

Statement of Work for Services of a Real Property Attorney

The United States Government (USG) seeks to enhance the security of its embassy and improve its real property interests in Bern, Switzerland via purchase, lease, license, gift of real property or right of use of the same. The USG requires the following services from a local attorney (“Contractor”). The USG projects the project to be a multi-year effort, and the services listed below may be requested at any time and not necessarily in the order presented. Bids must account for providing all services during the acquisition process, including post-closing actions. Deliverables will be in the form of contract reviews, expert legal opinions and information, registration of real property documents in accordance with local law, and if necessary presence at negotiations and meetings between representatives of the USG, sellers/lessors/licensors, and host government. Contract administration and requests for deliverables will be handled through the Contracting Officer (“CO”) and Contracting Officer’s Representative (“COR”). [USG points of contact are listed below.](#)

1. **Legal Context: Within thirty (30) days of Notice to Proceed (“NTP”):**

At the commencement of a site search, the USG requires information on the local legal context of real property use, acquisition, and ownership. The USG requests Contractor provide expert guidance on local land acquisition processes, including delivery of:

1a. A detailed written explanation of the legal and administrative process for several means of acquiring real property including:¹

1. An estimate of how long it typically takes from formal contract signing to title transfer and registration in the case of a freehold or leasehold acquisition;
2. An overview of attaining easements under national and local law
3. A detailed written explanation of actions mandatory under local law as distinguished from actions done as matter of local custom or practice.²

1b. A detailed written explanation of the legal interests in land that can be acquired by the USG under national and local laws.

1c. A detailed written explanation of whether the USG is entitled to any exemption, refund, reimbursement, or other privilege regarding payment of any taxes, fees, costs, duties, or charges (See 2c.5 if USG is entitled to such).

2. **Research: Within thirty (30) days of each request:**

The following items may be requested as sites are identified for potential acquisition. Before moving forward with specific sites, confirmation of ownership status, existing issues, and other pertinent information that could impact the acquisition process or future construction of a diplomatic facility is required.

2a. Existing official records of property registration, ownership, and status

The USG requests Contractor deliver the following in writing:³

¹ This includes any requirements that the USG notify local/regional/municipal governments of the transfer and any additional host approvals or certifications that may be required by the local government, before, during, and after the transfer.

² The explanation should identify any land interests that are unique to the host country, such as community land, king’s land, etc.

³ As necessary, the Contractor shall retrieve requested title/deed/survey document(s) from the appropriate local authority in order to conduct and provide a written property title report.

1. Opinion on title based on a title search of properties identified by the USG.
2. Confirmation that any plot plans or surveys attached to the title deeds reflect accurately the description in the title deeds.
3. Explanation of whether the properties are free and clear of any encumbrances or other defects in title, whether or not registered, or identify in full any discovered encumbrances or defects in title of any kind.
4. Complete copies of the most recent title commitment, the current record description of the property and any adjoining properties.
5. Complete copies of recorded easements, servitudes, and covenants benefiting or burdening the property.
6. Complete copies of all documents necessary to ascertain, if possible, the junior/senior relationship of any liens or claims on title and any other relevant documents.⁴

2b. Zoning and planning authority approvals

In support of site selection and negotiations, information on existing ‘by right’ zoning and other local restrictions is required to determine if it is adequate for the construction of new USG diplomatic facilities or security infrastructure. The USG requests Contractor deliver the following as needed:

1. A detailed written explanation of current zoning, including the current category/designation and a copy of published zoning regulations, as well as any national or local policies or ordinances that affect identified sites, including, but not limited to:
 - i. restrictions on site,
 - ii. use,
 - iii. traffic flow,
 - iv. density limits,
 - v. green space requirements,
 - vi. height restriction,
 - vii. parking requirements,
 - viii. fence / wall regulations, etc.
2. If necessary, a detailed written explanation of the process to change or acquire the appropriate zoning status, as provided by the USG, for a specific property for use as a U.S. Embassy or Consulate.
3. Assistance to the USG in providing required notifications to, and obtaining required permits and approvals from, the local government as appropriate.

