bedroom, two bathroom apartments
Residence Hall 4	East	2006	PPV	90.00%	220	Four bedroom, two bathroom apartments
Residence Hall 5	East	2011	PPV	86.88%	400	Two double bedroom, one bathroom semi-suites
Residence Hall 6	East	2011	PPV	93.58%	226	Two single bedroom, one bathroom suites with kitchenette
East Hall	East	1997	State	83.85%	192	Two double bedroom, one shared bathroom
North Hall	East	1997	State	86.11%	126	Two double bedroom, one shared bathroom
South Hall	East	1997	State	83.33%	126	Two double bedroom, one shared bathroom
Total				87.77%	2,339	

APPENDIX A CAMPUS DESCRIPTIONS



Commons



Hall 1 & 2



East, North, South



Hall 3 & 4



Village South



Hall 5



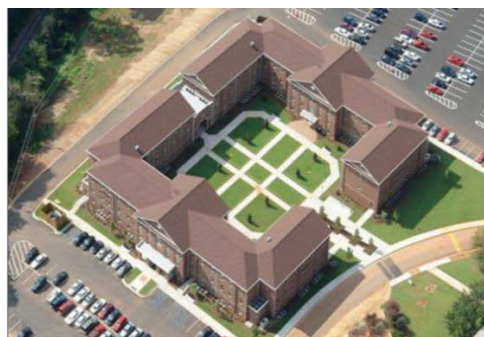
Hall 6

APPENDIX A CAMPUS DESCRIPTIONS

Georgia Southwestern State University (“GSW”), located in Americus, Georgia and founded in 1906, is one of nine state universities in the University System of Georgia and offers bachelors, masters, and specialist degree programs. GSW’s academic degrees are offered through five colleges: College of Arts and Sciences, School of Business Administration, School of Education, School of Nursing, and School of Computing and Mathematics. Total enrollment in the fall of 2017 was 3,052 students with 66.7% full time. Notable alumni include former U.S. President Jimmy Carter and his wife Rosalynn. The Rosalynn Carter Institute for Caregiving is located on the campus.

GSW houses 952 students in three residential communities: Southwestern Oaks (1 & 2), Southwestern Pines and Southwestern Magnolia. All freshmen and sophomores are required to live on campus.

Residence	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Description
Southwestern Oaks 1	2006	PPV	87.68%	207	One double bedroom, one bathroom; two single bedroom, one bathroom semi-suites
Southwestern Oaks 2	2006	PPV	88.16%	207	One double bedroom, one bathroom; two single bedroom, one bathroom semi-suites
Southwestern Pines	2007	PPV	92.41%	237	Four bedroom, two bathroom apartments
Southwestern Magnolia	2008	PPV	92.86%	301	Two single bedroom, one bathroom semi-suites
Total			90.60%	952	



Southwestern Pines Southwestern Magnolia



Southwestern Oaks 1 & 2

APPENDIX A CAMPUS DESCRIPTIONS

Gordon State College (“GSC”), located in Barnesville, Georgia and founded in 1852, is one of nine state colleges in the University System of Georgia and offers bachelors and associates degrees. GSC’s programs are offered through three schools: School of Arts and Sciences, School of Education, and School of Nursing and Health Sciences. Total enrollment in the fall of 2017 was 3,986 with 67.4% full time. A notable alumnus was Governor and later U.S. Senator Richard B. Russell. GSC houses 1,009 students in three residential buildings: Gordon Village, Gordon Commons, and Melton Hall. First-year freshmen from outside the service area are required to live on campus.

Residence	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Description
Gordon Village	2005	PPV	92.84%	405	One double bedroom, one bath; two bedroom, one bathroom apartments; two bedroom, one bath with kitchenette semi-suites
Gordon Commons	2005	PPV	89.98%	459	Two bedroom, one bath apartments; four bedroom, two bath apartments
Melton Hall	1996	State	83.79%	145	Double occupancy rooms, community bathroom
Total			90.24%	1,009	



Commons



Village



Melton

APPENDIX A CAMPUS DESCRIPTIONS

Middle Georgia State University (“MGSU”), located on five campuses (Macon, Cochran, Eastman, Dublin, and Warner Robins) and founded in 1884, is one of nine state universities in the University System of Georgia and offers bachelors, masters, and associate degrees and certificates to students on all five campuses. In 2012, the Board of Regents voted to consolidate Macon State College and Middle Georgia College to form MGSU, which incorporated all facilities and campuses of the two previous institutions. The Macon campus serves approximately 50% of the student population. The Eastman Campus, a nationally recognized leader in aviation education and research, has a working airport. Coursework is offered through six schools: College of Arts and Sciences, School of Aviation, School of Business, School of Education, School of Health Sciences, and School of Information Technology. Total fall 2017 enrollment was 7,341 with 62.1% full-time.

