

REQUEST FOR PROPOSALS



**FOR THE PURCHASE AND REDEVELOPMENT OF A PORTION OF THE
SITE CURRENTLY OCCUPIED BY:**

Bronx Psychiatric Center
1500 Waters Pl. Bronx, NY 10461

RFP RELEASE DATE:	November 15, 2013
SITE TOUR DATE:	November 26, 2013
DEADLINE FOR RESPONSES:	December 13, 2013

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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 and redevelopment (the “Project”) of a thirty-three acre parcel located at 1500 Waters Place in the Morris Park neighborhood of the Bronx, New York (the “Site”). The Site is surrounded by commercial, retail and institutional uses with a recent history of significant development, including the immediately adjacent Metro Center Atrium—a 360,000 square-foot complex including office, medical and retail space (see Exhibit 1, Surrounding Area Map).

The Site comprises the northeastern portion of the New York State Office of Mental Health (“OMH”) Bronx Psychiatric Center campus. See Exhibit 2, Land and Property Map. In an effort to reduce its facilities footprint, OMH is consolidating its current operations and will maintain a smaller, forty-three acre campus of newly constructed buildings adjacent to the Site. The available Site includes three primary buildings (comprising an aggregate total of 900,000 gross square feet (“GSF”), as well as four significantly smaller buildings: a steam generating power house, two metal shelters, and a small storage building. It is anticipated that the entire thirty-three acres will be available for development by mid-2015, after being vacated by OMH. The Site will be sold, not leased; but any closing prior to OMH vacating the Site must be subject to license or other access agreement by which OMH can continue to operate at the Site until vacating.

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 commercial, retail, institutional, and/or community and recreational facility uses that will create new jobs (both permanent and related to the construction of the proposed project), stimulate economic activity in the Morris Park neighborhood and in the Bronx, and advance the Development Goals which are described in greater detail in Section IV herein. Proposals for residential use will not be considered. All Proposals must provide for the acquisition of the entire thirty-three acre Site, and alternative transaction structures will not be considered.

II. RFP TIMELINE

RFP release date:	November 15, 2013
Site tour:	November 26, 2013
Deadline to submit Proposals:	December 13, 2013
Interviews:	To be announced as necessary

III. SITE DESCRIPTION

Site Summary

The Site is located in the eastern portion of the Bronx, northeast of the Westchester Square Medical Center and east of Yeshiva University’s Albert Einstein College of Medicine. See Exhibit 2, Land and Property Map. The Site is a thirty-one acre contiguous bloc, and an accompanying two-acre adjacent bloc which contains the power house, comprising the northeast portion of an OMH campus currently totaling approximately seventy-six acres. Three primary

buildings sit on the parcel to be redeveloped: the Bronx Children’s Psychiatric Building (146,564 GSF), the John W. Thompson Building (377,132 GSF), and the Betty Parker Building (398,728 GSF). In addition, the site also features four smaller buildings: one power house, two metal shelters, and one small storage building. All buildings were built between 1964 and 1969 and will be vacated by mid-2015. The Designated Developer may elect to demolish any or all buildings on the Site.

For additional site information, please refer to Exhibit 3, Infrastructure Map.

Surrounding Land and Uses

The Site is located in Bronx Community District 11. See Exhibit 4, Bronx Community District 11 Land Use Maps. The southern boundary of the Site runs parallel to Waters Place, while the northern boundary lies just south of the Bronx and Pelham Parkway. On its sides, the western end of the Site borders Marconi Street, and the eastern portion of the Site runs alongside the Hutchinson River Parkway. See Exhibit 2, Land and Property Map. Nearby facilities include the Westchester Square Medical Center to the southwest and the Resnick Campus of Yeshiva University to the west.

Zoning

The Site is located in an R-5 residential district; however, most development immediately surrounding the Site is of a commercial or institutional nature. Proposed redevelopment scenarios need not be compliant with current zoning requirements. A Proposal that requires any override of municipal laws or regulations, such as zoning requirements, will be considered in light of the Development Goals set forth in Section IV of this RFP. All proposed overrides of zoning requirements and other municipal laws and regulations should be specifically identified in the Proposal.

