

Joint Solicitation for the Development of the Empire Station Complex

Addendum #8

Release Date: April 5, 2016

- 1) For prospective respondents to the Farley RFP, the following materials have been uploaded to the Dropbox for this solicitation (www.bit.ly/empirestation):
 - a. **Construction Staging for the Farley Building and Moynihan Train Hall:** Description of areas to which Selected Developer will be provided access and use. Drawings are included for information purposes only and depict temporary staging areas to be utilized by the contractor and subcontractors until a full staging plan is developed, submitted and approved.
 - b. **Q&A Responses (Partial):** Responses to questions on the Farley RFP received by March 18, 2016. For more information on the extension of the question period see Addendum #3. Please note that several files have been posted to Buzzsaw in connection with this Q&A.

Each of the foregoing is added to and made part of the Farley RFP.

- 2) The Project Sponsors are amending the Joint Solicitation as follows:
 - a. On page 48, the section entitled “13. Additional Submission Requirements” will be removed in its entirety;
 - b. On page 51, “Section X – Standard Proposal Requirements”, before the section entitled “Respondent Description”, the additional text, as set out in the Appendix to this addendum, shall be inserted;
 - c. On page 45, “1. Project Approach”, replace item b. with the following: “Detailed and comprehensive description of the approach to project development and construction. This shall include an indicative project schedule for both the train hall and the commercial development, provided in the form of a Gantt Chart, in PDF format, which describes: 1) key milestones and activities; 2) shows the critical path; and 3) clearly shows the staging considerations and sequencing. Additionally, Respondents are requested to identify ways in which the Project Sponsors can facilitate the achievement of a twenty-four (24) month construction period from Notice to Proceed.”;
 - d. On page 45, “1. Project Approach”, replace item d. with the following: “Detailed description of the proposed retail/commercial development strategy which demonstrates the creation of sustainable, world-class retail opportunities and other private development, including a detailed listing of potential tenants.”;
 - e. On page 45, “1. Project Approach”, replace item f. with the following: “Detailed and comprehensive description of Respondent’s potential plan of finance for the Project which

sets out the anticipated revenue sources and sources of capital financing (e.g., Bonds, bank debt, and federal sources) envisaged for the proposal.”;

- f. On page 51, “Respondent Description”, add a new second bullet that states the following:
- “Construction Experience: Respondents must demonstrate that it includes firms that have construction experience on the property of an operating passenger railroad (inter-city, commuter, and/or subway. Specific experience required includes the following:
 - Planning and scheduling of contractor performed work on railroad property and/or coordination with railroad provided force account support.
 - Scheduling of railroad track outages in order to perform contractor work.
 - Performance of heavy civil work in close proximity to catenary and/or third rail in an urban area.
 - Coordination, rigging and installation of structural steel and cast in place concrete over an operating railroad.
 - Coordination and installation of mechanical, electrical and plumbing systems within an operating railroad’s facility.
 - Renovation of an active passenger transit station.”
- g. On page 54, “XII. Proposal Submission Instructions”, the Section entitled *Proposal Submission* will be deleted and replaced with the following:
“Respondents will submit the following copies of each proposal volume, as applicable:



Volume	Farley RFP Proposal	Penn Station RFEI/RFQ - Upper Level Proposal	Penn Station RFEI/RFQ – Lower Level Proposal
A. Qualifying Organization Volume	25 copies	25 copies	25 copies
B. Design & Construction Volume	15 copies		
C. Commercial Volume	10 copies		
D. Financial Volume	10 copies		
E. Penn Station Volume		25 copies	25 copies
F. Joint Submission Volume (if required)	25 copies		
Electronic copy of all of the volumes contained in each proposal	7 flash drives	7 flash drives	7 flash drives

All copies of the proposal volumes shall be bound and submitted in accordance with the requirements of Section X of this RFP and **must be received by ESD** by April 22, 2016 at 4:00 PM at the following address:

Empire State Development
633 Third Avenue, 35th Floor
New York, NY 10017

Attn: Edgar Camacho, ESD Procurement Unit
Re: Empire Station Complex Joint Solicitation”

Any questions regarding this addendum may be submitted to the designated contact account for this solicitation at empirestation@esd.ny.gov. To receive updates when new addenda are posted to the ESD website, please email empirestation@esd.ny.gov. If you have already emailed this account, you will be notified of future updates.