2c. Real property transaction standards, taxes, and legal context for funds transfer

In relation to clarifying transaction costs and payment responsibilities, as well as to confirm settlements, the USG requests Contractor deliver the following services as needed:

1. Coordination of the transaction settlement with a Notary Public consistent with local laws and customary real estate practices. The USG requests the services of a Notary Public, fully compensated at the market rate (subject to the USG’s approval) for those services.
2. Identify costs paid by each party in a typical sale of real estate or establishment of easement, which costs are usually paid by each party under law, and which are negotiable and paid by local custom or practice. Suggest commonly used terms or cost sharing.

⁴ If a survey document does not exist that clearly defines the property boundaries, the services of a competent technical specialist to carry out a boundary survey to assist with the written title report will be required.

3. Identify and eliminate any potential charges to the USG for Value Added Tax in connection with the transfer and registration of title.
4. Provide a written explanation of whether currency laws or other regulations restrict the ability of the USG to pay or remit funds within country or overseas in any currency.
5. Assist the USG in applying for any waivers for tax exemptions as well as for registration, transfer, or sales taxes or charges to which it is entitled or eligible for an exemption.⁵

2d. Contract closing proceedings

To prepare for the conveyance of real estate and/or right(s) of use at a closing conference, the USG requests Contractor deliver the following services:

1. Provide a detailed description and checklist describing the closing conference framework practiced under law and as a matter of local custom, including, but not limited to:
 - a. Responsible parties;
 - b. Meeting actions and coordination, including inspections;
 - c. Official and hard copy documents or materials that are required at the time of, preceding or subsequent to the closing event (i.e. conveyance documents, handover minutes, etc.);
 - d. Closing costs schedule including projected timing of payments. Provide a detailed explanation of whether any fees are negotiable and provide assistance to USG as necessary;
 - e. Post-closing actions including registration of conveyance documents; recordation, or other customary actions.

3. Document Review: Within seven (7) days of each request

The USG requests Contractor review USG-supplied documents (examples include, but are not limited to purchase and sales agreements, correspondence, diplomatic notes, etc.) and provide in writing:

- 3a. Advice and comment on the USG-supplied document(s) acceptability under local laws and practices.
- 3b. Revisions as needed to make the USG-supplied document(s) comply with local laws and practices.

4. Negotiations: Within ten (10) days of each request

Once the USG is ready to enter negotiations on a specific site, the USG will request Contractor deliver:

- 4a. A drafted acquisition contract or other conveyance vehicle that fully protects USG interests and forward the same for review to the [USG points of contact listed below](#).
- 4b. Provide advice on and support for changing or acquiring zoning status, development rights, land use rights, or additional entitlements, such as waivers.

⁵ Taking rights under international law, including the Vienna Conventions on Consular and Diplomatic Relations, and local law into account.

- 4c. Support USG in negotiations with site owners/users in interest of securing easements in the case land will not be acquired by purchase, lease, license or gift.

5. Pre-Acquisition: Within seven (7) days of each request

Prior to settlement deliver to the USG a **Pre-Acquisition Certification** stating that:

- 5a. The description of the property in the acquisition contract corresponds exactly with the description in valid deeds and prior land surveys in the offices where conveyances, survey plats, and other instruments that affect title are officially recorded; and
- 5b. The field verification of the existing title records reveals:
1. that no discrepancies exist in measurement of boundaries or land areas; or
 2. that there are conditions that might adversely affect the interests of the United States that do not appear in the abstract of title (list of such conditions as they exist); or
 3. through a comparison of the field survey and title search certain exceptions⁶ to a clear and unencumbered title that do not appear in the present title record, but
 - i. the Contractor, at its expense, has taken or is taking all steps necessary to clear any noted exceptions; and
 - ii. the proposed legal instrument of conveyance, as drawn by the local land title expert, will, under local law and custom, serve as a document of correction to the erroneous title record; and
 - iii. there are no mortgages, liens, charges, incidents of tenure, encroachments, reserved strips of land blocking access to public thoroughfares, street widening or public improvement projects proposed or pending, or any other encumbrances or defects of any kind recognized by the laws of the country as affecting the title; and
 - iv. the Contractor has a perfect, exclusive, and unencumbered title to the property and full power to convey it to the United States of America.

NOTE: If the Contractor does not deem itself capable of verifying existing land surveys in order to deliver the Pre-Acquisition Certification, they shall be responsible for whatever additional professional assistance is needed them to deliver the certification.