As set forth in greater detail in Section VIII, Disposition Process, ESD is required to adopt a General Project Plan (“GPP”) in order to acquire the Site from the State and then convey the Site to the Designated Developer for the Project. The GPP may ultimately address zoning overrides proposed by the Designated Developer.

Cultural and Historic Resources

The Site does not include any structures of historic significance.

Location and Transportation

The Site is accessible by public transit and major arterial roadways. The Middletown Road subway station (#6 train) is located within 0.4 miles of the Site. The Morris Park station (#5 train), and the Botanical Gardens 1 station (Metro North’s Harlem line) are also proximate. Several major arterial highways offer access to the site, including the Hutchinson River Parkway and the Bronx and Pelham Parkway.

Water Service

Although the 12” water line feeding the three primary surplus buildings (1, 2 and 16; see Exhibit 3) is independent of the water distribution loop installed under the new site utilities contract for OMH’s new construction, it is still connected to a main line off the OMH reduced pressure zone

(RPZ) station. There is an opportunity for this line to be disconnected from the main leaving the RPZ station and then reconnected to the Department of Environmental Protection 12' main on Waters Place.

Sanitary Sewer

The existing sewer main serving the primary three surplus buildings is currently cross connected from an old sewage manhole to a new manhole located north of OMH's new pump station. There is a single sewer piping from the new Pump Station leaving the facility. It is anticipated that after the buildings are transitioned to surplus, the old manhole will be abandoned; as a result, the three buildings will no longer have sewage connection from the remaining OMH property.

Electrical Service

The three primary surplus buildings are currently connected to an existing electrical substation adjacent to Marconi Place. The Designated Developer will be required to maintain and operate the existing electrical substation (which, so long as it is operational, can service the three primary surplus buildings) until OMH indicates in writing that electrical service via the substation is not needed for OMH's adjacent operations. Thereafter, the Designated Developer shall establish separate and independent electrical service for the Site.

Steam

The three primary surplus buildings are currently connected to the existing Power House adjacent to Marconi Place. The Designated Developer will be required to maintain and operate the existing Power House (which, so long as it is operational, can service the three primary surplus buildings) until OMH indicates in writing that heat, hot water, and cooling services via the Power House are not needed for OMH's adjacent operations. Thereafter, the Designated Developer shall establish, through the Power House or otherwise, separate and independent heat, hot water, and cooling services for the Site.

Ownership and Taxes

The Site is currently owned by the State of New York and is exempt from property taxes. Assuming a 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.

IV. DEVELOPMENT GOALS

ESD invites Respondents to submit Proposals that maximize the benefits to the Bronx and New York State through reuse and redevelopment of the Site in ways that maximize the creation of new jobs and the stimulation of the local economy.

The Site is located in Bronx Community District 11 (CD-11), an economically distressed community that is underserved in several respects. In 2012, thirty-seven percent of CD-11's population received income support (Temporary Assistance for Needy Families, Supplemental Security Income, or Medicaid).¹

¹ New York City Department of Planning Website. http://www.nyc.gov/html/dcp/html/neighborhood_info/bx11_info.shtml.

In addition to the surrounding community's economic needs, the Bronx faces a number of challenges in the area of public health. According to the State's most recent data, sixty-eight percent of the adults in Bronx County are overweight or obese.² In addition, New York City also estimates that 631,000 Bronx residents are currently overweight or obese, describing the borough's condition as "an obesity crisis."³ In CD-11, this challenge to public health is further exacerbated by a lack of land area (0.8 percent of total area) dedicated to open space and recreation.

Due to these and other related factors, ESD is seeking Proposals that address the following development priorities:

- Maximizing economic impact;
- Encouraging tourism and visitorship to the Bronx;
- Creating recreational and community facilities;
- Creating programs and activities that promote and encourage public health and physical fitness; and
- Incorporating sustainable building practices and appropriate levels of LEED or Energy Star Certification.

ESD may consider other uses for the Site in addition to those stated above; however, 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, and any other housing-related uses such as hotels.

