

REQUEST FOR PROPOSALS



**FOR THE PURCHASE OR LONG-TERM LEASE AND REDEVELOPMENT OF:
BEACON CORRECTIONAL FACILITY**

City of Beacon and Town of Fishkill, New York

BeaconCF@esd.ny.gov

RFP RELEASE DATE:

November 12, 2014

SITE TOUR DATES:

December 17, 2014

DEADLINE TO SUBMIT QUESTIONS:

Monday, December 22, 2014

DEADLINE TO SUBMIT PROPOSALS:

Thursday, January 15, 2015

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I. INTRODUCTION

New York State Urban Development Corporation, d/b/a Empire State Development (“ESD”), is seeking proposals for the purchase, long-term lease, or a combination thereof, and redevelopment (the “Project”) of an approximately thirty-nine acre parcel (“the Site”) located at 50 Camp Beacon Road, Beacon, NY 12508, on land immediately to the southwest of Fishkill Correctional Facility. Other land uses surrounding the Site include a high school, a middle school, a day care center, a cemetery and senior housing. A municipal highway garage for the City of Beacon is also planned for construction on an approximately eight-acre parcel that is adjacent to the Site.

The Site was formerly used as the Beacon Correctional Facility and is being made available for redevelopment as part of New York Governor Andrew M. Cuomo’s initiative for the Department of Correctional Services and Community Supervision (“DOCCS”) to decommission a number of facilities in order to reduce costs and consolidate prison inmates at correctional facilities around the State of New York (the “State”).

The Site includes 21 structures of more than 100,000 total gross square feet of floor area, much of which is composed of three inmate housing buildings and an administrative/maintenance garage. The Site was vacated in the fourth quarter of 2013 and is available immediately for redevelopment.

Each party that submits a response (“Proposal”) to this Request for Proposals (“RFP”) is referred to herein as a “Respondent,” and the Respondent that is conditionally designated through this RFP process is referred to herein as the “Designated Developer.” So long as they satisfy all terms of the RFP, Respondents may be for-profit entities, non-for-profit entities, or individual developers.

Respondents to this RFP may propose uses that will create new jobs (both permanent and related to the construction of the proposed Project), stimulate economic activity in the local municipalities and region, and satisfy the other Selection Criteria which are described in greater detail in Section V herein. Proposals for exclusively residential use (e.g., single-family housing and multi-family housing) will not be considered, though uses that include residential units as part of a job-generating use (e.g., senior housing as part of a congregate care center, live-work artist lofts, etc.) may be considered. It is not necessary for a Respondent to include any residential components in a Proposal. All Proposals must provide for the redevelopment of the entire Site under one or more of the following scenarios: 1) purchase; 2) long-term lease; 3) a combination thereof.

ESD has posted a Site closure plan prepared by DOCCS (“the Closure Plan”), detailed floorplans, a site survey, and a video of the Site on ESD’s website(<http://esd.ny.gov/CorporateInformation/RFPs.html>). The Closure Plan includes a description of the Site’s buildings and infrastructure. The Site survey, which defines the boundaries of the thirty-nine acres and denotes an adjacent, contiguous, six-acre parcel that is

being reserved for the City of Beacon’s future municipal use along with two additional contiguous acres not part of the surveyed 45 acres that will also be used for the garage.

Lastly, the State is prepared to allocate up to \$6 million in grants from the State and Municipal Facilities Program in conjunction with the redevelopment of the Site. Therefore, if applicable, Respondents may also request up to \$6 million of this funding, which is expected to be made available for eligible capital purposes on the Site. The following qualify as eligible capital purposes:

- Capital costs of construction, improvement, rehabilitation or reconstruction of facilities
- Acquisition of capital facilities and assets
- Acquisition of capital assets with at least a 10-year useful life for the sole purpose of preserving and protecting infrastructure
- Economic development projects sponsored by the State or municipal corporations that create or retain jobs. This will require certification by the Department of Economic Development Commissioner
- Environmental projects sponsored by the State or municipal corporations

II. RFP TIMELINE

Release date:	Wednesday, November 12, 2014
Site tour date:	Wednesday, December 17, 2014
Deadline to submit questions:	Monday, December 22, 2014 at 11:59 PM EDT
Deadline to submit proposal:	Thursday, January 15, 2015 at 2:00 PM EDT

III. SITE INFORMATION

Site Summary

The Site is a former minimum-security prison campus located at 50 Camp Beacon Road, Beacon, NY 12508, southwest of the currently operating Fishkill Correctional Facility. As indicated in the site survey included with the RFP, a small portion of the Site is located in the Town of Fishkill, though the majority of the Site is located in the City of Beacon.

Originally home to the Matteawan State Hospital for the Criminally Insane, the Site began operation as a correctional facility in 1981 and was decommissioned in the fourth quarter of 2013 by DOCCS. The Site features a total indoor floor area of approximately 104,000 square feet distributed across 21 structures (see Figures 1 and 2 below) and does not utilize perimeter security walls or fences.

Figure 1 – Facility Plot Plan

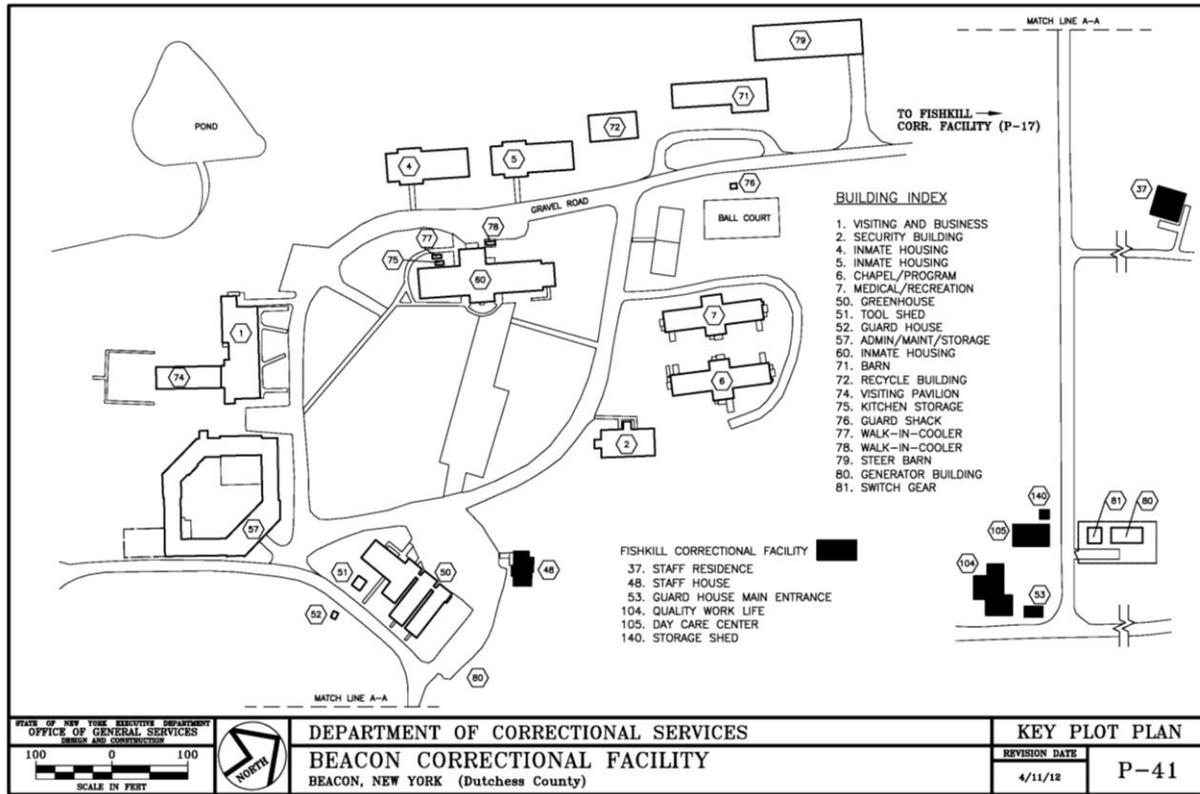


Figure 2 – Property Building List

Building	Total sq. ft.	Number of floors
Visiting and business	5,330	1
Visiting pavilion	2,800	1
Security	2,830	1
Guard shack	16	1
Guard house	100	1
Tool shed	180	1
Admin/maint./storage/garage	14,335	2
Generator	300	1
Switchgear	225	1
Recycle center	1,280	1
Barn	1,985	4
Steer barn	8,100	1
Inmate housing #1	7,780	1
Inmate housing #2	7,780	1
Inmate housing #3	28,335	4

