

City and County of San Francisco

Request for Qualifications for

**Citywide Fiber to the Premises Network,
Lit Fiber and Wi-Fi Services**



***Schedule**

Date RFQ Issued:	<u>January 31, 2018</u>
Pre-Submittal Conference:	<u>February 12, 2018 (10:00 a.m. PST)</u>
Deadline for Respondent Team Written Questions or Requests for Clarification:	<u>March 2, 2018</u>
Respondent Team Submittals Due:	<u>March 26, 2018</u>
Issue Notice of Shortlist of Respondent Teams Selected for Oral Interviews:	<u>April 9, 2018</u>
Oral Interview with Selected Respondent Teams:	<u>Week of April 16, 2018</u>
Issue Notice of List of Qualified Bidders:	<u>April 30, 2018</u>

*Dates are subject to change

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Appendices:

- A. Standard Forms: Listing and Internet addresses of Forms related to Taxpayer Identification Number and Certification, to Business Tax Declaration, and to Chapters 12B and 12C, and 14B of the S.F. Administrative Code.
- B. City Documents:
 - CTC Technology and Energy and IMG Rebel Report, October 2017, *The Potential for Ubiquitous, Open Fiber-to-the-Premises in San Francisco*
 - S.F. Board of Supervisors Budget and Legislative Analyst Report, March 2016, *Financial Analysis of Options for a Municipal Fiber Optic Network for Citywide Internet Access.*
 - Utility Undergrounding Map as of March 2012
- C. Financial Statement Requirements
- D. Summary Financial Information
- E. Net Neutrality and Open Access Letter
- F. Submission Sheet Checklist

Request for Qualifications for Citywide Fiber to the Premises Network, Lit Fiber and Wi-Fi Services

The Department of Technology of the City and County of San Francisco (“City”) is issuing this Request for Qualifications (“RFQ”) to pre-qualify firms to submit proposals pursuant to a subsequent Request for Proposals (“RFP”) to design, build, finance, operate and maintain a Citywide Fiber to the Premises Network, Lit Fiber and Wi-Fi Services project (“Project”), as more fully described below.

SECTION 1: INTRODUCTION

Public broadband networks are emerging as an essential infrastructure asset and will be a critical component of economic development and competitiveness, innovation, workforce preparedness, healthcare delivery, education, democratic discourse, and environmental sustainability. The City is committed to developing the communications infrastructure that will provide City residents and businesses with world-class connectivity. The City believes that universal, high-speed, affordable broadband services will be a fundamental building block for future economic growth and global competitiveness and intends to develop this infrastructure; and intends that this Project represent a reimagining of how cities can be connected. The City seeks to ensure that all residents and businesses have access to world-class data connectivity at a reasonable price.

San Francisco also recognizes that its civic needs will require robust connectivity for the near, medium, and long term, for purposes of serving the needs of the Smart City, the Civic Internet of Things, and other public services. Among many other benefits, the City anticipates that the broadband fiber-to-the premises (“FTTP”) network contemplated here will support these initiatives and offer redundancy and expansion of the City’s existing fiber network.

This unique and historic opportunity reflects the City’s commitment to ensuring that it continues to be a center of technological innovation, while at the same time laying a foundation for future economic growth. The City is seeking a partner consisting of consortia of firms (“Partner”) to submit qualifications and experience to design, build, finance, operate, and maintain a ubiquitous broadband FTTP network that permits retail service providers (“RSPs”) to lease capacity on the network and provide Wi-Fi service to key areas of the City. The proposed Project (i.e. an open access FTTP network) will serve as a platform for multiple RSPs to reach subscribers over a shared infrastructure. RSPs will be able to connect to the network and deliver services to their subscribers. This shared last-mile fiber will reduce the cost for new service providers to enter the market, reduce redundant and costly builds to reach subscribers, and give subscribers more choices for service providers to meet their connectivity needs. The City anticipates that the construction and service agreement will be for a term of 15 years.

This RFQ is the next step in the process of selecting a Partner for the Project. Through this RFQ, the City is seeking to identify up to three qualified consortia or joint ventures (“Respondent Teams”) to bid on a subsequent RFP to be the City’s Partner for the Project. Only those teams selected through this RFQ process will be allowed to eligible to bid on the RFP. The successful Respondent Team (i.e. winner of the City Fiber RFP) will be required to undertake the following activities:

- A. Fiber-to-the Premises Network:** Design, build, finance (in whole or in part), operate, and maintain a FTTP passive optical network (“PON”) delivering gigabit speed service. This infrastructure includes, without limitation, fiber, optical splitters, feeder loops to remote nodes, distribution fiber, terminals, fiber taps, fiber drop connections, and fiber termination at the premises. The City intends the FTTP physical infrastructure to support any current or future mix of PON, point to point, and/or future technology standard, although the City anticipates that PON equipment will be dominant in early phases.
- and,
- B. Lit Fiber Network and Services:** Design, build, finance, operate, and maintain the open access network and services on the FTTP network, including supplying and provisioning network electronics capable of delivering highly-available transport for a variety of services over the fiber. This includes provisioning layer 2 services between subscribers and service providers and providing network monitoring services. Transport services should be capable of gigabit Committed Information Rate. Responsibilities include provisioning Internet access, installing and maintaining network electronics, installing demand-based Customer Premises Equipment (“CPE”), licensing and provisioning of multiple RSPs, selling back haul dark fiber to institutional telephone companies, marketing and promoting the broadband services, and maintaining a user portal to summarize service options. Additionally, the Partner would be responsible for monitoring and maintaining Quality of Service (“QOS”) of all RSPs on the FTTP network. The Partner will ensure that baseline Internet service is available, but will not directly provide Internet services to subscribers (residential, commercial, point-to-point).
- and,
- C. Free City Wi-Fi:** Design, build, finance, operate, and maintain a free, managed Wi-Fi network for certain significant City parks (within San Francisco), City buildings, and other significant areas of the City that would benefit from a free Wi-Fi service, such as major thoroughfares and visitor areas.

The City expects the private Partner to take the lead in developing and maintaining the FTTP network and offering services over the Lit Fiber network. (See also, Section 3 below.) Subject to the final agreement on Project design and costs, the City, subject to Board of Supervisors approval, expects to:

- Make funds available to cover a portion of the Project costs through milestone and periodic availability payments. For each Project component, revenue sharing and other terms will be separately defined as will the service level agreement (“SLAs”), QOS agreements, and other conditions.
- Dedicate City staff to provide necessary coordination and support for the Project.
- Attempt to secure revenues through a pre-sale of network capacity to retail service providers. Any pre-sale revenues will be applied to the costs of the Project.

- Provide or lease access to City fiber, communication assets and conduits to reduce capital costs and construction.
- Provide or lease space on City properties suitable for placement of data centers, fiber hubs or central offices at a reasonable rate.
- Align some of the construction needed for this project with the City's paving program and sewer replacement program to create cost savings and minimize disruptions.
- Work with the private Partner to secure access to utility-owned poles and conduits.
- Determine the level of subsidies to be provided to qualifying, low-income San Franciscans, and identify the funding source for such subsidies.

SECTION 2: PROJECT PRINCIPLES

Respondent Teams are required to acknowledge and agree to the requirements, principles, and values that underpin this Project that are identified below.

A. Net Neutrality

The City seeks to ensure that users enjoy the content and services of their choice by requiring its Project Partner and RSPs providing service over the City's network to adhere to Net Neutrality principles at all levels of service, including both wholesale and retail, and for all types of services, including voice, video, and data. While these principles may evolve over time, they will include the following:

1. A commitment to transparency: Customers must be fully informed about their services, including technical characteristics and network management practices, so they can make informed choices.
2. The free flow of information over the Internet: Users should have access to Internet content, applications, and services without intentional degradation or failure to invest in adequate broadband capacity to accommodate reasonable traffic growth.
3. No blocking of lawful websites: Users should have access to all lawful web sites, resources, applications, and Internet-based services.
4. No discrimination of lawful network traffic: All lawful traffic, including encrypted traffic, shall receive similar treatment, content or service providers will not receive preferential treatment based on affiliation, the identity of the user, the content of the information, provider of content or the type of service being provided.
5. No paid prioritization: RSPs may not offer prioritized transmission of certain content, applications, content providers and service providers over other Internet traffic sharing the same network facilities.

B. Closing the Digital Divide

Closing the digital divide in San Francisco is a critical component of the Project. In order to accomplish this task, the FTTP network must be: (1) universal throughout the City – available to all residences, businesses, and non-profit agencies in every neighborhood; and (2) provide subsidies so that low-income San Franciscans can afford Internet service. While the development of this new network should reduce prices and increase affordability, the City anticipates that additional subsidies will be necessary to create a discounted rate for eligible low-income residents. The services available to low-income residents should be of the same quality in terms of speed and other characteristics as those available to other consumers.

C. Privacy

The City seeks to protect the privacy of all San Francisco residents who use its FTTP network. The Lit Fiber Services Provider will require RSPs to adhere to privacy standards established by the City either by resolution or ordinance.

The Project Partner and RSPs using the network must:

1. Obtain opt-in consent prior to collecting, using, disclosing, or permitting access to customer personal information or information about a customer's use of the network;
2. Give customers a persistently available, automated mechanism in the languages in which it advertises service, for opting out of any use of their data, including to advertising any of the ISP's own service; and
3. Delete all stored personal information within a fixed period from the moment of initial collection.

RSPs leasing the network cannot:

1. Use, sell, or otherwise permit access to any San Francisco customer's personal information or "de-identified" data, unless that person provides prior opt-in consent;
2. Refuse to serve or limit services to any San Francisco customer who chooses not to give prior affirmative consent, or who opts out;
3. Offer discounts or benefits in exchange for opting in that would push low income San Francisco customers to sacrifice their digital privacy; or
4. Block, deprioritize, or otherwise encumber their customers' use of encryption technology.

D. Security

A key aspect of the Project is to deliver secure and open Internet services to the community and businesses. The City will require that every reasonable effort should be made to securely deliver data and uninterrupted service to users.

E. City Ownership

San Francisco will own the FTTP network and will be able to protect the City's values of equity, privacy, and Net Neutrality.

SECTION 3: PROJECT OVERVIEW

A. City Studies

In 2016, the City and County of San Francisco Board of Supervisor's Budget and Legislative Analyst's Office issue a report entitled *Financial Analysis of Options for a Municipal Fiber Optic Network for Citywide Internet Access*. This report is attached.

In 2017, the City commissioned a report from CTC Technology and Energy and IMG Rebel to develop a strategy for the delivery of services over ubiquitous FTTP network that would be open—offering equal access to the network by multiple entities to enable and stimulate competition. The October 2017 report, entitled *The Potential for Ubiquitous, Open, Fiber-to-the Premises San Francisco* ("CTC/IMG Report") is attached. The CTC/IMG Report details the concepts, components, estimated business value, broadband architecture and key assumptions that the City used to develop the Project. The CTC/IMG Report also includes preliminary technical specifications for the project, as well as a list of useful datasets that the Respondent Teams can use in preparing their submissions. Respondent Teams should carefully evaluate this information prior to preparing a response to this RFQ.

The City's preferred P3 approach combines the separate Dark and Lit fiber P3 options described in the CTC/IMG Report to a single, integrated P3 providing both services. Please be aware of this change as you review the report and financial model.

B. Project Characteristics

San Francisco has a land area of 46.7 square miles and a population of over 860,000 living in a dense urban environment. The CTC/IMG Report established the following baselines for the City's proposed FTTP network:

- Estimated Number of Passings – 374,000¹
- Estimated Distribution Plant Mileage – 1,600 miles²
- Estimated Cost per Passing – \$2,050³
- Estimated Cost of Outside Plant – \$700-760 million⁴
- Estimated Cost of Service Drops and Laterals – \$680-740 million⁵

¹ CTC/IMG Report at p. 38.

² CTC/IMG Report at p. 38.

³ CTC/IMG Report at p. 38-39.

⁴ CTC/IMG Report at p. 18.

⁵ CTC/IMG Report at p. 18.