MGSU houses 1,645 students on three of its campuses: Macon, Cochran and Eastman. The Cochran campus has seven residence halls: Anderson, Gateway, Harris, Regents, Knight’s, Browning, and Talmadge. Browning and Talmadge are older housing assets used as “swing space” and for visiting groups, and MGSU does not plan to include them with the housing assets to be transferred to the Concessionaire. The Macon campus has one residence hall: University Pointe. The Eastman campus also has one residence hall: Aviation. Students with less than 60 credit hours and not having permanent residency in a nearby county must reside on campus. MGSU plans to have the Concessionaire build 310 new beds on the Macon campus.

Residence	Campus	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Number of New Beds	Description
Anderson Hall	Cochran	2006	PPV	75.17%	151	-	Semi-suite style
Gateway Hall	Cochran	2006	PPV	69.33%	300	-	Two single bedroom, one bathroom semi-suites
Harris Hall	Cochran	2007	PPV	48.11%	159	-	Four bedroom, two bathroom apartments
Regents Hall	Cochran	2008	PPV	80.94%	278	-	Two single bedroom, one bathroom semi-suites
Knight’s Hall	Cochran	2009	PPV	82.91%	278	-	Two single bedroom, one bathroom semi-suites
Aviation Hall	Eastman	2009	PPV	99.65%	143	-	Four bedroom, two bathroom; two bedroom, one bathroom apartments
University Pointe	Macon	1999	PPV	97.62%	336	-	Four bedroom, four bathroom apartments
New Beds	Macon	-	-	-	-	310	Expected to be two bedroom private and two bedroom shared semi-suites
Total				80.49%	1,645	310	

APPENDIX A CAMPUS DESCRIPTIONS



Cochran



Eastman



Macon



Gateway



Harris



Regents



Anderson

APPENDIX A CAMPUS DESCRIPTIONS

Savannah State University (“SSU”), located in the historic city of Savannah, Georgia and founded in 1890, is one of nine state universities in the University System of Georgia and offers undergraduate and graduate degrees. It is the oldest Historically Black College or University in Georgia. SSU’s coursework is offered through four schools: College of Business Administration, College of Liberal Arts and Social Sciences, College of Sciences and Technology, and School of Teacher Education. Total enrollment in the fall of 2017 was 4,429 with 85.8% full time.

SSU currently has 2,762 beds on campus. Tiger Court, Tiger Place, Richard B. Wright Hall, and Freshmen Living and Learning Center (“Freshmen LLC”) are halls for freshmen only. Camilla-Hubert is co-ed for honors freshmen and sophomores. University Commons and University Village are both co-ed housing for upperclassmen. Two residence halls, Bostic and Bowen Smith, which have 402 beds, are expected to be demolished by the Concessionaire leaving 2,360 beds for investment. Freshmen are expected but not required to live on campus.

Residence	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Number of New Beds	Description
Tiger Court	2011	PPV	83.64%	327	-	One & two bedroom, one bathroom semi- suites
Tiger Place	2011	PPV	83.53%	173	-	One & two bedroom, one bathroom semi- suites
Richard B. Wright Hall	2011	PPV	90.09%	106	-	One & two bedroom, one bathroom semi- suites
Camilla-Hubert Hall	1938/2011	PPV	79.22%	77	-	One & two bedroom, one bathroom semi- suites
Freshmen LLC	2003	PPV	81.01%	308	-	Two-person cluster, four-person cluster, eight-person cluster
University Commons	1968/2008	PPV	93.92%	707	-	One, two, three & four bedroom townhomes
University Village	2000	PPV	94.64%	662	-	One, two, & four bedroom apartments
New Beds	-	-	-	-	413	Expected to be two bedroom, one bathroom semi-suites
Total			89.60%	2,360	413	

APPENDIX A CAMPUS DESCRIPTIONS



Tiger Place



Wright Hall



Camilla Hubert



Freshman Living Learning



University Village



University Commons



Tiger Court

APPENDIX A CAMPUS DESCRIPTIONS

University of West Georgia (“UWG”), located in Carrollton, Georgia and founded in 1906, is one of four comprehensive universities in the University System of Georgia and offers bachelors, masters, doctoral, and educational specialist degrees. Academic offerings are through six schools: College of Arts and Humanities, College of Science and Mathematics, College of Social Sciences, College of Education, Richards College of Business, and Tanner Health System School of Nursing. Total enrollment in the fall of 2017 was 13,520 students with 70.8% full time.