Chapel/program	8,000	1
Medical/recreation	8,000	1
Greenhouse	6,305	2
Kitchen storage	80	1
Walk-in cooler	300	1
Walk-in freezer	180	1
Total:	~104,000	29

All of the above-mentioned buildings are included in the Site. As shown in the attached survey, the Site is part of a larger 45-acre parcel surveyed. The balance of the surveyed land, approximately six acres, along with an additional adjacent two acres not surveyed, for a total of eight acres, is being conveyed to the City of Beacon for municipal use.

Surrounding Land Uses

Aside from the existing buildings, the Site consists of vacant and unimproved land to the south of Interstate 84. To its east lies Fishkill Correctional Facility, a medium-security men’s prison with approximately 2,000 inmates. Near its border are a park, a middle school, a high school, a children’s day care center, and senior housing facilities. The Site is on the outskirts of the urban core, sited one mile from Beacon’s downtown area and Main Street.

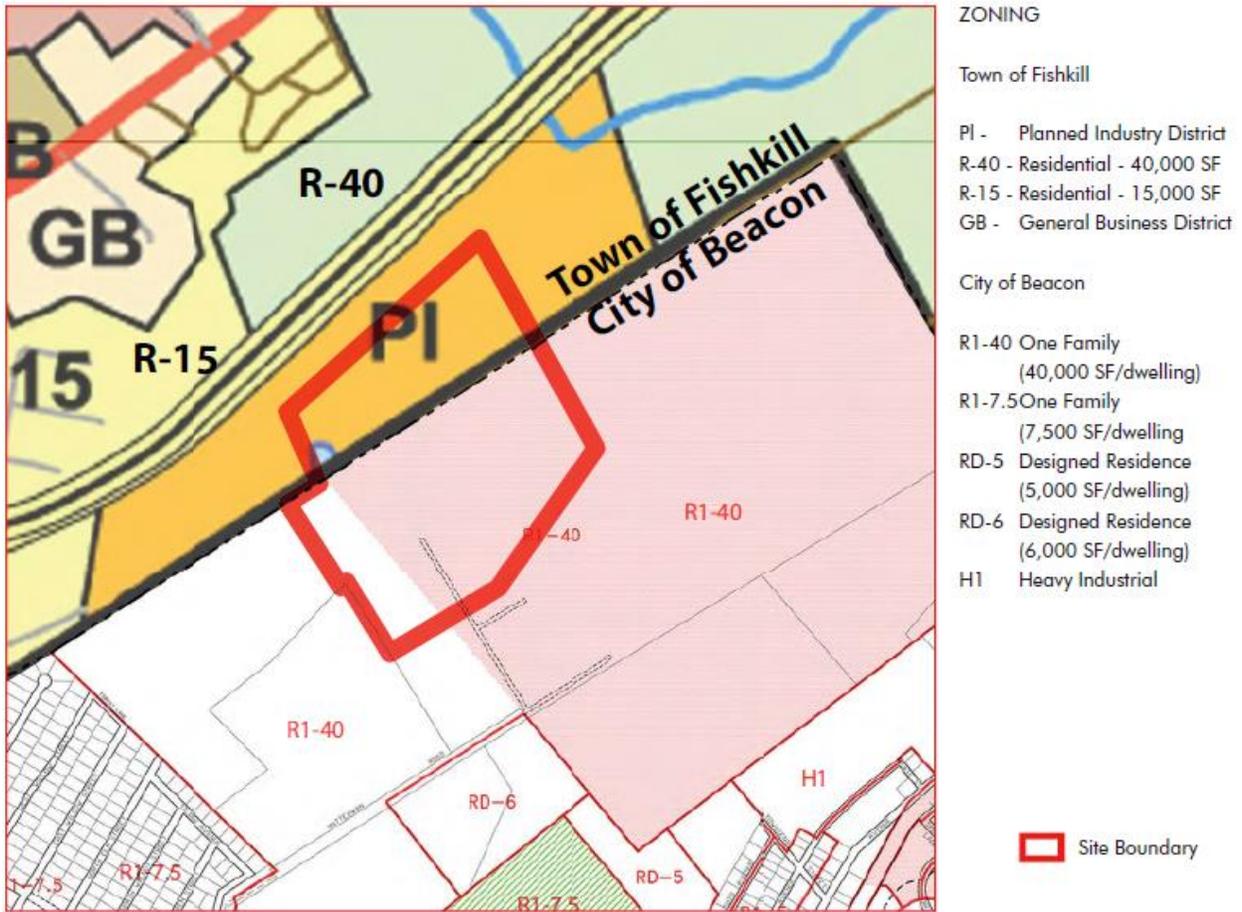
Land uses in the Site vicinity encompass a range of institutional, residential, light industrial and commercial uses. Major institutional uses include the active Fishkill Correctional Facility, immediately east of the Site, as well as Beacon High School and Middle School, to the southwest on either side of Matteawan Road. A low-density, single-family, residential neighborhood abuts the Site to the west, while medium-to-high density single-family uses and an affordable multifamily senior housing complex are found to the south and southwest, across Matteawan Road. Farther south of the Site, light industrial and commercial uses are found along Fishkill Road (NYS Route 52), which provides east-west vehicular access from the Town of Fishkill border to downtown Beacon and NYS Route 9D. The nearest public open space amenity is Memorial Park, which is one of the City’s main park facilities and is located along Wilkes Street.

Approximately 20 acres of land to the west of the Site is also owned by DOCCS and is believed to contain a number of scattered, unmarked graves associated with the former Matteawan State Hospital on the Site. Portions of this additional acreage may be available for future development based on a more detailed review of Site conditions; however, the 20-acre parcel is not included in the Site for this RFP due to the uncertainty of its development potential.

Zoning

In conjunction with this RFP, the City of Beacon (along with potentially the Town of Fishkill, if necessary) is expecting to rezone the Site in order to facilitate job-generating uses as they are proposed by the Designated Developer. As such, Proposals are not required to comply with current zoning.

Figure 3 – Site Zoning



Currently, however, the majority of the 39-acre Site is within the City of Beacon’s R1-40 zoning district. Permitted principal uses in this zone are detached single-family residences or municipal uses. The portion of the Site that falls within the Town of Fishkill is part of that municipality’s Planned Industry (PI) zone. Permitted uses in this district are executive and administrative offices; scientific research, engineering or design laboratories; industrial, warehousing or manufacturing use; recreation and cultural activities; outdoor storage; and resource extraction, removal and processing.

As discussed above, although the present zoning for the portion of the Site that lies in the City of Beacon is for residential use, ESD is strongly committed to attracting job-generating uses to the Site. Future Site development as pursued in this RFP will require a zoning change.

Ownership and Taxes

The Site is currently owned by the State and is exempt from property taxes. Under a purchase and private re-use of the Site, property taxes would be assessed by the City of Beacon and the Town of Fishkill.