As noted in Section V, Proposal Requirements, Respondents' Proposals do not need to be compliant under existing zoning requirements, but Proposals should be compatible with the aforementioned development goals and with OMH continued operation on property adjacent to the Site, with, as necessary, a landscaped buffer between any proposed development and the adjacent OMH operations.

Transaction Structure and Certain Costs

Every Proposal must provide for the acquisition of the Site subject to a declaration regarding conformance to the GPP of development at the Site. 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. ESD will not consider alternative transactional structures such as long-term ground leases; the Site must be sold in its entirety. Any closing prior to OMH vacating the Site must be subject to license or other access agreement by which OMH can continue to operate at the Site until vacating.

ESD does not anticipate providing project financing or guarantees of third-party financing. However, other incentives may be available, including the City of New York's incentive

² New York State Department of Health Website.

<http://www.health.ny.gov/statistics/prevention/obesity/county/bronx.htm>.

³ Take Care New York 2012: A Policy for a Healthier New York City (2013).

<http://www.nyc.gov/html/doh/downloads/pdf/tcny/tcny-5year-report2013.pdf>.

programs. For more information on City programs go to:
<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 dispose of 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, to the extent applicable; (iii) the State's Coastal Zone Management Policies; (iv) Public Authorities Law; (v) State Finance Law; (vi) the Community Mental Health Reinvestment Act; and (vii) 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, from the date of its conditional designation:

1. A 10% security deposit against the purchase price upon designation by the ESD Directors of the Designated Developer; and
2. 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.

Also, at closing, in addition to the balance of the purchase price, the Designated Developer will be required to pay to ESD as an operations fee 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.

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 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 Requirements.

Each Proposal must include a description of the ownership entity or the development team, including:

- The intended form and structure of the ownership entity and any proposed partnership or joint venture must be clearly explained. A chart/diagram of the ownership entity, showing structure (percentages) of ownership and investment must be included.
- Name, address, phone number and email and of each member of the ownership entity. Respondents must provide the Federal EIN numbers of the development entity and identify a primary contact person.
- Background information of the ownership 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).
- 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 ownership 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.
- Any additional documentation or information evidencing the strength of the Respondent and its ability to complete the Project in a timely manner.
- Evidence of ability to finance the Project including letters of interest and/or intent from equity sources and lenders.

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 include:

- 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 Part IV of this RFP.
- The description should address how this project will contribute to the revitalization and economic development of the Morris Park neighborhood, including how it will attract visitors to the Bronx, and how it will advance the Development Goals set forth in Section IV above.
- The description should address access to the Site from Marconi Street and/or the Hutchinson River Parkway, such that access easements through neighboring properties are not required.
- The description should address how the Site will have separate and independent utility service and connections upon substantial completion of

construction, such that utility easements through neighboring properties are not required.

3. Financial Information

Respondent must submit the following:

- Pro forma cash flows, in hard copy and in Excel format on computer disk 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 extend out to twenty (20) years of operations from stabilization and include all necessary capital investments over time and reserves and debt service payments associated with the financings.
- Construction 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 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.
- 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, at closing on the Site, in addition to the full purchase price for the Site, to ESD an ESD operations fee in amount equal to 6.5% of the Site purchase price.

4. 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 (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.

5. Site Plan and Architectural Design

- 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 and operation of the improvements.

6. Zoning Calculation

Respondent must submit a floor area ratio (“FAR”) analysis showing all calculations, including proposed use groups and proposed parking. Respondent should identify any requested overrides of existing as of right zoning and other municipal laws and regulations.

7. Development Timeframe

Respondent must submit 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.

8. Mechanicals, Equipment, Infrastructure

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

9. Flood Zones

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

10. Purchase Price

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. The purchase price will be paid in full at closing. Transfer of title will be by quitclaim deed (without any representations or warranties) at the closing.

VI. SELECTION CRITERIA

When evaluating proposals, the following selection criteria may be considered in no order of priority. Proposals may be reviewed by ESD and other State officials. The sale of the Site is subject to 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.