(Appendix continues on next page)

APPENDIX

Proposal Structure

Proposals will comprise the following volumes as further described in the checklists below:

Farley Building RFP Proposal	Penn Station RFEI/RFQ - Upper Level Proposal	Penn Station RFEI/RFQ – Lower Level Proposal
A. Qualifying Organization Volume	A. Qualifying Organization Volume – Sections 1 - 4	A. Qualifying Organization Volume – Sections 1 - 4
B. Design & Construction Volume	E. Penn Station Volume	E. Penn Station Volume
C. Commercial Volume		
D. Financial Volume		
F. Joint Submission Volume (if required)		

Each copy of each volume shall be individually bound (such as in a 3-ring binder(s)) and all required copies of each of the volumes submitted together in separate, sealed envelopes or other packaging so as to identify the Respondent’s name, reference this RFP and indicate the proposal to which the material relates (i.e., Farley Building RFP, Penn Station RFEI/RFQ – Upper Level, or Penn Station RFEI/RFQ – Lower Level) and the volume contained in the package.. Each individual volume must also be provided in individual electronic PDF files. Descriptions of the required contents of each volume, including required forms and payments, are set out in the five checklists below marked A., B., C., D., and E.

Responses must be organized in the order in which the requirements are presented in the checklists. All pages of the response should be numbered. Each section in the response should reference the relevant section set out in the checklists below. The response should contain a table of contents which cross-references to the sections described in the checklists for the volumes relevant to the response(s) provided. Responses that are not organized in this manner risk elimination from consideration.

Joint Submissions for Farley and Penn Station – Specific Requirements

Where Respondents submit a response in respect of both of the Farley Building RFP and the Penn Station RFEI/RFQ (Upper Level and/or Lower Level), Respondents shall submit the Joint Submission Volume as described in the Checklist F. below.

Penn Station RFEI/RFQ – Specific Requirements

Where Respondents submit responses in respect of the Upper Level and/or Lower Level of Penn Station, they must provide the required volume E separately for each of the Upper Level of Penn Station, as described on Page 15 of the RFP (*Upper Level of Penn Station*), and the Lower Level of Penn Station, as described on Page 17 of the RFP (*Lower Level of Penn Station*), as applicable. Subject to the above in respect of Joint Submissions, where Respondents submit responses for both of the Upper and Lower levels of Penn Station, they need only submit the required number of copies of the relevant sections of

A. Qualifying Organization Volume in relation to *either* the Upper Level or Lower Level of Penn Station.

Farley RFP – Specific Requirements

In respect of responses submitted only in relation to the Farley Building RFP, and for the avoidance of doubt, the following should be included with the Qualifying Organization Volume:

- A check payable to “New York State Urban Development Corporation” in the amount of \$25,000 (this payment is non-refundable under all circumstances);
- A bond or letter of credit in the amount of \$15,000,000; and
- A check payable to “New York State Urban Development Corporation” in the amount of \$1,500,000.

The purpose and conditions for drawing on the above amounts are set out in Checklist A. below.