Under a long-term lease of the Site, the Designated Developer will make payments in lieu of taxes (PILOT) to ESD determined by a schedule agreed to by ESD and the Designated Developer in an amount no greater than taxes that would be assessed by the City of Beacon and the Town of Fishkill. The Designated Developer will also be able to utilize ESD's sales tax exemption under a long-term ground lease, although the Designated Developer will be required to make payments in lieu of sales tax (PILOST) to ESD. During the term of a long-term lease, the Designated Developer shall have the right to encumber its interest in the estate by mortgage for the sole purpose of securing construction and/or permanent financing solely for the Site. Designated Developer shall not have the right to encumber the fee simple absolute title of ESD or ESD's remainder or residual interest in the improvements.

As noted in Section IV below, ESD reserves the right to select a sale, lease, or combined proposal. ESD may elect a form of disposition similar to a sale but still requiring PILOT as distinct from actual taxes.

ESD is currently commissioning a title report for the Site and will make such report available to the Designated Developer.

Topography

Much of the Site has little topographical change, but there is a gentle slope up toward the northeast portion of the property, to approximately 180 feet, which affects stormwater runoff conditions both on- and off-site.

Access

While the Site has strong visibility from I-84, primary vehicular access is from the south, from Camp Beacon Road via Matteawan Road. Access requires traveling through established residential neighborhoods to reach the Site via Exit 11 of I-84, or through a large portion of the Town of Fishkill via Exit 12.

Site Infrastructure

The Site contains 21 buildings housing former dormitories and miscellaneous support and service buildings, with a total indoor floor area of approximately 104,000 square feet. The buildings are served by an internal network of gravel roads and assorted infrastructure. The remainder of the Site consists of vacant and unimproved land.

The Site receives potable water from the Fishkill Correctional Facility immediately to the east, via a line coming through a meter located on Camp Beacon Road. New connections to this water main will need to be considered for any future re-use of the Site.

The sanitary sewer system consists of underground piping, grinder, manholes and a grease trap. Sewage is collected through pipes and manholes and routed to the City of Beacon wastewater treatment plant just east of the Hudson River and north of Fishkill Creek. This facility receives all of the wastewater produced in Beacon, and the Dutchess Park area of Fishkill.

The Beacon Correctional Facility property is also served by underground storm sewer piping, manholes and catch basins located throughout the compound. In addition, both DOCCS and the City of Beacon have expressed interest in utilizing portions of the Site's immediate surroundings for stormwater management facilities. Although no firm concepts or designs have been produced, it is understood that the DOCCS stormwater management facility would be located just to the north and east of the Site, and would handle runoff from the adjacent Fishkill Correctional Facility.

Existing outside lighting at the Site consists of exterior building mounted lighting, free-standing pole lighting and lighting attached to overhead power poles.

Electrical service for the Site is supplied by Central Hudson Gas and Electric (CHG&E). Power is received from the utility at 13,200 Volts 3 phase and is distributed to pad and pole mounted transformers around the Site through a combination of underground and overhead lines. The voltage of each building is 120/208 V. The main electrical service to the Beacon Correctional Facility also provides power to the Fishkill Correctional Facility Quality of Work Life (QWL) and day-care center buildings on Camp Beacon Road at Matteawan Road. The combined electric meter for all three facilities is located on a pole on the grounds of the QWL building. An emergency electrical generator that serves the Site is located on the eastern side of Camp Beacon Road. This generator will be included in the DOCCS disposition.

Natural Resources

The majority of the Site does not contain significant natural resources. However, there are several wetland areas that, while not regulated by the New York State Department of Environmental Conservation (NYS DEC), may be under U.S. Army Corps of Engineers and/or City of Beacon jurisdiction. The property is also distinguished by a number of mature specimen trees.

The Site is not located within a 100-year floodplain, but there is a history of flooding in the vicinity due to stormwater management issues.

Archaeological and Historic Resources

There are no significant historic buildings or archaeological resources on the site. However, the site falls within the City of Beacon's locally designated Historic District and Landmark Overlay Zone and therefore may require a certificate of appropriateness from the City of Beacon's Planning Board for any exterior alteration of a landmark or property within the historic district. Two buildings, the two-story brick dormitory and the former stables building, have relatively strong architectural character and could be considered for adaptive re-use.

Economic Development Incentives

As noted above, ESD expects to make no more than, but not necessarily up to, \$6 million in State and Municipal Facilities Program funding available to fund projects of capital purpose on the Site.

As the State's chief economic development agency, ESD is also responsible for the oversight and implementation of a variety of other economic development incentive programs. Receipt of State and Municipal Facilities funds will generally not by itself preclude a Respondent from pursuing other ESD or State programs (e.g., Excelsior Jobs Program). A list of such programs includes, but is not limited to, those on the following web page:

<http://www.esd.ny.gov/BusinessPrograms.html>.

In particular, Respondents may wish to learn about the Site's potential eligibility as a START-UP NY program site, which would require partnership with a sponsoring academic institution (or institutions). Information on START-UP NY is available at www.startup-ny.com.

Respondents are encouraged to email BeaconCF@esd.ny.gov for further inquiries related to Project eligibility for any and all such programs.

Additional Site Information

A substantial amount of additional information on the Site can be found in the materials included in the RFP, including the Closure Plan, site survey, floorplans and video. Other documents that Respondents may wish to review for additional area context on local needs and priorities can be found as follows:

- City of Beacon, New York, Comprehensive Plan and Generic Environmental Statement: http://www.cityofbeacon.org/pdf/Beacon_Comprehensive_Master_Plan.pdf
- Town of Fishkill Comprehensive Plan: <http://fishkill-ny.gov/pdfs/2009%20Comprehensive%20Plan/TOF%20Comprehensive%20Plan%20-%20Adopted%209-23-09.pdf>
- Mid Hudson Region Sustainability Plan: <http://hudsonvalleyregionalcouncil.org/mid-hudson-regional-sustainability-plan/>
- Moving Dutchess (Countywide Transportation Plan): <http://www.co.dutchess.ny.us/CountyGov/Departments/TransportationCouncil/19213.htm>
- Dutchess County Transit Development Plan: <http://www.co.dutchess.ny.us/CountyGov/Departments/TransportationCouncil/12709.htm>

- Dutchess County Greenway Connections Plan:
<http://www.co.dutchess.ny.us/CountyGov/Departments/Planning/17334.htm>
- Mid Hudson Region Economic Development Council Strategic Plan:
http://regionalcouncils.ny.gov/themes/nyopenrc/rc-files/midhudson/MHREDCSPFINAL11_12_11.pdf

IV. PROPOSAL REQUIREMENTS

The following are the submission requirements for all Proposals. ESD reserves the right, in its sole discretion, to reject any Proposal that is deemed incomplete or unresponsive to the RFP requirements. ESD also reserves the right, in its sole discretion, to reject any and all Proposals for any reason or for no reason, and to proceed (or not proceed) with the development of the Site (either by itself or in conjunction with one or more third-party(ies)) without completing this RFP process.

In evaluating the capabilities of each Respondent, ESD may utilize any and all information available (including information not provided by the Respondent). Proposals should clearly and concisely state the unique capabilities, experience, and advantages of the Respondent, and demonstrate the Respondent's capability to satisfy the requirements and objectives set forth in this RFP.

Proposals should be no longer than 100 pages of text.

A. Transaction Structure and Certain Costs

Every Proposal must provide an offer price for the acquisition of the entire Site and/or long-term lease terms for the entire Site (in each case inclusive of land and improvements), subject to a declaration regarding conformance to the General Project Plan ("GPP") of development at the Site, as applicable. Under a sale, it is intended that the Site will be conveyed to the Designated Developer at closing, and that the Designated Developer will hold title during development of the Site. Under a long-term lease, it is intended that the Designated Developer will begin its lease of the Site at lease execution and will hold the lease during and after development of the Site.