- *Employment Impact*: Creation of new jobs and increased payroll in the community.
- *Consistency with Development Goals*: Thoughtful and innovative approach to addressing the Development Goals articulated in RFP’s Section IV.
- *Economic Impact on Community*: Projected expenditures, including construction costs, annual operating costs and other direct spending that will help spur economic activity in the Morris Park neighborhood and the Bronx. ESD will also consider the impact that indirect spending that the Project will have locally, including the attraction of new visitors to Morris Park and the Bronx.
- *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.
- *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.
- *Purchase Price*: Provision of a competitive price for the purchase of the Site.

VII. DEVELOPER DUE DILIGENCE

“As-Is” Condition

Respondents should assume that the Site, including supporting building infrastructure, will be sold “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 OMHFacilitiesRFP@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, a proposed GPP for the Project reflective of the Designated Developer's Proposal;
3. present to ESD Directors for adoption for purposes of a public hearing any requisite draft environmental review, the 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 the proposed GPP and essential contract terms (including any requisite draft environmental review);
5. review such comments, and either affirm or modify the proposed GPP as a final GPP and authorize proposed transaction;
6. present the Project to the Public Authorities Control Board for its approval review;
7. prepare, in consultation with the Designated Developer, and record, a declaration for the Site in the *City Register* (the "Declaration") regarding conformance to the 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. Any closing prior to OMH vacating the Site must be subject to license or other access agreement by which OMH can continue to operate at the Site until vacating.

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, the Designated Developer shall pay to ESD a security deposit in the amount equal to 10% of the purchase price for the Site, which will be credited toward the purchase price at closing.

The Designated Developer shall 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.

At closing on the Site, in addition to the full purchase price for the Site less the security deposit, the Designated Developer shall pay to ESD an operations fee in an amount equal to 6.5% of such purchase price. The balance of any proceeds received from the sale of the Site shall be deposited into the mental hygiene facilities improvement fund income account established in the Facilities Development Corporation Act. (See generally Unconsolidated Laws Sections 4405.13 and 4409.3).

IX. SUBMISSIONS

Five (5) hard copies and one (1) electronic copy of the Proposal identified by “Bronx P.C. RFP” must be received by ESD by 2:00 PM on Friday, December 13, 2013 at the following address:

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

RFP Inquiries

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

OMHFacilitiesRFP@esd.ny.gov

Written questions must include the requestor’s name, e-mail address and the Respondent represented. 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 as specified in this RFP, will be allowed during the procurement period of this RFP. Any such contact by a Proposer will be grounds for disqualification.

Site Tour

Potential Respondents may also attend a site tour with ESD staff on or around Tuesday, November 26, 2013. Please email OMHFacilitiesRFP@esd.ny.gov by Friday, November 22 if you plan on participating in the site tour.

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 the 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 REQUIREMENTS

Required forms for this RFP are described below. Relevant forms 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; and
4. Equal Employment Opportunity Policy Statement and MWBE forms
5. Project Sunlight
6. Schedule A

In addition, Responses will be subject to item five, Project Sunlight, as described below.

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 OMHFacilitiesRFP@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 the 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 encourages vendors to 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 invited to file the required Vendor Responsibility Questionnaire online via the VendRep System or may choose to complete and submit a paper questionnaire. 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.

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-owned and women-owned business enterprises (MWBEs) and the employment of minority group members and women in the performance of ESD contracts.

The Designated Developer shall commit to ESD's policy of Non-Discrimination and is encouraged to include substantive and meaningful MWBE Participation in the project. Favorable consideration shall be given to Proposals that include plans to achieve ESD's annual MWBE participation goal of 23% of total project cost.

A copy of each Respondent's completed Equal Employment Opportunity Policy Statement (Form OCSD-1) 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.

5. Project Sunlight

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.

6. "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/RFPs/ScheduleA_May2012.pdf.

XII. TAX LAW REQUIREMENTS

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.

