EXHIBIT 1 INSTRUCTIONS TO PROPOSERS

Section 1 General

1.1 Purpose

This RFP is for the sole purpose of requesting proposals. It is not an offer to contract in any way and should not be construed to create any legally binding obligations on either the State or any proposer of any kind. The RFP is not subject to RCW 39.26, or any competitive process laws or procurements laws, and should not be construed as creating any process rights or requirements of any kind. The only legal obligation that may be expected to arise in connection with the RFP may be a lease negotiated and fully executed between the State and a proposer, should the State determine to enter such negotiations with a proposer.

1.2 Constraints

1.2.1 The Constitution of the State of Washington prohibits payments in advance or in anticipation of receipt of goods and services. The successful Proposer who enters a lease with the State shall be paid only as provided in the lease after goods and services are delivered and accepted and/or services are rendered.

1.2.2 The State will not reimburse any submitter's costs associated with preparing or presenting any proposal in response to this solicitation (RFP).

1.2.3 All properties should have all standard utilities available to the site and building including, but not limited to, water, power, sanitary sewage disposal, electricity, and telephone/cable services.

1.2.4 Properties should be free of any and all hazardous/toxic substances, including without limitation, asbestos, polychlorinated biphenyls, petroleum leakage or agricultural chemicals.

1.2.5 The proposed site should also be free from liens, easements, and any other encumbrances except as enumerated in the proposal and determined to be acceptable to the State.

1.2.6 Subject to the provisions of Subsection 2.4, where conflict occurs between the RFP and an applicable code or standard, the code or standard should prevail unless the requirements specified in the RFP are more stringent.

1.2.7 Subject to the provisions of Subsection 2.4, if a conflict exists between amendments, or between an amendment and the RFP, the document issued last shall take precedence. DES's official answers to submitter's questions will be considered an amendment to this RFP.

1.2.8 The State has established certain mandatory requirements which must be included as part of any RFP. The use of the terms "shall", "must", or "will" (except to indicate simple futurity) in this RFP indicate a mandatory requirement or condition. Failure to comply with a mandatory requirement is grounds for rejection, but DES reserves that right to waive such a requirement as it deems appropriate.

The words "should" or "may" in this RFP indicate desirable attributes or conditions, but are permissive in nature. Deviation from, or omission of, such a desirable feature will not by itself cause rejection of a proposal.

1.3 No Contract or Binding Commitments by the State

1.3.1 Subject to limitations of law, including but not limited to anti-discrimination laws, the State retains complete discretion to:

(1) To evaluate any proposal on such grounds as it determines are appropriate to meeting the AGENCY needs and providing value to the State,

(2) To decide whether a proposal or the qualifications of a proposer are acceptable and to revise any such decision as it deems warranted,

(3) To decide whether a proposal or proposer is rejected, moves on to additional review, or is selected for a status, such as apparent successful proposer/proposal, and to revise any such decision as it deems warranted,

(4) With or without notice, to modify, delete or supplement any criteria for evaluation or acceptability of a proposal or proposer,

(5) To modify or cancel this RFP or the entire project as it determines appropriate in the interests of the State, and

(6) In the event of cancellation, to proceed in the manner as the State deems appropriate.

1.3.2 The State may amend this RFP and extend the deadline for any submission as it deems appropriate.

1.3.3 The State intends, solely as a service to proposers, but does not legally commit, to notify proposers if the RPF has been cancelled or amended, an additional stage in the review process has been included, and if a proposal/proposer has been rejected, or selected in a status, such as apparent successful proposer/proposal.

1.3.4 All proposals will be reviewed to determine whether they are compliant with the requirements, specifications and instructions as specified in this RFP. Failure to comply with any requirement, specification or instruction may result in the rejection of the Proposal as non-responsive, but the DES retains discretion to waive non-compliance as it deems appropriate.

1.3.5 This RFP does not obligate the State of Washington, DES or the AGENCY to lease space as specified in this RFP. The State may, at any time and at its sole discretion cancel or modify the RFP or project, reject all proposals, reissue the RFP, issue a new RFP and/or not execute a Lease as a result of this RFP or subsequent negotiations. Should the State cancel the RFP, the State may re-advertise, perform a market search, negotiate with or enter a lease with any person for any space of its choice, cancel the project, or otherwise proceed as it deems appropriate.