If a **sale** is proposed, the purchase price must be expressed in a fixed, non-contingent dollar amount with the exception of the contingency of receiving the necessary zoning changes or overrides. The Designated Developer will be required to enter into a Development Agreement that provides the terms of any phasing of the Project and agreements to develop the Site in compliance with the proposed development plan.

If a **long-term lease** is proposed, the following types of rental payments will be considered and are encouraged, in addition to the PILOT payments noted in Section III above:

- An initial deposit payment upon execution of the long-term lease.

- A base rental payment schedule (which could include a portion of base rental payments during construction), with annual escalations, or alternatively a single up-front pre-payment of all rent due under the long-term lease.
- A share of and/or compensation for future increases to the Site's accumulated property value and/or future rental revenues.
- A participation in the net proceeds of the sale or refinancing of the Project.

The term of a long-term lease shall be appropriate to permit the acquisition of sufficient financing and investment capital to support the types of uses contemplated by this RFP and approved by ESD. Respondents are required to include specifics regarding the terms, conditions and the initial duration of the lease term and any renewal periods. The long-term lease offer is expected to be for both land and improvements and triple net with no ongoing obligations by ESD as owner.

ESD's fee ownership and rental income stream shall not be subordinated. Prior to closing, it is anticipated that ESD and the Designated Developer will agree to appropriate restrictions that will preserve the proposed use for a specific or general purpose for a given period of time.

ESD shall have the absolute right to approve or disapprove any assignment or transfer of any long-term lease and intends to participate in any proceeds from any such assignment or transfer. No assignment or transfer of the long-term lease shall be permitted prior to three years after stabilization. Any long-term lease shall provide throughout the term of the lease that the Project shall be managed by a qualified person, firm or corporation. Any long-term lease or other transfer document must include provisions with respect to any property at the Site still owned by ESD (the "Retained Property") that ESD shall not in any event whatsoever be liable for any injury or damage, cost or expense of any nature whatsoever that occurs as a result of or in any way in connection with the Project, and the Designated Developer agrees to defend, indemnify and hold harmless ESD, the State and their respective agents, officers, employees and directors (collectively, the "Indemnitees") from and against any and all such liability other than that caused by the gross negligence or the willful misconduct of the Indemnitees. The Designated Developer shall assume maintenance, security and all other related owner obligations on the Site and on the Retained Property, including insurance that names ESD as a named insured on a primary and non-participatory basis, with full waiver of subrogation.

The determination of whether ESD will elect to dispose of the Site by sale, long-term lease, or a combination thereof will depend on the offers received, ESD's obligations to comply with federal tax rules applicable to tax-exempt bond financing, and ESD's assessment of the best interests of the State. Although ESD is requesting Proposals for sale, long-term lease, or a combination thereof for the Site (land and improvements), ESD reserves the right to request revised proposals that reflect a long-term lease of the land only, or a sale or long-term lease of all or a portion of the improvements, or a combination thereof. ESD reserves the right to make such requests to all Respondents or to a subset of all Respondents as set forth in Section V. Any such Respondents still under consideration shall be given the opportunity to revise their

Proposals and any related provisions of the RFP will be amended or deemed amended as necessary.

ESD will entertain Proposals that request ESD to finance a portion or all of a Respondent's required long-term lease payments during the construction period. Other long-term financing by ESD may also be available. If a Proposal is made contingent on receiving financing from ESD, the Respondent should include proposed terms for such financing in its Proposal.

As noted below in this RFP's Section VIII Disposition Process, in order to implement the Project and transfer the Site, ESD, with the cooperation of the Designated Developer, must comply with legal and regulatory requirements such as: (i) the State Environmental Quality Review Act and its implementing regulations ("SEQRA"); (ii) the State Historic Preservation Act; (iii) the State Public Authorities Law; (iv) State Finance Law; and (v) the New York State Urban Development Corporation Act (the "UDC Act"). Such compliance must be completed before disposition of the Site to the Designated Developer for the Project. Please also note that Section VIII of this RFP requires that the Designated Developer enter into agreements with ESD and the State that will require the Designated Developer to pay, commencing from the date of its conditional designation:

1. Under a purchase, a 10% security deposit against the purchase price;
2. Under a long-term lease, a security deposit against future long-term lease payments of an amount expected to be approximately equal to 10% of the net present value of the long-term lease payments; and
3. ESD's out-of-pocket costs and expenses incurred in connection with the Project and the disposition to the Designated Developer of the Site, including, without limitation, costs and expenses of ESD's consultants and legal counsel.

At closing, if a purchase, the Designated Developer will be required to pay the balance of the purchase price to ESD in addition to an ESD administrative fee of an amount equal to 6.5% of the purchase price.

Respondent's financial offer for the Site should assume that the Site, including any and all improvements, infrastructure and equipment at the Site, will be sold or leased "AS IS" and "WHERE IS" without any representation, warranty, or guaranty as to quantity, quality, title, character, condition, size, or kind or that the same is in condition or fit to be used for the Designated Developer's purpose.

B. Required Elements of the Proposal

1. Respondent Description

Each Respondent submitting a Proposal must demonstrate sufficient financial resources and professional ability to develop the Site in a manner consistent with its Proposal. In addition, all Respondents must complete and submit the NYS Vendor Responsibility Questionnaire, which is described in Section X Procurement Forms and Requirements and included with the RFP.

Each Proposal must include a description of the Respondent owner (under a sale) or tenant entity (under a long-term lease) or the development team, including:

- The intended form and structure of the owner or tenant entity and any proposed partnership or joint venture must be clearly explained. A chart/diagram of the owner or tenant entity, showing structure (percentages) of ownership and investment must be included.
- Name, address, phone number and email and of each member of the owner or tenant entity. Respondents must provide the Federal EIN numbers of the development entity and identify a primary contact person.
- Current operating budget and previous three (3) years of audited financials for all entities with an ownership percentage in the Proposal.
- A copy of the most recent credit report for key members of the owner or tenant entity.
- Documentation addressing whether the Respondent, or any participating member of the team, has been involved in any litigation or legal dispute regarding a real estate venture during the past five years.
- Evidence of ability to finance the Project including letters of interest and/or intent from equity sources and lenders.
- Evidence of Designated Developer's commitment to pay, from the date of its conditional designation: (i) the security deposit; and (ii) ESD's out-of-pocket costs and expenses incurred in connection with the Project and the disposition to the Designated Developer of the Site, including, without limitation, costs and expenses of consultants and legal counsel.
- Evidence of Designated Developer's commitment to pay the full purchase price for the Site (including 10% at designation and balance at closing, if a purchase transaction) or 10% of the net present value of the schedule of lease payments (at designation, if a lease transaction) as well as an ESD administrative fee in amount equal to 6.5% of the Site purchase price (at closing, if a purchase transaction).
- Any additional documentation or information evidencing the strength of the Respondent and its ability to complete the Project in a timely manner.
- Disclosure of any existing or contemplated relationship with any other person or entity, including relationships with any parent, subsidiary or affiliated firm, which would constitute an actual or potential conflict of interest in connection with Respondents' Proposal or selection as the Designated Developer and completing the project. Respondents must also indicate how they will notify ESD if a conflict arises at any point after the submission of this Response, and how such a conflict would be resolved.

2. Project Description

The Project description should include a detailed narrative describing all relevant aspects of the Project and any plans/timing of phasing of the development. The description should address:

- The proposed use(s).