- Estimated Cost of Central Electronics – \$112 million⁶
- Estimated Cost of Customer Premises Equipment, including in-building wiring or other transmission medium – \$290 million⁷
- Estimated Construction Schedule – Three–five years for to build the FTTP network, with lighting of the network in individual neighborhoods as the fiber deployment is completed.⁸

The CTC/IMG Report also contains extensive information related to the Project, including information about the City’s existing inventory of fiber assets, property, and population.⁹ In particular, Appendix F to the CTC/IMG Report contains important documentation, maps and digital file references for:

1. City and third-party infrastructure
2. Public right-of-way and City-owned property
3. Potential network users
4. Construction standards and restrictions

SECTION 4: TECHNICAL OVERVIEW

The primary goal for the Project is to develop an FTTP network that will offer a fast, secure, and reliable connection between RSPs and their subscribers. The FTTP network will allow an RSP to connect via a “provider access port” and offer retail service to any subscriber on the network. The Partner will create an Ethernet Virtual Connection (“EVC”) that associates an RSP access port with one or more subscriber connections, in effect, creating a “pipe” between an RSP and its subscribers. Many EVCs can be created to carry various services from different RSPs across the network in a secure way. The Partner may employ various networking technologies to create a network that is as complex or as simple as necessary to provide a simple connection between an RSP and its subscribers.

A. Project Components and Responsibilities

The Partner will be responsible for the aspects of the Project identified below.

1. FTTP Network:

Design, build, finance, operate, and maintain an FTTP network in accordance with the City’s ubiquity and Open Access goals. It is the City’s intent that the FTTP infrastructure support any current or future mix of gigabit speed PON, point to point, and/or future technology standard, although the City anticipates that PON equipment will be dominant in early phases.

The City’s proposed FTTP infrastructure design assumes placement of manufacturer-terminated fiber tap enclosures within the right-of-way or easements, providing watertight fiber connectors for customer service drop cables and eliminating the need for service installers to perform splices in the field. This industry standard approach will reduce both customer activation times and the

⁶ CTC/IMG Report at p. 18.

⁷ CTC/IMG Report at p. 18.

⁸ CTC/IMG Report at p. 76.

⁹ CTC/IMG Report at Appendices G and H.

potential for damage to distribution cables and splices. The infrastructure design also assumes the termination of standard lateral fiber connections within larger multi-tenant business locations and multi-dwelling units.

The FOTP infrastructure will include a combination of aerial and underground construction and a range of potential construction scenarios must be considered.¹⁰ The CTC/IMG Report's low-cost construction scenario assumes alternative trenching approaches. The high-cost construction scenario assumes high levels of surface restoration. Actual costs may vary due to factors that cannot be precisely known until a detailed design is completed. These factors include: (a) cost of private easements; (b) utility pole replacement and make-ready costs; (c) variations in labor and material costs; and (d) surface restorations.

2. Lit Fiber Services:

Design, build, finance, operate, maintain and provision network electronics including demand-based CPE capable of delivering highly-available transport for a variety of services over the fiber. The open access goal of the FOTP network is to provide a fast, secure, and reliable connection between multiple competing RSPs and their subscribers. The FOTP network will allow an RSP to connect via a provider access port and offer retail service to any subscriber on the network. A portion of the network capacity will be assigned to the City for municipal purposes.

The Partner's responsibilities for the Lit Fiber Service will include: (a) provisioning demand based CPE, including addressing in-building transmission considerations in multi-dwelling and multi-tenant buildings; (b) providing RSP access to the Internet, including managing moves, adds, and drops in response to RSP requests; (c) providing RSP access to the Internet; (d) licensing and provisioning of multiple RSPs as well as dedicated point to point services offered by the RSPs; (e) marketing and promoting wholesale broadband services to wireless and wireline carriers for back haul; and (f) maintaining a user portal to summarize service options. Additionally, the Partner would monitor and maintain QOS of all service providers on the FOTP network. The Lit Fiber Service network must allow for performance monitoring and quality of service classifications so that SLAs can be monitored and enforced to ensure that certain traffic, such as live video or VoIP traffic, is prioritized for permissible purposes when crossing the FOTP network.

RSPs, which will be independent of the Partner, must agree to certain City terms to connect to the network and deliver services to their subscribers. These terms may include requiring the RSP to offer service to residential subscribers at a set price. RSPs will be responsible for providing broadband voice, data, and video services to subscribers (residential, commercial and business) over the FOTP network. RSPs will obtain access to the FOTP network through the Partner and sell their services directly to subscribers (residents, commercial, business point-to-point). None of the entities that are part of the winning bid for this Project will be permitted to serve as an RSP or to offer any form of retail services over any part of the network.

¹⁰ Under San Francisco law, aerial construction is permitted only where there are existing overhead utility facilities. Approximately 50% of San Francisco underground utility facilities. A map showing the City's streets that have overhead and undergrounded utility facilities is attached to this RFQ.

The Figures below illustrate how service would be delivered. Figure 1 illustrates the various network element to be designed, financed, constructed, operated, and maintained by the Partner.

Figure 1: Partner Network Elements

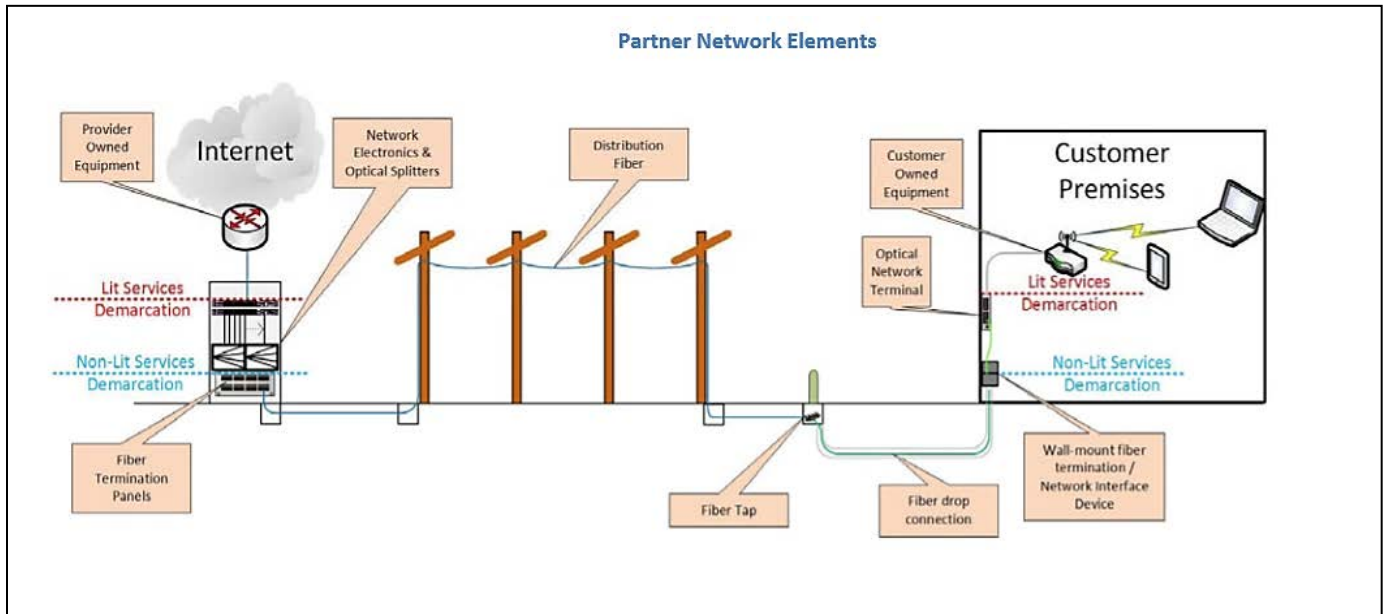


Figure 2 illustrates how multiple RSPs can connect to the FTTP network and provide various services to connected subscribers.

Figure 2: Multiple Services Provided Over the Same FTTP Network

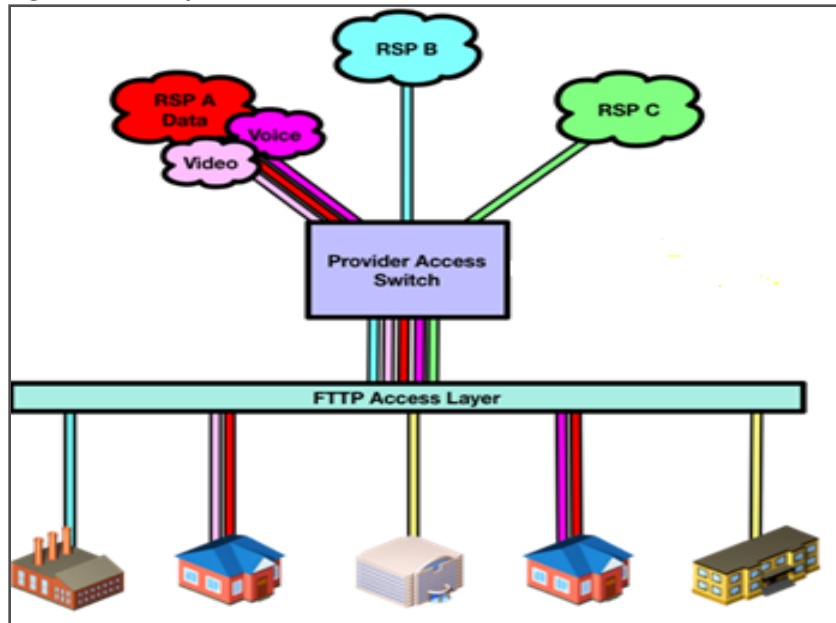
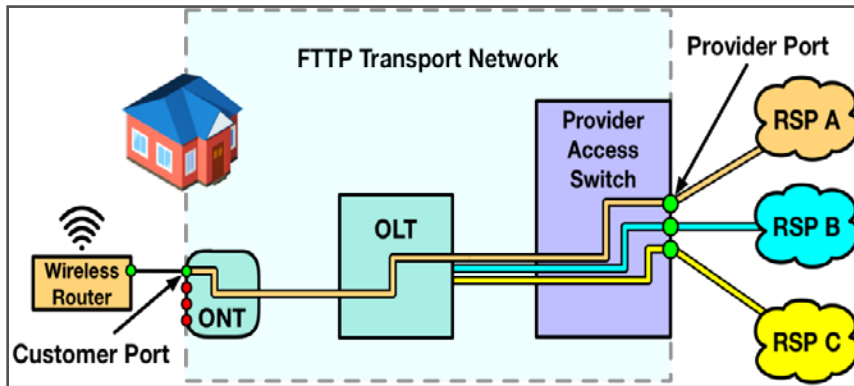


Figure 3 illustrates an EVC provisioned between RSP A's port and a port on a subscriber's ONT. All three service providers shown have their own EVC on the network, but only RSP A's service is provisioned to this particular customer.

Figure 3: Service from RSP A Is Provisioned to the Customer ONT via an EVC



The Lit Fiber Service network should allow for multiple types of EVC services including:

- Point-to-point services used to connect two subscriber locations (Figure 4)
- Multipoint LAN services used to interconnect more than two locations (Figure 5)
- "Tree" services used to connect multiple "leaf" locations back to a "root" location which allows the leaf locations to communicate with the root, but not with one another (Figure 6)

As illustrated in Figures 4, 5, and 6, tree service may be desirable for applications such as residential Internet service or a corporate WAN where branch locations should not see each other's traffic.