In addition to the Greek Village with 18 chapter houses, there are currently eight other student housing complexes on campus totaling 3,291 beds. However, there are three housing assets that will not be transferred to the Concessionaire: Gunn, Strozier, and Tyus. UWG plans to repurpose Gunn and Strozier for uses other than student housing, and Tyus is expected to be demolished by the Concessionaire. This results in 2,835 beds for investment. Freshmen from outside the service area are required to live on campus.

Residence	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Number of New Beds	Description
Arbor View Apartments	2005	PPV	94.06%	598	-	Two and four bedroom apartments
Bowdon Hall	1971 / 2013	PPV	91.40%	285	-	Traditional style dormitory, double rooms
Center Point Suites	2012	PPV	92.95%	610	-	Double bedroom with bathroom; two single bedroom, one bathroom semi-suites
The Oaks	2013	PPV	96.41%	473	-	Double bedroom with bathroom; two single bedroom, one bathroom semi-suites
University Suites*	2004	PPV	87.97%	607	-	Two double bedrooms, two bathroom; one bedroom, one bathroom suites
Greek Village	2009	PPV	90.65%	262	-	Greek housing
New Beds	-	-	-	-	653	Expected to be one double bedroom, one bathroom and two single bedroom, one bathroom semi-suites
Total			92.33%	2,835	653	

**University Suites is home to the Housing Academic Resource Center.*

APPENDIX A CAMPUS DESCRIPTIONS



Center Point



The Oaks



University Suites



Arbor View



Bowdon



Greek Village

APPENDIX A CAMPUS DESCRIPTIONS

Valdosta State University (“VSU”), located in Valdosta, Georgia and founded in 1906, is one of four comprehensive universities in the University System of Georgia and offers bachelors, masters, doctoral, and educational specialist degrees. Academic offerings are through seven schools: College of Arts and Sciences, College of the Arts, Langdale College of Business Administration, James L. and Dorothy H. Dewar College of Education and Human Services, College of Nursing and Health Sciences, Graduate School, and Honors College. Total enrollment in the fall of 2017 was 11,341 with 70.8% full time.

VSU currently houses 2,818 students in eight halls on campus. Brown, Langdale, Lowndes, Patterson, and Reade Halls are traditional style dormitories, Georgia and Hopper Halls are suite-style residence. Centennial Hall is an apartment style residence. First-year freshmen are required to live on campus.

Residence	Year Built/ Renovated	Bed Type	FY2018 Avg. Occupancy Rates	Number of Existing Beds	Description
Brown Hall	1964 / 2004	State	83.75%	200	Traditional style dormitory, double bedroom, community bathroom
Centennial Hall	2005	PPV	86.55%	528	Two & four bedroom apartments
Georgia Hall	2009	PPV	95.12%	492	Two double bedroom, one bathroom semi-suites; two single bedroom, one bathroom semi-suites
Hopper Hall	2008	PPV	96.50%	514	Two double bedroom, one bathroom semi-suites; two single bedroom, one bathroom semi-suites
Langdale Hall	1969 / 2012	State	90.69%	494	Traditional style dormitory, double bedroom, community bathroom
Lowndes Hall	2005	PPV	89.66%	203	Traditional style dormitory, double bedroom, community bathroom
Patterson Hall	1965 / 2005	PPV	91.81%	293	Traditional style dormitory, double bedroom, community bathroom
Reade Hall	2009	PPV	91.49%	94	Traditional style dormitory, double bedroom, community bathroom
Total			91.32%	2,818	

APPENDIX A CAMPUS DESCRIPTIONS



Hopper



Langdale



Brown



Georgia



Lowndes



Centennial



Reade



Patterson

Appendix B: Board of Regents Public Private Partnership Procurement Procedures

APPENDIX B

PUBLIC PRIVATE PARTNERSHIP PROCUREMENT PROCEDURES

PURPOSE

The purpose of these Procurement Procedures ("Procedures") is to establish procedures for the procurement of services for public private partnership ("P3") ventures by the Board of Regents of the University System of Georgia (the "BOR").

DIRECTIVES

Compliance with these Procedures is required. However, in the BOR's sole discretion, no proceeding under these Procedures will be voided because of a minor technical failure of compliance that the BOR determines does not harm the substantive rights of the BOR or any other party or otherwise adversely affects the integrity of the BOR's procurement process.

Section 1: Methods of Procurement

In general, the BOR will use the following types of solicitation documents for its P3 ventures:

1.1 Request for Quotations (RFQ)

A Request for Quotations ("RFQ") is a formal solicitation method that includes a well-defined specification or scope of work and usually contains all contractual terms and conditions. Bidder exceptions to any of the RFQ specifications may be used as a basis for disqualification. The RFQ solicits sealed price quotations or bids from prospective vendors and seeks to obtain price quotes from the lowest priced responsive and responsible bidder(s); provided, however, no contract award shall be made to the bidder with the lowest cost if the BOR determines the low cost bidder cannot perform the contract requirements.