- Type, bulk and size of each component of the development program (gross and net square footages).
- Description of the proposed uses, a list of potential tenants and any letters of interest and/or intent from potential tenants.
- The description should address how the Project will advance the Selection Criteria set forth in Section V below.

3. Purchase Price and Long-Term Lease Terms

Respondents are encouraged to submit offers for either or both the purchase and long-term lease of the Site, or submit an offer to purchase a portion of the Site and to enter into a long-term lease for the remaining portion of the Site.

For Respondents wishing to propose a purchase offer for the Site, a purchase price offer must be expressed in a fixed, non-contingent dollar amount to be paid at closing. Under a purchase scenario, transfer of title will be by quit-claim deed (without any representations or warranties) at the closing.

For Respondents wishing to propose a long-term lease offer for the Site, Respondents should delineate all significant proposed lease terms including, but not limited to, proposed lease duration, a proposed schedule of escalating lease and PILOT payments, and all major lease termination or renewal contingencies.

Under both purchase and long-term lease scenarios, the Designated Developer will be required to enter into a Development Agreement that provides the terms of any phasing of the Project and agreements to develop the Site in compliance with the proposed development plan.

4. Site Plan and Architectural Design

Each entity submitting a Proposal must provide information on the following:

- A summary of the proposed building program for the Project with square footages for each use.
- At a minimum, a set of concept sketches on 8.5" x 11" paper, showing the proposed Project and a set of schematic renderings of the proposed Project showing the principal elevations and massing, floor plans for each use, streetscape and landscape plans, entry feature and signage.
- A description of the proposed exterior materials and other relevant specifications.
- A description of sustainable building practices that will be incorporated into the project during construction/renovation and operation of the improvements.
- A description of specific noteworthy features that will be preserved, as well as any significant proposed building modifications or enhancements.

5. Zoning Calculation

Respondent must submit a floor area ratio ("FAR") analysis showing all calculations, including proposed use groups and any proposed parking.

6. Development Timeframe

Respondent must submit a development timeline (subdivided into phases, if necessary), identifying the estimated length of time to reach key milestones, including: commencement and completion of design; financing; commencement and completion of construction; potential tenants; and operational stabilization for each component of the development program. Any contingencies that may affect this time line should be identified.

7. Mechanicals, Equipment, Infrastructure

Respondent shall provide an overview of how the principal spaces, systems and building elements would be modified or re-used or demolished. Proposal should outline all necessary development, including modifications from current “as-is” condition, and include an estimated schedule, budget and funding sources.

8. Flood Zones

Proposals should identify any flood zone and note how Respondent will meet Federal Emergency Management Agency guidelines as necessary.

9. Team Member Qualifications

Proposals should include a list of and background information for all key members of the development team, including:

- Identification and qualifications of each member of the development team, including all persons or entities that will design, develop, or operate the Project, as well as the attorney, engineer, general contractor and other professionals, as appropriate, including leasing and management, who will be involved with this Project.
- A description of similar projects undertaken by the members of the Respondent’s team (including a statement of the dollar value of such projects, the project manager’s name and key partners, where applicable).
- A summary of the availability of each of the principal members of each firm and their availability for commitment to the Project.
- Documentation addressing whether any participating team members have been involved in litigation or legal dispute regarding a real estate venture during the past five years.
- Background information of the owner or tenant entity, including resumes describing the relevant experience of all principal members. This information must be submitted for every participant in a joint venture and should highlight similar projects (including a project description and approximate dollar value for each).

10. Project Information Supplement (“RFP Workbook”)

Prior to the submission deadline, Respondents are required to email a completed RFP Workbook to the designated email account for this solicitation: BeaconCF@esd.ny.gov. Instructions for completing the RFP Workbook are included in the Excel file that has been

posted with this RFP. In addition to emailing a copy of the RFP Workbook, Respondents should submit hard copies of all RFP Workbook pages in their Proposals.

Among other items, completing the RFP Workbook requires Respondents to enter and submit information on the following subjects:

- a) *Key General Assumptions*: Sustainability; Public Benefits; Project Timeline; Zoning Overrides; Economic Benefits; M/WBE Participation; NYS Vendor Participation; and Project Contingencies.
- b) *Key Financial Assumptions*: Development and Leasing Summary; Estimated Development Cost and Rents by Use; Financing Summary; and Stabilization Information.
- c) *Development Budget*: Acquisition; Site Work; Construction; Soft Costs; Construction Finance; Permanent Finance; Reserves; Marketing and Other.
- d) *Development Timeline*: Projected Expenditures and Square Footage of Development by Phase.
- e) *Sources of Funds*: Debt Attraction Calculation; Proposed Permanent Financing.
- f) *Pro Forma*: Cash flows for the development and Project operation periods, including details of any as-of-right or discretionary real estate tax, other tax, energy or other governmental benefits assumed in the model. The cash flows should include a section outlining all assumptions on which all calculations were based, including minimum returns sought. This data should include all necessary capital investments over time and reserves and debt service payments associated with the financings. Respondents are required to complete all Pro Forma worksheets in the format provided by the RFP Workbook. If Respondents wish, however, they may also complete a supplementary, fully optional Pro Forma as identified on the tab "Pro Forma (Hardcode)" in order to highlight any discrepancies between the existing format constraints and a more precisely modeled Project.

In completing the RFP Workbook, with respect to financial information, Proposals should address the following:

- Pro forma cash flows in live-linked Excel format for the development and Project operation periods, including details of any as-of-right or discretionary real estate tax exemptions, other tax exemptions and energy or other governmental benefits assumed in the model. The cash flows should include a section outlining all assumptions on which all calculations were based, including minimum returns sought. This data should extend out to at least thirty (30) years of operations and include all necessary capital investments over time and reserves and debt service payments associated with the financings.
- Construction/renovation sources, budget, and uses of funds, including details of equity and financing sources and a break out of all soft and hard costs and development and financing fees. Indicate escalation rates to account for any increases in construction/renovation costs in the budget or contingences.

- Permanent sources and uses of funds, including details of equity and financing sources and all development fees and financing fees to be paid.

Respondents wishing to propose more than one potential transaction structure (e.g. a proposed purchase, another proposal for a long term lease) must submit a Workbook for each proposed transaction.

11. Supplementary Statement Regarding Additional Acreage

In addition to the approximately 39-acre Site, ESD reserves the right, at its sole discretion, to expand the scope of the Site to include additional adjacent acreage. Currently, it is expected that a sale of the eight acres to the City of Beacon will occur, and Respondents should assume for purposes of their Proposal, that only the 39 acres will be made available for redevelopment. However, in the event that such transaction does not take place for any reason or ESD determines that additional surrounding lands can also be incorporated into the Site, ESD may expand the definition of the Site in the context of this RFP or a subsequent RFP and request that Respondents revise their Proposals to account for the long-term lease or acquisition of any additional acreage.

V. SELECTION CRITERIA

ESD invites Respondents to submit Proposals that maximize the economic benefit to the City of Beacon, Town of Fishkill and the State through reuse and redevelopment of the Site in ways that maximize the creation of new jobs and the stimulation of the local economy.

In evaluating received Proposals, ESD will use the following Selection Criteria to select the Designated Developer:

- *Financial Offer:* Provision of competitive terms for the purchase and/or long-term lease of the Site.
- *Employment Impact:* Creation of construction and permanent on-site jobs and payroll. Indirect job creation through on-site job training programs may also be considered.
- *Economic Impact:* Projected expenditures, construction costs, annual operating costs and other direct spending that will help spur economic activity. ESD will also consider the impact of indirect spending that the Project will generate and any applicable tax revenue.
- *Financial Feasibility:* Respondent's demonstrated financial condition to complete the Project; availability of identifiable funding sources to finance the Project; sufficient revenue to support operating revenues, scheduled payments related to capital costs, reserve fund contributors and debt service.
- *Environmental Impact:* The incorporation of sustainable building practices, the degree of LEED or Energy Star Certification, and overall impact of the project on the environment, including any on-site renewable energy generation.