XIII. 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 - \$5 million per occurrence / \$ 5 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

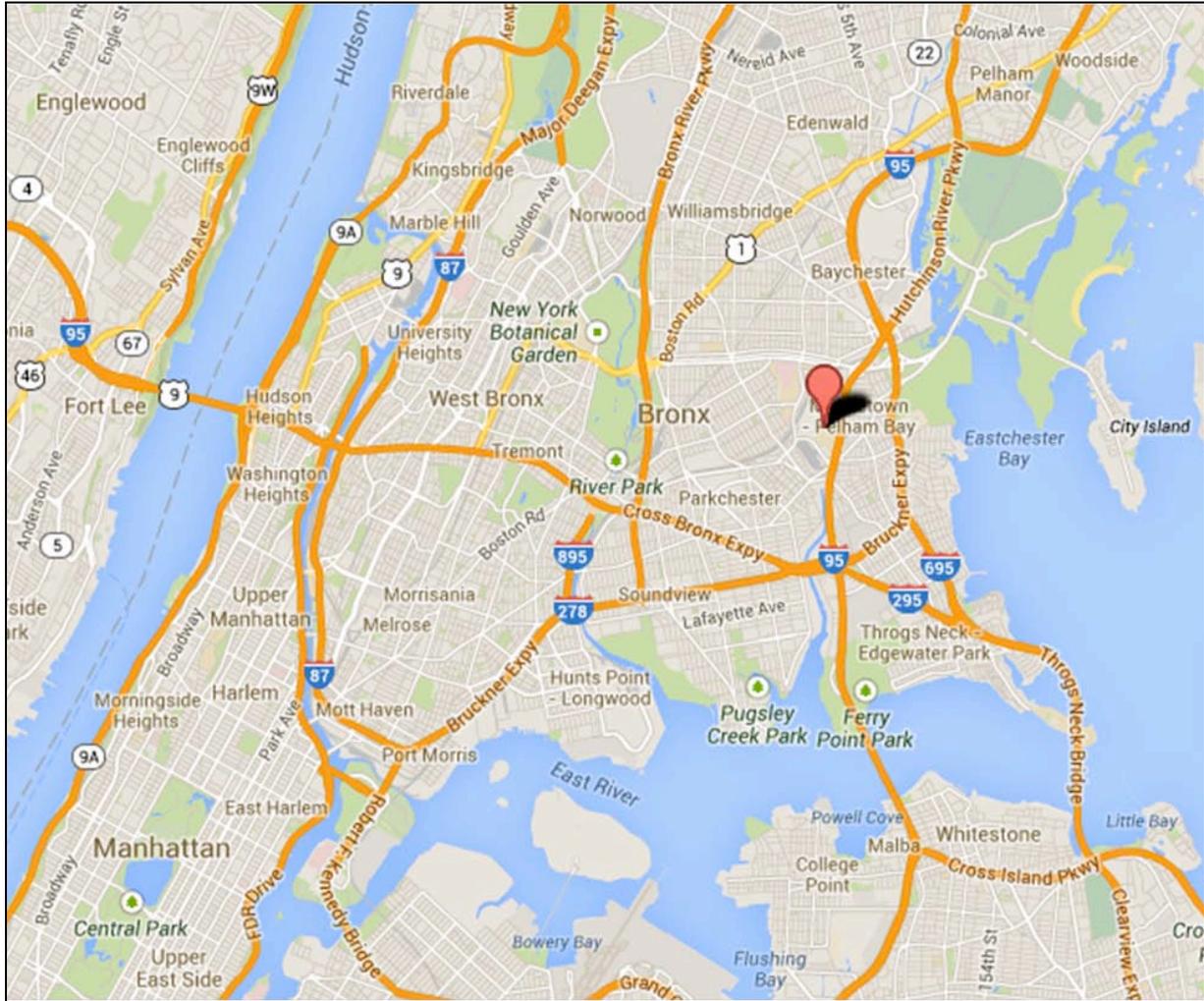