ADDITIONAL NOTE: in the case of a transfer by long-term leasehold, the above requirements would apply mutatis mutandis to such leasehold transfer.

6. Closing: Within seven (7) days following settlement

- 6a. Prepare and register the documents required for the transfer and registration of title or easement in favor of the USG.
- 6b. Participate in related meetings and/or negotiations, as needed.
- 6c. Provide prompt written legal advice and/or opinions on specific questions presented by the USG during the acquisition, title or easement deed preparation, registration, closing, and post-closing process.
- 6d. Translate into English any transaction documents, including contracts, surveys, approvals, deeds and registration materials, that are not originally in English. The USG will require the services of a qualified, certified, and fully-compensated translator.

⁶ To be listed if these exist

6e. Provide any and all other services that are not specifically noted above but are needed by the USG to contract for, receive approval of, and settle any proposed transaction.

7. Post-Acquisition: Within seven (7) days of the date of registration of title transfer

Within seven (7) days of the date of registration of title transfer to the USG, deliver to the USG a **Post-Acquisition certification** stating that:

- 7a. The transfer and title deed(s) are in the form approved and uniformly used in the country;
- 7b. The deed has been filed, recorded, and registered in accordance with local law and that the United States of America is now the legal owner of record; and
- 7c. Contractor has taken all steps required to ensure a perfect, unencumbered title is registered on behalf of the USG.

NOTE: the Additional Note concerning transfer by long-term leasehold, in reference to item 5 above, would apply here as well.

General

Services of technical specialists or other specialized attorneys may be required to complete the USG's acquisition of real property. The cost of additional professional assistance, if necessary, shall be included in Contractor's bid.

Monthly Invoices

Submit **monthly** invoices on a timely basis to the COR, with copies to the CO and GTM, for services rendered.

Deliverable Schedule:

Summary of tasks and deliverable deadlines.

Task No.	Deliverable	Due Date
1	Legal Context	30 days or less following the notice to proceed or as instructed by the CO/COR
2	Research	30 days or less following the date of each request

3	Document Review	7 days or less following the date of each request
4	Negotiations	10 days or less following the date of each request
5	Pre-Acquisition Certification.	7 days or less following the date of each request
6	Closing	7 days or less following settlement
7	Post-Acquisition Certification.	7 days or less following final registration of all title documents
8	Additional Services	30 days or less following the date of each request

8. Additional Required Services within thirty (30) days of each request, as requested

In addition to the above services, once a site or multiple sites are identified, there may be additional site-specific information the USG requires. These services may be requested as a whole or piecemeal for each identified site. Upon request, Contractor to deliver:

1. A complete chronology of the property to include the following information each time the property has changed ownership or use:
 - a. date of ownership transfer or change of use,
 - b. acquisition price (if applicable),
 - c. type of use, and
 - d. tenant information (if applicable).
2. Names, addresses, and length of ownership for all prior owners for the last ten (10) years.
3. List of all prior uses of the property for the last thirty (30) years and the name of each business or operator of the property.
4. Advise whether there have been any previous uses that would impact the results of an Environmental Site Investigation and if environmental mitigation is required.
5. A list of current adjacent land uses, owners, and tenants or occupants (if different from owners). Identify adjacent property boundaries and label on a site map.
6. A written opinion on site development challenges, including, but not limited to:⁷
 - a. topography,
 - b. rock,
 - c. high water table,
 - d. floodplain,
 - e. existing fill type,
 - f. site conditions,
 - g. availability of utilities,
 - h. drainage, etc.

⁷ Include any existing surveys or reports on any of the above listed development risks concerning the site.

7. A written opinion on historic status, designations, or protections of the site to include landscape and archeological considerations.
 - a. Provide contact information for the authority that has jurisdiction of any referenced preservation regulations.
8. Any existing topographic or elevation maps of the site.
9. Maps of local and regional flood maps affecting the site and its immediate area.
10. Any existing maps of local and regional flight paths.
11. Any existing maps of local and regional seismic zones.

USG Points of Contact

Embassy [---] Points of Contact:

Contracting Officer (CO):

Michelle Braunstein
General Services Officer
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Bureau of Overseas Buildings Operations Point of Contact:

Government Technical Monitor (GTM):

Joey Larson
Planner U.S. Department of State
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