Figure 4: A Point-to-Point Topology

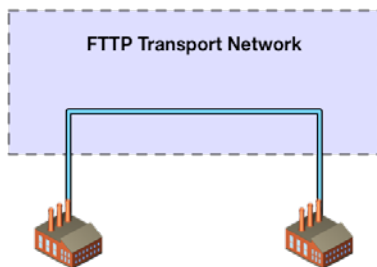


Figure 5: A Multipoint, or LAN, Topology

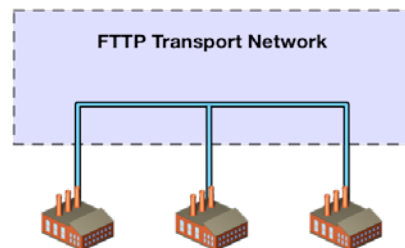
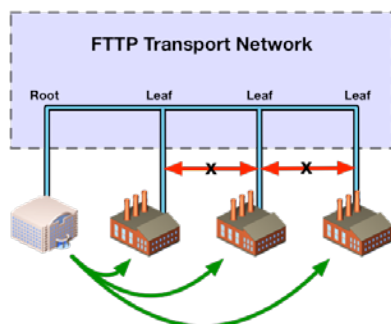


Figure 6: A Tree Topology



The Partner will be responsible for accepting requests from RSPs for new or changed services to be provisioned. Most service requests will fall into one of three categories:

- a. An RSP wishes to offer service in a new area. This will require installation of a new fiber distribution cabinet (“FDC”) and new fiber to connect the FDC to the network and to the subscriber premises within the new service area.
- b. An RSP wishes to offer service to a new subscriber location in an existing service area. This will require either installation of a service drop between the subscriber premises and existing FDC or constructing a lateral fiber connection from an existing fiber cable as well as configuration and installation of new electronics and provisioning service to the new subscriber.
- c. An RSP wishes to offer new service or change existing services at an existing subscriber location. This will require provisioning an RSP’s EVC to an existing subscriber port.

3. Free City Wi-Fi:

Design, build, finance, operate, and maintain a free, managed Wi-Fi network for significant parks (within the City), City buildings, and significant areas of the City that would benefit from a free Wi-Fi service, such as major thoroughfares and visitor areas. The Partner will manage the Wi-Fi network infrastructure in a manner defined by the City. The Section 2 Project Principles apply to the Wi-Fi network.

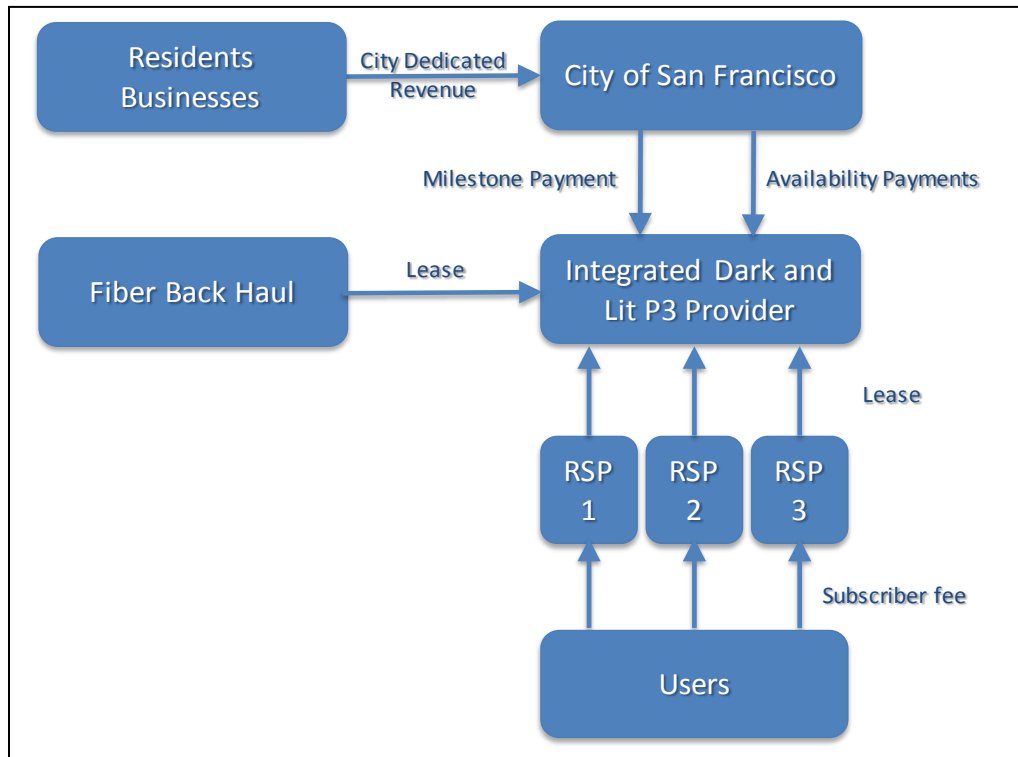
SECTION 5: PARTNERSHIP OVERVIEW

The City’s analysis considered the potential for: (a) fully public; (b) fully private; or (c) P3 arrangements for designing, building, financing, operating, and maintaining the proposed FTTP network. The City determined to proceed with a P3 model. The City expects the P3 Partner chosen for the Project will be comprised of one or more entities/companies based on the following criteria:

- **Risks:** The Partner is expected to assume the full performance risk of the Protect, including all risks related to design, construction, financing, operation, and maintenance of the FTTP network, Lit Fiber Service, and WiFi service.
- **Payments and Revenues:** The Partner will receive payments in the form of milestone payments during construction and availability payments during operation and maintenance of the network. The Partner will also share in the revenues from leasing out of the network (dark and lit fiber lease fees).

The lit fiber lease fees will be partially fixed (access fee) and partially variable (per customer). The City anticipates that the access fee will be City-wide. The City will define the terms of dark fiber leases and the lit fiber leases. The Partner will enter into the lease agreements and will assume all coordination responsibilities.

The following diagram (Figure 7) and chart shows the payment and revenue components for the P3 Partner, the RSPs, the City, subscribers, and residents.

Figure 7: Revenue Flows

Revenue Components	Description
City Dedicated Revenue	Funding for the FTTP network availability and milestone payments, subsidy for low income residents.
Availability Payment and Milestone Payments	These payments are made to the P3 for: <ol style="list-style-type: none"> 1. Design, build, finance, operate and maintain the Dark and Lit FTTP network 2. Design, build, finance, operate and maintain the Wi-Fi network 3. Data center to allow interconnection with RSPs 4. Network management of the PON Lit network including QOS 5. Marketing of the network to RSPs
Lease Payment	Paid by the RSP to the P3 for use of the fiber infrastructure and network management.
Subscriber Fee	<ol style="list-style-type: none"> A. Pre-set subscriber payment to the RSP for Internet service or other broadband services. B. Users can choose their Internet, voice, video and other services from multiple RSPs. C. Commercial customers can purchase services from RSPs, including VPN or point-to-point services.

- **Financing:** As shown above, the financing of the P3 agreement will consist of a combination of public and private, with the public financing structured as milestone payments during construction. The milestone payments are expected to be significant. The timing and level of City milestone payments will be determined in the RFP. It is expected that some portion of the funding will come from revenues generated from the lease of the infrastructure to RSPs and telecommunications carriers.
- **Digital Inclusion:** The Partner will ensure that the: (1) network is available to all residences, businesses and community-based organizations in every City neighborhood; and (2) that low-income San Franciscans have access to affordable reduced-cost Internet service.
- **Project Completion:** At the end of the 15-year term, the City, as the owner of the FTTP network, will determine whether it is in the City's best interests to renegotiate with its existing Partner to continue to operate and maintain the network or issue a Request for Proposals for a new contracting partner.

SECTION 6: PARTNERSHIP SELECTION PROCESS

The City is a financially strong and innovative partner. This Project is a unique opportunity for a Partner to take the lead and build the next generation of public infrastructure for the City. This Project will establish new business practices and financing models, and show that public/private investments deliver a promising path forward for broadband infrastructure.

The City intends this procurement to be completed in two phases. For the first phase, the City is issuing this RFQ in search of Respondent Teams that have the necessary technical and financial qualifications to complete the Project as described in this RFQ. In the second phase, the City will issue an RFP to select a Partner to enter into several agreements to bring the Project to fruition. It is expected that the RFP will be issued in the fourth quarter of 2018.

Whether a Respondent Team has such qualifications will be determined through the evaluation process described in this RFQ. The City intends to use this RFQ to establish a Pre-Qualified List of Respondent Teams that will be eligible to submit proposals in response to the RFP.

Each Respondent Team must designate a Lead Member. During the RFQ process, the Lead Member of each Respondent Team cannot join any other Respondent Team. All other members of a Respondent Team may join a maximum of two Respondent Teams.

Respondent Teams should be aware that the City is currently served by many broadband and wireless service providers as well as capable RSPs that could contribute to this FTTP project.

The City may, in its sole discretion, limit the oral presentations to the five Respondent Teams with the highest scores based on the written submissions. The City may, in its sole discretion, after the oral presentations, limit the list of qualified bidders for the RFP to the three Respondent Teams with the highest overall scores.

The City reserves the right to procure services similar to or identical to the services specified in this RFQ by any other means. No pre-qualified firm is guaranteed a contract.

A. Schedule for RFQ

The anticipated schedule for identifying those Respondent Teams that are qualified and permitted to respond to the City's Request for Proposals for Fiber of San Francisco is as follows. The following dates are tentative, non-binding, and are subject to change without prior notice:

Activity	Date
Date RFQ Issued:	<u>January 31, 2018</u>
Pre-Submittal Conference:	<u>February 12, 2018 (10:00 a.m.)</u>
Deadline for Respondent Team Written Questions or Requests for Clarification:	<u>March 2, 2018</u>
Respondent Team Submittals Due:	<u>March 26, 2018</u>
Notice of Shortlist of Respondent Teams Selected for Oral Interviews:	<u>April 9, 2018</u>
Oral Interview with Selected Respondent Teams:	<u>Week of April 16, 2018</u>
Issue Notice of List of Qualified Bidders:	<u>April 30, 2018</u>

B. RFQ Pre-Submittal Conference

Responding Teams are encouraged to attend an RFQ Pre-Submittal Conference to be held on **February 12, 2018 at City and County of San Francisco City Hall, Room 416, 1 Carlton B. Goodlett Place, San Francisco, CA 94102-4685 at 10:00 a.m. PST**. At that time, questions will be addressed and any available new information will be provided. The conference will be video streamed and recorded. While City staff may provide oral clarifications, explanations, or responses to any inquiries, the City is not bound by any oral representation. If any new and/or substantive information is provided in response to questions raised at the Pre-Submittal Conference, it will be memorialized in a written addendum to this RFQ.

C. Time and Place for Submission of Qualifications

Respondent Team submissions must be received by 12:00 p.m., on March 26, 2018. Submissions may be delivered in person or mailed to:

Office of Contract Administration
Purchasing Division
City Hall, Room 430
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4685

Please clearly label the submission "[Respondent Team Name] - RFQ Submission for Fiber for San Francisco" and number each package/box if necessary (for example, Box #1 of 5, Box #2 of 5, etc.). The City is providing a summarized Response Sheet Checklist in Appendix F as a reference and secondary check to ensure the Respondent Team has completed the submission.

SECTION 7: SUBMISSION REQUIREMENTS

A. Costs of Responding to RFQ

Each Respondent Team will be solely responsible for all costs incurred by Respondent Team to submit responses to the RFQ. The City does not intend to reimburse Respondent Teams for any of those costs, whether or not the Respondent Team is selected as the Partner.

B. RFQ Submission Format

1. Respondent Team submission must be printed double-sided to the maximum extent practical, be on three-hole recycled paper that is comprised of minimum of 30% post-consumer materials, and be bound in one or more three-ring binders. Do not bind submissions with a spiral binding, glued binding, or anything similar. Respondent Teams should use tabs or other separators within the document.
2. For word processed documents, the City requires that text be unjustified (i.e., with a ragged-right margin), in Calibri type (minimum 11 point), and have margins of at least 1" on all sides (excluding headers and footers). Please also include a Table of Contents and number every page.
3. Each Respondent Team must submit:
 - a. Ten hard copies of the submission, double-sided, on recycled paper, bound in a three-ring binder with tabs to separate sections for ease of review; and
 - b. One USB Flash Drive labeled with Respondent Team name, containing a PDF version of the submission.
4. The original submission must be clearly marked as "Original" and signed by the individual who has authority to bind the Respondent Team." Submissions by fax will not be accepted.