The BOR may use an RFQ if the project lends itself to the creation of a clear and accurate Statement of Work and the objective of the solicitation is to identify a vendor who can provide the required specifications at the lowest possible cost.

1.2 Request of Proposal (RFP)

A Request for Proposals (RFP) is a formal solicitation method that seeks

to leverage the creativity and knowledge of business organizations in order to provide a solution to a procurement need. The RFP solicits technical and sealed price proposals from prospective vendors and seeks to obtain the "best value" for the State. The RFP method does not use the cost of the project as the single determining factor, but rather uses a combination of lowest cost plus best-proposed solution to determine the award.

The BOR may use an RFP where the objective of the solicitation is to identify a vendor who can offer the best possible solution to the procurement at the most reasonable cost.

1.3 Request for Information (RFI)

A Request for Information (RFI) is a quasi-formal method for soliciting information from vendors who have knowledge or information about an industry, product, or service. The RFI method is not intended to result in a contract award but is designed to allow for the collection of industry information that will then be used to determine if an RFQ or RFP solicitation method is appropriate.

1.4 Request for Qualified Concessionaires/Contractors (RFQC)

An RFQC is used in cases when the BOR is attempting to find offerors with the qualifications to produce the product or service desired. Each vendor is judged on its ability to meet or surpass the required qualifications set forth in the RFQC solicitation document. This form of solicitation may, but does not always, culminate in a contract award. This form of solicitation may be used a pre-requisite to determine eligibility to respond to a subsequent RFQ or RFP.

Section 2: Competitive Procurement

2.1 Policy Statement

Acquisitions, purchases, or solicitations made by the BOR related to P3 ventures shall be made through a competitive process involving sealed responses unless expressly exempted from by the Chancellor.

2.2 Public Notice

- (a) All competitive solicitations related to P3 ventures shall be posted on the BOR's P3 webpage located at <https://www.usg.edu/p3> and, at the option of the BOR, may also be posted on the Georgia Procurement Registry.
- (b) The BOR, at its discretion, may elect to conduct additional public advertisement through a newspaper or other publication or in

locations or publications that may be familiar with potential vendors for the goods or services needed.

- (c) Within one day of the contract award, the BOR shall post the Contract Award on the BOR's website.

2.3 Formal Sealed Bids

- (a) All procurements related to a BOR P3 project will be made by solicitation of sealed competitive bids or proposals. To solicit competitive sealed bids, the BOR will require the vendor to submit its bid in a sealed package. Faxed bids and emailed bids will not be considered sealed bids. Sealed bids shall not be opened until after the closing date and time of the applicable procurement.
- (b) Bid Evaluation and Award
 - (i) Evaluation of Bids. Evaluation and contract award will be as set out in the solicitation document.
 - (ii) Alternate Bids. Alternate bids may be considered for an award in the discretion of the BOR.

2.4 Competitive Sealed Responses and Proposals

All responses and proposals received by the closing date and time of the RFQC or RFP will be evaluated in accordance with the terms and conditions set forth in the RFQC or RFP. During the evaluation stage, the BOR may elect to request clarifications and/or, conduct one or more rounds of discussions or negotiations to solicit improvements to technical and/or cost proposals.

Section 3: Clarifications, Discussions and Negotiations

Clarifications, discussions, and negotiations may be conducted on any BOR P3 procurement in accordance with the following:

3.1 Clarifications

During the procurement process, the BOR may seek clarifications from any offeror at any time.

3.2 Discussions

The BOR may conduct discussions collectively or one-on-one with offerors who are deemed qualified based on criteria set forth in the solicitation document. The BOR may engage in one or more rounds of discussions for the whatever purpose determined by the BOR, including but not limited to (x) gaining a better

understanding of an offeror's proposed solution; (y) communicating the BOR's needs or concerns; or (z) communicating revisions and/or best and final offers.

3.3 Negotiations

The BOR may conduct negotiations with offerors who are deemed qualified and reasonably susceptible for award based on criteria set forth in the solicitation document. The BOR may engage in one or more rounds of negotiations.

The BOR will identify which offerors shall participate in the negotiations in one of the following ways:

- (a) Identify in the solicitation document the methodology that will be used to identify offerors that may participate in negotiations. This may include, but is not necessarily limited to, a methodology that establishes a competitive range based on offerors' rankings following proposal evaluations.
- (b) Identify in an addendum to the solicitation document the methodology that will be used to identify offerors that may participate in Negotiations.
- (c) Negotiate with all responsive responsible offerors following bid/proposal evaluations.