- *Development Team Qualifications:* Experience, development skills, and financial resources necessary to complete a high-quality Project on time and within budget.
- *Schedule and Timing:* Proven ability to complete the Project in a timely manner.

As noted above, Proposals solely for residential uses will not be considered. Respondents are also encouraged to be sensitive to traffic management in their Proposals and may wish to include a statement of measures to be taken to reduce the traffic impacts from the Project.

Prior to selecting the Designated Developer, ESD reserves the right to remove Respondents from competitive consideration at one or more points throughout the solicitation based on these criteria and/or a failure to achieve minimum satisfaction of the Selection Criteria. In order to remain in competitive consideration, Respondents are encouraged to present their most competitive Proposal terms at each stage of the solicitation.

ESD also reserves the right to conduct interviews with or pose questions in writing to individual Respondents in order to clarify the content of their proposals and to ensure a full and complete understanding of each proposal. ESD shall undertake to pursue uniformity in the questions it asks to Respondents to the extent practicable, but ESD may ask different or additional questions to different Respondents in the context of any individual interview or in writing. ESD shall convene a committee of staff who shall be permissible contacts for the purpose of such interviews, and Respondents who are invited will receive additional instructions upon their invitation.

Proposals may be reviewed by ESD and other State officials. The sale or long-term lease of the Site may be subject to various approvals, as required under applicable law and regulation, which may include approval of the ESD Directors, the Commissioner of General Services, the Public Authorities Control Board, the Comptroller of the State of New York, and the New York State Attorney General.

VI. DEVELOPER DUE DILIGENCE

“As Is, Where Is” Condition

Respondents should assume that the Site, including land, improvements, and any supporting building infrastructure, will be sold or long-term leased “AS IS” and “WHERE IS” without representation, warranty, or guaranty as to quantity, quality, title, character, condition, size, or kind, or that the same is in condition or fit to be used for the Respondent’s purpose (*e.g.*, conveyed by quitclaim).

ESD will post information regarding the RFP on the RFP website (<http://www.esd.ny.gov/CorporateInformation/RFPs.html>); Respondents are encouraged to check back for updates. ESD makes no representation or warranty concerning the accuracy or utility of information posted or otherwise provided to the potential Respondents or to the Respondents. **Prospective Respondents should notify ESD of their interest as soon as possible in order to ensure that they receive all updates associated with this solicitation by sending an**

email to BeaconCF@esd.ny.gov.

Respondents must rely on their own research and investigations for all matters, including, costs, title, survey, development, financing, construction, remediation, and renovation.

VII. SUBMISSIONS

Ten (10) hard copies and one (1) electronic copy (via a CD or flash drive) of the Proposal identified by "Beacon C.F. RFP" must be received by ESD by 2:00 PM EDT on Thursday, January 15, 2015 at the following addresses:

Empire State Development
633 Third Avenue, 35th Floor
New York, NY 10017
Attn: Edgar Camacho, ESD Procurement Unit
Re: Beacon C.F. RFP

RFP Inquiries

ESD will accept written questions via email from prospective Respondents regarding the RFP. Please submit questions to:

BeaconCF@esd.ny.gov

Written questions must include the requestor's name, e-mail address and the Respondent represented and should be received by 11:59 PM EDT on Monday, December 22, 2014. Responses to all timely and appropriate questions will be posted on ESD's website at: <http://www.esd.ny.gov/CorporateInformation/RFPs.html>.

No contact related to this solicitation with ESD Board members, staff or consultants, other than e-mails to the designated email account for the solicitation, attention Alexis Offen the designated contact person, BeaconCF@esd.ny.gov, will be allowed during the procurement period of this RFP. Any such contact by a Respondent or potential Respondent will be grounds for disqualification.

Site Tour

Potential Respondents may also attend a Site tour that is anticipated to be scheduled on Wednesday, December 17, 2014. Please email BeaconCF@esd.ny.gov at least three business days in advance if you plan on participating in the Site tour. ESD may choose to offer one or more additional tour(s) at its discretion.

ESD reserves the right to modify this RFP schedule at its discretion. Notification of changes in connection with this RFP will be made available to all interested parties by e-mail and via ESD's website at: <http://www.esd.ny.gov/CorporateInformation/RFPs.html>.

VIII. DISPOSITION PROCESS

The following is a summary description of the disposition process. After a review of the Proposals, ESD intends to conditionally designate one of the Respondents as the Designated Developer. The Designated Developer will enter into a Memorandum of Understanding (“MOU”) with ESD regarding the disposition of the Site and the Project and separate agreements with ESD regarding payment by the Designated Developer of expenses as described at the end of this section. In implementing the Project, including the disposition process, ESD intends to:

1. conduct a SEQRA compliant environmental review of the Project;
2. prepare, in accordance with the UDC Act and in consultation with the Designated Developer, if necessary, a proposed GPP for the Project reflective of the Designated Developer’s Proposal, which will be expected to comply with all building, fire, and other applicable codes and regulations, as enforced by the State;
3. present to ESD Directors for adoption for purposes of a public hearing any requisite draft environmental review, any draft GPP, essential transaction contract terms, any required Public Authorities Law findings, any municipal law and regulation overrides, and any other applicable statutory or regulatory requirements;
4. give prior notice of and conduct a public hearing in order to receive comments on any proposed GPP and essential contract terms (including any requisite draft environmental review);
5. review such comments, and either affirm or modify any proposed GPP as a final GPP and authorize proposed transaction;
6. present the Project to the Public Authorities Control Board (PACB) for its approval review, if required;
7. prepare, in consultation with the Designated Developer, and record, a declaration for the Site in the *State Register* (the “Declaration”) regarding conformance to any GPP of the Project’s development at the Site, including, as may be applicable, overrides of municipal laws and regulations, permitted uses, bulk and height limits, and similar matters; and
8. deliver to the Designated Developer, *at closing*, a quitclaim deed for the Site that is subject to the Declaration, if a sale transaction.

This process may take approximately twelve months from the commencement of the environmental review, however depending upon the complexity of the Project the duration of that process may vary.

Upon designation by ESD, as noted above, the Designated Developer is expected to pay to ESD a security deposit in the amount equal to 10% of the purchase price or 10% of the net present value of the long-term ground lease for the Site, which will be credited toward the full purchase price or schedule of lease payments as appropriate.

The Designated Developer shall also pay all of ESD's out-of-pocket costs and expenses (including, without limitation, costs and expenses of consultants, legal counsel, and appraisers) related to the disposition of the Site and the Project. At the time of and as a pre-requisite to its designation, such Respondent and ESD shall enter into an agreement pursuant to which, among other things: (i) the Respondent shall deposit into an ESD imprest account funds (in an amount that shall be satisfactory to ESD) that shall be held by ESD and used by ESD for payment of such out-of-pocket costs and expenses; (ii) each time that the balance in the imprest account falls below 50% of the original amount required to be deposited into the account, the Respondent shall promptly make an additional payment into the ESD imprest account so that balance in the account shall be returned to such original amount; and (iii) the amount remaining in the imprest account after all such costs and expenses are paid will be returned to the Respondent.

If a sale transaction, at closing, in addition to the full purchase price for the Site less the security deposit, at closing the Designated Developer shall pay to ESD an administrative fee in an amount equal to 6.5% of such purchase price, which shall be separate and apart from the purchase price.