SECTION 8: RFQ SUBMISSION CONTENTS

The RFQ submission is the Respondent Team's opportunity to clearly and concisely describe how the Project will be completed. The submission must be organized by the Response Sections listed 1-7. The submission should not exceed the maximum number of pages for each section. Additional pages will not be considered. The submission must be in a minimum 11 point Calibri font.

Response Section 1: Introduction and Executive Summary (not to exceed 5 pages)

1. Submit a letter of introduction and executive summary of Respondent Team's submission including a description of past experiences with alternative delivery and P3 technical projects. Describe the Team's ability to responsibly undertake projects of this type and complexity, including the ability to work collaboratively and deliver projects on time and within budget.
2. The letter must be signed by a person authorized by Respondent Team to bind Respondent Team to perform the commitments contained in its RFQ submission. Submission of the letter will constitute a representation by Respondent Team that it is

willing and able to perform its commitments.

Response Section 2: Project Understanding and Approach (not to exceed 30 pages)

2.1 Project Understanding

- a. Provide an overview of Respondent Team's understanding of the Project including the interrelationship between designing, building, financing, operating, and maintaining similar projects.
- b. Describe the following:
 - i. The Respondent Team's proposed FTTP infrastructure and how the network design will be economical and efficient.
 - ii. How Respondent Team will design and build the FTTP infrastructure to support PON within a complex urban environment similar to San Francisco and provide service drop installation to customer premises, including to multi-dwelling and multi-tenant buildings.
 - iii. The network speed Respondent Team would expect to provide the premises and how this can be easily increased over time with a network design to all of the City.
 - iv. How the Respondent Team will implement QOS for the RSPs.
 - v. The Respondent Team's proposed infrastructure, and anticipated average speed and capacity, of the free public Wi-Fi network.
 - vi. Key Project challenges.
 - vii. How Respondent Team proposes to minimize the City's financial and other risks, through risk mitigation, risk shifting, effective partnering and staffing, use of City fiber assets and coordination between the design, build, finance, operations, and maintenance elements.
 - viii. How the Respondent Team proposes to share in City's financial risk including revenue risk, market risk and uptake risk.
 - ix. How the Respondent Team would coordinate with State and local permitting authorities, utility pole owners, and existing utilities within a complex urban environment.
 - x. Other information about the Respondent Team's Project approach that will distinguish your approach as innovative and cost effective.
 - xi. Any strategies the Respondent Team will employ to avoid contract disputes that could delay completion of the Project.

2.2 Infrastructure and Service Approach

- a. Describe the Respondent Team's approach to designing, building, financing, operating, and maintaining the FTTP network, Lit Fiber Service, and Wi-Fi network. Document how each network or service will be constructed and delivered, and explain why the Respondent Team's approach is superior to other options.
- b. Describe how the Respondent Team's approach (if applicable) will address the following:
 - i. Capacity – ability to provide efficient transport for subscriber data, even at peak levels.
 - ii. Availability – high levels of redundancy, reliability, and resiliency; ability to quickly detect faults and re-route traffic.
 - iii. Failsafe operation – physical path diversity to minimize operational impact resulting from fiber or equipment failure.
 - iv. Efficiency – no traffic bottlenecks; efficient use of resources.
 - v. Scalability – ability to grow in terms of physical service area and increased data capacity, and to integrate newer technologies.
 - vi. Manageability – simplified provisioning and management of subscribers and service.
 - vii. Flexibility – ability to provide different levels and classes of service (voice, data, video) to different customer environments; can support open access network or a single provider network; can provide separation between service providers on the physical layer (separate fibers) and logical layer (separate VLAN or VPH providing networks within the network).
 - viii. Security – controlled physical access to all equipment and facilities, plus network access control to devices, security of customer data, and operational controls.

2.3 Plan and Schedule

Describe the Respondent Team's approach to scheduling the construction in the City. What parameters will determine which areas of the City are completed in the first year and each year thereafter until completion? What is the Respondent Team's reasonable expectation for completion of the FTTP network, Lit Fiber Service, and Wi-Fi network?

2.4 Alternative Approaches

The City desires a state-of-the-art FTTP network capable of delivering a minimum of a gigabit to consumer premises, and scalable to higher speeds over time as the market develops. The network should include fully fiber connections to the premises that provides ubiquitous data, voice, video services to all communities in San Francisco and offers a choice of competitive private RSPs. The City also seeks to achieve construction

and operations efficiencies wherever possible and to build and operate the network at the lowest possible cost.

Please describe any unique ideas, strategies, experience or capabilities with respect to achieving lower costs, higher efficiency, or particular strategies for value engineering.

2.5 Management

- a. Describe the Respondent Team's approach for managing business relationships within the Team, with other providers, and with the City. How will service delivery and strategy be established and what is your Team's approach and experience with P3 arrangements?
- b. Describe the Respondent Team's past record of compliance with labor laws, including applicable prevailing wage requirements, and labor standards, and maintaining harmonious labor relations.

2.6 Risks

Describe the top five risks for the Project. How would the Respondent Team work to mitigate each identified risk, and which of the identified risks would the Respondent Team assume?

2.7 Local Business Enterprise Acknowledgment Letter

Each Respondent Team must submit a letter indicating that it understands that there will be an LBE subcontractor participation requirement and describe its plans to conduct good-faith outreach to select LBE subcontractors as set forth in S.F. Administrative Code §§ 14B.8 and 14B.9. See Section M.1.

2.8 Use of Team's Assets

If the Respondent Team owns and operates existing fiber networks, conduits, structures, Wi-Fi networks or other communications equipment, or anticipates obtaining access to any of same to proceed with the Project, answer the following:

- a. Describe how these assets would benefit or become part of the City's Project and the Team's proposal.
- b. Describe and estimate how these assets would be valued in the total cost of the Project.
- c. Describe how those assets will meet the minimum technical specifications for the Project of providing one gigabit Internet universal service.

Response Section 3: General Qualifications (not to exceed 10 pages)

Provide information on Respondent Team's background and qualifications.

3.1. Project Team Structure

Describe the Project Team organization with respect to:

- a. Team structure, management and working history.
- b. Project organization.
- c. Work to be performed by Respondent Team and work to be subcontracted.

3.2. Lead Member of Respondent Team

Describe the Project Team organization as follows:

- a. Name, address, and telephone number of a contact person.
- b. A brief description of the Lead Member, as well as how any joint venture or association would be structured and each member's role.
- c. A description of the Lead Member's qualifications and experience in financing, designing, building, financing, operating, and maintaining an FTTP network, Lit Fiber Service, or Wi-Fi network.
- d. A description of not more than four similar projects in which the Lead Member participated including client, reference and telephone numbers, staff members who worked on each project, budget, schedule and project summary. Include in that description any history of liquidated damages for delay, other damages on prior projects, any litigation related to prior projects, and any claims history with insurance carriers and sureties.

3.3 Respondent Team Member Qualifications

Respondent Team shall provide information concerning the background and qualifications of all firms that are members of Respondent Team. Include the following information for each firm that will participate in a joint venture or otherwise associate with your Respondent Team:

- a. Name, address, and telephone number of a contact person.
- b. A brief description of the firm, as well as how any joint venture or association between your firm and the firm would be structured.
- c. A description of the firm's qualifications and experience in designing, building, financing, operating, and maintaining a FTTP network, lit network service, or Wi-Fi network.
- d. A description of not more than three similar fiber or P3 projects in which the firm participated including client, reference and telephone numbers, staff members who worked on each project, budget, schedule and project summary.

Response Section 4: Technical Qualifications and Experience (not to exceed 20 pages)

4.1 Respondent Team Technical Qualifications:

Describe in detail the Respondent Team's qualifications to carry out each aspect of the Project set forth below, including the name of the Respondent Team member or members that will be responsible for same. If the Respondent Team expects to use contractors/subcontractors for any of these tasks, so state and, if known, identify any contractors/subcontracts that Respondent Team would expect to retain.

- a. Fiber-to-the Premises Network.
- b. Lit Fiber Services.
- c. Free City Wi-Fi.

4.2 Respondent Team Technical Experience:

- a. Describe the Respondent Team's experience with designing, building, operating, and maintaining a FTTP network and past performance on similar projects with respect to:
 - i. Deploying outside plant.
 - ii. Operating outside plant.
 - iii. Maintaining outside plant.
 - iv. Ongoing locating services within a complex urban environment.
- b. Describe the Respondent Team's demonstrated experience with optical network deployment and past performance on similar projects with respect to:
 - i. Network hardware and software operations.
 - ii. Network technologies including dense wave-division multiplexing, carrier Ethernet and multiprotocol label switching, and passive networking optical line terminals.
 - iii. Installation of customer premises equipment, including optical network terminals at customer facilities.
- c. Describe the Respondent Team's demonstrated experience with optical network operations and past performance on similar projects with respect to:
 - i. Operating a passive optical network over FTTP.
 - ii. Operating a network operations center, including to support and monitor a passive optical network over FTTP.
- d. Describe the Respondent Team's demonstrated experience in operating and maintaining a wholesale lit fiber service with respect to:
 - i. Lit fiber retail service, lit fiber wholesale service, and/or dark fiber service.
 - ii. Hardware and software needed to support provision of wholesale service.

- e. Describe the Respondent Team's demonstrated experience in constructing, operating, and maintaining a public Wi-Fi network.

Response Section 5: Financing Experience and Financing Plan (not to exceed 15 pages)

5.1 Respondent Team Financing Experience

- a. Describe the Respondent Team's experience and ability to finance large-scale P3 projects. In particular, the strength and relevance of Respondent Team's experience with private financing and its past performance on similar projects with respect to structuring, arranging, and executing finance plans.
- b. Provide information regarding a maximum of eight projects that demonstrate the experience of the Respondent Team with developing and implementing a plan of finance for P3 or other alternative delivery projects of similar scope and complexity to the Project. Project descriptions shall not exceed three pages each. The description should, at a minimum, include the following:
 - i. Name of Respondent Team Member;
 - ii. Key project contact of Respondent Team Member (name, address, telephone, e-mail);
 - iii. Role of Respondent Team Member in project;
 - iv. Project name;
 - v. Key project contact of client/owner (name, address, telephone, e-mail);
 - vi. Description of the project (capital value, size, scope and complexity, including purpose of facility);
 - vii. Project location;
 - viii. Overall project capital cost (US\$);
 - ix. Contract term;
 - x. Current status of the project;
 - xi. Payment mechanism, in a level of detail sufficient to demonstrate how the payments are calculated (including availability payments, revenue share, transaction fees, etc.);
 - xii. Size and types of financing;
 - xiii. Financing structure; and
 - xiv. Type and amount of finance raised or provided by Respondent Team Member;
 - xv. If the Reference project's financing is from a country other than the United States of America, describe how that experience is relevant to financing in the U.S. market.

- c. Respondent Teams must verify that any contact information provided above is current and correct. If the contact information provided is not current or correct, the City may elect to exclude the experience represented by that project in determining the Respondent's qualifications

5.2 Respondent Team Financing Plan

Provide a description of the preliminary plan for financing the Project. Include a summary of the major factors and key assumptions that will be considered in the development of a financing plan for the Project, including at a minimum a discussion of the following topics:

- a. Broadly describe the financing structure for the Project, including a discussion of expected debt and equity financing sources, their availability for the Project, the risks of securing such commitments and the status of any anticipated or known commitments.
- b. Describe your approach to securing credit commitments and a summary of the key credit strengths and weaknesses of the Project.
- c. Discuss the availability of security, bonding, insurance or parent company guaranties that may be required to successfully finance the Project.
- d. Provide an overview and timing of the key milestones (including financial close), potential challenges in reaching financial close and achieving these milestones, and proposed strategies to mitigate such challenges.
- e. Description how your financing plan accounts for the provision of a subsidy for low-income consumers for broadband Internet service.
- f. Describe how Respondent Team proposes to overcome challenges that may cause delays in achieving financial close.
- g. Describe the Respondent Team's capability and willingness to invest equity in the Project.

Response Section 6: Financial Qualifications

Respondent Team shall provide the following information separately for each separate entity that is part of the Respondent Team with a cover sheet identifying the name of the entity and its role in the Respondent Team.