The BOR may issue additional information and/or instructions to offerors participating in negotiations as needed. Negotiations may be completed after a single round, or may be done in several rounds as determined by the BOR's negotiation team.

After the negotiations, participating offerors may be asked to submit supplemental proposals defining the revisions that are a result of the negotiations. Any request for supplemental proposals will be directed in writing to all offerors participating in the negotiations, and will provide details concerning the format and due date for the supplemental proposals. The BOR may in its sole discretion terminate negotiations and/or the solicitation at any time.

3.4 Negotiations in Lieu of New Procurement

If after evaluation and obtaining clarification of a bid or proposal the BOR determines that a bid or proposal is unreasonable or unacceptable, or is noncompetitive, or the low bid or highest scoring proposal exceeds available funds, the BOR will determine in writing whether time or other circumstances will permit the delay required to re-solicit competitive bids or proposals. If the BOR determines that the circumstances are such that the procurement cannot be delayed, a contract may be negotiated

provided that each responsible bidder or offeror who submitted a bid or proposal under the original solicitation is notified of the determination and is given a reasonable opportunity to negotiate.

In cases where the bid/proposals received are noncompetitive or the low bid or highest scoring proposal exceeds available funds, the negotiated prices shall be lower than the lowest rejected bid/proposal of any responsible bidder/offeror under the original solicitation.

Section 4: Miscellaneous

4.1 Right to Examine Records

The BOR shall have the right examine, inspect and audit the records of bidder/proposer pertaining to any contract with the BOR for a period of 3 years after the termination of the contract with the BOR.

4.2 Cancellation of Requests for Quotes, Requests for Qualified Contractors/Concessionaires, or Requests for Proposals

A RFQ, RFQC, or RFP or other solicitation may be canceled, or any or all responses may be rejected in whole or in part as may be specified in the solicitation and which is in the best interest of the BOR. Further, if at any time it is found that the integrity of the process has been compromised or that errors have occurred, the solicitation may be canceled.

4.3 Rejection of Bids/Proposals

The BOR reserves the right to reject any and all bids/proposals submitted in response to any solicitation document, to reject any portion thereof, or to waive any irregularity or administrative requirement.

Section 5: Protests

Any person or entity desiring to protest, challenge, or otherwise pursue a claim against any aspect of a BOR P3 procurement must comply with the attached BOR's Proposal Protest Procedure.

Section 6: Amendments

These Procedures may be amended, supplements, or cancelled at any time by the BOR. The BOR will publish notice of any such event on the BOR's P3 webpage located at <https://www.usg.edu/p3>.

**Board of Regents of the University System of Georgia
Proposal Protest Procedures for Public Private Partnership Procurements**

1.0 Right to Protest

This procedure (the "Procedure") describes the mandatory administrative process by which vendor/bidders/offers may challenge the solicitation and/or contract award of a concessionaire or other vendor in a public private partnership procurement for (a "Solicitation").

Any actual or prospective vendor, bidder, offeror, or contractor who is aggrieved in connection with the Solicitation shall have the right to file a protest. All protests shall be filed in the manner set out this Procedure.

The Chancellor shall designate a procurement officer (the "Procurement Officer") who shall be responsible for administering this Procedure.

2.0 Form of Protest and Filing Deadline

The protest must be in writing and signed by a company officer authorized to execute agreements on behalf of the protesting party or provided by an authorized legal representative of the protesting party. The protest must include the following information:

- Name, address, telephone number, and email address of the protestor;
- Identification of the solicitation by project name and project number;
- A concise statement of the reason(s) for the protest;
- Any supporting exhibits, evidence, or documents to substantiate the claim(s); and
- Desired remedy

The protest must be filed with the Procurement Officer of the Board of Regents via one of the following means:

Mail:	Board of Regents of the University System of Georgia Office of Legal Affairs Attention: Procurement Officer 270 Washington Street SW Atlanta, Georgia 30334
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Hand Delivery: Board of Regents of the University System of Georgia
Office of Legal Affairs, Room 8125
Attention: Procurement Officer
270 Washington Street SW
Atlanta, Georgia 30334

Email: usg-legal@usg.edu

3.0 Filing Deadline

Protests concerning the solicitation process, including claims related to the specifications, requirements, submissions, and evaluation criteria, must be filed no later than 5:00 p.m. Eastern time three (3) business days prior to the due date for the responses to the Solicitation.