1.3.6 The provisions of section 1.3 shall prevail over any other inconsistent provision including but not limited to: (1) a statement of the project's staff or any other State representative, (2) any amendment (including any official Q & A) that does not make an explicit exception to the applicable provision of section 1.3; (3) a provision of this RFP that is not in section 1.3.

1.4 Sole Point of Contact

1.4.1 Unless otherwise provided in the RFP or an amendment, the Project Lead is the Project Property and Acquisition Specialist and the Project Lead is the only person authorized to provide information relative to this RFP; representations from others should be confirmed with the Project Lead. All communication between DES, the AGENCY and proposers upon the release of this RFP should be with the Project Property and Acquisition Specialist. Communication regarding this RFP directed to parties other than the Project Lead may result in disqualification of the Proposer(s) involved.

1.4.2 All detailed and technical questions related to this RFP should be directed to Project Lead. Responses to such questions may be made available as appropriate to all the proposers at RES Request to Lease Space

webpage. Proposers should check for written statements issued by the Project Property and Acquisition Specialist and posted at RES Request to Lease Space webpage. It is the responsibility of the Proposer to check the official designated website for any information, modification or amendment to this RFP.

1.5 Standard Lease Document

For the required term of the lease, Proposers should provide written and verifiable documentation of the ability to control the property through option to lease, first right of refusal, fee ownership, long-term lease, valid purchase contract or option to purchase contract. To demonstrate ownership and/or control, Proposers should include an executed recorded copy of an option to lease long-term, first right of refusal, long-term lease, valid purchase contract, option to purchase, or fee title deed. In the event that the Proposer is proposing a property controlled through a lease agreement, if owner's approval is required for a sublease, Proposers should include a copy of the lease, with all exhibits, attachments and amendments, and a signed, written consent from the legal owner agreeing to a sublease for the length of the term proposed under the terms of the state standard lease form.

1.6 Leased Space Requirements

All proposals submitted in response to this advertisement should identify whether the proposed space/building will meet or exceed all of the State's requirements shown in the Space Requirements *(See Appendix A*), if applicable, by the date specified for Beneficial Occupancy. Typically, the State expects that all proposals will meet these requirements, but exceptions may be recognized. Proposers may identify alternatives to elements in the Space Requirements (Appendix A) and describe how such alternatives could be beneficial to the State using Exhibit 4.

1.7 Proof of Control of Property

For the required term of the lease, Proposers should provide written and verifiable documentation of the ability to control the property through option to lease, first right of refusal, fee ownership, long-term lease, valid purchase contract or option to purchase contract. To demonstrate ownership and/or control, Proposers should include an executed recorded copy of an option to lease long-term, first right of refusal, long-term lease, valid purchase contract, option to purchase, or fee title deed. In the event that the Proposer is proposing a property controlled through a lease agreement, Proposers should include a copy of the lease, with all exhibits, attachments and amendments, and a signed, written consent from the legal owner agreeing to a sublease for the length of the term proposed and the terms of the state standard lease form if owner's approval is required under the lease.

1.8 Owner's Representation

Although the State encourages brokers to submit proposals, the State does not retain real estate brokers or pay commissions. Brokers or agents **should** include documentation from the **Legal Owner(s)** of the property authorizing the broker's or agent's submittal with each proposal. This documentation should clearly state the name of the legal owner, the name of the authorized broker or agent, the location of the building, and be signed and dated by the legal owner, as well as including a copy of the title deed identifying the legal owner.

1.9 Conflict of Interest

Proposers need to be aware of any potential conflict of interest as defined in RCW 42.52.080 - Employment after public service - as described in part below:

(1) No former state officer or state employee may, within a period of one year from the date of termination of state employment, accept employment or receive compensation from an employer if:
(a) The officer or employee, during the two years immediately preceding termination of state employment, was engaged in the negotiation or administration on behalf of the state or agency of one or more contracts with that employer and was in a position to make discretionary decisions affecting the outcome of such negotiation or the nature of such administration;
(b) Such a contract or contracts have a total value of more than ten thousand dollars; and
(c) The duties of the employment with the employer or the activities for which the compensation would be received include fulfilling or implementing, in whole or in part, the provisions of such a contract or contracts or include the supervision or control of actions taken to fulfill or implement, in whole or in part, the provisions of such a contract or contracts. This subsection shall not be construed to prohibit a state officer or state employee from accepting employment with a state employee organization.