6.1 Financial Statements.

Provide a copy of financial statements for the three most recently completed fiscal years.¹¹ In each case, if the entity is a consortium, partnership or any other form of a joint venture, provide financial statements for all such members. The financial statements required herein shall include the following:

¹¹ Appendix C contains detailed instructions concerning the requirements for financial statements.

- a. Opinion Letter (Auditor's Report) for audited financial statements (if audited financials are available).
- b. Balance Sheet.
- c. Income Statement.
- d. Statement of Changes in Cash Flow.
- e. Footnotes audited by a certified public accountant in accordance with generally accepted accounting principles ("GAAP") or International Financial Reporting Standards ("IFRS") for audited financial statement.

6.2 Material Changes.

Provide information regarding any of the material changes in financial condition described below for each member of Respondent Team (if any are a consortium, partnership or any other form of a joint venture, for all such members) for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, each of these entities shall provide a letter from their respective chief executive officer, chief financial officer or treasurer (or equivalent position or role) so certifying.

- a. An event of default (or a declaration of default by any lender even if disputed) or bankruptcy involving the affected entity, or the parent corporation of the affected entity.
- b. A change in tangible net worth of 10% or more of shareholder equity.
- c. A sale, merger, or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger, or acquisition which in any way involves the affected entity or parent corporation of the affected entity.
- d. A downgrade in credit rating by any credit rating agency for the affected entity or parent corporation of the affected entity.
- e. Non-payment of any debt service.
- f. Inability to meet material conditions of loan or debt covenants by the affected entity or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors, or other loan stipulations, or additional credit support from shareholders or other third parties.
- g. In the current and three most recent completed fiscal years, the affected entity or the parent corporation of the affected entity either incurs a net operating loss, sustains charges exceeding five percent of the then shareholder equity due to claims, changes in accounting, write-offs, or business restructuring; or implements a restructuring or reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity.

- h. Other events known to the affected entity which represent a material change in financial condition over the past three years, or may be pending for the next reporting period.

6.3 Credit Ratings

Respondent Team shall provide a list identifying: (a) each entity for which financial statements are provided; (b) a statement indicating whether each entity has a credit rating; and (c), if so, a copy of its most recent credit rating report.

6.4 Summary Financial Information – Appendix D

Respondent Team shall provide a completed Appendix D - Financial Information Summary for each member of Respondent Team. For entities that are managers of an investment fund, Appendix D must be provided for the fund manager, the limited partnership(s) constituting the investment fund, and the general partner(s) of the investment fund. Appendix D shall be certified by the chief executive officer, chief financial officer, or treasurer (or equivalent position or role) of the entity providing the information.

6.5 Financially Responsible Party Letter of Support

If Financial Statements of Financially Responsible Party are provided to demonstrate financial capability or any member of Respondent Team, an appropriate letter from the applicable Financially Responsible Party must be provided confirming that it will financially support all the obligations of such member with respect to the Project in accordance with the Financing Plan. This letter must be signed by the chief executive, chief financial officer, or treasurer (or equivalent position or role) of the Financially Responsible Party. If a Financially Responsible Party is identified for Lead Member of Respondent Team, then such Financially Responsible Party may, in the City's sole discretion, be required to guarantee the performance of such member on terms satisfactory to the City.

The City may, in its discretion based upon the review of the information provided, specify that an acceptable Financially Responsible Party is required as a condition precedent prior to prequalification. If the Respondent Team's Lead Member is a limited liability entity or a newly formed entity, a Financially Responsible Party must be identified and included with respect to the Lead Member's obligations relating to the Project (and all information required of Financially Responsible Parties must be provided).

6.6 Bank/Financial Institution Letter

If a member of the Respondent Team is expecting the support of another party to guaranty its performance under the Project, the member must submit a Financial Institution letter of support signed by a parent company officer confirming its intention to provide support to the member in accordance with the Financing Plan. The letter should indicate the relationship between the Bank/Financial Institution and the member of the Respondent Team, confirm that it intends to provide the necessary financial support and

other resources necessary to support the member's participation in the procurement process and guarantee the member's obligations with respect to the Project.

6.7 Bankruptcy/Insolvency Proceedings

Provide detailed information regarding any voluntary or involuntary proceeding commenced within the most recent five fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debts for any entity in the Respondent Team.

6.8 Litigation; Conflicts of Interest; Claims

For each Respondent Team member, provide the following information:

- a. Describe any adverse litigation arising from, and prior litigation on, past projects.
- b. Describe any prior history of claims with insurance carriers and sureties.
- c. Describe any actual or potential conflicts of interest with the City, or any arrangements or relationships, formal or informal, that any member of the Respondent Team has with the City that could impair its ability to complete the Project.
- d. Describe any litigation, administrative proceeding, or investigations (actual or pending, or which has occurred in the last seven years) in which the Respondent Team, or any member thereof, is involved or to which it is subject, or of which the City should be aware in evaluating the firm's capacity to undertake the Project.
- e. Indicate whether any member of the Respondent Team has been removed from a public works project during the last seven years and explain the reasons for the removal.
- f. Has the Respondent Team, or any member thereof, been subject to investigation or sanction by any regulatory body? If so, briefly explain the nature of the investigation or action.
- g. Indicate whether the firm or individuals have been suspended or debarred from performing work for any governmental agency within the past five years. If so, briefly explain the nature of the suspension or debarment.
- h. Provide information regarding any payment of liquidated damages and/or other damages assessed for project delay in the last ten years.
- i. Provide information regarding any legal disputes arising from the work in the last ten years.

Response Section 7: Minimum Qualifications/Net Neutrality (not to exceed 10 pages)

7.1 Minimum Qualifications

Each Respondent Team must provide a description of how the Team meets the following minimum qualifications:

- a. Completing and submitting this RFQ as defined. See Appendix F for a submission checklist.
- b. The Respondent Team shall have team members with the following experience:
 - i. A minimum of five years' experience (within the last ten years) with broadband (or related) infrastructure planning;
 - ii. A Program Manager with a minimum of ten years' experience on large scale projects or design-build projects of similar scope;
 - iii. Extensive knowledge of the decision metrics used by developers and investors, and municipal bond issuers in their project credit analyses and rating agency strategies;
 - iv. A minimum of five years' experience in design/build (in whole or in part) of an FTTP network delivering gigabit speeds service to customers; and
 - v. A minimum of five years' experience in design/build (in whole or in part) of the "lit" components that include RSP access to the Internet.
- c. Any submission that does not demonstrate that Respondent Team meets these minimum qualifications will be considered non-responsive and will not be eligible for further consideration.

7.2 City's Letter on Net Neutrality

Each Respondent Team shall commit to fully complying with the City's Net Neutrality principles by submitting the Net Neutrality letter attached as Appendix E. The letter must be signed by a person authorized by each member of Respondent Team to obligate that member to perform the City's Net Neutrality commitments. Submission of the letter will constitute a representation by Respondent Team that it is willing and able to perform the commitments.

Response Section 8: Not-to-Exceed Amount for Teams Selected for Oral Interview (Not Due at Time of Initial Submission)

- a. Following the evaluation of the written submissions, up to five Respondent Teams receiving the highest scores in the "competitive range" may be invited to an oral interview.
- b. Each Respondent Team selected for the oral interviews will be required to provide an initial "not-to-exceed" cost estimate for the Project. To the extent the Respondent Team's "not-to-exceed" is materially lower or higher than the estimate in the

CTC/IMG Report, please explain with specificity the reasons for the material difference. For purposes of this section, the word “materially” means an estimate that is more than \$200,000,000 lower or higher than the estimate in the CTC/IMG Report.

- c. The initial “not-to-exceed” cost estimate should include the cost of outside plant construction, labor, materials, engineering, permitting, pole attachment licensing, network electronics, drop installation and customer premise equipment. In addition, the estimate should include:
 - i. Operations and maintenance costs.
 - ii. Financing conditions including interest rate on debt, leverage, required return on equity, and debt service coverage ratio.
 - iii. Revenues broken down as: (A) lit fiber lease fees for the residential and small business market; (B) dark fiber lease fees for the enterprise and institutions market; and (C) other revenues.
- d. The following information and Table should be completed and provided to City within four days of being notified as a presenter and loaded onto a USB flash drive as well as providing ten paper copies to be delivered during the presentation:

Table 1 – FTTN Network	Low-Cost Scenario	High-Cost Scenario
Outside Plant		
FTTN Service Drop and Lateral Installations		
Other Costs		
Total Initial Estimated Cost:		

Table 2 – Lit Fiber Services Cost Component	Low-Cost Scenario	High-Cost Scenario
Central Network Electronics		
Customer Premises Equipment		
Other Costs		
Total Initial Estimated Cost:		

Table 3 – Wi-Fi Network and Services	Low-Cost Scenario	High-Cost Scenario
Outside Plant		
Central Network Electronics		
Service Management		
Other Costs		
Total Initial Estimated Cost:		

Table 4 – Respondent Team Contribution	Low-Cost Scenario	High-Cost Scenario
Equity Investment		
Estimated Revenues from Lit Fiber Service		
Estimated Revenues from Dark Fiber Back Haul		

SECTION 9: EVALUATION AND SELECTION CRITERIA

A. Submission Evaluation Procedure

1. City staff will review each submission for and initial determination whether the submission is responsive to the terms and conditions of this RFQ (“Initial Screening”). Elements reviewed during the Initial Screening will include, without limitation: proposal completeness, compliance with format requirements, and compliance with minimum qualification requirements.
2. Proposals will not be scored during the Initial Screening process. Initial Screening is simply a pass/fail determination as to whether a proposal meets the threshold minimum requirements described above. A proposal that fails to meet these minimum requirements will not be eligible for consideration in the evaluation process. The City will issue a Notice of Failure to Meet Minimum Qualifications to all Respondent Teams that the City determines are not qualified.
3. The City reserves the right to request clarification from Proposers prior to rejecting a proposal for failure to meet the Initial Screening requirements. Clarifications are limited exchanges between the City and a Proposer for the purpose of clarifying certain aspects of the proposal and will not provide a Proposer the opportunity to revise or modify its proposal.
4. The submissions of all Respondent Teams that meet the minimum qualifications will be evaluated by a selection committee comprised of parties with expertise in finance, network design, business strategy, service delivery and P3 arrangements. The City intends to evaluate the submissions generally in accordance with the criteria itemized below.
5. Up to **five** Respondent Teams with the highest scoring RFQ submissions will be eligible to be interviewed in oral presentations by the committee.
6. Up to **three** Respondent Teams with the highest scoring RFQ submissions combined with scores from the oral presentation will be selected to bid on the RFP.

B. Submission Evaluation Criteria and Scoring

The selection committee will review and score the submissions based on the following criteria. The evaluation will be based on the submissions received as required by this RFQ. The City shall, at its sole discretion, have the right to seek clarifications from each of the Respondent Teams.

B.1 General Qualifications (15 points) (Response Sections 1 and 3)

The criteria for evaluating the Respondent Team’s General Qualifications are:

- a. Strength and relevance of demonstrated experience and capability of Respondent Team to undertake the Project.
- b. The Respondent Team’s demonstrated ability to undertake projects of this type and complexity, including the ability to work collaboratively and delivery projects on time and within budget.

- c. Team structure, management and working history.
- d. Project organization.
- e. Work to be performed by Respondent Team and work to be subcontracted.
- f. Proposed staffing and description of staff working together on existing or past projects.
- g. The Team's approach to managing business relationships with the Team.

B.2 Project Understanding and Approach (20 points) (response Section 2)

The criteria for evaluating the Respondent Team's Project Understanding and Approach will include the merit, quality, strength and value of the Respondent Team's project approach, including an assessment of the extent to which the project approach:

- a. Demonstrates a clear understanding of the Project goals and key Project challenges.
- b. Minimizes the City's financial and other risks through risk mitigation, effective partnering and staffing, and a high level of coordination between the design, build, operations, and maintenance elements.
- c. Demonstrates a willingness to share in City's financial risk and equity including revenue, market and uptake risk.
- d. Ensures good interaction and communication with all stakeholders for the term of the Project.
- e. Demonstrates experience coordinating with State and local permitting authorities, utility pole owners, and existing utilities within a complex urban environment.
- f. Demonstrates compliance with San Francisco's LBE ordinance (S.F. Admin. Code Ch. 14).
- g. Demonstrates a plan for managing the business relationship within the Respondent Team, with other providers, and with the City.
- h. Demonstrate compliance with labor laws.
- i. Contains a reasonable assessment of the top five risks for Project completion and operation.