Protests concerning the selection of qualified offerors under the request for qualified offerors portion of the Solicitation must be filed no later than 5:00 p.m. Eastern time five (5) business days after the posting of the notice of selection by the Board of Regents. Protests concerning the selection of a concessionaire under the request for proposals portion of the Solicitation must be filed no later than 5:00 p.m. Eastern Time five (5) business days after the posting of the notice of award by the Board of Regents. The notice of selection and the notice of award will be posted at the Board of Regents' P3 webpage located at:

<https://www.usg.edu/p3>

A protest shall be deemed filed at the time it is actually received by the Board of Regents at either the physical address or email address set forth in Section 2.0. Any protest that is filed after these time periods shall be deemed invalid provided that the Procurement Officer, in his or her sole and absolute discretion, may allow the supplementation of a timely filed protest after the expiration of the time period filing protests.

4.0 Protest Evaluation by the Procurement Officer

The Procurement Officer shall evaluate and make the initial determination of validity of the protest.

The Procurement Officer shall issue a written directive posted on the Board of Regents' P3 webpage with a copy sent to the protestor regarding whether to suspend further action on the Solicitation or implementation of the contract pursuant to the Solicitation within five (5) business days of receipt of the protest. If the Procurement Officer is unable to adequately review the protest within five (5) business days, a time for completion of the review by the Procurement Officer shall be provided in writing to the protestor within five (5) business days of the receipt of the protest.

5.0 Exclusive Remedy

This Procedure provides the exclusive process for asserting a claim arising out of or relating to the Solicitation.

6.0 Hearing Procedures

Any party submitting a protest pursuant to this Procedure may request a hearing. All such requests shall be submitted to the Procurement Officer in writing included in the protest and shall set out the reasons why the party submitting the protest believes that the protest raises issues that would be best resolved by holding a hearing. The Procurement Officer may, on his or her motion, determine that a hearing should be held to resolve the protest. Should the Procurement Officer determine that the protest raises issues that would be best resolved by holding a hearing, the hearing shall be held within thirty (30) days following receipt of any request for a hearing. A notice that sets the time, date, and location of the hearing shall be mailed to the party or parties requesting the hearing at least seven (7) calendar days prior to the date of the hearing.

All hearings conducted under this Procedure will be conducted by the Procurement Officer or, at the sole discretion of the Procurement Officer, by a hearing officer designated by the Procurement Officer. The hearing officer's actions, decisions, and orders will be deemed to be on behalf of the Procurement Officer and effective as though taken by the Procurement Officer, subject to the appeals procedures as provided below.

In connection with the hearing, the Procurement Officer or the hearing officer, if applicable, may:

1. Conduct the hearing in an informal manner without formal rules or evidence or procedure;
2. Hold pre-hearing conferences to:
 - a. Settle, simplify, or identify the issues involved in the hearing; or
 - b. Consider other matters that may aid in expeditious disposition of the hearing;
3. Require each protesting party to state, orally and/or in writing, its position concerning the various issues involved in the hearing;
4. Require each protesting party to produce for examination those relevant witnesses and documents under its control;
5. Rule on motions and other procedural items pending before him or her, including, without limitation, the methods, scope, and extent of discovery available to the protesting party;
6. Regulate the course of the hearing and conduct of the participants, including the imposition of reasonable time limits;
7. Establish time limits for submission of motions or memoranda;

8. Take official notice of any material fact not appearing in evidence in the record, if the fact is among the traditional matters of judicial notice; and
9. Administer oaths or affirmations.

Any protesting party may request that the hearing be conducted before a court reporter. Such request must be in writing and include an agreement by the requesting party that it will procure at its own cost and on its own initiative the court reporting services for the hearing. To be a part of the record, the original transcript of the proceedings must be submitted to the Procurement Officer or the hearing officer as applicable as soon as the transcript is available but not later than ten (10) days after the conclusion of the hearing.

If the Procurement Officer conducts the hearing, he or she must render a decision in writing and send by mail, email, or hand delivery, a copies of the decision to the protesting parties within thirty (30) days after the conclusion of the hearing. If a hearing officer conducts the hearing, he or she must provided a proposed decision to the Procurement Officer within thirty (30) days after the conclusion of the hearing. If a proposed written decision from the hearing officer is received by the Procurement Officer, he or she must render a decision in writing and deliver copies of the decision to the protesting parties within thirty (30) days after receiving the proposed written decision from the hearing officer. The Procurement Officer may accept the proposed written decision in whole or in part or may reject the proposed written decision and enter his or her own decision.

