

DEPARTMENT OF VETERANS AFFAIRS



AMENDMENT #1 TO REQUEST FOR PROPOSALS No. VA-101-11-RP-0085

**PALO ALTO HEALTH CARE SYSTEM – MENLO PARK DIVISION
ENHANCED-USE LEASE DEVELOPMENT PROJECT
MENLO PARK, CA**

DATE AND TIME PROPOSALS DUE: OCTOBER 6, 2011 at 12:00 P.M. EDT

AMENDMENT #1
REQUEST FOR PROPOSALS No. VA-101-11-RP-0085
PALO ALTO HEALTH CARE SYSTEM – MENLO PARK DIVISION
ENHANCED-USE LEASE DEVELOPMENT
October 3, 2011

Amended Items:

1. SECTION 1.4:

Replace: “By submitting a proposal, each Offeror accepts all of the terms and conditions set forth in this RFP, and its Attachments, including but not limited to the Bid Terms Agreement and the EUL Agreement (i.e., **Attachments D and E, respectively**). Any conflict (whether actual or perceived) between the terms of the Bid Terms Agreement, the EUL Agreement (collectively, the “**Transaction Agreements**”), this RFP, or provision there in shall be resolved at and in accordance with VA’s sole and absolute discretion, notwithstanding any provisions of the “Disclaimer” indicating otherwise, which is included and made part of this RFP, or any other document.”

With: “By submitting a proposal, each Offeror accepts all of the terms and conditions set forth in this RFP, and its Attachments, including but not limited to the Bid Terms Agreement (**Attachment D**). Any conflict (whether actual or perceived) between the terms of the Bid Terms Agreement, the EUL agreement (collectively, the “**Transaction Agreements**”), this RFP, or provision therein shall be resolved at and in accordance with VA’s sole and absolute discretion, notwithstanding any provisions of the “Disclaimer” indicating otherwise, which is included and made part of this RFP, or any other document.”

2. SECTION 2.3.1 – TIMELINE:

Replace: “VA anticipates awarding the EUL Site described in Attachment B to a selected Offeror by October 31, 2011. Developers will be required to prepare a draft Development Plan (see Section 3 for details) within 21 calendar days of selection and a final draft for VA review and approval within 45 calendar days of selection. Upon the completion of the Development Plan and final approval by VA, and the completion of any other outstanding key milestones required under the EUL Statute (<http://www.va.gov/AssetManagement/docs/EulStatute.pdf>), the VA will enter into the EUL with the Offeror. VA anticipates executing an EUL for each site by December 31, 2011. The EUL Agreement will be in the form contained in Attachment E to this RFP, with such modifications as are deemed necessary and appropriate by VA at their sole and absolute discretion.”

With: “VA anticipates selecting the preferred developer for the EUL site described in Attachment B by October 31, 2011. The preferred developer will be

required to prepare a draft Development Plan (see Section 3 for details) within 21 calendar days of selection and a final draft for VA review and approval within 45 calendar days of selection. Upon the completion of the Development Plan and final approval by VA, and the completion of any other outstanding key milestones required under the EUL Statute

(<http://www.va.gov/AssetManagement/docs/EulStatute.pdf>), VA will enter into an initial EUL agreement with the Offeror selected as the preferred developer. VA anticipates executing an initial EUL agreement for the site by December 31, 2011. The sample EUL agreement will be posted at the following website: www.va.gov/assetmanagement/burr.”

3. SECTION 2.3.3 – NATIONAL ENVIRONMENTAL POLICY ACT AND OTHER ENVIRONMENTAL CONSIDERATIONS:

Replace: “The EUL and Project will be subject to all applicable Federal, State, and local environmental laws, codes, ordinances, and regulations, including but not limited to, the Comprehensive Environmental Response, Compensation, and Liability Act (“**CERCLA**”), 42 U.S.C. §§ 9601-9675; the Resource Conservation and Recovery Act (“**RCRA**”), 42 U.S.C. §§ 6901, et seq; and the National Environmental Policy Act (“**NEPA**”), 42 U.S.C. §§ 4321-4347. NEPA requires that Federal agencies, including VA, avoid adverse environmental impacts to the maximum extent practical when considering major Federal actions that could affect the quality of the human environment (e.g., an EUL). The NEPA analysis will be initiated upon VA’s selection of the Offeror. The Offeror will be required to provide development-specific information to support the analysis. The NEPA documentation must be completed prior to execution of the EUL. The Offeror will be responsible for complying with mitigation requirements of the NEPA analysis. In addition, the Offeror will be responsible for complying with regulatory requirements for the removal of any asbestos and/or lead-containing material. Information regarding how to obtain any available environmental information for the EUL Site can be found in Attachment F. Other than the information referenced in Attachment F (if any), all required environmental studies, reports, site assessments, and any required or appropriate remediation or abatement, as well as compliance with all applicable environmental laws, will be the responsibility of the Offeror, unless and to the extent that VA otherwise agrees at its sole and absolute discretion.”

With: “The EUL and Project will be subject to all applicable Federal, State, and local environmental laws, codes, ordinances, and regulations, including but not limited to, the Comprehensive Environmental Response, Compensation, and Liability Act (“**CERCLA**”), 42 U.S.C. §§ 9601-9675; the Resource Conservation and Recovery Act (“**RCRA**”), 42 U.S.C. §§ 6901, et seq; and the National Environmental Policy Act (“**NEPA**”), 42 U.S.C. §§ 4321-4347. NEPA requires that Federal agencies, including VA, avoid adverse environmental impacts to the maximum extent practical when considering major Federal actions that could

affect the quality of the human environment (e.g., an EUL). The NEPA analysis will be initiated upon VA's selection of the preferred developer. The preferred developer will be required to provide development-specific information to support the analysis. The NEPA documentation must be completed prior to execution of the EUL. The preferred developer will be responsible for complying with mitigation requirements of the NEPA analysis. In addition, the preferred developer will be responsible for complying with regulatory requirements for the removal of any asbestos and/or lead-containing material. Information regarding how to obtain any available environmental information for the EUL site can be found in Attachment E. Other than the information referenced in Attachment E (if any), all required environmental studies, reports, site assessments, and any required or appropriate remediation or abatement, as well as compliance with all applicable environmental laws, will be the responsibility of the preferred developer, unless and to the extent that VA otherwise agrees at its sole and absolute discretion."

4. ATTACHMENT D – BID TERMS AGREEMENT ITEM 13 (d) (iv):

Replace: "neither the Developer nor any of its partners, members, or stockholders is a person who poses a security or safety risk as determined by the Secretary of State including, but not limited to, any person who either represents a country, or is a member of or provides political, financial, or military support to a group, that is listed in the most current "Country Reports on Terrorism" report, issued by the Secretary of State in compliance with 22 U.S.C. § 2656f(a), available from the Superintendent of Documents, U.S. Government Printing Office, Washington D.C. 20402 and also available at <http://www.mipt.org/pdf/Country-Reports-Terrorism-2004.pdf>;"

With: "neither the Developer nor any of its partners, members, or stockholders is a person who poses a security or safety risk as determined by the Secretary of State including, but not limited to, any person who either represents a country, or is a member of or provides political, financial, or military support to a group, that is listed in the most current "Country Reports on Terrorism" report, issued by the Secretary of State in compliance with 22 U.S.C. § 2656f(a), available from the Superintendent of Documents, U.S. Government Printing Office, Washington D.C. 20402 and also available at: <http://www.state.gov/s/ct/rls/crt/2010/index.htm>;"