A. QUALIFYING ORGANIZATION VOLUME CHECKLIST

RFP Component	RFP Section Cross-Reference
1. RESPONDENT STRUCTURE	
a. Intended Form and Structure of the Team	<u>Section X; Respondent Description; P.52, Bullet 1</u>
b. Name, address, phone number and email of each Respondent	<u>Section X; Respondent Description; P.52, Bullet 2</u>
2. FINANCIAL QUALIFICATIONS	
a. Current operating budget	<u>Section X; Respondent Description; P.52, Bullet 3</u>
b. Previous three (3) years of audited financials for contractor and parent	<u>Section X; Respondent Description; P.52, Bullet 3</u>
c. Interim financial statements	<u>Section X; Respondent Description; P.52, Bullet 3</u>
d. Material events	<u>Section X; Respondent Description; P.53, Sub-bullet 1</u>
e. Credit rating	<u>Section X; Respondent Description; P.53, Sub-bullet 2</u>
f. Bankruptcy, insolvency, company creditor arrangement or other insolvency litigation	<u>Section X; Respondent Description; P.53, Sub-bullet 3</u>
g. Additional documentation evidencing strength of the Respondent	<u>Section X; Respondent Description; P.53, Bullet 3</u>
3. PROJECT EXPERIENCE	
a. Type of Organization	<u>Section X; Respondent Description; P.51, Bullet 1</u>
b. Statement of experience	<u>Section VII; Project Approach; P.47, #11iv</u>
c. Project Experience	<u>Section X; Respondent Description; P.51, Bullet 2</u>
d. Experience in managing mixed-use facility	<u>Section VII; Project Approach; P.46, #6, Bullet 2</u>
e. Summaries of large-scale, mixed use or transportation projects	<u>Section X; Respondent Description; P.53, Bullet 1</u>
4. LITIGATION AND FORMS	

RFP Component	RFP Section Cross-Reference
a. Litigation or legal dispute against the State	<u>Section X; Respondent Description; P.53, Bullet 2</u>
b. All required procurement forms identified in Section XIV of the solicitation and Addenda	<u>Section X; Respondent Description; P.53, Bullet 4</u> <u>Addendum #2</u>
5. DEVELOPER PAYMENTS AND DEPOSITS (FARLEY ONLY)	
a. Check for \$25,000 to ESD	<u>Section VIII ; Developer Payments and Deposits ; P.44, Paragraph 1</u>
b. Submission Security	<u>Section VIII ; Developer Payments and Deposits ; P.44, Paragraph 2</u>
c. Cost Letter	<u>Section VIII ; Developer Payments and Deposits ; P.44, Paragraph 4</u>
6. OTHER FINANCIAL INFORMATION (FARLEY ONLY)	
a. Most recent Annual Report for contractor	<u>Section VII; Project Approach; P.47, #11i</u>
b. Most recent 10K for contractor	<u>Section VII; Project Approach; P.47, #11i</u>
c. Letter from surety bond provider	<u>Section VII; Project Approach; P.47, #11iii</u>
7. OTHER REQUIREMENTS (FARLEY ONLY)	
a. Evidence of insurance	<u>Section XV ; Insurance Requirements ; P.64</u>
b. Plan for community outreach and stakeholder engagement	<u>Section VII; Submission Requirements; P.45, 1g</u>

B. DESIGN & CONSTRUCTION VOLUME CHECKLIST

RFP Component	RFP Section Cross-Reference
1. CONSTRUCTION	
a. Identify lead contractor for Train Hall Work	<u>Section VII; Project Approach; P.47, #11</u>
b. Approach to project development and construction	<u>Section VII; Submission Requirements; P.45, 1b</u>
c. All milestones and completion dates requested in the RFP to include: i. Milestone/completion dates for each item of the Train Hall Work	<u>Section VII; Project Approach; P.45, #1h.</u> <u>Section VII; Train Hall Work; P.31</u>
d. Intent to engage SOM	<u>Section VII; Project Approach; P.48, #12</u>
2. OPERATIONS & MAINTENANCE	
a. Approach to operations and maintenance	<u>Section VII; Submission Requirements; P.45, 1c</u>
b. Facility operations during construction	<u>Section VII; Project Approach; P.46, #6, Bullet 1</u>
3. KEY PERSONNEL	
a. Key personnel	<u>Section VII; Project Approach; P.47, #11v</u>
b. Key personnel resumes	<u>Section VII; Project Approach; P.47, #11vi</u>
4. DESIGN	
a. Summary of any proposed design alternatives	<u>Section VII; Submission Requirements; P.45, 1a</u>

C. COMMERCIAL VOLUME CHECKLIST

RFP Component	RFP Section Cross-Reference
1. PROJECT APPROACH	
a. Description of program/estimated rents	<u>Section VII; Project Approach; P.46, #5</u>
b. Proposed retail development strategy	<u>Section VII; Submission Requirements; P.45, 1d</u>
c. Opportunities to enhance value of the Project	<u>Section VII; Submission Requirements; P.45, 1e</u>
d. Other ideas to meet Project goals	<u>Section VII; Submission Requirements; P.46, 1i</u>

D. FINANCIAL VOLUME CHECKLIST

RFP Component	RFP Section Cross-Reference
1. FARLEY RFP WORKBOOK	<u>Addendum #7</u>
Farley RFP Workbook will include the following:	
i. Base Rent	<u>Section VII; Project Approach; P.46, #2 and Addendum #4</u>
ii. Payments-in-Lieu-of-Taxes	<u>Section VII; Project Approach; P.46, #3</u>
iii. Train Hall Work fixed price	<u>Section VII; Project Approach; P.46, #4</u>
iv. Budget for construction of the Train Hall Work	<u>Section VII; project Approach; P.46, #4</u>
v. Railroad O&M contribution	<u>Section VII; Project Approach; P.47, #7</u>
2. PLAN OF FINANCE	
a. Plan of finance	<u>Section VII; Submission Requirements; P.45, #1f</u>
b. Financing for the project	<u>Section VII; Project Approach; P.47, #9</u>
c. Expected incentives or tax credit programs	<u>Section VII; Project Approach; P.47, #9</u>
3. FINANCIAL MODEL	
a. Detailed financial model	
Which includes:	
i. Detailed information	<u>Addendum #7,</u>
ii. Pro forma statements	<u>Section VII; Project Approach; P.47, #8</u>

E. PENN STATION VOLUME CHECKLIST

RFP Component	RFP Section Cross-Reference
1. PROJECT APPROACH	
a. Review of Penn Station Improvements	<u>Section VI; Submission Requirements; P.22, 1</u>
b. Design	<u>Section VI; Submission Requirements; P.22, 2</u>
c. Timeline and Construction	<u>Section VI; Submission Requirements; P.22, 3</u>
d. Retail Programming & Leasing	<u>Section VI; Submission Requirements; P.22, 4</u>
e. Advertising, Promotions & Sponsorship	<u>Section VI; Submission Requirements; P.23, 5</u>
f. Operations & Maintenance	<u>Section VI; Submission Requirements; P.23, 6</u>
g. Commercial & Financial Structure	<u>Section VI; Submission Requirements; P.23, 7</u>
h. Outreach & Engagement	<u>Section VI; Submission Requirements; P.23, 8</u>
i. Planning, Design & Construction Coordination	<u>Section VI; Submission Requirements; P.23, 9</u>
j. Project Challenges	<u>Section VI; Submission Requirements; P.23, 10</u>
k. Additional Considerations	<u>Section VI; Submission Requirements; P.23, 11</u>
l. Summary of Anticipated Public Actions	<u>Section VI; Submission Requirements; P.24, 12</u>

F. JOINT SUBMISSION VOLUME CHECKLIST

RFP Component	RFP Section Cross-Reference
1. JOINT SUBMISSION REQUIREMENTS	
a. Phasing and Timeline	<u>Section VIII; Additional Requirements for Respondents to Both Solicitations; P.50, #1</u>
b. Project Benefits	<u>Section VIII; Additional Requirements for Respondents to Both Solicitations; P.50, #2</u>