EXHIBIT 2 – Land and Property Map

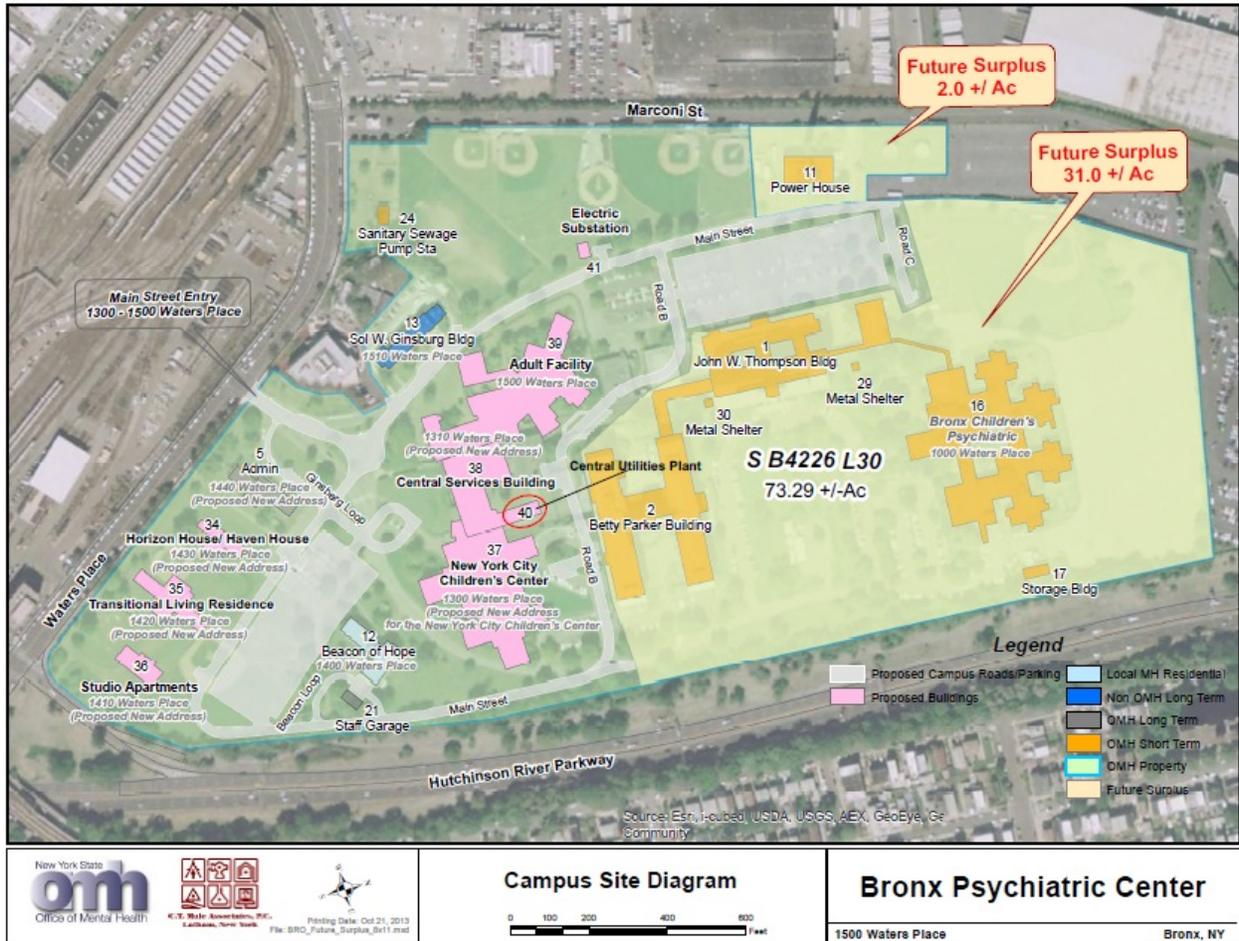
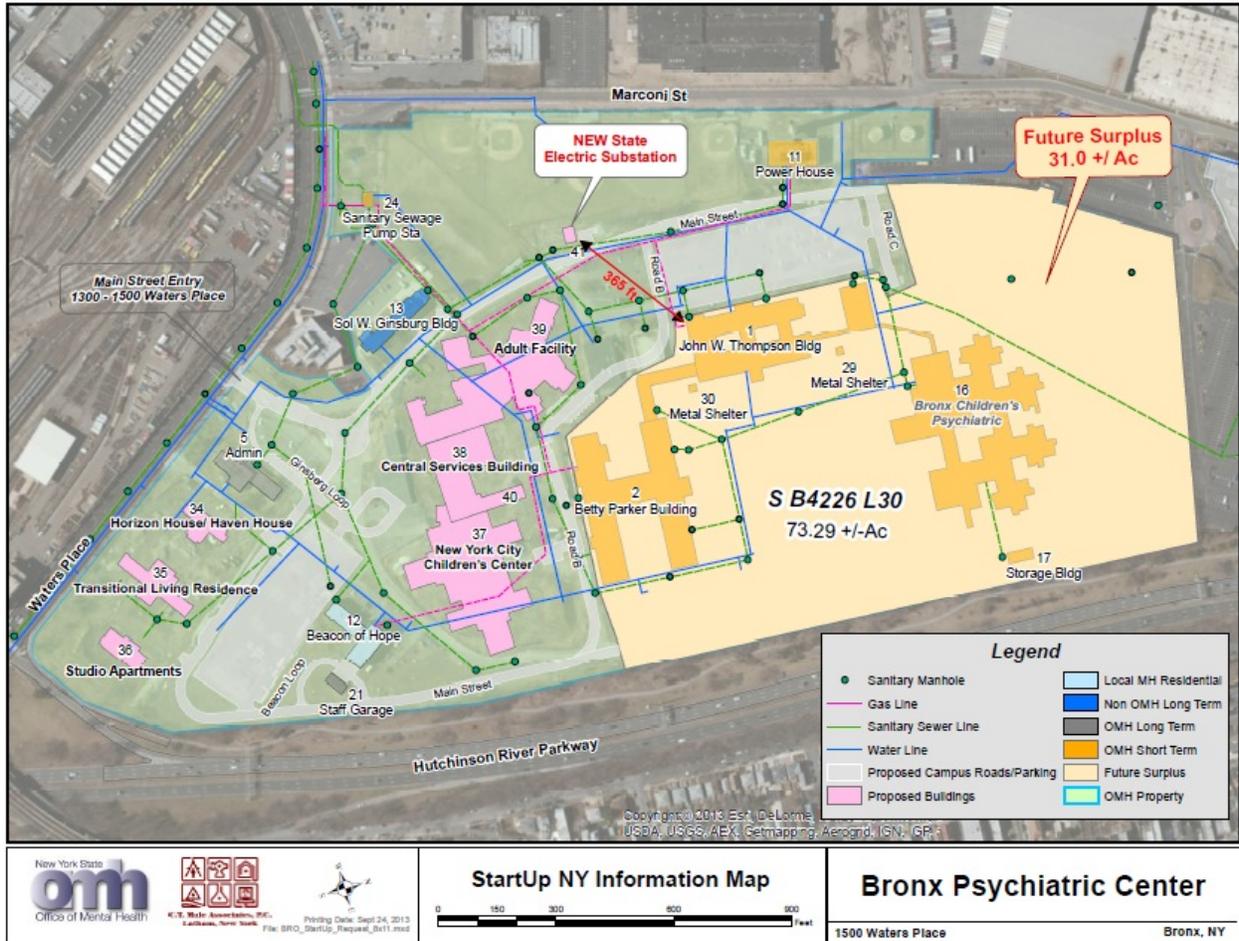