If the Procurement Officer determines that the protest is valid, the Procurement Officer shall determine the appropriate remedy. Available remedies include but are not limited to the following:

- Modification of the Solicitation document and extension of the Solicitation period
- Cancellation of the Solicitation
- Cancellation of the selection or award or contract

The written decision of the Procurement Officer shall be sent by mail, email, or hand delivery to all protesting parties. Any party is presumed to have received such decision from the Procurement Officer no later than the third business day following the date of such decision was mailed to the last known address of such party.

7.0 Decision by Procurement Officer Without a Hearing

If the Procurement Officer determines that no hearing is required to resolve the protest, the Procurement Officer will render a decision in writing on the protest and send by mail, email, or hand delivery, a copies of the decision to the protesting parties within thirty (30) days of the filing of the protest.

If the Procurement Officer determines that the protest is valid, the Procurement Officer shall determine the appropriate remedy. Available remedies include but are not limited to the following:

- Modification of the Solicitation document and extension of the Solicitation period
- Cancellation of the Solicitation
- Cancellation of the selection or award or contract

The written decision of the Procurement Officer shall be sent by mail, email, or hand delivery to all protesting parties. Any party is presumed to have received such decision from the Procurement Officer no later than the third business day following the date of such decision was mailed to the last known address of such party.

8.0 Costs

In no event shall a protesting party be entitled to recover any costs incurred in connection with the protest of a solicitation or contract award, including but not limited to bid or proposal preparation costs, protest preparation costs, or attorneys' fees.

9.0 Appeal of the Decision of the Procurement Officer

The protestor may appeal a decision of the Procurement Officer. The protesting party shall file a written appeal with the Board of Regents Vice Chancellor of Fiscal Affairs after the Procurement Officer has issued a written decision and no later than five (5) business days after the receipt of the decision from the Procurement Officer. An appeal shall be deemed filed when it is actually received by the Board of Regents at one of the addresses set forth below. Any appeal filed after the time period shall be deemed invalid.

Any appeal filed with the Board of Regents Vice Chancellor of Fiscal Affairs shall be sent via any of the following means:

Mail: Board of Regents of the University System of Georgia
Office of Legal Affairs
Attention: Procurement Officer
270 Washington Street SW
Atlanta, Georgia 30334

Hand Delivery: Board of Regents of the University System of Georgia
Office of Legal Affairs, Room 8125
Attention: Procurement Officer
270 Washington Street SW
Atlanta, Georgia 30334

Email: usg-legal@usg.edu

The Vice Chancellor of Fiscal Affairs shall review the appeal. The Vice Chancellor of Fiscal Affairs or his or her designee may further investigate the claim and request additional information from the protestor or any source deemed helpful.

The Vice Chancellor of Fiscal Affairs shall issue a written determination either confirming or overturning the decision of the Procurement Officer within twenty (20) days after receipt of the appeal. The decision of the Vice Chancellor of Fiscal Affairs shall be the final decision of the Board of Regents.

10.0 Judicial Review

The final decision of the Board of Regents shall be subject to judicial review by any person or entity who was a party to the protest and the petition for certiorari seeking review must be filed with the Superior Court of Fulton County in accordance with Chapter 5 of Title 5 of the Official Code of Georgia and served on the Board of Regents within the time prescribed by Georgia law. The complete exhaustion of this Procedure is a prerequisite to the commencement of an action seeking review. In the absence of such complete exhaustion, any petition seeking review of the final decision shall be barred.

Appendix C: Response Certification

APPENDIX C
RESPONSE CERTIFICATION

By responding to this RFQC, the respondent understands and agrees to the following:

- (1) That the respondents certifies that all items included in the respondent's response to the RFQC meet or exceed any and all stated specifications and requirements of the RFQC except as expressly stated otherwise in respondent's response;
- (2) That respondent's response to the RFQC is made without prior understanding, agreement, or connection with any or person or entity submitting a response for the same services and is in all respects fair and without collusion or fraud. The respondent understands and agrees that collusive bidding is a violation of state and federal law and can result in fines, prison sentences, and civil damages awards;
- (3) That the provisions of O.C.G.A. § 45-10-20 *et seq.* have not been violated and will not be violated in any respect; and
- (4) That the respondent has reviewed the Public Private Procurement Procedures including the protest process outlined therein attached to the RFQC and agrees to comply with those procedures.