B.3 Technical Qualifications (25 points) (response Section 4)

The criteria for evaluating the Respondent Team's Technical Qualifications as described in Section include the following:

- a. The Respondent Team's strength and relevance of demonstrated FTTP design and construction experience and past performance on similar projects with respect to:
 - i. Designing and building FTTP infrastructure to support PON, including within a complex urban environment similar to San Francisco.

- ii. Coordinating with State and local permitting authorities, utility pole owners, and existing utilities within a complex urban environment.
 - iii. Providing service drop installation to customer premises, including to multi-dwelling and multi-tenant buildings of various sizes within a complex urban environment.
- b. The Respondent Team's strength and relevance of demonstrated experience designing, building, operating, and maintaining an FTTP network and past performance on similar projects with respect to:
 - i. Operating outside plant.
 - ii. Maintaining outside plant.
 - iii. Ongoing locating services within a complex urban environment.
- c. The Respondent Team's strength and relevance of demonstrated experience designing, building, operating, and maintaining an optical network, and past performance on similar projects with respect to:
 - i. Network hardware and software operations.
 - ii. Network technologies including dense wave-division multiplexing, carrier Ethernet and multiprotocol label switching, and passive networking optical line terminals.
 - iii. Installation of customer premises equipment, including optical network terminals at customer facilities.
- d. The Respondent Team's strength and relevance of demonstrated experience designing, building, operating, and maintaining a public Wi-Fi network, and past performance on similar projects.
- e. The Respondent Team's strength and relevance of demonstrated experience in designing, building, operating, and maintaining a wholesale lit fiber service with respect to:
 - i. Lit retail service, lit wholesale service, and/or dark fiber service.
 - ii. Hardware and software needed to support provision of wholesale service.
- f. The Respondent Team's approach to addressing:
 - i. Capacity
 - ii. Availability
 - iii. Failsafe operation
 - iv. Efficiency
 - v. Scalability

- vi. Manageability
 - vii. Flexibility
 - viii. Security
- g. The Respondent Team's approach to scheduling the construction in the City and the parameters that will determine those areas that are prioritized for construction and completion of the FTTP network. Schedule should address equity and transparency.

B.4 Financial Qualifications (20 points) (response Sections 5 and 6)

The criteria for evaluating the Respondent Team's Financial Qualifications are the management, risks, and financial approach to the project as follows:

- a. Financial approach and capacity, including;
 - i. Adequacy and availability of the Respondent Team's resources to develop and execute a financial plan on a timely basis.
 - ii. Demonstrated ability to identify and overcome challenges that may cause delays in achieving financial close, especially for P3 projects.
 - iii. Demonstrated readiness, flexibility, and availability to invest equity in the Project.
 - iv. Demonstrated ability of each Respondent Team member (including the Lead Member) to fulfill its respective obligations.
 - v. Respondent Team's proposed financial plan for the Project.
 - vi. Respondent Team's prior history of claims with insurance carriers and sureties.
 - vii. Respondent Team's prior and current litigation arising out of infrastructure projects completed over the last 10 years.

B.5 Oral Interview for Respondents in the "Competitive Range" (20 points)

- a. Following the evaluation of the written submissions, up to five Respondent Teams receiving the highest scores in the "competitive range" may be invited to an oral interview. The invitation will be in the form of a Notice of Shortlist of Respondent Teams Selected for Oral Interviews that will be posted on the City's website for Fiber for San Francisco (<http://tech.sfgov.org/fiber>) and on the City and County of San Francisco's Supplier Portal website: (<https://sfsupplierportal.sfgov.org/psp/supplier/SUPPLIER/ERP/h/?tab=DEFAULT>).
- b. To be in the competitive range, the Respondent Teams must receive a minimum score of at least 70% (56 out of 80 points) on the written evaluation. For example, if the five highest-scoring proposers (after the written evaluation, but before the interviews) are:

Respondent Team A – 80 points

Respondent Team B – 77 points

Respondent Team C – 70 points

Respondent Team D – 65 points

Respondent Team E – 52 points

The City would interview Respondent Teams with scores of 56 points and above; therefore, Respondents A, B, C, and D would be invited to the interview. Respondent Teams with scores of 55 points and below will not be interviewed. Therefore, Respondent Team E would not be interviewed.

- c. The City will determine the format and the scoring criteria to be used during the interview. The interview will consist of standard questions asked of each of the Respondent Teams, and may include questions of clarification for specific submissions. The selection committee will evaluate each Respondent Team based on their presentation and/or responses. The City reserves the right to limit participation in the panel interviews to the Respondent Team's key team members and to exclude, for example, sub-consultants on multiple teams, so Respondent Team should plan accordingly.
- d. During the interview, the Respondent Team will be asked to describe, validate and substantiate the "not-to-exceed" estimate. This estimate will not be evaluated as part of the selection process. The City is aware that all the technical, operational, maintenance, and services aspects of the Project have not been fully defined.

C. Final Scoring

The City will tabulate written evaluation and oral interview scores and then rank the Respondent Teams, starting with the Respondent Team receiving the highest total score, then continuing with the Respondent Team receiving the second highest total score, and so on. The Respondent Teams with the top three highest total scores will be identified as the Pre-Qualified Bidders, eligible to submit bids in response to a Request for Proposals ("RFP") for Fiber for San Francisco. The City will issue a Notice of Pre-Qualified Bidders. Only those Respondent Teams identified on the Notice of Pre-Qualified bidders will be eligible to submit bids in response to the RFP.

There is no guarantee of a minimum amount of work or compensation for any of the Respondent Teams selected for pre-qualification.

SECTION 10: TERMS AND CONDITIONS FOR SUBMISSION QUALIFICATIONS

A. Errors and Omissions in RFQ

Respondent Teams are responsible for reviewing all portions of this RFQ. Respondent Teams are to promptly notify the City, in writing, if the Respondent Team discovers any ambiguity, discrepancy, omission, or other error in the RFQ. Any such notification should be directed to the

City promptly after discovery, but in no event later than March 2, 2018 in response to this RFQ. Modifications and clarifications will be made by addenda as provided below.

B. Inquiries Regarding RFQ

Any questions, objections, or clarifications concerning the scope of the Project must be submitted no later than the deadline for Submission of Written Questions, March 2, 2018. Any questions concerning the RFQ process (but not the scope the Project) may be submitted no later than 10 (ten) days prior to the Submittal deadline. Respondent Teams that fail to do so will waive all further rights to protest, based on these specifications and conditions.

Please direct all inquiries to:

Office of Contract Administration, Purchasing Division
SFFiber@sfgov.org

The City will make all questions and answers available for review on the City's website for Fiber for San Francisco (<http://tech.sfgov.org/fiber>) and on the City and County of San Francisco's Supplier Portal website (<https://sfsupplierportal.sfgov.org/psp/supplier/SUPPLIER/ERP/h/?tab=DEFAULT>).

Answers will be posted on each Friday between February 2, 2018 and March 9, 2018.

C. Objections to RFQ Terms

Should a Respondent Team object on any ground to any provision or legal requirement set forth in this RFQ, the Respondent Team must, not more than ten calendar days after the RFQ is issued, provide written notice to the City setting forth with specificity the grounds for the objection. The failure of a Respondent Team to object in the manner set forth in this paragraph shall constitute a complete and irrevocable waiver of any such objection.

D. Change Notices

The City may modify the RFQ, prior to the submissions due date, by issuing addenda on the website. Respondent Teams shall be responsible for ensuring that their responses reflect any and all addenda issued by the City prior to the due date regardless of when the response is submitted. Therefore, the City recommends that Respondent Teams consult the website frequently, including shortly before the submission due date, to determine if Respondent Team has downloaded all addenda.

E. Revision of Submission

A Respondent Team may revise its submission on the Team's own initiative at any time before the deadline for submission of responses. The Respondent Team must submit the revised submission in the same manner as the original. A revised submission must be received on or before the due date.

In no case will a statement of intent to submit a revised submission, or commencement of a revision process, extend the due date for any submission.

At any time during the proposal evaluation process, the City may require a proposal to provide oral or written clarification of its submission.

F. Errors and Omissions in Submission

Failure by the City to object to an error, omission, or deviation in the submission will in no way modify the RFQ or excuse the submission from full compliance with the specifications of the RFQ.

G. Financial Responsibility

The City accepts no financial responsibility for any costs incurred by a Respondent Team in responding to this RFQ. Submissions in response to the RFQ will become the property of the City and may be used by the City in any way deemed appropriate.

H. Respondent Team's Obligations under the Campaign Reform Ordinance

Respondent Teams must comply with Section 1.126 of the S.F. Campaign and Governmental Conduct Code, which states:

No person who contracts with the City and County of San Francisco for the rendition of personal services, for the furnishing of any material, supplies or equipment to the City, or for selling any land or building to the City, whenever such transaction would require approval by a City elective officer, or the board on which that City elective officer serves, shall make any contribution to such an officer, or candidates for such an office, or committee controlled by such officer or candidate at any time between commencement of negotiations and the later of either (1) the termination of negotiations for such contract, or (2) three months have elapsed from the date the contract is approved by the City elective officer or the board on which that City elective officer serves.

If a Respondent Team is negotiating for a contract that must be approved by an elected local officer or the board on which that officer serves, during the negotiation period the Respondent Team is prohibited from making contributions to:

1. The officer's re-election campaign
2. A candidate for that officer's office
3. A committee controlled by the officer or candidate.

The negotiation period begins with the first point of contact, either by telephone, in person, or in writing, when a contractor approaches any city officer or employee about a particular contract, or a city officer or employee initiates communication with a potential contractor about a contract.

The negotiation period ends when a contract is awarded or not awarded to the contractor.

Examples of initial contacts include: (1) a vendor contacts a city officer or employee to promote himself or herself as a candidate for a contract; and (2) a city officer or employee contacts a contractor to propose that the contractor apply for a contract. Inquiries for information about a particular contract, requests for documents relating to a Request for Proposal, and requests to be placed on a mailing list do not constitute negotiations.

Violation of Section 1.126 may result in the following criminal, civil, or administrative penalties:

- a. Criminal. Any person who knowingly or willfully violates section 1.126 is subject to a fine of up to \$5,000 and a jail term of not more than six months, or both.
- b. Civil. Any person who intentionally or negligently violates section 1.126 may be held liable in a civil action brought by the civil prosecutor for an amount up to \$5,000.
- c. Administrative. Any person who intentionally or negligently violates section 1.126 may be held liable in an administrative proceeding before the Ethics Commission held pursuant to the Charter for an amount up to \$5,000 for each violation.

For further information, proposers should contact the San Francisco Ethics Commission at (415) 252-3100.

I. Sunshine Ordinance

In accordance with S.F. Administrative Code Section 67.24(e), contractors' bids, responses to RFQs and all other records of communications between the City and persons or firms seeking contracts shall be open to inspection immediately after a contract has been awarded. Nothing in this provision requires the disclosure of a private person's or organization's net worth or other proprietary financial data submitted for qualification for a contract or other benefits until and unless that person or organization is awarded the contract or benefit. Information provided which is covered by this paragraph will be made available to the public upon request.

J. Public Access to Meetings and Records

If a Respondent Team is a non-profit entity that receives a cumulative total per year of at least \$250,000 in City funds or City-administered funds and is a non-profit organization as defined in Chapter 12L of the S.F. Administrative Code, the proposer must comply with Chapter 12L. The Respondent Team must include in its response (1) a statement describing its efforts to comply with the Chapter 12L provisions regarding public access to Respondent Team's meetings and records, and (2) a summary of all complaints concerning the Respondent Team's compliance with Chapter 12L that were filed with the City in the last two years and deemed by the City to be substantiated. The summary shall also describe the disposition of each complaint. If no such complaints were filed, the Respondent Team shall include a statement to that effect. Failure to comply with the reporting requirements of Chapter 12L or material misrepresentation in proposer's Chapter 12L submissions shall be grounds for rejection of the proposal and/or termination of any subsequent Agreement reached on the basis of the submission.