No person who has served as a state officer or state employee may, within a period of two years following the termination of state employment, have a direct or indirect beneficial interest in a contract or grant that was expressly authorized or funded by specific legislative or executive action in which the former state officer or state employee participated.

1.10 Preparation and Submission of Proposals

1.10.1 Proposals must be submitted on the Lease Proposal Form. Proposal not submitted on the Lease Proposal Form will be rejected as non-responsive.

1.10.2 Proposers shall provide the original and required copies of their proposals no later than the date and time specified in the specified due date.

1.10.3 The Proposal must contain all the required and supporting documents as described in Exhibit 5 - Proposal Checklist.

1.10.4 Each proposer must complete and sign the Acknowledgements and Certifications section of the Lease proposal Form. Such signature(s) shall be of the owner(s), corporate officials, or legal representatives of the Proposer.

This RFP recognizes that real estate is inherently unique and reflects the State's role in promoting responsible stewardship of limited State financial resources, and the importance of meeting the AGENCY's needs and feasible timelines.

The evaluation of proposals is done through a qualitative review. To the extent that the evaluation involves a quantification of various criteria, such quantification is considered as only one potential indicator of quality and value that is considered in the overall qualitative review. The following provides an overview of the evaluation considerations. These are based on State Law, or State Policy or the AGENCY's requirements.

End of Section 1

Section 2 Assessment Criteria

2.1 Suitability for Program Operations

2.1.1. Service Area
A good location can improve access, but a poor location can hinder the State's objectives to provide convenient and efficient services. The location should be compatible with the AGENCY's business operations, provide effective administrative support for the AGENCY's field offices in the region. And facilitate the delivery of services to the AGENCY's clients. The AGENCY's service area should be clearly defined

Consideration will be given to how the location facilitates the performance of administrative functions and delivery of services.

2.1.2 Proximity/Adjacency
Proximity to the AGENCY's "partners" and other service delivery organizations is advantageous. The State encourages the consolidation or co-location of state agencies when appropriate to improve service delivery, minimize the duplication of services, and increase efficiency of operations. In addition, proximity to basic services and amenities such as retail and food outlets within walking distance could reduce midday traffic and enhance public and employee experiences. The surrounding area/neighborhood should be compatible with the AGENCY's operations.

Consideration will be given to the site's proximity to other similar or supporting providers and/or the potential for co-location with other state agencies and a variety of amenities.

2.1.3 Building Suitability for Program
When the design and use of a facility serves the people who use them and the programs it houses, the project is functionally successful. Program and functionality are also characterized by building type. The proposal should demonstrate a clear understanding of the functional and physical requirements of the project, including the unique programmatic requirements of the AGENCY.

Consideration will be given to how well the building meets the AGENCY mission/goals and objectives and programmatic and operational needs.

2.1.4 Location and Site Layout

A good site layout can be critical, not just for access, but for supporting different travel uses. Transit-oriented and pedestrian friendly design, with design considerations specifically geared toward encouraging walking and transit use, can effectively foster alternative mode choices. When appropriate, the primary public entrance to the building(s) should face the street when possible, and the primary public entrance(s) should be clearly visible and identifiable from the street and public sidewalk. A final site layout must allow and utilize input from DES and the Agency so as to best accommodate the needs of the State and the Agency.

Consideration will be given to how well the location and layout support the AGENCY's objectives.

2.1.5 Parking
The State's policy is to promote more effective and efficient utilization of available parking spaces through a parking management system termed "zone parking". Therefore, the site should facilitate effective parking management in addition to meeting the parking needs indicated in the RFP.

Consideration will be given to how the site facilitates the State's parking management goals as well as meets the AGENCY's needs.