Respondent's Name: _____

Authorized Signature: _____

Name and Title: _____

Date: _____

Appendix D: Due Diligence Checklist

APPENDIX D

AVAILABILITY OF DUE DILIGENCE ITEMS

DOCUMENT CATEGORY	DUE DILIGENCE ITEMS PROVIDED FOR RFP
Campus Information:	Campus Maps
	Campus Facility Master Plans
	Carl Vinson Institute Enrollment Projections (All Campuses)
	Fact Book for FY 2017
	USG Enrollment Reports (Summer 2017, Fall 2017, Spring 2018)
Photos, Floor Plans & Site Plans:	Photos
	Floor Plans
	Site Plans
Occupancy & Demand:	Student Housing Market Demand Study (Fall 2016/Spring 2017)
	Student Housing Market Demand Studies (Fall 2017/Spring 2018)
	Description of Live-On Requirement (if applicable)
	Fall 2016 Rent Roll
	Spring 2017 Rent Roll
	Fall 2017 Rent Roll
	Spring 2018 Rent Roll
	Summer 2017 and 2018 Committed Utilization
Financial Data:	Housing revenues and expenses—Five years
	Housing Revenues and Expenses FY 2017
	Housing Revenues and Expenses Estimated FY 2018
	Aged Receivables and Delinquent Rent Schedules
	Housing Defeasance Schedules
	Miscellaneous Fees
	Summer Revenue Details 2017
	Housing Rates and Fee Schedules FY 2019
	Utility Bills: Electricity, gas, water/sewer, cable, IT, phone
Insurance (Existing):	Property and Liability Insurance Certificates
	Insurance invoices for last 12 months
	Existing insurance claims
Housing and Residence Life:	Organizational Charts
	List of positions and compensation
	Clery Act reports for the last three years
	Licensing Agreements
	Housing Software
	Residence Life Handbook
	Special Stipulations to the Project Operating Agreement
	Marketing Plan
Facility Operations and Maintenance:	Work Order History for prior 12 Months
	Building Operations Manuals
	Planned Capital Repairs and Replacement

APPENDIX D

AVAILABILITY OF DUE DILIGENCE ITEMS

Facility Operations and Maintenance (cont.):	Utility, Services Provider, IT and Campus Standards Questionnaire
	Warranties (FF&E)
	FF&E Inventory
	Service and Maintenance Contracts
Environmental & Facilities Conditions:	Environmental Site Assessment
	GEPA Report
	Hazardous Materials
	Facility Condition Reports
Surveys & Title:	ALTA As-Built Survey
	Title Policy
	Certificate of Occupancy
	As-Built Drawings and Specifications
New Construction:	ALTA Survey
	Environmental Site Assessment
	GEPA Report
	Topographic, Utility and Site Conditions
	Soils/Geotechnical
	Flow Test
	Title Reports and Certificates
	Baseline Design Standards

Appendix E: Mandatory Requirements Worksheet

Appendix E
Mandatory Requirements Worksheet

1. Respondent, and identified team members if applicable, is able and willing to provide all services related to the Project, including (1) design, build, finance, operate and maintain services at those campuses identified in Table 1 finally determined by the BOR; and (2) operate and maintain services at those campuses identified in Table 1 finally determined by the BOR.

_____ Yes
_____ No

2. Respondent, and identified team members if applicable, is able and willing to assume operation of the existing beds as outlined in Table 4 on July 1, 2019.

_____ Yes
_____ No

3. Respondent is able and willing to deliver the new beds as outlined in Table 4 on or before July 1, 2020

_____ Yes
_____ No

Respondent: _____

By: _____

Its: _____

Date: _____

Appendix F: Notice of Inability to Participate

APPENDIX F
Notice of Inability to Participate

Request for Qualified Concessionaires
Regarding Investment and Development of a Student Housing Portfolio
For
Board of Regents of the University System of Georgia

This Notice of Inability to Participate is submitted by:

Entity Name: _____
Responsible Principal: _____

pursuant to Section 5.1 of the RFQC. The prospective respondent has identified the following provision(s) from Section(s) 3.3 and/or 3.4 of the RFQC that would prevent it from participating in this procurement, the reason why this provision would prevent it from participating in this procurement, and its proposed alternative that would allow it to participate in this procurement:

Provision:
Reason:
Proposed Alternative:

Entity Name: _____

By: _____
Its: _____
Date: _____

Contact Information:

Name: _____
Address: _____

Email: _____
Telephone: _____

Appendix G: Notice of Intent to Participate

APPENDIX G
Notice of Intent to Participate

Request for Qualified Concessionaires
Regarding Investment and Development of a Student Housing Portfolio
For
Board of Regents of the University System of Georgia

This Notice of Intent to Participate is submitted by:

Entity Name: _____

Responsible Principal: _____

as an indication of its intention to submit a response to the above identified RFQC. Submission of this Notice of Intent to Participate does not commit the entity to submitting a proposal but reflects the entity's present intention as of the date below.

Entity Name: _____

By: _____

Its: _____

Date: _____

Contact Information:

Name: _____

Address: _____

Email: _____

Telephone: _____