K. Reservations of Rights by the City

The issuance of this RFQ does not constitute an agreement by the City that any Request for Proposals will be issued by the City or any contract will actually be entered into by the City. The City expressly reserves the right at any time to:

1. Waive or correct any defect or informality in any response, proposal, or proposal procedure;
2. Reject any or all responses;

3. Prior to submission deadline for responses, modify all or any portion of the selection procedures, including deadlines for accepting responses, the specifications or requirements for any materials, equipment or services to be provided under this RFQ, or the requirements for contents or format of the responses;
4. Procure any materials, equipment or services specified in this RFQ by any other means; or
5. Determine that no project will be pursued.

L. No Waiver

No waiver by the City of any provision of this RFQ shall be implied from any failure by the City to recognize or take action on account of any failure by a Respondent Team to observe any provision of this RFQ.

M. Local Business Enterprise Requirements and Outreach

The requirements of the Local Business Enterprise and Non-Discrimination in Contracting Ordinance set forth in Chapter 14B of the San Francisco Administrative Code as it now exists or as it may be amended in the future (collectively the “LBE Ordinance”) shall apply to this RFQ. The City anticipates establishing an LBE subcontracting participation requirements at the RFP stage of this Project based on of the total value of the goods and/or services to be procured.

The City seeks to promote diversity within its contracting opportunities. Thus, the City strongly encourages Respondent Teams to optimize the use of LBE, Micro-LBE, and SF Small Business Administration (SBA)-certified firms. The City also seeks to further optimize the use of consultant teams that reflect the diversity of the City and County of San Francisco. As such, it is recommended that Respondent Teams consider the composition of their teams in terms of gender, age, ethnicity, and race, and to utilize teams that include a diverse mix of staff at all organizational levels.

Each Respondent Team must submit a letter indicating that it understands that there will be an LBE subcontractor participation requirement and describe its plans to conduct good-faith outreach to select LBE subcontractors as set forth in S.F. Administrative Code §§14B.8 and 14B.9. In response to this RFQ, the Respondent Teams need not identify the particular LBE subcontractors solicited and selected to be used in performing the contract, but the Respondent Teams will need to identify LBE subcontractors as part of their response to the RFP. In response to the RFP, for each LBE identified as a subcontractor, the response must specify the value of the participation as a percentage of the total value of the goods and/or services to be procured, the type of work to be performed, and such information as may reasonably be required to determine the responsiveness of the proposal. LBEs identified as subcontractors must be certified with the San Francisco Contract Monitoring Division at the time the proposal is submitted, and must be contacted by the proposer (prime contractor) prior to listing them as subcontractors in the proposal.

SECTION 11: CONTRACT REQUIREMENTS

The Partner chosen following the RFP will be required to enter into a contract that contains the City's standard contracting provisions set forth in this Section 11; including, but not limited to:

A. Nondiscrimination in Contracts and Benefits

The successful proposer will be required to agree to comply fully with and be bound by the provisions of Chapters 12B and 12C of the San Francisco Administrative Code. Generally, Chapter 12B prohibits the City and County of San Francisco from entering into contracts or leases with any entity that discriminates in the provision of benefits between employees with domestic partners and employees with spouses, and/or between the domestic partners and spouses of employees. The Chapter 12C requires nondiscrimination in contracts in public accommodation. Additional information on Chapters 12B and 12C is available on the CMD's website at www.sfcMD.org.

B. Minimum Compensation Ordinance (MCO)

The successful proposer will be required to agree to comply fully with and be bound by the provisions of the Minimum Compensation Ordinance (MCO), as set forth in S.F. Administrative Code Chapter 12P. Generally, this Ordinance requires contractors to provide employees covered by the Ordinance who do work funded under the contract with hourly gross compensation and paid and unpaid time off that meet certain minimum requirements.

For the amount of hourly gross compensation currently required under the MCO, see www.sfgov.org/olse/mco. Note that this hourly rate may increase on January 1 of each year and that contractors will be required to pay any such increases to covered employees during the term of the contract.

Additional information regarding the MCO is available on the web at www.sfgov.org/olse/mco.

C. Health Care Accountability Ordinance (HCAO)

The successful proposer will be required to agree to comply fully with and be bound by the provisions of the Health Care Accountability Ordinance (HCAO), as set forth in S.F. Administrative Code Chapter 12Q. Contractors should consult the San Francisco Administrative Code to determine their compliance obligations under this chapter. Additional information regarding the HCAO is available on the web at www.sfgov.org/olse/hcao.

D. First Source Hiring Program (FSHP)

Generally, this ordinance requires contractors to notify the First Source Hiring Program of available entry-level jobs and provide the Workforce Development System with the first opportunity to refer qualified individuals for employment.

Contractors should consult the San Francisco Administrative Code to determine their compliance obligations under this chapter. Additional information regarding the FSHP is available on the web at <http://www.workforcedevelopmentsf.org/> and from the First Source Hiring Administrator, (415) 401-4960.

E. Conflicts of Interest

The successful proposer will be required to agree to comply fully with and be bound by the applicable provisions of state and local laws related to conflicts of interest, including Section 15.103 of the City's Charter, Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Section 87100 et seq. and Section 1090 et seq. of the Government Code of the State of California. The successful proposer will be required to acknowledge that it is familiar with these laws; certify that it does not know of any facts that constitute a violation of said provisions; and agree to immediately notify the City if it becomes aware of any such fact during the term of the Agreement.

Individuals who will perform work for the City on behalf of the successful proposer might be deemed consultants under state and local conflict of interest laws. If so, such individuals will be required to submit a Statement of Economic Interests, California Fair Political Practices Commission Form 700, to the City within ten calendar days of the City notifying the successful proposer that the City has selected the proposer.

F. Companies Headquartered in Certain States

This is subject to the requirements of Administrative Code Chapter 12X, which prohibits the City from entering into contracts with companies headquartered in states with laws that perpetuate discrimination against LGBT populations or where any or all of the work on the contract will be performed in any of those states. Respondents are hereby advised that Respondents which have their United States headquarters in a state on the Covered State List, as that term is defined in Administrative Code Section 12X.3, or where any or all of the work on the contract will be performed in a state on the Covered State List may not enter into contracts with the City. A list of states on the Covered State List is available at the website of the City Administrator.

SECTION 12: PROTESTS

A. Protest of Failure to Meet Minimum Qualifications

Any Respondent Team that made a submission in response to this RFQ, and believes that the City incorrectly determined the Respondent Team did not meet the minimum qualifications set forth in this RFQ, is eligible to submit a written protest after the Notice of Failure to Meet Minimum Qualifications is issued. Such notice of protest must be received by the City on or before the fifth working day after the notice is issued.

B. Protest of Failure to be Included in Shortlist of Respondent Teams Selected for Oral Interview

Any Respondent Team that made a submission in response to this RFQ, and believes that the City improperly excluded the Respondent Team from the Notice of Shortlist of Respondent Teams Selected for Oral Interviews, is eligible to submit a written protest after the Notice of Shortlist of Respondent Teams Selected for Oral Interviews is issued. Such notice of protest must be received by the City on or before the fifth working day after the notice is issued.

C. Protest of Failure to be Included in List of Qualified Bidders

Any Respondent Team that made a submission in response to this RFQ, and believes that the City incorrectly excluded the Respondent Team from the Notice of List of Qualified Bidders, is eligible to submit a written protest after the Notice of List of Qualified Bidders is issued. Such notice of protest must be received by the City on or before the fifth working day after the notice is issued.

D. Protest Procedures

1. The notice of protest must include a written statement specifying in detail each and every one of the grounds asserted for the protest. Any ground not mentioned in the protest will be waived. The protest must be signed by an individual authorized to represent Respondent Team, and must cite the law, rule, local ordinance, procedure or RFQ provision on which the protest is based. In addition, the Respondent Team must specify facts and evidence sufficient for the City to determine the validity of the protest.
2. All protests must be received by the due date. If a protest is mailed, the Respondent Team submitting the protest bears the risk of non-delivery within the deadlines specified herein. Protests should be transmitted by a means that will objectively establish the date the City received the protest. Protests or notice of protests made orally (e.g., by telephone) will not be considered. Protests must be delivered to:

**Stacey Lo, Senior Analyst
Office of Contract Administration, Purchasing Division
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place
City Hall, Room 430
San Francisco, CA 94102
SFFiber@sfgov.org**

SECTION 13: ENVIRONMENTAL LAWS AND PERMITS

A. Environmental Laws

The Partner chosen following the RFP will be required to comply with and satisfy all environmental, historical, and archeological regulations affecting the FFTP network. California Environmental Quality Act and National Environmental Policy Act requirements must be met for the construction unless waived. The Partner will be required to develop and submit, with no additional cost to the City, all required Environmental Impact Statements or Reports, if needed.

B. Permits

The Partner will be required to obtain and comply with all applicable city, county, and state permits with no additional cost to the City.

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APPENDIX A

STANDARD FORMS

Before the City can award any contract to a contractor, that contractor must file three standard City forms (items 1-3 on the chart). Because many members of Respondent Teams have already completed these forms, and because some informational forms are rarely revised, the City has not included them in the RFQ package. Instead, this Appendix describes the forms, where to find them on the Internet (see bottom of page 2), and where to file them. If a Respondent Team cannot get the documents off the Internet, the contractor should call (415) 554-6248 or e-mail Purchasing (purchasing@sfgov.org) and Purchasing will fax, mail or e-mail them to the contractor.

If any member of Respondent Team has already filled out items 1-3 (see note under item 3) on the chart, **the member should not do so again unless the member's answers have changed.** To find out whether these forms have been submitted, Respondent Teams should call Vendor File Support in the Controller's Office at (415) 554-6702.

If any members of Respondent Team would like to apply to be certified as a local business enterprise, it must submit item 4. To find out about item 4 and certification, the Respondent Team should call Contract Monitoring Division at (415) 252-2500.

Item	Form name and Internet location	Form	Description	Return the form to; For more info
1.	Request for Taxpayer Identification Number and Certification http://sfgsa.org/index.aspx?page=4762 www.irs.gov/pub/irs-fill/fw9.pdf	W-9	The City needs the contractor's taxpayer ID number on this form. If a contractor has already done business with the City, this form is not necessary because the City already has the number.	Controller's Office Vendor File Support City Hall, Room 484 San Francisco, CA 94102 (415) 554-6702
2.	Business Tax Declaration http://sfgsa.org/index.aspx?page=4762	P-25	All contractors must sign this form to determine if they must register with the Tax Collector, even if not located in San Francisco. All businesses that qualify as "conducting business in San Francisco" must register with the Tax Collector	Controller's Office Vendor File Support City Hall, Room 484 San Francisco, CA 94102 (415) 554-6702

Item	Form name and Internet location	Form	Description	Return the form to; For more info
3.	S.F. Administrative Code Chapters 12B & 12C Declaration: Nondiscrimination in Contracts and Benefits http://sfgsa.org/index.aspx?page=4762 In Vendor Profile Application	CMD- 12B-101	Contractors tell the City if their personnel policies meet the City's requirements for nondiscrimination against protected classes of people, and in the provision of benefits between employees with spouses and employees with domestic partners. Form submission is not complete if it does not include the additional documentation asked for on the form. Other forms may be required, depending on the answers on this form. Contract-by-Contract Compliance status vendors must fill out an additional form for each contract.	Human Rights Comm. 25 Van Ness, #800 San Francisco, CA 94102-6059 (415) 252-2500
4.	CMD LBE Certification Application http://www.sfgsa.org/index.aspx?page=6058 In Vendor Profile Application		Local businesses complete this form to be certified by CMD as LBEs. Certified LBEs receive a rating bonus pursuant to Chapter 14B when bidding on City contracts. To receive the bid discount, you must be certified by CMD by the proposal due date.	Contract Monitoring Unit 30 Van Ness Avenue, Suite 200 San Francisco, CA 94102 Phone: (415) 581-2310

Where the forms are on the Internet

Office of Contract Administration

Homepage: www.sfgov.org/oca/
Purchasing forms: Click on "Required Vendor Forms" under the "Information for Vendors and Contractors" banner.