IX. STATEMENT OF LIMITATIONS

1. This RFP, submissions from Respondents to this RFP, and any relationship between ESD and Respondents arising from or connected or related to this RFP, are subject to the specific limitations and representations expressed below, as well as the terms contained elsewhere in this RFP. By responding to this RFP, Respondents are deemed to accept and agree to this Statement of Limitations. By submitting a response to this RFP, the Respondent acknowledges and accepts ESD's rights as set forth in the RFP, including this Statement of Limitations.
2. The issuance of this RFP and the submission of a response by any firm or the acceptance of such response by ESD does not obligate ESD in any manner whatsoever. Legal obligations will only arise upon execution of a formal contract by ESD and the firm(s) selected by ESD.

ESD reserves the right: (i) to amend, modify, or withdraw this RFP; (ii) to revise any requirements of this RFP; (iii) to require supplemental statements or information from any Respondent; (iv) to accept or reject any or all Proposals; (v) to extend the deadline for submission of Proposals; (vi) to negotiate or hold discussions with any Respondent and to correct deficient Proposals which do not completely conform to the instructions contained herein; and (vii) to cancel, in whole or part, this RFP, for any reason or for no reason. ESD may exercise the foregoing rights at any time without notice and without liability to any

Respondent or any other party for its expenses incurred in the preparation of responses hereto or otherwise. Proposals will be prepared at the sole cost and expense of each Respondent.

3. All information submitted in response to this RFP is subject to the Freedom of Information Law (FOIL), which generally mandates the disclosure of documents in the possession of ESD upon the request of any person, unless the content of the document falls under a specific exemption to disclosure. If any Respondent wishes to claim that any information submitted in its Proposal constitutes a Trade Secret or is otherwise exempt from disclosure under FOIL, such claim must be made at the time of submission of the Proposal, and must be in writing supported by relevant and material arguments.
4. ESD reserves the right, in its sole discretion, without liability, to utilize any or all of the Proposals, including late Proposals, in its planning efforts. ESD reserves the right to retain and use all the materials and information, and the ideas, suggestions therein, submitted in response to this RFP (collectively, the "Response Information"), and each Respondent must grant an unconditional and perpetual license without charge to ESD to use any copyright or other legally protected rights in and to the Response Information.
5. This RFP shall not be construed in any manner to implement any of the actions contemplated herein, nor to serve as the basis for any claim whatsoever for reimbursement of costs for efforts expended in preparing a Proposal. ESD will not be responsible for any costs incurred by Respondents related to preparing and submitting a Proposal, attending oral presentations, or for any other associated costs.
6. To the best of ESD's knowledge, the information provided herein is accurate. Respondents should undertake appropriate investigation in preparation of responses.

X. PROCUREMENT FORMS AND REQUIREMENTS

Additional requirements for this RFP are described below. Relevant forms, where required to be submitted, must be executed and included in the submission in the same order as listed below:

1. State Finance Law §§139-j and 139-k forms
2. New York State Vendor Responsibility Questionnaire For-Profit Business Entity
3. Iran Divestment Act Statement
4. Equal Employment Opportunity Policy Statement and MWBE forms
5. Encouraging the Use of NYS Businesses in Contract Performance Form
6. Certification Under State Tax Law Section 5-a
7. Schedule A (for review only—no separate form requirement)
8. Project Sunlight (for review only—no separate form requirement)

A Checklist is provided in Section XII. Respondents must complete the Checklist and include in their Response.

1. State Finance Law Sections 139-j and 139-k forms

State Finance Law Sections 139-j and 139-k (collectively, the “Procurement Requirements”) apply to this RFP. These Procurement Requirements: (1) govern permissible communications between potential respondents and ESD or other involved governmental entities with respect to this RFP; (2) provide for increased disclosure in the public procurement process through identification of persons or organizations whose function is to influence procurement contracts, public works agreements and real property transactions; and (3) establish sanctions for knowing and willful violations of the provisions of the Procurement Requirements, including disqualification from eligibility for an award of any contract pursuant to this RFP. Compliance with the Procurement Requirements requires that all communications regarding this RFP, from the time of its issuance through final award and execution of any resulting contract (the “Restricted Period”), be conducted only with the designated contact persons listed below; the completion by Respondents of the Offerer Disclosure of Prior Non-Responsibility Determinations, and the Offerer’s Affirmation of Understanding and Agreement pursuant to State Finance Law (each form is accessible at the Required Forms for Vendors link at the ESD website under “RFPs/RFQs”); and periodic updating of such forms during the term of any contract resulting from this RFP.

Respondents must submit the Offerer Disclosure of Prior Non-Responsibility Determinations, and the Offerer’s Affirmation of Understanding and Agreement pursuant to State Finance Law as part of their submittal. Copies of these forms are available at:

http://www.empire.state.ny.us/CorporateInformation/Data/RFPs/RequiredForms/SF_Law139_JK.pdf.

The Procurement Requirements also require ESD staff to obtain and report certain information when contacted by prospective respondents during the Restricted Period, make a determination of the responsibility of Respondents and make all such information publicly available in accordance with applicable law. If a prospective respondent is found to have knowingly and willfully violated the State Finance Law provisions, that prospective respondent and its subsidiaries, related or successor entities will be determined to be a non-responsible Respondent and will not be awarded any contract issued pursuant to this solicitation. In addition, two such findings of non-responsibility within a four-year period can result in debarment from obtaining any New York State governmental procurement contract. The designated contact account for this solicitation is BeaconCF@esd.ny.gov.

This is not a complete presentation of the provisions of the Procurement Requirements. A copy of State Finance Law Sections 139-j and 139-k can be found at:

<http://esd.ny.gov/CorporateInformation/RFPs.html>

(under “ESDC Policy Regarding Permissible Contacts under SFL 139”).

All potential Respondents are solely responsible for full compliance with the Procurement Requirements. The prime consultant and any sub-consultants must complete the forms required above.

2. Vendor Responsibility

All Respondents to this RFP must be “responsible,” which in this context means that they must have the requisite financial ability, organizational capacity and legal authority to carry out its obligations under this RFP, and in addition must demonstrate that both the Respondent and its principals have and will maintain the level of integrity needed to contract with New York State entities such as ESD. Further, the Respondent must show satisfactory performance of all prior government contracts. Accordingly, the contract to be entered into between ESD and the Designated Developer, if any, shall include clauses providing that the Designated Developer remain “responsible” throughout the term of the contract, that ESD may suspend the contract if information is discovered that calls into question the responsibility of the contracting party, and that ESD may terminate the contract based on a determination that the contracting party is non-responsible. On request, model language to this effect will be provided to any Respondent to this RFP.

To assist in the determination of responsibility, ESD requires that all respondents to this RFP register in the State's Vendor Responsibility System (“VendRep System”). The VendRep System allows business entities to enter and maintain their Vendor Responsibility Questionnaire information in a secure, centralized database. New York State Procurement Law requires that state agencies award contracts only to responsible vendors. Respondents are to file the required Vendor Responsibility Questionnaire online via the VendRep System or may choose to complete and submit a paper questionnaire. Please include a copy of your VendRep submission receipt with your proposal. If you submit a paper questionnaire please submit it using certified mail and provide a copy of the return receipt.

To enroll in and use the VendRep System, see the System Instructions available at www.osc.state.ny.us/vendrep or go directly to the VendRep system online at <https://portal.osc.state.ny.us>. For direct VendRep System user assistance, the Office of the State Comptroller’s Help Desk may be reached at 866-370-4672 or 518-408-4672 or by email at helpdesk@osc.state.ny.us.