2.1.6 Transportation

When siting State facilities, the availability and capacity of public transportation to serve these State facilities merits special attention. Public transportation is an important link in the ability of the State to perform this mission. The State's policy is to locate, develop and manage its owned and leased properties to achieve local and State transportation demand management (TDM) and commute trip reduction (CTR) objectives, as defined in the Commute Trip Reduction (CTR) Law (RCW 70.94.521-551) while meeting the business needs of State agencies.

Consideration will be given to how the site supports the Agency's transportation needs as well as TDM and CTR.

2.1.6 Site Access

Access to State facilities is a critical function for State government. Equal access helps ensure that the citizens can use State services. Equal access means that everybody has the opportunity to access a State facility by a broad range of transportation options, not just by automobiles. This element includes vehicle access and pedestrian access-ingress and egress. Facilities should be sited as close to an accessible bus route as possible. The site should be located near major routes of travel, such as major arterials and freeways. Buildings on the same campus should be connected via an accessible route.

The physical access to the site and the building should be clearly apparent to the most casual visitor and readily accessible to all visitors, including people with disabilities. Ensuring access to places of public accommodation is mandated by Section 504 of the Rehabilitation Act of 1973 and the Americans With Disabilities Act of 1990.

Access evaluation should consider various perspectives, including different people, groups, modes, locations and activities. Access evaluation often requires separate analysis for specific perspectives, and accessibility improvements may be targeted at specific groups, modes, locations or activities. For example, it is often appropriate to analyze the quality of accessibility to a particular destination or activity by various groups including motorists, non-drivers, people with disabilities and delivery vehicles.

Consideration will be given to how accessible the proposed site is in relation to how it can be accessed from different parts of the area as well as how access on the site itself functions.

2.2 Building Performance

2.2.1 High Performance Building

It is the State's policy to apply "high performance standards" for both State and privately owned buildings larger than 50,000 gross square feet and that the State intends to occupy for ten years or more. This approach emphasizes a holistic and integrated facility and site, that embodies energy efficiency and water conservation, maintains consistent performance, minimizes maintenance costs over the life of the building, provides flexibility of space and uses and contributes to the health and productivity of the occupants. (Refer to the Appendix 1, LSR, Part A, for further information.)

Consideration will be given to how well the building overall reflects the attributes of a high performance building based on the threshold criterion.

2.2.2 Building Systems

This element includes major building systems, such as HVAC, electrical, plumbing, lighting, security system and elevators, including their capacity to meet the State's needs in a reliable and efficient manner throughout the lease term. The indoor and outdoor environments are related and the health of the building occupants very much depends on indoor air quality. High performance HVAC can provide increased user thermal comfort, and contribute to improved indoor environmental quality (IEQ). The quality, condition and functional efficiency of the proposed building, together with proposed improvements, will be considered.

Consideration will be given to the demonstrated quality of the performance of the proposed building systems.

2.2.3 Energy Efficiency
Designing and constructing buildings for low and efficient energy use throughout the life of a building is a very high priority since energy use is probably the single greatest environmental impact of a building. Reduced heating and cooling loads may also reduce the initial cost of HVAC equipment. The State supports leasing in facilities with a national energy performance rating score of 75 or greater in the Energy Star Portfolio Manager database maintained by the U.S. Environmental Protection Agency (EPA) as defined in RCW 19.27a).

Consideration will be given to the demonstrated efficiency of proposed energy systems.

2.2.4 Lighting and Day-lighting
Lighting is a large energy user and should be an area of design attention for a high performance building. Savings of over 50% are possible by designing and implementing an integrated approach to lighting that includes day lighting, task lighting, and well-designed controls. The building should demonstrate a clear understanding of the importance of day lighting by using a significant number of design strategies that emphasize day lighting, such as solar orientation.

Consideration will be given to how well a proposal demonstrates an integrated approach to lighting.

2.3 Building Envelope

2.3.1 This element includes the building exterior, roof, windows and glazing and doors. This includes specific consideration of the existing and proposed condition of the roof, foundation, walls, exterior windows and doors, including their capacity to meet the State's needs in a reliable and efficient manner throughout the lease term.

Consideration will be given to the quality, condition and functional efficiency of the proposed building envelope, together with proposed improvements to these elements.

2.3.2 Exterior design
The State's policy is that State buildings should be efficient and economical as well as provide visual testimony to the dignity, enterprise, vigor, and stability of State government.

It is essential to consider aesthetics not just as it applies to the building façade, but also to interiors and the surrounding context, including the landscape, other buildings, and the larger community. A good design will be accountable to the users' needs, the client's budget, and public judgment in its many forms.

Consideration will be given to the proposal's embodiment of good design as described above.

2.4 Building Efficiency

2.4.1 Efficiency of Space
This element includes floor loading capacity; columns and shear wall spacing; floor plate size; building core efficiency, integrity and location; and the load factor. Consideration will be given to the degree to which the configuration of the proposed space meets the Agency's programmatic needs, taking into account the size and shape of the space and any internal barriers to efficient design and accessibility. A regular, consistent building module that allows for a regular consistent office and workspace layout and the efficient utilization of space is important. Contiguous space is preferred.

The State generally desires a regular, consistent building module that allows for an efficient layout of offices and workstations and optimal overall utilization of space. For a small office, the State prefers contiguous space on one floor. For a large office, the State prefers contiguous space with a large floor plate that minimizes the number of floors.

Consideration will be given to how well the configuration of the proposed space efficiently meets the Agency's programmatic needs.

2.4.2 Flexibility of Space

Flexibility for use of space within a facility is a key design parameter. The proposed space should demonstrate flexibility through column spacing, interior shell and core wall locations, horizontal and vertical pathways, etc. For example, long, clear spans maximize flexibility of a program layout.

Space designed as open office may become enclosed private offices or conference rooms within a few years, and vice versa. Therefore, specific interior building subsystems should be flexible, designed to interface with each other and be able to accommodate various space arrangements without major modification. For example, ceilings and ceiling grids should accommodate partition changes without requiring changes in lighting or HVAC systems, acoustic provisions, or modifications to any adjacent one-hour fire rated assemblies.

Consideration will be given to the how well a building demonstrates greater flexibility.

2.5 Other Considerations

2.5.1 Accessibility.

Accessibility and Universal Design (building features that can be used by everyone) is critical for State Government. The State is committed to assuring that State facilities are fully accessible, with integrated access, without the use of special facilities for the disabled. Visitors and employees with disabilities and those temporarily disabled should easily identify the entrance and should use the same paths and enter through the same door as those who are not disabled. If all entrances are not accessible, signage should be provided directing people to the accessible entrance(s). Elevators should be conveniently located for use and operable by individuals with disabilities. Large size elevators that can accommodate stretchers are preferred in buildings with four (4) floors or more). The design of public buildings should meet accessibility standards and practices outlined in the Architectural Barriers Act, ADA/ABA Guidelines, along with IBC, ANSI117.1 and WAC 51.50.
Consideration will be given to how well the proposal meets the accessibility criteria.

2.5.2 Sustainability

The State's policy is to encourage the use of sustainable and energy efficient materials in the construction and operation of its leased and owned facilities as embodied in the *Leadership in Energy and Environmental Design* (LEED™) elements and certification process. The State is committed to sustainable practices and the stewardship of resources and to incorporating principles of sustainable design and energy efficiency into its projects.

The main objectives of sustainable design are to avoid resource depletion of energy, water, and raw materials; prevent environmental degradation caused by facilities and infrastructure throughout their life cycle; and create built environments that are livable, comfortable, safe, and productive

To this end, DES is encouraging proposers to include such LEED™ elements in their proposals. Proposers should use the LEED™ Scorecard for identifying which elements they intend to provide. For the website that explains the LEED™ Scorecard, click on: LEED - New Construction & Major Renovations or LEED - Existing Buildings, If available, provide a copy of the completed LEED™ Scorecard with the proposal.

The LEED™ system will be used as a grading protocol for proposals. Consideration will be given in the following order (with (1) being highest): (1) Gold; (2) Silver; (3) Standard; (4) Energy Star®; and (5) significant sustainability emphasis.

2.5.2 Energy Audits

The State is moving toward the use of energy audits in relation to leasing space over 10,000 square feet. The provision of summary information or energy audits related to energy consumption conducted in the last two years for the proposed space, or the Energy Star® rating for the space, will provide the State with important information related to operating costs and efficiencies. Therefore, the State encourages proposers to input actual utility bill data into the Energy Star Portfolio Manager to determine an Energy Star rating and/or to conduct an energy audit. The results of either should be provided with the Lease Proposal submission.

Consideration will be given to proposals that include information on energy utilization and its costs.

2.5.3 Historic Preservation

In seeking space to lease, the State attempts to balance the values of preserving historic properties with the needs of the present and future. Public agencies provide leadership in historic preservation by assuring that historic properties are given consideration when seeking additional space to purchase, rent or lease. Projects that use historic sites and buildings can serve as examples for successful reclamation and reuse of cultural and historic resources and signal the government's commitment to historic preservation, sustainability, and local communities.

Executive Order 87-04 requires:

> (*7) In renting, leasing or purchasing space for use by State agencies, the Director of [Enterprise Services] shall consider proposals from the owners of historical properties that are available and could potentially meet the State's requirements.*
>
> *(8) In evaluating the alternatives for the location of State agencies in the purchase, rent or lease or space, the Director of [Enterprise Services] shall include historical significance as one of the criteria in selecting properties for State use.*

Consideration will be given to proposals related to existing designated and registered historic buildings.

2.6 Cost

2.6.1 Lease Cost

All proposals submitted in response to this RFP should provide the lease rate and cost information, as well as any incentives and inducements. Information on estimated initial costs and operating costs should also be included.

Consideration will be given to the overall cost as well as the lease cost rate and what is deemed to be in the best interest of the State.

End of Section 2

SECTION 3 EVALUATION

3.1 Process

The State's objective is to acquire the space most advantageous to the State and the AGENCY's needs for the best value.

3.2 Initial Review

3.2.1 The State will make an initial determination of which proposals, based on the information provided or lack thereof, it will reject from further consideration. Any proposals not received by the Proposal Due Date may be rejected and returned to the sender.

3.2.2 Each proposal shall be reviewed for compliance with the criteria of this RFP. Proposals that do not meet one or more of the criteria may be rejected.

3.2.3 Each Proposer will be notified in writing if the proposal has been rejected and the reason for such determination.

3.3 Site Visits and Presentations

DES and the AGENCY will conduct site visits for each proposal being considered to verify the information in the proposal and to facilitate further review of the proposal. Proposers or their authorized representatives should be present at the site visits. Proposers will be asked to make presentations about their proposals at this time, whether on site or at another location arranged ahead of time. Proposers will be contacted to confirm date and time of site visits.

3.4 Evaluation of Proposals

3.4.1 All proposals will be evaluated based on the criteria identified in this RFP as well as how a proposal meets the build out specifications and timelines and unique needs of the AGENCY in general. A cost analysis will be prepared that estimates and compares the costs of occupancy for all proposals evaluated. The conditional selection of an Apparent Successful Proposer will take into account the results of the analysis and evaluation of the proposals.

3.4.2 Evaluation Weighing and Scoring
Proposals will be evaluated based on the following, but not limited to, categories and elements:

- Suitability for Program Operations
  - Location and Layout
  - Adjacency and Proximity
  - Transportation
  - Access to the site
  - Information Technology
- Building Performance
  - Building Systems
  - Building Envelope
  - Building Efficiency
- Other Considerations
- Budget and Cost

3.5 Notification of Proposers

3.5.1 Upon conditional selection of a proposal, other proposers will be notified in writing that an Apparent Successful Proposer has been identified. Such a selection does not represent a lease and does not commit the State to enter into a lease with this Apparent Successful Proposer.

3.5.2 The selection of a proposal is subject to negotiating and executing a lease, and may be also conditioned upon the prospective lessor satisfying specific conditions established by the State. It is assumed that the parties will make a good faith effort to negotiate a lease acceptable to the State, the Agency and the Apparent Successful Proposer.

3.5.3 If agreement is not reached, the State reserves the right to terminate negotiations with the Apparent Successful Proposer, conditionally select another Apparent Successful Proposer, re-advertise, or terminate the RFP without taking any further action.

End of Section 3