Contract Monitoring Division

CMD's homepage: <http://sfgov.org/cmd>
Equal Benefits forms: <http://sfgov.org/cmd/12b-equal-benefits-program>
LBE certification form: <http://sfgov.org/cmd/LBE-CERTIFICATION-0>
<http://sfgov.org/cmd/directory-certified-lbes>

APPENDIX B

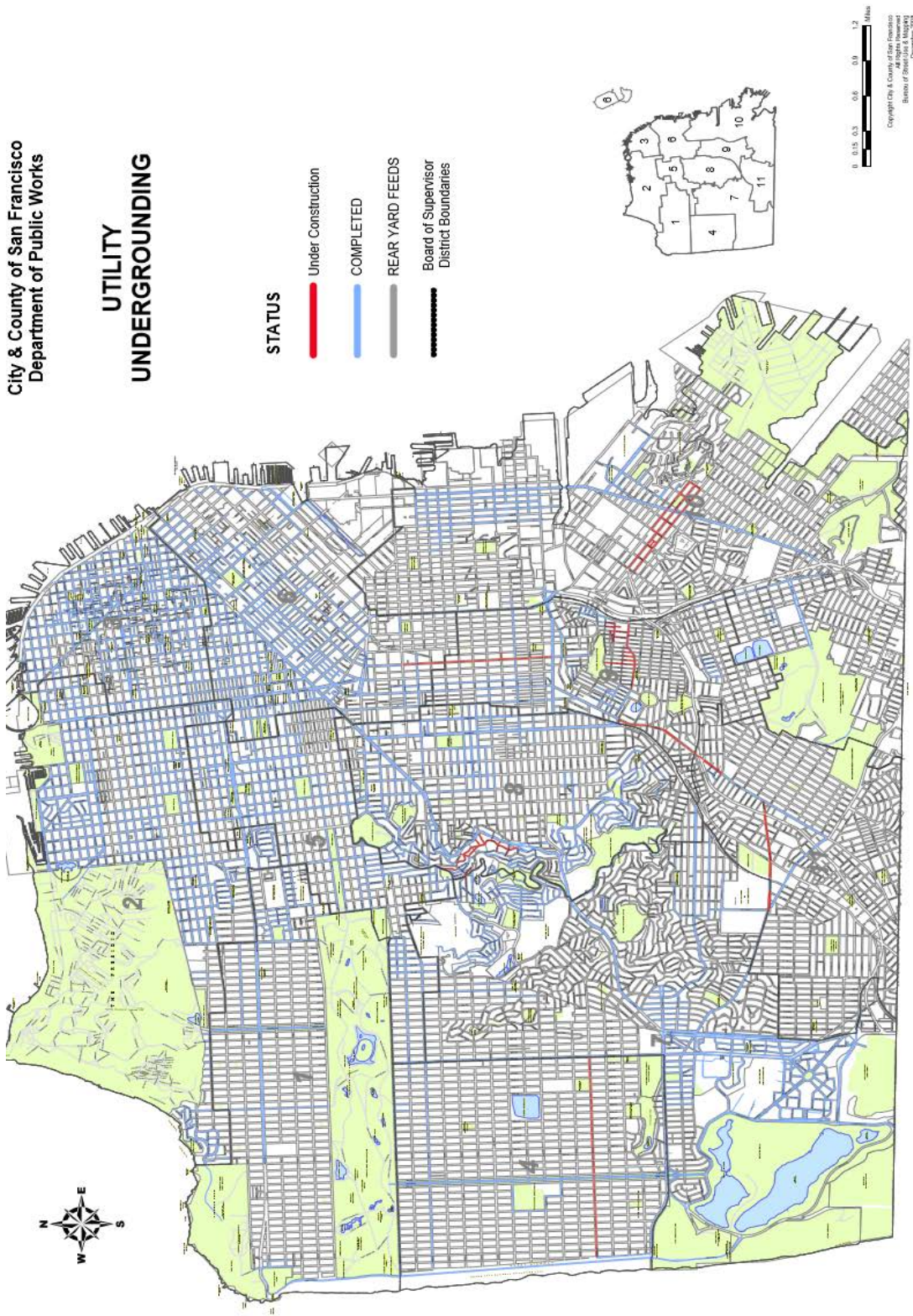
CITY REPORTS

1. CTC Technology and Energy and IMG Rebel Report, October 2017, *The Potential for Ubiquitous, Open Fiber-to-the-Premises in San Francisco*:
<http://sfbos.org/sites/default/files/CTC-Deliverable22-final-20171017.pdf>
2. S.F. Board of Supervisors Budget and Legislative Analyst Report, March 2016, *Financial Analysis of Options for a Municipal Fiber Optic Network for Citywide Internet Access*:
<http://sfbos.org/sites/default/files/FileCenter/Documents/55324-BLA.MuniGigabitFiberFinance031516.pdf>
3. Utility Undergrounding Map as of March 2012. See Appendix B-2.

Appendix B-2: Utility Undergrounding Map as of March 2012

City & County of San Francisco
Department of Public Works

UTILITY
UNDERGROUNDING



APPENDIX C
FINANCIAL STATEMENT REQUIREMENTS

- a. Financial Statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”) or International Financial Reporting Standards (“IFRS”). If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required. The City reserves the right to request clarification or additional Information, as needed, in order to facilitate its review of those financial statements.
- b. Financial statements should be provided in U.S. dollars if available. If financial statements are not available in U.S. dollars, the Respondent Teams must include summaries of the Income Statements, Statement of Changes in Cash Flow, and Balance Sheets for the applicable time periods (the three most recently completed fiscal years) converted to U.S. dollars by a certified public accountant based on prevailing exchange rates as of the date of release of this RFQ. If the financial statements are converted from a foreign currency into U.S. dollars, the conversion method(s) must be explained in an attachment and must be reasonable.
- c. Financial Statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financials are not available for an entity, the Submission shall include unaudited financial statements for such entity, certified as true, correct and accurate by the chief executive, chief financial officer, or treasurer (or equivalent position or role) of the entity.
- d. Financial Statement information must be prepared in English. If audited financial statements are prepared in a language other than English, then translations of all financial statement information must be accompanied with the original financial statement information. Translation at the average period rate for income statements and cash flow statements and period end rate for balance sheet statements shall be appropriate.
- e. If any member of Respondent Team is a newly formed entity and does not have independent financial statements, financial statements for the equity owners of such entity shall be provided (and the entity shall expressly state that the entity is a newly formed entity and does not have independent financial statements).
- f. If any entity for which financial information is submitted files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.
- g. Respondent Teams must also submit standard unlocked and unprotected Microsoft Excel workbooks containing the balance sheet, income statement and statement of cash flows as disclosed in each set of the audited statements. For each entity providing financial statements, one worksheet should be used for each of the balance sheet, income statement and statement of cash flows, with figures for each of the three most recent years in separate columns, in chronological order, from left to right.

APPENDIX D
FINANCIAL INFORMATION SUMMARY¹²

Respondent Team Name: _____

Respondent Team Member Name: _____

Project Role: _____

		2017 (Year End)	2016 (Year End)	2015 (Year End)
Income Statement				
A	Gross Revenues			
B	Cost of Sales			
C	Gross Profit (A-B)			
D	Operating Expenses			
E	Earnings Before Interest and Taxes			
F	Interest			
G	Taxes			
H	Earnings Before Interest, Taxes, Depreciation and Amortization			
Balance Sheet				
A	Current Assets			
B	Inventories			
C	Goodwill/Intangibles			
D	Total Assets			
E	Current Liabilities			

¹² Express in millions (000,000) of U.S. dollars. Where applicable, companies should indicate the conversion to U.S. dollars, using the average periods' exchange rate for income statements and cash flow statements, and for period end exchange rate for balance sheet times. The local currency and exchange rate used should be identified, if applicable.

F	Short-Term Debt			
G	Long-Term Debt			
H	Total Liabilities			
Cash Flow Statement				
A	Cash Flow From Operations			
B	Net Cash Flow from Investing Activities			
C	Net Cash Flow from Financing Activities			
D	End of Year Cash and Cash Equivalents			
Other				
A	Financial Statement Currency			
B	USD: Local Currency Exchange Rate			

APPENDIX E

TO: THE CITY/COUNTY OF SAN FRANCISCO

SUBJECT: NET NEUTRALITY LETTER

As a member of the Respondent Team identified below, I hereby affirm that my company is committed to the principles and practices of Net Neutrality as set forth in the City and County of San Francisco's Request for Qualifications for Citywide Fiber to the Premises Network, Lit Fiber and Wi-Fi Services ("Project"). All members of the Respondent Team hereby commit that, if awarded this Project, their efforts and operations within the City and County of San Francisco will abide by these principles and practices without exception. Specifically, no entity that is part of the Respondent Team awarded the Project will block customer access to any lawful Internet content, site, or application by any San Francisco customer; throttle speeds for any Internet content, site or application; or maintain "paid prioritization" fast lanes for Internet traffic.

To be signed by all members of the Respondent Team.

RESPONDENT TEAM NAME _____

RESPONDENT TEAM MEMBER NAME _____

PROJECT ROLE _____

SIGNATURE _____

PRINT NAME/TITLE _____

DATE _____

(Insert as needed)

RESPONDENT TEAM MEMBER NAME _____

PROJECT ROLE _____

SIGNATURE _____

January 31, 2018

PRINT NAME/TITLE _____

DATE _____

RESPONDENT TEAM MEMBER NAME _____

PROJECT ROLE _____

SIGNATURE _____

PRINT NAME/TITLE _____

DATE _____

APPENDIX F

RESPONDENT TEAM SUBMISSION REQUIREMENT CHECKLIST

RFQ: Citywide Fiber to the Premises Network, List Service Provider and Wi-Fi

Respondent Team hereby acknowledges the submittal of the following submission requirements identified in Section 8 of the Request for Qualifications:

RFQ Response Item No.	Submission Requirement	Check to Acknowledge Submission
Section 1	Letter of Introduction and Executive Summary	
Section 2	Project Understanding and Approach	
Section 2.1	Project Understanding	
Section 2.2	Infrastructure and Service Approach	
Section 2.3	Plan and Schedule	
Section 2.4	Alternative Approaches	
Section 2.5	Management	
Section 2.6	Risks	
Section 2.7	Local Business Enterprise Acknowledgment Letter	
Section 2.8	Use of Team's Assets	
Section 3	General Qualifications	
Section 3.1	Project Team Structure	
Section 3.2	Lead Member of Respondent Team	
Section 3.3	Respondent Team Member Qualifications	
Section 4	Technical Qualifications and Experience	
Section 4.1	Respondent Team Technical Qualifications	
Section 4.2	Respondent Team Technical Experience	
Section 5	Financing Experience and Financing Plan	
Section 5.1	Respondent Team Financing Experience	
Section 5.2	Respondent Team Financing Plan	
Section 6	Financial Qualifications (Required for <i>Each</i> Separate Entity that is	

January 31, 2018

	Part of the Respondent Team)	
Section 6.1	Financial Statements	
Section 6.2	Material Changes	
Section 6.3	Credit Ratings	
Section 6.4	Financial Information Summary – Appendix D	
Section 6.5	Financially Responsible Party Letter of Support	
Section 6.6	Bank/Financial Institution Letter	
Section 6.7	Bankruptcy/Insolvency Proceedings	
Section 6.8	Litigation; Conflicts of Interest; Claims	
Section 7.0	Minimum Qualifications/Net Neutrality	
Section 7.1	Minimum Qualifications	
Section 7.2	City’s Letter on Net Neutrality	

PROJECT ROLE _____

RESPONDENT TEAM NAME _____ DATE _____