Respondents opting to file a paper questionnaire can obtain the appropriate questionnaire from the VendRep website http://www.osc.state.ny.us/vendrep/forms_vendor.htm and execute accordingly pertaining to the company’s trade industry. Per the website, respondents are to “Select the questionnaire which best matches the business type (either For-Profit or Not-For-Profit) and business activity (Construction or Other).” For ESD RFPs concerning the purchase and redevelopment of real estate, it is most common for a Respondent to complete the form as a “Non-Construction” company. Unless the Respondent is primarily a Construction firm, the Respondent should thus fill out the Vendor Responsibility Questionnaire as a “Non-Construction” entity, either as a For-Profit or Not-For-Profit entity, depending on the Respondent organization type.

3. Iran Divestment Act

Every Proposal made to ESD pursuant to a competitive solicitation must contain the following statement, signed by the Respondent on company letterhead and affirmed as true under penalty of perjury:

"By submission of this bid, each bidder and each person signing on behalf of any bidder certifies, and in the case of a joint bid each party thereto certifies as to its own organization, under penalty of perjury, that to the best of its knowledge and belief that each bidder is not on the list created pursuant to paragraph (b) of subdivision 3 of section 165-a of the State Finance Law."

The list in question is maintained by the Office of General Services. No Response that fails to certify compliance with this requirement may be accepted as responsive.

4. Non-Discrimination and Contractor & Supplier Diversity Requirements

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority- and women-owned business enterprises (MWBES) and the employment of minority group members and women in the performance of ESD contracts.

It is the policy of the State and ESD to comply with all federal, State and local laws, policy, orders, rules and regulations which prohibit unlawful discrimination based on race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action in working with contracting parties to ensure that New York State Business Enterprises, MWBEs, minority group members and women share in the economic opportunities generated by ESD's participation in projects or initiatives, and/or the use of ESD funds. ESD's Non-Discrimination and Contractor & Supplier Diversity goals will apply to this initiative.

LEASING OF GROUNDS TO DEVELOPER

The selected developer shall be required to use its Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve the participation of certified Minority Business Enterprises (MBE) totaling 13% and Women Business Enterprise (WBE) totaling 10% of the total value of the project. The overall MWBE participation goal for the project shall be no less than 23% of the total value of project.

A copy of each respondent's Equal Employment Opportunity Policy Statement (Form OCSD-1) shall be included as part of the response to this RFP.

If not included herewith, the form may also be requested from ESD's Office of Contractor & Supplier Diversity ("OCSD") at OCSD@ESD.NY.GOV.

SALE TO DEVELOPER

In the event ESD elects to sell the Site, the selected Developer shall commit to ESD's policy of Non-Discrimination and is encouraged to meet the Leasing of Grounds MWBE project goals as outlined above. Favorable consideration shall be given to proposals that include plans to achieve the above-mentioned MWBE participation goals in the development of the Project Site.

5. Encouraging the Use of NYS Businesses in Contract Performance Form

New York State businesses have a substantial presence in State contracts and strongly contribute to the economies of the state and the nation. In recognition of their economic activity and leadership in doing business in New York State, bidders/proposers for this ESD contract for commodities, services or technology are strongly encouraged and expected to consider New York State businesses in the fulfillment of the requirements of the contract. In order for ESD to assess the use of New York State businesses in each Proposal, ESD requests that each Respondent complete the Encouraging Use of New York State Businesses in Contract Performance form, available at:

<http://esd.ny.gov/CorporateInformation/Data/ENCOURAGINGUSEOFNEWYORKSTATEBUSINESSINCONTRACTPERFORMANCE.pdf>.

6. Certification Under State Tax Law Section 5-a

Any contract resulting from this solicitation is also subject to the requirements of State Tax Law Section 5-a ("STL 5-a"). STL 5-a prohibits ESD from approving any such contract with any entity if that entity or any of its affiliates, subcontractors or affiliates of any subcontractor makes sales within New York State of tangible personal property or taxable services having a value over \$300,000 and is not registered for sales and compensating use tax purposes. To comply with STL 5-a, all Respondents to this solicitation must include in their Proposals a properly completed Form ST-220-CA, or an affidavit that the Respondent is not required to be registered with the State Department of Taxation and Finance. A copy of the ST-220-CA form and affidavit is accessible at the Required Forms for Vendors link at the ESD website: labeled "Schedule A- Conditions Applicable to the Corporation's Agreements for Materials and Services (includes ST220 and all other required forms) at:

<http://esd.ny.gov/CorporateInformation/RFPs.html>

Also in accordance with the requirements of STL 5-a, any contract resulting from this solicitation will require periodic updating of the certifications contained in Form ST-220-CA. Solicitation responses that do not include a properly completed ST-220-CA will be considered incomplete and non-responsive and will not be considered for contract award. Only the prime consultant completes Form ST 220-CA, but the forms require detailed information from the sub-consultants, such as tax ID number, etc., if applicable. Moreover, if applicable, certificates of authority must be attached by the prime consultant and all the sub-consultants.

7. Schedule A

Following final selection of a Designated Developer, ESD will prepare a contract defining all project terms and conditions and the Designated Developer's responsibilities in conformance with "Schedule A," which can be found at:

http://www.esd.ny.gov/CorporateInformation/Data/ScheduleA_ConditionsApplicabletoCorporationAgreementsForMaterialServices_RevisedMay2014.pdf.

Please note Respondents do not need to complete the entire Schedule A with the submission of their Proposals. However, Respondents should still review these terms, which are standard in all ESD contracts, and raise any concerns present prior to submission of their Proposals, as the Designated Developer will need to accept these terms prior to contract execution.

8. Project Sunlight

This procurement is subject to the Public Integrity Reform Act of 2011. Under the Public Integrity Reform Act of 2011, "appearances" (broadly defined and including any substantive interaction that is meant to have an impact on the decision-making process of a state entity) before a public benefit corporation such as ESD by a person (also broadly defined) for the purposes of procuring a state contract for real property (as contemplated in this RFP) must be reported by ESD to a database maintained by the State Office of General Services that is available to members of the public. If in doubt as to the applicability of Project Sunlight, Respondents and their advisors should consult the Laws of 2011, Ch. 399 for guidance.

XI. INSURANCE REQUIREMENTS

The Designated Developer will be expected to show evidence of the following insurance requirements, as listed below:

- A. Commercial General Liability insurance - \$1 million per occurrence / \$2 million aggregate.
- B. Auto Liability insurance - \$1 million per occurrence / \$1 million aggregate
- C. Excess Umbrella Liability insurance - \$10 million per occurrence / \$10 million aggregate minimum
- D. Professional Liability insurance - \$1 million minimum (preferably \$5 million)
- E. Worker's Compensation & Employer's Liability insurance at State statutory limits.
- F. Disability insurance coverage at State statutory limits.

The NYS Urban Development Corporation d/b/a Empire State Development ("ESD") must be named as an additional insured on a primary and non-contributory basis on all of the following policies: Commercial General Liability, Auto Liability, and Excess Umbrella Liability policies. All

policies above should include a waiver of subrogation in favor of ESD and the People of the State of New York.

Empire State Development Request for Proposals Checklist

I _____, a principal of the firm _____ certify that the following information has been submitted as part of the response to this Request for Proposals.

- Submitted all required information with respect to the Proposal, including but not limited to a project narrative, concept sketches, zoning analysis and Project Information Supplement "RFP Workbook" that clearly outlines all assumptions (Section IV)
- Submitted an electronic copy of the proposal (Section VII)
- Completed and submitted State Finance Law Sections 139-j and 139-k forms (Section X)
- Completed and submitted ST-220-CA Form or affidavit (Section X)
- Copy of VendRep receipt (Section X)
- Completed and Equal Employment Opportunity Policy Statement (Form OCSD-1, Section X)
- Completed and submitted Iran Divestment Act Statement (Section X)
- Completed and submitted Use of NYS Business Form (Section X)

Note: Incomplete responses may not be considered by Empire State Development

Signed: _____

Name:

Date: