

REQUEST FOR PROPOSALS

Empire State Development



**FOR THE PURCHASE OR LONG-TERM LEASE
AND ADAPTIVE RE-USE OF
BAYVIEW CORRECTIONAL FACILITY
550 W 20th St, New York, NY 10011**

RFP RELEASE DATE:	May 19, 2014
SITE TOUR DATES:	May 29 and June 18, 2014
RFP DEADLINE:	July 1, 2014
INTERVIEWS:	July 15-16, 2014 (if invited)

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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 adaptive re-use (the “Project”), of an approximately 0.4 acre site located at 550 West 20th Street, New York, New York, previously known as Bayview Correctional Facility, inclusive of land and improvements (“the Site”). The Site consists of two adjoining buildings, an eight-story building and a six-story annex, which are connected internally. Together, the buildings total over 100,000 gross square feet of floor area, as described in greater detail in Section III. Of note, this Request for Proposals (“RFP”) is being issued as a new RFP following the cancellation of a prior RFP for the Site that was dated December 23, 2013 and titled, “Request for Proposals for the Purchase and Adaptive Re-use of Bayview Correctional Facility”.

Located at the southeast corner of Eleventh Avenue and West 20th Street, the Site is located in West Chelsea, a neighborhood which features a notable mix of cultural and entertainment destinations, the High Line and Hudson River Parks, high-value luxury residential condominiums, premier commercial space, and some of New York City’s most architecturally distinctive buildings. The Site is adjacent to two of New York City’s most notable examples of contemporary architecture, as detailed in Figure 1 below.

Figure 1: Aerial Image of the Site



The Site was originally used as a YMCA but most recently served as a medium security correctional and work release facility for women. The Site was closed in October 2012 and is currently vacant.

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.”

Respondents to this RFP may propose uses that will advance the Development Goals described in Section IV below. However, please note that Proposals for residential uses will not be considered. All Proposals must provide for the adaptive re-use of the entire Site under one or more of the following scenarios: 1) purchase; 2) long-term lease; 3) a combination thereof. Adaptive re-uses will include Proposals that maintain elements of the existing Site but also allow for practical and aesthetic architectural modifications and enhancements. Any Proposal featuring the full demolition of the Site will not be considered, and all Proposals should include some community facility component.

II. RFP TIMELINE

RFP release date:	Monday, May 19, 2014
Site tours:	Thursday, May 29, 2014 Wednesday, June 18, 2014
Deadline to submit questions:	Wednesday, June 25, 2014, 11:59 PM EDT
Deadline to submit Proposals:	Tuesday, July 1, 2014, 2:00 PM EDT
Interviews:	Tuesday July 15 and/or Wednesday, July 16 (if invited)

III. SITE DESCRIPTION

Site Summary

The Site’s main, eight-story building (“Building 1”) was constructed in 1931 as the Seamen's House YMCA, a place for merchant sailors to stay while their ships were docked in New York harbor. From 1967 through 1974, the facility was utilized as a residential treatment center operated by the Narcotic Addition Control Commission (NACC). In 1974, operation was transferred to the Department of Correctional Services and the facility was reclassified a correctional facility.

The Site’s annex (“Building 2”) is a six-story structure that was built flush against Building 1 in 1950. Doorways were later created through the common wall to unify the two structures. The roof was used for outdoor recreation and related activities and is equipped with a wrap-around chain-link enclosure.

The entire Site is currently vacant and is maintained in a heated, “warm” state. It will be sold and/or long-term leased “AS IS” and “WHERE IS,” as described in greater detail in Section VII below. A map of the Site’s key plot plan, including the lot dimensions for Building 1 and Building 2, is included in the attached Site Field Guide.

Building Dimensions

The estimated slab-to-slab interior heights and floor area across both buildings are as follows:

FLOOR	BUILDING 1 HEIGHT	BUILDING 2 HEIGHT	FLOOR AREA
1 st :	11'-6"	9'	15,603 GSF
2 nd :	14'-6"	9'	15,408 GSF
3 rd :	12'-6"	14'-6"	14,828 GSF
4 th :	10'	15'-6"	13,889 GSF
5 th :	10'	15'-6"	14,521 GSF
6 th :	10'	12'-6"	11,054 GSF
7 th :	10'	[no annex floor]	10,077 GSF
8 th :	12'-6"	[no annex floor]	8,498 GSF
<i>Basement:</i>			16,178 GSF
<i>Roof Floor:</i>			10,138 GSF
<i>Mechanical Space on Roof:</i>			332 GSF

The total combined lot size (including both buildings) is 15,800 square feet. Additional drawings and floor plans can be found in the attachments accompanying the RFP.

Surrounding Land and Uses

The Site is located in the Manhattan neighborhood of West Chelsea and is part of Manhattan Community District 4. The Site is within walking distance from neighbors that include residential condominiums, art galleries, the Chelsea Piers Sports Center, the Chelsea Waterside Park, the Chelsea Dog Run Park, the Hudson River Park, and the High Line elevated linear park. The Site is also close to commercial sites such as the New York City headquarters of Google (0.7 miles) as well as the international corporate headquarters of InterActiveCorp (one block south).

Architectural Context

As detailed above, the neighborhood surrounding the Site is one of architectural distinction. Immediately adjacent to the Site is 100 Eleventh Avenue, a luxury condominium building designed by French architect Jean Nouvel. The Frank Gehry-designed IAC Building is one block further, sitting at the Northeast corner of Eleventh Avenue and West 19th Street, and the High Line elevated linear park runs perpendicular to West 20th Street in between Tenth Avenue and Eleventh Avenue. See above and Exhibit 2 – Neighborhood Lot Map.

Zoning

The Site is located in the Special West Chelsea Zoning District. The vast majority of the Site is located in this district's Sub-area D, but a small portion of the Site is located in Sub-area E. Based on the limited share of the Site in Sub-area E and preliminary conversations with the NYC Department of Planning, however, for purposes of this RFP, Respondents may assume in their Proposals that the entire Site is one lot governed by Sub-area D.

Sub-area D of the Special West Chelsea Zoning District provides for a base maximum floor area ratio (Base FAR) of 5.0. However, it also allows a structure to increase its floor area up to a total maximum allowable FAR (Max FAR) of 7.5 by purchasing High Line Transfer Corridor development rights, among other means. Currently, the Site is believed to be overbuilt for its

Base FAR but underbuilt relative to its Max FAR. So long as they satisfy all other elements of Sub-area D zoning, Proposals are allowed to propose floor area up to the Max FAR without being required to externally purchase additional development rights. Of note, it is anticipated that any development rights requested in a Proposal to reach this Max FAR and increase the building's existing floor area would be reflected in a Respondent's commensurately higher purchase price or lease payment schedule. It is also anticipated that requests for additional development rights would be for a use consistent with the Development Goals described in Section IV below. For additional information on zoning, please see Section V, Proposal Requirements.

Further information on the Special West Chelsea Zoning District is available in the City's zoning resolution, available at: <http://www.nyc.gov/html/dcp/pdf/zone/art09c08.pdf>.

The Site is also located in a High Risk Area AE flood zone, as designated by the U.S. Federal Emergency Management Agency. Respondents are encouraged to research this designation and the City of New York's Flood Resilience Zoning Text Amendment, the latter of which is described in greater detail at: http://www.nyc.gov/html/dcp/html/flood_resiliency/index.shtml.

Respondents are strongly encouraged but not required to comply with the current zoning requirements of the Special West Chelsea District (though residential use will not be considered). Proposals should be compatible with and advance the Development Goals set forth in Section IV of this RFP. Any proposed overrides of zoning requirements and other municipal laws and regulations should be specifically identified in the Proposal as is explained further in Section V. Proposal Requirements.

Cultural and Historic Resources

The Site has been determined to be eligible for listing on the National Register of Historic Places. Any substantial changes to the building will require consultation with the State Historic Preservation Office ("SHPO") of the New York State Office of Parks, Recreation and Historic Preservation in accordance with the New York State Historic Preservation Act of 1980 (Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law) in order to explore potential measures that would avoid, minimize or mitigate any Adverse Impacts or Adverse Effects to historic resources as guided by the Secretary of the Interior's Standards for Rehabilitation. The Designated Developer will be responsible for any required mitigation of Adverse Impacts or Adverse Effects to historic resources. A copy of the Secretary of the Interior's Standards for Rehabilitation can be seen at: <http://www.nps.gov/tps/standards/four-treatments/treatment-rehabilitation.htm>

The Site is eligible for the federal historic tax credit programs. More information about this program can be found at <http://www.nysparks.com/shpo/tax-credit-programs/>.

Transportation

The Site is served by several forms of public transportation, including several bus routes (M11, M14D, M23), the nearby A, C, E, L and 1 subway lines (0.7 miles), and Pennsylvania Station (1.1 miles), a hub for intercity buses and subway, Amtrak, Long Island Rail Road, and New

Jersey Transit rail travel. The Site is also directly along the West Side Highway, providing easy access to Manhattan's major tunnels and roads.

Water Service

The Site is served by a 4" buried cast iron water main that enters Building 2. The system includes standpipes and sprinkler heads at the Site that provide fire protection to the two adjoining buildings. Water is provided by the City of New York municipal water supply system.

Sanitary Sewer

The Site is served by underground sanitary sewer piping and manholes, as well as a 40-gallon grease trap. Sewage flows connect to the City of New York public sanitary sewer system.

Stormwater System

The Site is served by a stormwater collection system consisting of roof drains and an exterior basement access area drain at Building 1. The Site has not historically fallen under the regulatory requirements of the New York State Department of Environmental Conservation (NYS DEC) Municipal Separate Storm Sewer System (MS4) for stormwater management, but may be subject to such requirements under private party ownership.

Electrical Service

Electric service for the Site is provided by Consolidated Edison. Power delivered is 208 volt 3 phase power, main breaker 3000 amps. The power enters the basement of Building 2 at the southeast side from West 20th street. The main disconnect is located in the basement of Building 2. Power is then distributed throughout Building 1 and Building 2. Emergency generator backup is provided by an on-site 500 KW (2006 model year) natural gas-fired generator located on the roof of Building 2.

Emergency and Life Safety Systems

Emergency Life and Safety Systems include standpipes, fire alarm, emergency lighting, exit lights, and kitchen hood system. These systems will remain in both buildings but compliance with applicable law and regulation will be the responsibility of the Designated Developer.

Refrigeration Systems

Existing air conditioning and refrigeration systems at the facility are comprised of kitchen refrigeration, domestic type refrigeration, window AC units, and a central chiller system. All portable refrigeration units are expected to be removed from the Site for re-use at other State facilities prior to transfer to the Designated Developer.

Petroleum Bulk Storage

The Site formerly included one (1) 7,500 gallon underground Petroleum Bulk Storage (PBS) Tank (ID #001) that is registered with the NYS DEC (Registration ID 2-399515). A State Office of General Services (OGS) project permanently closed this tank in-place, resulting in its removal from the PBS registration. At this point, the Site no longer has any registered tanks and, as such, no further PBS responsibilities at the Site. There are currently no open petroleum spills on file with NYS DEC.

Air Permitting and Emergency Generator

The Site operates a 500KW natural gas emergency generator. This emission source is registered with the DEC (Registration ID 2-6205-01643/00001) and certain regulatory requirements are mandated. The Site also includes four natural gas boilers / heaters.

Ownership and Taxes

The Site is currently owned by ESD, and is exempt from property taxes. It is located on Block 691, Lot 1.

Under a purchase and private re-use of the Site, property taxes would be assessed by the NYC Department of Finance. More information on NYC property taxes and the NYC Department of Finance can be found at www.nyc.gov/dof.

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 NYC Department of Finance. 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.

IV. DEVELOPMENT GOALS

ESD invites Respondents to submit Proposals that maximize the benefits to the New York State and New York City economies through adaptive re-use of the Site.

ESD is seeking Proposals that are responsive to, but are not limited to, the following development priorities:

1. Maximizing economic impact;
2. Providing opportunities for community facility use;
3. Preserving and/or adaptively reusing the Site to the extent practicable;
4. Achieving architectural distinction and design excellence in any proposed Site enhancements;
5. Featuring meaningful participation of New York State-certified Minority and Woman-Owned Business Enterprises (MWBES) in the Project Team; and
6. Incorporating sustainable building practices and appropriate levels of LEED or Energy Star Certification.

ESD will not consider any residential uses on the Site. For purposes of this RFP and the Project, residential uses are considered to include single-family housing, multi-family housing, senior housing, assisted living facilities, nursing homes, dormitories, hotels or any other housing-related uses.

As noted, Proposals are strongly encouraged but not required to be compliant under existing zoning requirements, and Proposals should be compatible with the aforementioned Development Goals.

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 closing and will hold the lease during development of the Site.

If a sale is proposed, the purchase price must be expressed in a fixed, non-contingent dollar amount. 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 Project closing.
- 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 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 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, 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, lease, or a combination thereof for the Site (land and improvements), ESD reserves the right to request revised proposals that reflect a lease of the land only, or a sale or 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 ground 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 their Proposal.

Respondents are encouraged to browse related ESD programs at: <http://esd.ny.gov/BusinessPrograms.html>. City of New York incentives may also be available, with more information able to be found at: <http://www.nycdc.com/service/financing-incentives>.

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’s Coastal Zone Management Policies; (iv) Public Authorities Law; (v) State Finance Law; and (vi) 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.

V. PROPOSAL REQUIREMENTS

The following are the submission requirements for all Proposals responding to this RFP. 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 the 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. ESD further reserves the right to ask additional written or oral clarifying questions to all Respondents or to a subset of Respondents.

The initial Proposals should be not longer than 100 pages of text.

Respondent's financial offer for the Site should assume that it will be transferred in "AS IS" and "WHERE IS" condition. Each complete Proposal for the redeveloped Site must contain the following elements:

1. Respondent Description

Each entity 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 Part XI Procurement Forms and Requirements.

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 operations 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.

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 and a description of how such tenants align with the Development Goals set forth in Section IV of this RFP.
- The description should address how this project will advance the Development Goals set forth in Section IV above.

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 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.
- A description of the preservation plan. Identify preservation consultants and include narrative description of design approach. If proposal involves partial demolition, describe program design and economic rationale for doing so as well as proposed measures or design concepts to address the historic nature and significance of the building and its significant features.

5. Zoning Calculation

Respondent must submit a floor area ratio (“FAR”) analysis showing all calculations, including proposed use groups and any proposed parking. Although ESD may consider the granting of minor zoning overrides to accommodate Proposals with unique needs and special potential for satisfying the Development Goals, ESD does not expect to override any City of New York building, fire, or other related codes beyond, as necessary, overrides to reach the Max FAR, as outlined in Section III Site Description. Respondents should assume that their Project’s height and size is subject to Special West Chelsea District Sub-area D zoning. Should a Respondent seek zoning overrides of any kind beyond reaching the aforementioned Max FAR of 7.5 (which will not require an addendum), it must submit: 1) A standard Proposal, including all such components described as being required in the RFP, with no other zoning overrides requested; and 2) An addendum outlining a second scenario that assumes additional zoning overrides (other than to Max FAR) would be allowed. This addendum, as necessary should: a) identify and confirm all Proposal components (e.g., the Project Team) that would remain unchanged; b) include modified Proposal components (e.g., new purchase price, site

layout, zoning calculations, etc.; components outlined in RFP Section V, 1-10, e.g.) for all elements of the Proposal that would be changed in the second scenario in which additional zoning overrides are proposed. Additionally, Respondents should provide a rationale upon which ESD should allow additional overrides, and how any additional overrides would be compatible with the Development Goals.

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

- 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, particularly preservation and adaptive re-use projects and experiences in consulting with SHPO (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: BayviewCF@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; Historic Preservation; Project Timeline; Zoning Overrides (if applicable); Economic Benefits; M/WBE Participation; NYS Vendor Participation; Project Contingencies; and Endorsements.
- 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 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.

VI. SELECTION CRITERIA

Proposals may be reviewed by ESD and other State officials. The sale or long-term lease of the Site may be subject to approval, 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. When evaluating proposals, the following equally-weighted selection criteria will be considered in no order of priority:

- *Consistency with Development Goals:* Thoughtful and innovative approach to addressing the Development Goals articulated in RFP's Section IV.
- *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.
- *Employment Impact:* Creation of construction and permanent on-site jobs and payroll.
- *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 that indirect spending that the Project will generate and any applicable tax revenue.
- *Financial Offer:* Provision of competitive terms for the purchase and/or long-term lease of the Site. In the final analysis used to select the Designated Developer, this criterion will be scored by ESD based on the method of disposition that ESD elects to pursue.
- *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.

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 development goals. 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. Currently, ESD expects that first-round interviews will be conducted on July 15 and 16 (as necessary), 2014.

VII. 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 BayviewCF@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.

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 each of ESD and the State 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 City of New York and State of New York;
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 *City 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, 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. SUBMISSIONS

Ten (10) hard copies and one (1) electronic copy (in the form of a flash drive or CD-ROM) of the Proposal identified by “Bayview C.F. RFP” must be received by ESD by 2:00 PM on Tuesday, July 1, 2014 at the following address:

Empire State Development
633 Third Avenue, 37th Floor
New York, NY 10017
Attn: Kevin Hansen, Director, Real Estate Development
Bayview C.F. RFP

RFP Inquiries

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

BayviewCF@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 Wednesday, June 25, 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 emails to the designated email account for the solicitation, BayviewCF@esd.ny.gov, will be allowed by Respondents or employed representatives of Respondent team members during the procurement period of this RFP. Any such contact by a Proposer will be grounds for disqualification.

Site Tours

ESD and the DOCCS have scheduled two Site tour dates: May 29, 2014 and June 18, 2014. On each date, it is anticipated that approximately 45-minute tours will be offered at the following times: 10:00 AM; 11:00 AM; 12:00 PM and 1:00 PM. Respondents may attend no more than one tour per date and are not required to attend any tours. Please email BayviewCF@esd.ny.gov with your expected tour dates, times and parties (and attached site waivers signed by attendees) if you plan on participating in one or more Site tour. If tour interest is sufficiently high so as to limit tour capacity, 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: <http://www.esd.ny.gov/CorporateInformation/RFPs.html>.

X. 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 entity 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 responding party; (iv) to accept or reject any or all responses thereto; (v) to extend the deadline for submission of responses thereto; (vi) to negotiate or hold discussions with any respondent and to correct deficient responses 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. Responses hereto 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 response to this RFP constitutes a Trade Secret or is otherwise exempt from disclosure under FOIL, such claim must be made at the time of the response, 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 RFP responses, including late responses, 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 response to the RFP. ESD will not be responsible for any costs incurred by Respondents related to preparing and submitting a response to this RFP, 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.

XI. 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. Non-Discrimination and Contractor & Supplier Diversity Requirements
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)

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 ESDC web site 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 BayviewCF@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. Both the prime consultant and any sub-consultants 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 of New York 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), anticipated Staffing Plan (Form OCSD-2) and MWBE Utilization Plan (Form OCSD-4) shall be included as part of the response to this RFP.

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

Only the prime consultant shall complete these forms. In the Utilization Plan (Form OCSD-4) the prime consultant must list all of the sub-contractors and sub-consultants it proposes to use in achieving MWBE goal. OCSD is available to assist you in identifying New York State certified MWBEs that can provide goods and services in connection with this contract. If you require MWBE listings or have other questions relating to MWBE requirements herein, please contact the OCSD with your inquiries and comments at OCSD@ESD.NY.GOV. Be sure to include all relevant contact information for your company and details pertaining to this project.

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 project sites.

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, included in the Appendix.

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 web site: 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 Schedule A to Form ST 220-CA requires 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://esd.ny.gov/CorporateInformation/Data/revisedScheduleAWORDMay2012.pdf>

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

XII. 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 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 the NYS UDC d/b/a ESD and the People of the State of New York.

EXHIBIT 1 – SURROUNDING AREA MAP



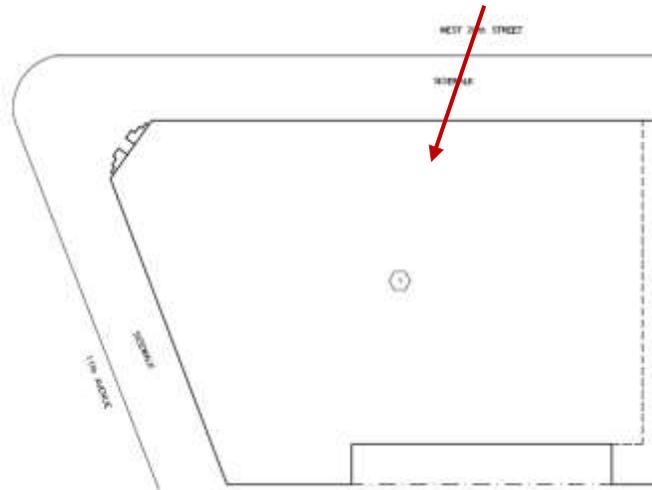
EXHIBIT 2 – NEIGHBORHOOD LOT MAP



EXHIBIT 3 – BUILDING 1: MAIN BUILDING

Description of Previous Site Uses and Infrastructure

(Site, including any and all infrastructure and equipment that remains 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.



Size: 72,509 Gross square feet, 8 floors with basement and roof.

Prior Uses: Housing, Dining Area, Security Offices, Gym, and Administration.

Heating: Three natural gas fired boilers feed hot water and steam from the boiler room located in the Building 2 basement. A fourth boiler is currently out of service. Hot water and steam have been distributed through the building to unit heaters, making up air coil and radiation.

Domestic Hot Water: Domestic hot water produced in basement utilizing steam-fired water heaters located in the Building 2 basement.

Water: Underground from municipal system.

Sanitary: Discharged to municipal system.

Electrical: Fed from facility electrical system, with backup generation from facility main generator.

Ventilation: Natural through windows and chases. Wall mounted exhaust fans. Make up air unit for 6 air handling units.

Fire systems: Centralized alarm system.

Refrigeration: Two roof mounted chillers/four compressors serving entire building. There are 71 pounds of refrigerant in each compressor. Refrigerated cooler and freezer in kitchen

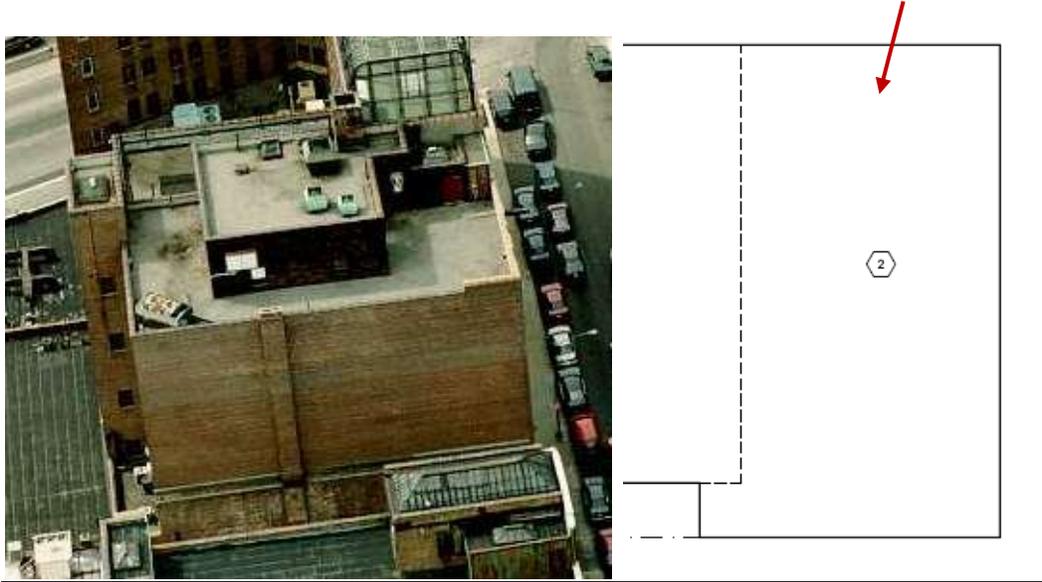
Emergency Systems: Centralized alarm system. Supervisory station for the building.

Phone/Data: Central phone room.

EXHIBIT 4 – BUILDING 2: ANNEX

Description of Previous Site Uses and Infrastructure

(Site, including any and all infrastructure and equipment that remains 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.



Size: 35,345 Gross square feet, 7 floors with basement and roof.

Prior Uses: Housing, Offices, Administration.

Heating: Three natural gas fired boilers feed hot water and steam from the boiler room located in the Building 2 basement. A fourth boiler is currently out of service. Hot water and steam have been distributed through the building to unit heaters, making up air coil and radiation.

Hot Water: Domestic hot water is produced in basement utilizing steam fired hot water heaters in the Building 2 basement.

Water: Underground from municipal system.

Sanitary: Discharged to municipal system.

Electrical: Fed from facility electrical system, with backup generation from facility main generator.

Ventilation: Natural through windows and chases. Wall mounted exhaust fans. Make up air unit for 6 air handling units.

Fire systems: Centralized alarm system.

Refrigeration: Two roof mounted chillers/four compressors serving entire building, 71 pounds of refrigerant in each compressor. Refrigerated cooler and freezer in kitchen

Emergency Systems: Centralized alarm system. Supervisory station for the building.

Phone/Data: Central phone room.

**EXHIBIT 5:
ENCOURAGING 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. Such partnering may be as sub-contractors, suppliers, protégés or other supporting roles (herein collectively called “Subcontractors”).

Bidders/proposers need to be aware that, if selected through this ESD solicitation, they will strongly encouraged, to the maximum extent practical and consistent with legal requirements, to use responsible and responsive New York State businesses in performing the contract, including without limitation: (i) purchasing commodities that are of equal quality and functionality; and (ii) in utilizing services and technology. Furthermore, bidders/proposers are reminded that they must continue to utilize small, minority and women-owned businesses, consistent with current State law.

Utilizing New York State businesses in State contracts will help create more private sector jobs, rebuild New York’s infrastructure, and maximize economic activity to the mutual benefit of the contractor and its New York State business partners. New York State businesses will promote the contractor’s optimal performance under the contract, thereby fully benefiting public sector programs that are supported by associated procurements.

Public procurements can drive and improve the State’s economic engine through promotion of the use of New York businesses by its contractors. The State therefore expects bidders/proposers to provide maximum assistance to New York businesses in their use of the contract. The potential participation by all kinds of New York businesses will deliver great value to the State and its taxpayers.

Bidders/proposers can demonstrate their commitment to the use of New York State businesses by responding to the questions below:

(A) Do you anticipate the need for Subcontractors fulfilling the requirements of this ESD contract? Yes No

(B) Will New York State businesses be used in the performance of this ESD contract as Subcontractors? Yes No

NOTE: If the answer to question (B) is Yes, please identify New York State businesses that will be used and attach identifying information (e.g., name, address, contact information, nature of business).



Contractor Certification to Covered Agency

(Pursuant to Section 5-a of the Tax Law, as amended, effective April 26, 2006)

ST-220-CA

(12/11)

For information, consult Publication 223, *Questions and Answers Concerning Tax Law Section 5-a* (see *Need Help?* on back).

Contractor name		For covered agency use only Contract number or description	
Contractor's principal place of business	City	State	ZIP code
Contractor's mailing address (if different than above)		Estimated contract value over the full term of contract (but not including renewals)	
Contractor's federal employer identification number (EIN)	Contractor's sales tax ID number (if different from contractor's EIN)		\$
Contractor's telephone number	Covered agency name		
Covered agency address		Covered agency telephone number	

I, _____, hereby affirm, under penalty of perjury, that I am _____

(name)

(title)

of the above-named contractor, that I am authorized to make this certification on behalf of such contractor, and I further certify that:

(Mark an X in only one box)

The contractor has filed Form ST-220-TD with the Department of Taxation and Finance in connection with this contract and, to the best of contractor's knowledge, the information provided on the Form ST-220-TD, is correct and complete.

The contractor has previously filed Form ST-220-TD with the Tax Department in connection with _____
(insert contract number or description)

and, to the best of the contractor's knowledge, the information provided on that previously filed Form ST-220-TD, is correct and complete as of the current date, and thus the contractor is not required to file a new Form ST-220-TD at this time.

Sworn to this ____ day of _____, 20 ____

(sign before a notary public)

(title)

Instructions

General information

Tax Law section 5-a was amended, effective April 26, 2006. On or after that date, in all cases where a contract is subject to Tax Law section 5-a, a contractor must file (1) Form ST-220-CA, *Contractor Certification to Covered Agency*, with a covered agency, and (2) Form ST-220-TD with the Tax Department before a contract may take effect. The circumstances when a contract is subject to section 5-a are listed in Publication 223, Q&A 3. See *Need help?* for more information on how to obtain this publication. In addition, a contractor must file a new Form ST-220-CA with a covered agency before an existing contract with such agency may be renewed.

Note: Form ST-220-CA must be signed by a person authorized to make the certification on behalf of the contractor, and the acknowledgement on page 2 of this form must be completed before a notary public.

When to complete this form

As set forth in Publication 223, a contract is subject to section 5-a, and you must make the required certification(s), if:

- i. The procuring entity is a *covered agency* within the meaning of the statute (see Publication 223, Q&A 5);
- ii. The contractor is a *contractor* within the meaning of the statute (see Publication 223, Q&A 6); and
- iii. The contract is a *contract* within the meaning of the statute. This is the case when it (a) has a value in excess of \$100,000 and (b) is a contract for *commodities* or *services*, as such terms are defined for purposes of the statute (see Publication 223, Q&A 8 and 9).

Furthermore, the procuring entity must have begun the solicitation to purchase on or after January 1, 2005, and the resulting contract must have been awarded, amended, extended, renewed, or assigned *on or after April 26, 2006* (the effective date of the section 5-a amendments).

Individual, Corporation, Partnership, or LLC Acknowledgment

STATE OF }
: SS.:
COUNTY OF }

On the ___ day of _____ in the year 20___, before me personally appeared _____,
known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that
_he resides at _____,
Town of _____,
County of _____,
State of _____; and further that:

[Mark an X in the appropriate box and complete the accompanying statement.]

- (If an individual): _he executed the foregoing instrument in his/her name and on his/her own behalf.
(If a corporation): _he is the _____ of _____, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, _he is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, _he executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.
(If a partnership): _he is a _____ of _____, the partnership described in said instrument; that, by the terms of said partnership, _he is authorized to execute the foregoing instrument on behalf of the partnership for purposes set forth therein; and that, pursuant to that authority, _he executed the foregoing instrument in the name of and on behalf of said partnership as the act and deed of said partnership.
(If a limited liability company): _he is a duly authorized member of _____, LLC, the limited liability company described in said instrument; that _he is authorized to execute the foregoing instrument on behalf of the limited liability company for purposes set forth therein; and that, pursuant to that authority, _he executed the foregoing instrument in the name of and on behalf of said limited liability company as the act and deed of said limited liability company.

Notary Public

Registration No.

Privacy notification

The Commissioner of Taxation and Finance may collect and maintain personal information pursuant to the New York State Tax Law, including but not limited to, sections 5-a, 171, 171-a, 287, 308, 429, 475, 505, 697, 1096, 1142, and 1415 of that Law; and may require disclosure of social security numbers pursuant to 42 USC 405(c)(2)(C)(i).

This information will be used to determine and administer tax liabilities and, when authorized by law, for certain tax offset and exchange of tax information programs as well as for any other lawful purpose.

Information concerning quarterly wages paid to employees is provided to certain state agencies for purposes of fraud prevention, support enforcement, evaluation of the effectiveness of certain employment and training programs and other purposes authorized by law.

Failure to provide the required information may subject you to civil or criminal penalties, or both, under the Tax Law.

This information is maintained by the Manager of Document Management, NYS Tax Department, W A Harriman Campus, Albany NY 12227; telephone (518) 457-5181.

Need help?

Visit our Web site at www.tax.ny.gov
• get information and manage your taxes online
• check for new online services and features

Telephone assistance
Sales Tax Information Center: (518) 485-2889
To order forms and publications: (518) 457-5431

Text Telephone (TTY) Hotline (for persons with hearing and speech disabilities using a TTY): (518) 485-5082

Persons with disabilities: In compliance with the Americans with Disabilities Act, we will ensure that our lobbies, offices, meeting rooms, and other facilities are accessible to persons with disabilities. If you have questions about special accommodations for persons with disabilities, call the information center.

I, _____ (CONTRACTOR REPRESENTATIVE), the _____ (AWARDEE/CONTRACTOR) agree to adopt the following policies with respect to the project being developed or services rendered at _____.

M/WBE PARTICIPATION (M/WBE)

This organization will and will cause its contractors and subcontractors to take good faith actions to achieve the M/WBE contract participations goals set by the State for that area in which the State-funded project is located, by taking the following steps:

- (1) Actively and affirmatively solicit bids for contracts and subcontracts from qualified State certified MBEs or WBEs, including solicitations to M/WBE contractor associations.
- (2) Request a list of State-certified M/WBEs from ESD’s Office of Contractor and Supplier Diversity (“OCSD”) and solicit bids from the listed vendors directly. OCSD may be reached via email at OCSD@ESD.NY.GOV.
- (3) Ensure that plans, specifications, request for proposals and other documents used to secure bids will be made available in sufficient time for review by prospective M/WBEs.
- (4) Where feasible, divide the work into smaller portions to enhanced participations by M/WBEs and encourage the formation of joint venture and other partnerships among M/WBE contractors to enhance their participation.
- (5) Document and maintain records of bid solicitation, including those to M/WBEs and the results thereof. Contractor will also maintain records of actions that its subcontractors have taken toward meeting M/WBE contract participation goals.
- (6) Ensure that progress payments to M/WBEs are made on a timely basis so that undue financial hardship is avoided, and that bonding and other credit requirements are waived or appropriate alternatives developed to encourage M/WBE participation.

EQUAL EMPLOYMENT OPPORTUNITY POLICY (EEO)

- (a) This organization will not discriminate against any employee or applicant for employment because of race, creed, color, national origin, sex, age, disability or marital status, will undertake or continue existing programs of affirmative action to ensure that minority group members are afforded equal employment opportunities without discrimination, and shall make and document its conscientious and active efforts to employ and utilize minority group members and women in its work force on state contracts.
- (b) This organization shall state in all solicitation or advertisements for employees that in the performance of the State contract all qualified applicants will be afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status.

- (c) At the request of the contracting agency, this organization shall request each employment agency, labor union, or authorized representative will not discriminate on the basis of race, creed, color, national origin, sex, age, disability or marital status and that such union or representative will affirmatively cooperate in the implementation of this organization’s obligations herein.
- (d) This organization will include the provisions of sections (a) through (c) of this agreement in every subcontract in such a manner that the requirements of the subdivisions will be binding upon each subcontractor as to work in connection with the State contract.

Agreed on this _____ day of _____, 20_____.

By: _____
(SIGNATURE)

Print Name: _____

Title: _____

Minority Business Enterprise Liaison

_____ (Name of Designated Liaison) is designated as the Minority Business Enterprise Liaison responsible for administering the Minority and Women-Owned Business Enterprises- Equal Employment Opportunity (M/WBE-EEO) program.

M/WBE Contract Goals

_____ % Minority Business Enterprise Participation

_____ % Women’s Business Enterprise Participation

EEO Contract Goals

_____ % Minority Labor Force Participation

_____ % Female Labor Force Participation

(Authorized Representative)

Print Name: _____

Title: _____

Date: _____

—

Solicitation No.:	Reporting Entity:	Report includes Contractor's/Subcontractor's: <input type="checkbox"/> Work force to be utilized on this contract <input type="checkbox"/> Total work force <input type="checkbox"/> Offeror <input type="checkbox"/> Subcontractor Subcontractor's Name:
Offeror's Name:		
Offeror's Address:		

Submit with Bid or Proposal – Instructions on page 2

Enter the total number of employees for each classification in each of the EEO-Job Categories identified

EEO-Job Category	Total Work force	Work force by Gender		Work force by Race/Ethnic Identification														
		Total Male (M)	Total Female (F)	White (M) (F)		Black (M) (F)		Hispanic (M) (F)		Asian (M) (F)		Native American (M) (F)		Disabled (M) (F)		Veteran (M) (F)		
Officials/Administrators																		
Professionals																		
Technicians																		
Sales Workers																		
Office/Clerical																		
Craft Workers																		
Laborers																		
Service Workers																		
Temporary /Apprentices																		
Totals																		

PREPARED BY (Signature): <hr style="border: 0; border-top: 1px solid black; margin-top: 10px;"/>	NAME: TITLE: DATE:	TELEPHONE NO.: ALTERNATE TEL: EMAIL ADDRESS:
--	---	---

Submit completed with bid or proposal M/WBE 101 (Rev 04/2012)

General Instructions: All Offerors and each subcontractor identified in the bid or proposal must complete an EEO Staffing Plan (M/WBE 101) and submit it as part of the bid or proposal package. Where the work force to be utilized in the performance of the State contract can be separated out from the contractor's and/or Subcontractor's total work force, the Offeror shall complete this form only for the anticipated work force to be utilized on the State contract. Where the work force to be utilized in the performance of the State contract cannot be separated out from the contractor's and/or Subcontractor's total work force, the Offeror shall complete this form for the contractor's and/or Subcontractor's total work force.

Instructions:

1. Enter the Solicitation number that this report applies to along with the name and address of the Offeror.
2. Check off the appropriate box to indicate if the Offeror completing the report is the contractor or a subcontractor.
3. Check off the appropriate box to indicate work force to be utilized on the contract or the Offerors' total work force.
4. Enter the total work force by EEO job category.
5. Break down the anticipated total work force by gender and enter under the heading 'Work force by Gender'
6. Break down the anticipated total work force by race/ethnic identification and enter under the heading 'Work force by Race/Ethnic Identification'. Contact the OM/WBE Permissible contact(s) for the solicitation if you have any questions.
7. Enter information on disabled or veterans included in the anticipated work force under the appropriate headings.
8. Enter the name, title, phone number and email address for the person completing the form. Sign and date the form in the designated boxes.

RACE/ETHNIC IDENTIFICATION:

Race/ethnic designations as used by the Equal Employment Opportunity Commission do not denote scientific definitions of anthropological origins. For the purposes of this report, an employee may be included in the group to which he or she appears to belong, identifies with, or is regarded in the community as belonging. However, no person should be counted in more than one race/ethnic group. The race/ethnic categories for this survey are:

- **WHITE** (Not of Hispanic origin) All persons having origins in any of the original peoples of Europe, North Africa, or the Middle East.
- **BLACK** a person, not of Hispanic origin, who has origins in any of the black racial groups of the original peoples of Africa.
- **HISPANIC** a person of Mexican, Puerto Rican, Cuban, Central or South American or other Spanish culture or origin, regardless of race.
- **ASIAN & PACIFIC ISLANDER** a person having origins in any of the original peoples of the Far East, Southeast Asia, the Indian subcontinent or the Pacific Islands.
- **NATIVE INDIAN (NATIVE AMERICAN/ALASKAN NATIVE)** a person having origins in any of the original peoples of North America, and who maintains cultural identification through tribal affiliation or community recognition.

OTHER CATEGORIES:

- **DISABLED INDIVIDUAL** any person who:
 - has a physical or mental impairment that substantially limits one or more major life activity(ies)
 - has a record of such an impairment; or
 - is regarded as having such an impairment.
- **VIETNAM ERA VETERAN** a veteran who served at any time between and including January 1, 1963 and May 7, 1975.
- **GENDER** Male or Female

INSTRUCTIONS: This form must be submitted with any bid, proposal, or proposed negotiated contract or within a reasonable time thereafter, but prior to contract award. This MWBE Utilization Plan must contain a detailed description of the supplies and/or services to be provided by each certified Minority and Women-owned Business Enterprise (M/WBE) under the contract. Attach additional sheets if necessary.

Federal Employer Identification No. (FEIN):

Contractor/Awardee:

Address:

Awardee Representative:

Town, State & Zip:

Phone:

ESD Contract/Project Number:

Fax:

RFP/RFQ/Solicitation Number:

Email:

M/WBE Goals: MBE - % WBE - %

1. Certified M/WBE Subcontractors/Suppliers Federal Employer Identification Number (FEIN), Name, Address, Phone, Fax and Email Address.	2. Classification	3. Federal ID No.	4. Detailed Description of Work (Attach additional sheets, if necessary)	5. Dollar Value of Subcontracts / Supplies / Services and intended performance dates of each component of the contract.
A.	<u>NYS ESD CERTIFIED</u> <input type="checkbox"/> MBE <input type="checkbox"/> WBE			
B.	<u>NYS ESD CERTIFIED</u> <input type="checkbox"/> MBE <input type="checkbox"/> WBE			

6. If unable to fully meet the M/WBE goals set forth in the contract, the Offeror must submit a Waiver Request form, which may be obtained from the

Office of Contractor and Supplier Diversity, at OCSD@ESD.NY.GOV .									
<p>PREPARED BY (Signature): _____ DATE: _____</p> <p>Preparer's Name (Print or Type): _____</p> <p>Preparer's Title: _____</p> <p>Date: _____</p> <p style="margin-top: 20px;">SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE 15-A, 5 NYCRR PART 143, AND THE ABOVE-REFERENCED SOLICITATION. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NONCOMPLIANCE AND POSSIBLE TERMINATION OF YOUR CONTRACT.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;">TELEPHONE NO.:</td> <td style="width: 50%; padding: 5px;">EMAIL ADDRESS:</td> </tr> <tr> <td colspan="2" style="text-align: center; padding: 5px;">** FOR OCSD-M/WBE USE ONLY **</td> </tr> <tr> <td style="width: 50%; padding: 5px;">REVIEWED BY:</td> <td style="width: 50%; padding: 5px;">DATE:</td> </tr> <tr> <td colspan="2" style="padding: 5px;"> <p>UTILIZATION PLAN APPROVED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date: _____</p> <p>Contract No.: _____</p> <p>Project No. (if applicable): _____</p> <p>Contract Award Date: _____</p> <p>Estimated Date of Completion: _____</p> <p>Amount Obligated Under the Contract: _____</p> <p>Description of Work: _____</p> <p style="margin-top: 10px;">NOTICE OF DEFICIENCY ISSUED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date of Issue: _____</p> <p style="margin-top: 10px;">NOTICE OF ACCEPTANCE ISSUED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date of Issue: _____</p> </td> </tr> </table>	TELEPHONE NO.:	EMAIL ADDRESS:	** FOR OCSD-M/WBE USE ONLY **		REVIEWED BY:	DATE:	<p>UTILIZATION PLAN APPROVED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date: _____</p> <p>Contract No.: _____</p> <p>Project No. (if applicable): _____</p> <p>Contract Award Date: _____</p> <p>Estimated Date of Completion: _____</p> <p>Amount Obligated Under the Contract: _____</p> <p>Description of Work: _____</p> <p style="margin-top: 10px;">NOTICE OF DEFICIENCY ISSUED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date of Issue: _____</p> <p style="margin-top: 10px;">NOTICE OF ACCEPTANCE ISSUED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date of Issue: _____</p>	
TELEPHONE NO.:	EMAIL ADDRESS:								
** FOR OCSD-M/WBE USE ONLY **									
REVIEWED BY:	DATE:								
<p>UTILIZATION PLAN APPROVED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date: _____</p> <p>Contract No.: _____</p> <p>Project No. (if applicable): _____</p> <p>Contract Award Date: _____</p> <p>Estimated Date of Completion: _____</p> <p>Amount Obligated Under the Contract: _____</p> <p>Description of Work: _____</p> <p style="margin-top: 10px;">NOTICE OF DEFICIENCY ISSUED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date of Issue: _____</p> <p style="margin-top: 10px;">NOTICE OF ACCEPTANCE ISSUED? <input type="checkbox"/> YES <input type="checkbox"/> NO Date of Issue: _____</p>									

Project Information Supplement -- "RFP Workbook"

Please complete the following worksheets, which ESD is using to solicit additional information on Respondents' proposals. By receiving this information in a uniform manner, ESD can more consistently and effectively compare and evaluate the different proposals submitted. The included tabs (which include in-spreadsheet comments, where marked with a red triangle in the upper right corner of the cell) are as follows:

- 1) *Key General Assumptions*: Provide summary additional information on various elements of a Proposal including: sustainability, public/community benefits, historic preservation, economic impact, and M/WBE participation. In general, ESD would like more detailed information on these areas where it is available.
- 2) *Key Financial Assumptions*: Provide high-level financial assumptions for the project, including: project financing, rental rates, and various other budgetary assumptions.
- 3) *Development Budget*: Provide line-item budget estimates and assumptions.
- 4) *Development Timeline*: Provide high-level timeline for construction spending and completion.
- 5) *Sources of Funds*: Provide summary of expected funding sources.
- 6) *Pro Forma Inputs*: Provide rent and operating expense assumptions to populate pro forma.
- 7-10) Pro Forma (pages 2-5): Autopopulates based on elsewhere-entered expense and



GENERAL ASSUMPTIONS			
INSTRUCTIONS: Please fill in cells D5 - D35 based on the instructions provided in column B and example provided in column F.			
TEAM		YOUR TEAM'S INFO HERE	RESPONDENT A
SUSTAINABILITY	INSTRUCTIONS	RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
LEED or Equivalent	Describe specific LEED levels or other sustainability commitments under your proposal.		Committed to LEED Platinum certification, including: High performance building systems, energy star appliances, water-efficient bathroom furnishings, green roof to mitigate heat and rainwater runoff, grass and permeable surface courtyard, etc.
PUBLIC BENEFITS	INSTRUCTIONS	RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Public Benefits	Describe all public benefits provided for under your proposal. Such benefits might include investments to renovate and preserve existing or adjacent community facilities, dedicated community meeting or activity space, recreational facilities, or community-focused outreach and programming. Please include all upfront and ongoing costs of such benefits and indicate what will be funded by the developer and what will be funded by member fees or other support.		Respondent A will dedicate a 5,000 sq. ft. atrium and 1,000 sq. ft. meeting room on the ground floor for members of the local community. Access will be provided free-of-charge during business hours. Atrium space will also be used to advertise the work of local artists at no commission. In addition, one floor of the facility will be dedicated to providing social services in A field by Non-Profit B. A 2013 study by the Planning Department showed that this community district was the least-served for this service in the City.
HISTORIC PRESERVATION	INSTRUCTIONS	RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Preservation Summary	Please describe your plan for addressing--through documentation, preservation, rehabilitation, and/or renovation--each noted historic resource, as it is present, on site. (In Bayview's specific case, please describe in as much detail as possible your team's plans for the building façade, main entryway, main gathering areas, and chapel area.)		As a Landmarked building (Note: this example is not Bayview, which is not Landmarked), Facility A will be preserved. The top floor will be renovated, however, and Respondent A plans to replace it and expand upon it by creating two new floors (4 and 5), within the maximum allowable building envelope under local zoning. The new floors will be constructed in the style of those below them, with the exception of a new green roof.
TIMELINE	INSTRUCTIONS	RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Timeline Summary	List the start and completion dates of each phase of development and total built square footage at their conclusion.		Phase 1: May 2014 - May 2016, 40,000 sq ft developed Phase 2: June 2016 - June 2018, 20,000 sq ft developed
ZONING	INSTRUCTIONS	RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Zoning	List any zoning overrides requested		As-of-right zoning; no overrides expected
Economic Benefits	INSTRUCTIONS	RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Methodology Type	Describe the methodology used for calculating jobs and economic benefits. Methodologies can range from standard economic impact models such as IMPLAN, REMI and RIMS to estimates based on comparable projects.		IMPLAN
Construction Impacts	Total Number of Net New Construction Jobs (FTE) in NYS		100 net new construction FTE jobs on site for NYS
	Total Number of Net New Indirect Construction Jobs (FTE) in NYS		50 net new indirect jobs in NYS
	Total Economic Benefit of Construction (\$) in NYS		\$300M net economic benefit to NYS economy
	Total Tax Revenue From Construction (\$) to NYS		\$30M in net new NYS sales, personal income and business income tax revenue due to construction
Permanent Jobs	NYS		200 net new direct permanent jobs for NYS
	Total Number of Indirect Permanent Jobs (FTE) to NYS		20 net new indirect permanent jobs for NYS
	NYS		\$50M net permanent annual economic benefit to NYS
	Total Tax Revenue From Permanent Jobs (\$) to NYS		\$10M in net new NYS sales, personal income and business income tax revenue due to construction
Incentives	As-of-Right Incentive Assumptions		No assumptions for as-of-right incentives.
NYS and MWBE Participation		RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
NYS Business Participation	Will New York State businesses be used in the performance of this Proposal?		Yes: Business A, Business B and Business C
Overall M/WBE Business Enterprise Participation Rate	Proposed % of project budget to be spent on goods and services provided by businesses that are NYS-certified M/WBEs.		Target of 50% MWBE participation on project : 30% MBE 20% WBE
Overall Minority and Women Labor Force Participation	Proposed % of minority and women labor force engaged in project		Target of 40% minority and women labor force 25% Minority 15% Women
Contingencies		RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Is your proposal non-contingent?	Yes/No		Yes -- Proposal is not contingent on any other factors for closing.
Contingency notes	Describe any notations or contingencies as appropriate.		None
Endorsements		RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Endorsement letters	Cite any formal endorsements, if applicable, received by your organization's Project		Letter from local Community Board A, National Non-Profit A, Prospective Tenants, etc.
Notes		RESPONSE	EXAMPLE (NOT ACTUAL): RESPONDENT A
Note A	Describe any other notes as necessary.		N/A

FINANCIAL ASSUMPTIONS

INSTRUCTIONS: Please enter values for all white cells. Footnotes may be added in Cell A62.

Developer Name YOUR TEAM'S INFO HERE

Development Summary	Select Purchase/Lease Scenario:	--
Total Project Cost		
Total Project Square Feet (Gross)		
Total Project Costs per Square Foot		#DIV/0!
Proposed Construction Timeline (Closing to Cert. of Occupancy)		
Project Construction Cost		
Developer's Fee		
Assumed General Tenant Vacancy (as applicable)		
Assumed Downtime between Leases (as applicable)		
Assumed Lease Renewal Probability (as applicable)		

Estimated Development Cost and Rent by Uses	Total SF (GSF)	Cost / GSF	Rentable SF (RSF)	Rent / RSF
Office		\$ -		\$ -
Retail		\$ -		\$ -
Industrial		\$ -		\$ -
Community Facility (Cultural, Religious, Educational, Recreational)	-	\$ -	-	\$ -
Other	-	\$ -	-	\$ -
Total	-	\$ -	-	\$ -

Financing Summary	
Proposed Purchase Price (\$)	
Proposed Long-Term Lease Payment at First Year of Stabilization	
Lease Schedule & Escalation	<i>e.g. 99 years, with 5% increases every 5 years, etc.</i>
Total Equity (\$)	
% of Total Source(s) and Share(s) of Equity	#DIV/0!
	<i>e.g. Developer A: 15%, Developer B: 6%</i>
Total Debt Financing (\$)	
% of Total Source(s) and Share(s) of Debt	#DIV/0!
	<i>e.g. Bank A: 40%, Bank B: 35%</i>
Total Other Financing (\$)	
% of Total Source(s) and Share(s) of Other Financing	#DIV/0!
	<i>e.g. Grant: 4%</i>
Financing Contingencies	<i>e.g. Bank Commitment</i>
Other Project Contingencies	<i>e.g. Awaiting zoning board review</i>

Stabilization Information	
Projected Stabilization Year	
Projected Revenues at Stabilization	
Projected Operating Expenses at Stabilization	
Projected Taxes/PILOT	
Net Total	\$ -
Cash on Cost Return	#DIV/0!

Notes/Other
Provide any additional notes as needed

REAL ESTATE DEVELOPMENT BUDGET			white space indicates data entry			
PROJECT: YOUR TEAM'S INFO HERE						
NUMBER OF SF:	0	TOTAL COST PER SF:	\$ -			
ITEM	COST	% TOTAL	Depreciable	Amortize	Non-Depr.	Cost Per SF
ACQUISITION	\$ -	#DIV/0!				
Improvements		0.00%	0			#DIV/0!
Land Acquisition		0.00%			0	#DIV/0!
SOFT COSTS	\$ -	#DIV/0!				
Market Study		0.00%	0			
Environmental		0.00%	0			
Surveying		0.00%	0			
Application Fees		0.00%			0	
Architect & Engineer		0.00%	0			
Legal		0.00%	0			
Accounting/Tax Fees		0.00%			0	
Consultant Fees		0.00%				
Other (Describe in notes)		0.00%	0			
SITE WORK	\$ -	#DIV/0!				
Demolition		0.00%	0			#DIV/0!
On-Site Imp.		0.00%	0			#DIV/0!
Off-Site Imp.		0.00%			0	#DIV/0!
CONSTRUCTION	\$ -	#DIV/0!				
Core & Shell Rehab.		0.00%	0			#DIV/0!
Core & Shell New Const.		0.00%	0			#DIV/0!
Permits		0.00%	0			#DIV/0!
Tap & Impact Fees		0.00%	0			#DIV/0!
FF&E (Fixtures)		0.00%	0			#DIV/0!
Tenant Improvements		0.00%	0			#DIV/0!
Insurance/Bonding		0.00%	0			#DIV/0!
Contingency		0.00%	0			#DIV/0!
Other (Describe in notes)		0.00%	0			#DIV/0!
CONSTRUCTION FINANCE	\$ -	#DIV/0!				
Appraisal		0.00%	0			#DIV/0!
Constr. Origination		0.00%	0			#DIV/0!
Constr. Loan Fee		0.00%	0			#DIV/0!
Constr. Loan Interest		0.00%	0			#DIV/0!
Title and Recording		0.00%	0			#DIV/0!
Cost Certification		0.00%	0			#DIV/0!
Other (Describe in notes)		0.00%	0			#DIV/0!
PERMANENT FINANCE	\$ -	#DIV/0!				
Perm. Origination		0.00%		0		#DIV/0!
Perm. Loan Fee		0.00%		0		#DIV/0!
Title and Recording		0.00%		0		#DIV/0!
Other (Describe in notes)		0.00%		0		#DIV/0!
RESERVES	\$ -	#DIV/0!				
Lease-up Reserve		0.00%			0	
Operating Reserve		0.00%			0	
Other (Describe in notes)		0.00%			0	
MARKETING AND OTHER	\$ -	#DIV/0!				
Marketing Expense		0.00%		0		
Lease-up Expense		0.00%			0	
Organizational Exp.		0.00%		0		
Syndication Expense		0.00%			0	
Mobilization		0.00%			0	
Relocation/Possession		0.00%			0	
Property Taxes/PILOT		0.00%	0			
Other (Describe in notes)		0.00%				
TOTAL DEVELOPMENT COST	\$ -	0.00%	\$ -	\$ -	\$ -	
Per SF			#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!

Notes/ Other

e.g. Other Construction: Asbestos abatement costs

DEVELOPMENT BUDGET TIMELINE			white space indicates data entry	
PROJECT:		YOUR TEAM'S INFO HERE		
Total SF:		0		
PHASE	TIMELINE (INCLUDE PROJECTED DATES)	PROJECTED EXPENDITURES	SF DEVELOPED	% OF TOTAL PROJECT
Phase 1	<i>e.g. May 2015-August 2016</i>			#DIV/0!
Phase 2 (if applicable)	<i>e.g. September 2016-May 2017</i>			#DIV/0!
Phase 3 (if applicable)				#DIV/0!
TOTALS				
		\$ -	0	#DIV/0!
				#DIV/0!

SOURCES OF FUNDS

YOUR TEAM'S INFO HERE

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DEBT ATTRACTION CALCULATION	Requirements
Anticipated Debt Coverage Ratio during Construction	
Anticipated Debt Coverage Ratio at 1st year of Stabilization	
Loan to Value Ratio	
Capitalization Rate (First year of Stabilization)	
Stabilized NOI (First year of Stabilization)	\$0
Fair Market Value (At project completion)	\$0
Bank Loan Committed	\$0
Projected Tax Rate	
Projected annual PILOT payment	

PROPOSED PERMANENT FINANCING

	Amount	Rate	Amortization	Term	Pymts. Begin		Source
Bank Loan	0	0.00%	0	0			<i>e.g. Bank of NY</i>
Other Loan		0.00%	0	0			
Interest Only Loan #1	0	0.00%		0	0		
Interest Only Loan #2	0	0.00%		0	0		
Other Financing #1	0	0.00%	0	0	0		
Other Financing #2	0	0.00%	0	0	0		
Developer Loan	0	0.00%	0	0	0		
Cash Flow Loan	0	0.00%	0	0	0.00%	% of CF	
TOTAL LOANS	0	% of Total					
Other Financing #1	0						
Other Financing #2	0						
TOTAL OTHER FINANCING	0	% of Total					
EQUITY	0	% of Total					
TOTAL SOURCES	0						

Financing Notes
e.g. Balloon payment on interest only loans

TOTAL DEV. COST	0
TOTAL SOURCES	0
GAP	0
CASH FLOW	1 2 3 4 5
	0 0 0 0 0
RETURN ON EQUITY	#DIV/0!

PRO FORMA

YOUR TEAM'S INFO HERE

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**RENT AND EXPENSE ASSUMPTIONS AT STABILIZATION
COMMERCIAL/RETAIL RENTS**

Description	Leasable SF	\$/SF/Year	Ann. Rent
<i>e.g. Restaurant A</i>	0	0.00	0
	0	0.00	0
	0	0.00	0
	0	0.00	0
	0	0.00	0
	0	0.00	0
	0	0.00	0
TOTAL	0		0

OTHER RENTS

Description	Leaseable SF	\$/SF/Year	Annual Rent
<i>e.g. Community Use</i>	0	0.00	0
	0	0.00	0
	0	0.00	0
Total Other Rents	0		0

	Leaseable SF	\$/SF/Year	Ten. Cont.
Tenant Contributions (e.g. utilities, maintenance, etc.)	0	0.00	0
Tenant Contributions	0	0.00	0
Tenant Contributions	0	0.00	0
TOTAL TENANT CONTRIBUTIONS	0		0

TOTAL INCOME	
Commercial/Retail Income	0
Other Rents Income	0
Tenant Contributions	0
Other Income (Describe in "Notes/Other")	0
TOTAL INCOME	0

OPERATING EXPENSES	TOTAL	Per SF	
Management Fee	0	0	0.00% Percent of EGI
Advertise/Market	0	0	
Legal	0	0	
Administrative	0	0	
Utilities	0	0	
Trash	0	0	
Maintenance/Repairs/Grounds	0	0	
Grounds	0	0	
PILOT/Real Estate Property Tax	0	0	
Insurance	0	0	
Other	0	0	<i>Describe</i>
Total Operating Expenses	0	0	0.00% Percent of Revenue
Replacement Reserves	0	0	
Other Expenses	0	0	
Total Operating Exp. and Reserves	0	0	0.00% Percent of Revenue

RATE INCREASE ASSUMPTIONS	
	Percent
Rent Inc./Year	0.00%
Op Cost Inc./Year	0.00%
Vacancy Year 1	0%
Vacancy Year 2	0%
Vacancy Year 3	0%
Vacancy Year 4	0%
Vac. Year 5 & Future	0%
Tenant Contribution Inc.	0%
Other Income Increase	0%

Notes/Other
<i>Provide additional notes as needed</i>

ANNUAL LEASE PAYMENT EXPENSE	TOTAL	Per SF
Annual Lease Payments to ESD	\$ -	0
Other Annual Lease Payments (if any)		0
Total Annual Lease Payment Expenses	\$ -	0

Avg. Lease Exp. Increase/Year	0%
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SITE TOUR WAIVER
Bayview Correctional Facility
550 West 20th Street
New York, New York 10011

The undersigned, in return for access to above-referenced facility (the “Premises”), understands that ACCESS TO THE PREMISES IS AT THE UNDERSIGNED’S SOLE RISK, and the undersigned hereby agrees to: (1) release The State of New York (“NYS”), NYS Department of Corrections and Community Supervision (“DOCCS”), and NYS Urban Development Corporation d/b/a Empire State Development (“ESD”), from any and all claims, loss, injury or damages of whatever kind the undersigned might suffer arising from or relating to access to the Premises; and (2) indemnify and hold NYS, DOCCS, and ESD harmless from and against any and all claims, loss, injury or damages of whatever kind (including attorney’s fees) arising directly or indirectly from the undersigned’s access to the Premises.

Signed: _____ Date: _____, 2014

Print Name: _____

Company: _____