

**RESOLUTION OF THE BOARD OF
EDUCATION OF SANTA ROSA CITY
SCHOOLS
RESOLUTION NO. 2023/24-85**

**RESOLUTION AUTHORIZING DESIGN-BUILD PROCUREMENT AND
CONSTRUCTION OF THE DISTRICT OFFICE & EDUCATION CENTER PROJECT
PURSUANT TO EDUCATION CODE, SECTION 17250.10, ET SEQ. AND ADOPTING
CONFLICT OF INTEREST GUIDELINES FOR DESIGN-BUILD PROJECTS**

WHEREAS, Education Code, section 17250.10, *et seq.* (“Design-Build Statute”) provides that a school district, with the approval of its governing board, may procure design-build contracts for projects in excess of one million dollars (\$1,000,000), awarding the contract to either the low bid or the best value;

WHEREAS, “design-build” is defined in Education Code, section 17250.15(d), to mean a “project , which shall include delivery process in which both the design and construction of a project are procured from a single entity”;

WHEREAS, Education Code, section 17250.20(b), provides that a school district procuring a design-build contract shall develop guidelines for a standard organizational conflict of interest policy, consistent with applicable law, regarding the ability of a person or entity that performs services for the school district, relating to the solicitation of a design-build project, to submit a proposal as a design-build entity or to join a design-build team;

WHEREAS, the Santa Rosa City Schools (“District”) is in the process of planning the design and construction of the District Office & Education Center Project (“Project”);

WHEREAS, the Legislature has found and declared in the Design-Build Statute that the design-build method of project delivery has led to benefits, including reduced project costs, expedited project completion, and design features that are not achievable through the traditional design-bid-build method;

WHEREAS, District staff has reviewed possible construction delivery methods for the Project, including traditional design-bid-build as well as design-build as authorized by the Design-Build Statute, and has concluded that the use of a design-build delivery method for the Project offers the potential advantages to the District expressed in the Design-Build Statute;

WHEREAS, the Design-Build Statute authorizes the award to be based on the proposal that represents the “best value” to the District, which the Design-Build Statute defines to mean “a value determined by evaluation of objective criteria that may include, but are not limited to, price, features, functions, life-cycle costs, experience, and past performance”; and

WHEREAS, the Board has determined that it is in the best interest of the District to enter into a design-build contract with a design-build entity whose proposal is determined by the District to have offered the best value to the public and that is able to provide appropriately licensed contracting, architectural, and engineering services to design and construct the Project.

NOW THEREFORE, BE IT RESOLVED that the Board of Education of the Santa Rosa City Schools hereby finds, determines, declares, orders, and resolves as follows:

1. The foregoing recitals are true and correct.
2. Proceeding under a design-build construction delivery method, as authorized by the Design-Build Statute, offers advantages to the District, as indicated herein, that are not available under other available delivery methods such as traditional design-bid-build.
3. It is in the best interest of the District to enter into a design-build contract with a design-build entity whose proposal is determined by the District to have offered the best value to the public, and that is able to provide appropriately licensed contracting, architectural, and engineering services both to design the Project based on the performance specifications and criteria furnished by the District and to construct the same based on detailed construction documents prepared by the successful design-build entity, as approved by the Division of the State Architect and the District.
4. That the District's Superintendent or her designee is authorized to utilize the design-build best value selection method for the Project and that the design-build competition shall progress as set forth in the Design-Build Statute.
5. That the Design-Build Conflict of Interest Guidelines, attached hereto as **Attachment A**, is hereby approved, and adopted.
6. That the District's Superintendent or their designee, in progressing with the design-build competition as set forth in the Design-Build Statute, is authorized to issue a Request for Qualifications that includes a Prequalification Questionnaire in the form authorized by the Design-Build Statute, and implement the scoring and evaluation process required thereby, in order to prequalify or short-list design-build entities to submit sealed proposals in the manner specified in a Request for Proposals ("RFP"), as set forth in the Design-Build Statute.
7. That the District's Superintendent or their designee, in further progressing with the design-build competition as set forth in the Design-Build Statute, is authorized to issue the RFP that invites prequalified design-build entities to submit competitive sealed proposals in the manner prescribed by the RFP and that includes, but is not limited to, the following elements: (a) identification of the basic scope and needs of the Project, the estimated cost of the Project, the methodology that will be used by the District to evaluate proposals, that the contract will be awarded on the basis of a best value determination, and any other information deemed necessary by the District to inform interested parties of the contracting opportunity; (b) significant factors that the District reasonably expects to consider in evaluating proposals, including but not limited to, cost or price and all nonprice-related factors; (c) the relative importance or the weight assigned to each of the factors identified in the RFP; and (d) that the District may reserve the right to request proposal revisions and hold discussions and negotiations with proposers for which applicable procedures to be followed will be incorporated to ensure that any discussions or negotiations are conducted in good faith.
8. Upon prequalifying and receiving competitive proposals from design-build entities for the Project pursuant to the Design-Build Statute, the Board will consider the design-build

entity offering the best value to the public and which is able to provide appropriately licensed contracting, architectural, and engineering services to design and construct the Project, and the Board will consider whether to award a design-build contract for the Project to that design-build entity.

- 9. That the District’s Superintendent or her designee is authorized to take those actions necessary to prequalify and receive competitive proposals from design-build entities for the Project pursuant to the Design-Build Statute and the requirements of this Resolution.

- 10. That the District, should the Board not award a design-build contract for the Project to a design- build entity for whatever reason, may proceed with another delivery method for the construction of the Project which the Board determines to be in the best interests of the Project, District, and public, such as traditional design-bid-build or other delivery method.

APPROVED, PASSED AND ADOPTED, by the Governing Board of the Santa Rosa City Schools, on this June 26, 2024 by the following vote:

AYES: _____
NOES: _____
ABSENT: _____
ABSTAIN: _____

President, Governing Board
Santa Rosa City Schools

ATTEST:

Secretary, Governing Board
Santa Rosa City Schools

Attachment A

SANTA ROSA CITY SCHOOLS CONFLICT OF INTEREST GUIDELINES FOR DESIGN-BUILD PROJECTS

I. Purpose

The Santa Rosa City Schools (“District”) has developed these guidelines for a standard organizational conflict of interest policy (“Policy”), as required by Education Code, section 17250.20, regarding the ability of a person or entity to submit a proposal to the District as a design-build entity or to join a design-build team for a design-build project procured pursuant to Education Code, section 17250.10, *et seq.*

This Policy is intended to prevent: (i) the impairment or potential impairment of a consultant’s or contractor’s ability to render impartial assistance or advice to the District, or ability to objectively perform work for the District; (ii) an unfair competitive advantage for any Proposer with respect to the District’s procurement; and (iii) a perception or appearance of impropriety or unfair competitive advantage with respect to any of the District’s procurement or contracts.

This Policy neither purports to address every situation that may arise in the context of the District’s procurements and contracts for design-build projects, nor to mandate a particular decision or determination by the District. Further, the District retains sole discretion to determine on a case-by-case basis whether a conflict of interest exists and what actions may be appropriate to avoid, neutralize, or mitigate any actual or potential conflict of interest, or the appearance of any such conflict of interest.

II. Policy

- A. Contractors and consultants participating as proposers on a design-build project or joining a design-build team (“Proposer”) that have an actual or potential conflict of interest must follow the procedures identified in this Policy and obtain a finding from the District that the Proposer’s proposed mitigation efforts are sufficient to overcome the actual or potential conflict and that the Proposer may continue with the procurement process.
- B. Proposer may be deemed to have a conflict of interest if any of the following circumstances occur:
 - 1. A Proposer has previously, for the same project, prepared or assisted the District with preparing a Request for Proposals, request for qualifications, or other solicitation, unless: (a) the proposer did not engage in or advise on the making of the subsequent contract by participating in the planning discussions, or drawing of plans or specifications during an initial stage of a project, or (b) the proposer’s participation is limited to conceptual, preliminary or initial plans or specifications, and all bidders or proposers for the subsequent contract have access to the same information, including all conceptual, preliminary, or initial plans or specifications.

2. Any circumstances that would violate Government Code section 1090 *et seq.*
 3. Proposer is responsible for performing work on a project and is responsible for reviewing the adequacy of such work, or providing oversight for responsibilities that it is required to perform, on the same project.
 4. Proposer has performed or will perform work under a contract that specifically excludes them from participating in the design build project or joining a design build team.
- C. Proposers who may have a conflict of interest in relation to a design-build project and wish to participate as a Proposer must:
1. Conform to federal and state conflict of interest laws and regulations.
 2. Immediately disclose all relevant facts relating to past, present, or planned interests of the Proposer which may result in or could be viewed as a conflict of interest.
 3. Upon request by the District, provide all records relating to the potential conflict of interest so that all information can be evaluated.
 4. Provide proposed measures to avoid, neutralize, or mitigate all potential or actual conflicts.
- D. For other potential conflicts of interests not mentioned specifically in Section B, above (including, but not limited to, an employee changing from a conflicted company to a non-conflicted company, merger and acquisitions of firms, property ownership, business arrangements, or financial interests), Proposer shall disclose all relevant facts to the District and follow the procedures identified in Section C.
- E. Failure to disclose a potential conflict, whether specifically mentioned in this Policy or not, may result in Proposer's proposal being rejected.
- F. The successful Proposer awarded a design-build contract with District has an ongoing obligation to monitor and disclose any actual or potential conflicts of interests. If a conflict of interest is discovered after contract award, the Proposer must immediately make a written disclosure to the District that includes actions the Proposer has taken or proposes to take to avoid or mitigate such conflicts. Further, the District reserves the right to terminate or amend the awarded contract if the successful Proposer was aware of a potential conflict and failed to disclose it to the District.
- G. The successful Proposer awarded a design-build contract with District and any affiliated firms are prohibited from providing construction inspection services for the design-build project. An affiliated firm is one that is subject to the control of the same persons through joint ownership or otherwise.

- H. Upon review of all information provided by the Proposer, the District will determine, in its sole discretion, whether the Proposer has a conflict of interest, and whether any proposed measures are sufficient to overcome the conflict or potential conflict of interest.