EXHIBIT 3 – Infrastructure Map

(Note: Per above and in Exhibit 2, an additional 2.0 acres and the Power House will be surplus)



New York State
omh
Office of Mental Health

K.T. Weir Associates, Inc.
Landscape, New York

Printing Date: Sept 24, 2013
File: BRQ_StartUp_Request_Bx11.mxd

StartUp NY Information Map

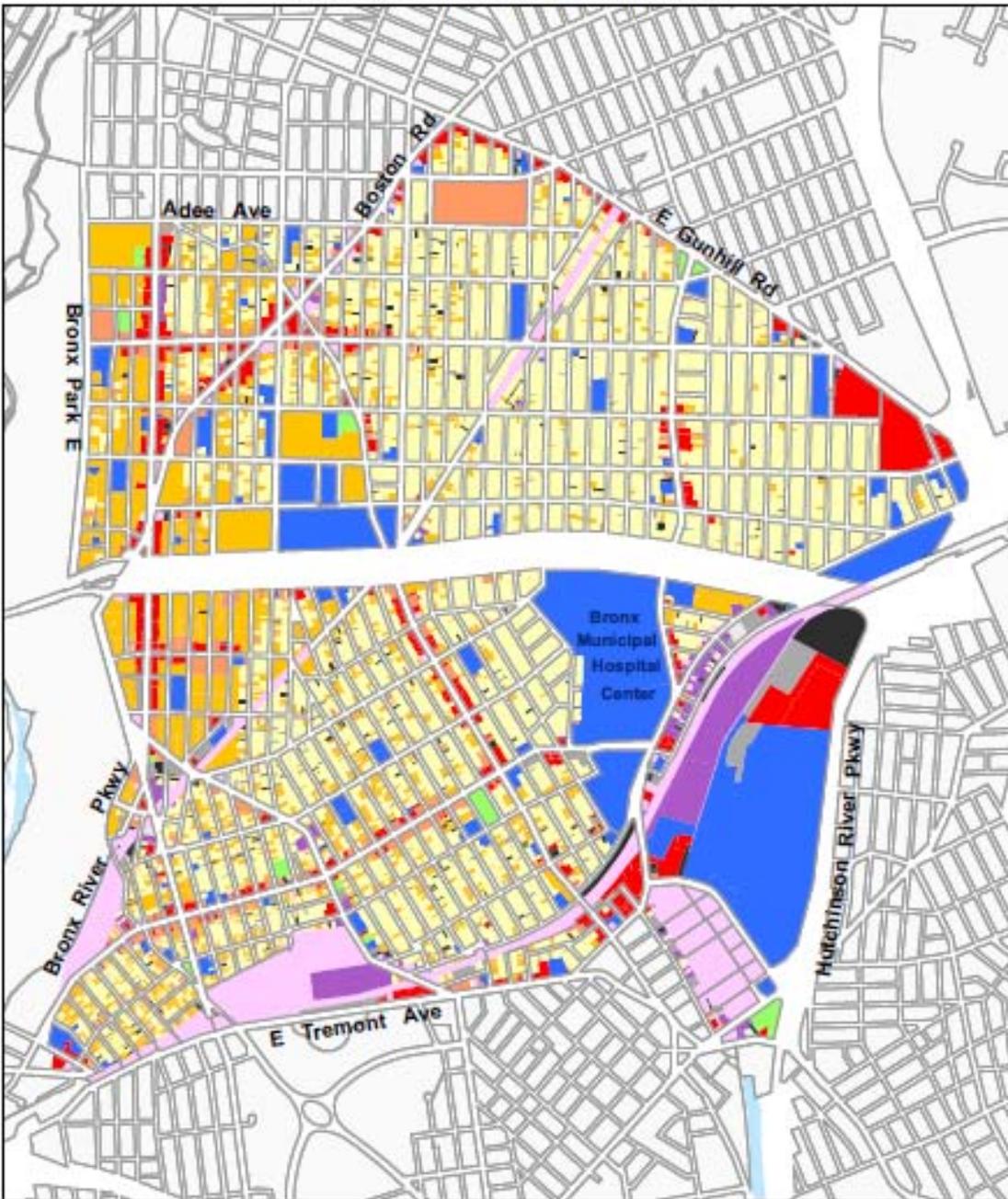
0 150 300 450 600 Feet

Bronx Psychiatric Center

1500 Waters Place
Bronx, NY

Exhibit 4 – Bronx Community District 11 Land Use Maps

(Source: <http://www.nyc.gov/html/dcp/pdf/lucds/bx11profile.pdf#profile>)



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 NYC Department of City Planning

Source: MapPLUTO™ Release 11v1

Residential Land Uses

- One & Two Family Buildings
- Multi-Family Buildings
- Mixed Residential and Commercial Buildings

Non-Residential Land Uses

- Commercial / Office Buildings
- Industrial / Manufacturing
- Open Space and Outdoor Recreation
- Public Facilities and Institutions
- Transportation and Utility
- Parking Facilities
- Vacant Land
- All Others or No Data

Exhibit 5 – Building #1

3rd floor 0206 #1



Exhibit 6 – Building #2

