



SAMPLE AWARD LETTER

Re: Notice of Bid Acceptance
Sale of Rockaway Grove
345 Middlefield Road, Menlo Park, CA 94025
Invitation for Bids No. SFRAN922049717, GSA Control #9-CA-0497-AG

Dear Highest Bidder:

Congratulations! Your bid of _____ (\$XXX,000,000.00) on behalf of _____ for the above-referenced property has been accepted by the Federal Government in accordance with all terms, conditions and disclosures identified in the subject Invitation for Bids (IFB). This Bid Acceptance and the IFB shall constitute a sale Agreement between the Purchaser and the Government as specified in the Paragraph 4, Terms of Sale of the IFB. For the Purchase Price specified above, the Government intends to convey the entire 17.36 acre subject Property to the Purchaser upon completion of the terms and conditions specified herein and in the IFB.

This Bid Acceptance provides instructions and important dates regarding the closings of the transaction as specified in the IFB. Time is of the essence.

Earnest Money Deposit:

Per the IFB, Increase of Earnest Money & Transaction Closing on Page 15, Paragraph 15, within three (3) business days of acceptance of a bid by the Government, the Purchaser agrees to deposit Earnest Money equal to at least ten percent (10%) of the total bid in addition to any prior registration deposits.

Amount Bid (Purchase Price)	Ten Percent (10%) Amount Bid	Registration Deposit Applied	Ten Percent (10%) Balance Owed (XX/XX/XXXX)	Remaining after 10% Balance Owed (XX/XX/XXXX)
\$XXX,000,000.00	\$XX,000,000.00	- \$750,000.00	\$XXX,00,000.00	\$XXX,000,000.00

Your initial Registration Deposit of \$750,000.00 will be applied to the purchase price of

\$XXX,000,000.00 leaving the remaining balance of \$XXX,00,000.00 prior to the required increase of the Earnest Money deposit. Please submit the additional amount of **\$XXX, 00,000.00 no later than 5 PM Pacific Time on _____, 2022**. Failure to provide the additional deposit of Earnest Money by the date and time specified herein shall result in the termination of default of this bid acceptance and sales contract including forfeiture of the Registration Deposit.

To submit the ten percent (10%) balance owed by electronic wire transfer, please use the attached form, "Format for Funds Transfer Messages to Treasury" and provide the form to your financial institution to process the wire transfer. Once the wire transfer is processed, you must email a copy of the bank wire confirmation to chelsey.battaglia@gsa.gov and luis.blandon@gsa.gov . **Please provide this confirmation by 5 PM Pacific Time on _____, 2022.**

The Earnest Money deposit amount will be credited towards the purchase price, leaving a total balance of _____ (**\$XXX,000,000.00**). Per Paragraph 15 on Page 15 of the IFB, the balance of the Purchase Price is payable no later than one hundred and twenty (120) calendar days from the date of this letter. The closing of the sale will occur in two phases as described below.

Allocation of Purchase Price:

The Purchase Price for the Property will be allocated between the Office Property and Laboratory Property as follows:

Office Property: 48% of Purchase Price
Laboratory Property: 52% of Purchase Price

This allocation will be used by the Government to indicate the amount received in consideration for the conveyance by Quitclaim Deed per GSA practice. This allocation is non-negotiable and is based on a pro rata split of the 17.36-acre property between the Office Property and Laboratory Property.

Establishment of Closing Dates:

Per the IFB, Tender of Payment and Delivery of Instrument of Conveyance on Page 9, Paragraph 16, the Government will convey the Office and Laboratory Properties in separate conveyances and closings. The total Purchase Price will be due at the closing date for the Office Property. The closing date of the sale for the Office Property is one-hundred and twenty (120) calendar days from the date of this letter.

The closing date of the sale and conveyance of the Office Property is scheduled for _____, 2022, at 5 PM Pacific Time. Upon written agreement by the Government, the Purchaser may close this transaction prior to the one-hundred and twenty (120) calendar day period and with 10-day

prior notice.

The closing date for the Laboratory Property will be no later than 3 years after the closing date of the Office Property. Per Paragraph 3, Page 2, Property Description of the IFB, the Government will provide the Purchaser with final reports after completion of the decommissioning process. The closing date will be 30 days after delivery of these reports. The Purchaser shall identify an Escrow Holder for this closing and the Government will deliver a Quitclaim Deed for the Laboratory Property to the Purchaser's Escrow Holder for recordation. This planned notice will incorporate the terms of the IFB and this Bid Acceptance letter.

Delayed Closing:

While GSA expects a closing within 120 days, per Delayed Closing, Page 9, Paragraph 17, of the IFB, the Purchaser may request an extension subject to the stated terms. GSA must receive such a request in writing no later than 75 days from this letter (45 days before closing date). A request for a delayed closing longer than 60 days calendar days will not be considered.

Identification of Escrow Holder:

Prior to closing, you must open an escrow account with an independent, unaffiliated escrow company ("Escrow Holder") to handle the closing. All the closing costs, including escrow fees and document handling expenses, shall be borne solely by the Purchaser. The Government will not pay for title insurance; however, you are strongly encouraged to obtain title insurance from a local company. GSA will provide the Government's escrow instructions no later than five (5) business days before the planned closing on _____ to the Escrow Holder regarding the delivery of documents and recording, the deposit and disposition of proceeds and other related matters. Please provide the Escrow Holder information to this office as soon as the escrow account is established.

Required Anti-trust Clearance:

Please be advised that in accordance with Paragraph 21 Page 10, of the IFB, the Government will seek advice of the U.S. Attorney General on whether the sale would tend to create or maintain a situation inconsistent with antitrust laws, in accordance with 40 U.S.C. 488. To assist the Attorney General's determination please provide GSA with the following information via email to chelsey.battaglia@gsa.gov within thirty (30) calendar days from the date of this letter

1. Name and address of the entity(ies) that will be the Grantee of the Property.
2. Type of business of the principals acquiring the Property.
3. Manner in which title will be taken (e.g. individual, partnership, corporation, etc.)
4. Please include appropriate documentation that established this entity(ies) such as articles of incorporation, etc.

If the Purchaser desires to have title vest to the Office Property and Laboratory Property with separate entities as the Grantee, please provide the information for each entity identified. Otherwise, the Government will assume that the grantee will be the same entity for both properties.

The Government may rescind acceptance of the bid, without liability on the part of the Government except for returning the Earnest Money deposit (without interest), if the Attorney General provides unfavorable advice concerning the antitrust laws. Please be advised that the Government may not be able to accept any changes to the proposed Grantee after the request for the anti-trust clearance has been submitted to the Department of Justice. This includes changes to the Grantee for the Laboratory Property.

Purchaser Contact

The Government requires contact information for an authorized representative of the Purchaser for property management of the Office Property during the 3 year reservation. The contact information should include the following: name, title, phone number, email address and mailing address. GSA will provide contact(s) for property access and information .

The General Services Administration appreciates your business and thanks you for participating in this sale. Should you have any further questions about the closing process, please contact Chelsey Battaglia at 415-730-8093 or email: chelsey.battaglia@gsa.gov.

Sincerely,

Director
Office of Real Property Utilization & Disposal (9PZ)

Attachments:
Invitation for Bids
Format for Funds Transfer Messages to Treasury