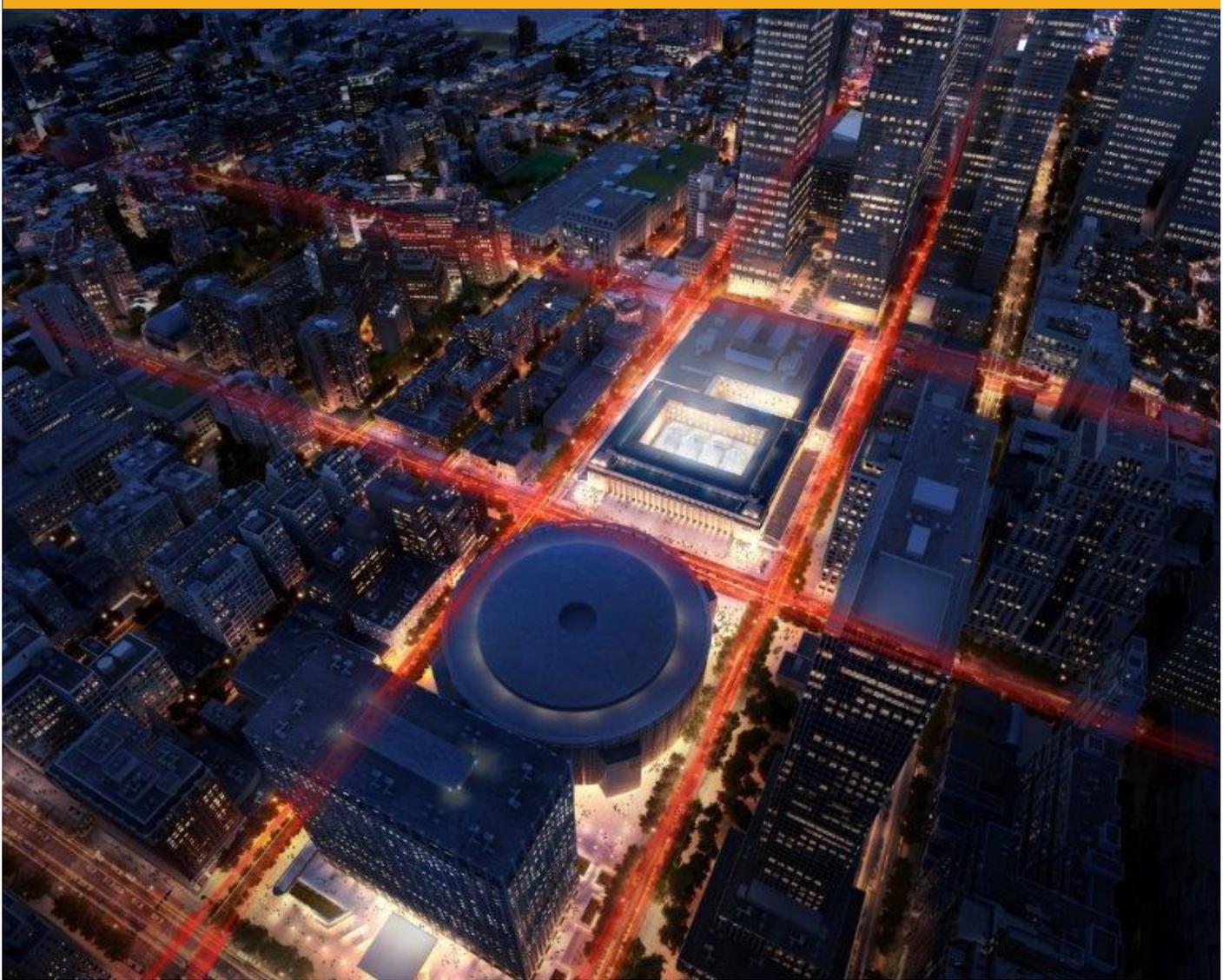




Empire State
Development



JOINT SOLICITATION FOR THE DEVELOPMENT OF THE EMPIRE STATION COMPLEX



Release Date:
January 22, 2016

Site Tour Date:
February 25, 2016

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April 22, 2016

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I. GOVERNOR ANDREW M. CUOMO'S VISION FOR THE EMPIRE STATION COMPLEX

For more than two hundred years, the economy of New York State has been built on its infrastructure. Bold developments such as the Erie Canal, the Port of New York, and the New York City Subway system have captivated the world's interest and fueled the State's economic growth.

In an effort to position our state for continued success over the next hundred years, Governor Andrew M. Cuomo has announced the most aggressive development program in the State's history. This broad-ranging program includes building new roads and bridges, redeveloping mass transit and modernizing our airports across the state. Among others, this historic series of improvements includes:

Investments in New York's airports:

- A \$4-billion renovation of LaGuardia Airport to transition it into a globally-renowned, 21st century airport;
- A new master plan for a unified John F. Kennedy International Airport;
- A \$6-million investment at Long Island MacArthur Airport for a Federal Custom's Inspection Station to allow international flights in the future;
- A \$200-million competition for Upstate New York airports to enhance safety, improve operations, reduce environmental impact and create better passenger experiences; and
- Creation of tax-free zones at Republic and Stewart airports to attract private investment

Upgrades to New York's bridges and tunnels:

- A \$22-billion, multi-year capital plan to upgrade critical bridges, roads and other vital transportation infrastructure, particularly in Upstate New York.

Improvements to New York's rail infrastructure:

- A \$26-billion modernization plan for the Metropolitan Transit Authority (MTA)'s capital program that will add new trains to the fleet, renovate 30 subway stations and create four new Metro-North Stations in the Bronx;
- A third Long Island Railroad (LIRR) line between Floral Park and Hicksville that will enable reverse commuting and increase system capacity;
- An East Side Access project that will deliver LIRR passengers to Grand Central Terminal;
- The Gateway Program, which will add Trans Hudson capacity by constructing a new Hudson River tunnel and expand Penn Station to the South, further connecting New York's rail network to the rest of the nation; and
- A new AirTrain that will directly link LaGuardia Airport to Penn Station

Expanding the State's rail infrastructure is a critical component of this infrastructure program. As the State's economy continues to grow, so too will the pressures on our transportation capacity, and New York City needs a new, state-of-the-art passenger rail hub to connect and complement its infrastructure investments and offer a fitting rail gateway to the world's economic capital.

That passenger rail hub will be the Empire Station Complex.

The Empire Station Complex will be an iconic new passenger rail complex and mixed-use destination in the heart of New York City. It will be developed through an integrated public-private partnership in which private developers fund improvements at Penn Station and the adjacent James A. Farley Post Office Building in exchange for the rights to develop and operate new office and retail uses.

Reimagining and redeveloping Penn Station is one of two important steps to making the Empire Station Complex a reality.

In the 1960's, Penn Station was modified to serve as a basement-level train station and accommodated 200,000 passengers per day. Today, Penn Station serves over 650,000 daily rail and subway passengers and it is time to widen its corridors, improve the experience of retail customers, and turn Penn Station into the first-class, state-of-the-art transportation hub that New York State deserves.

This solicitation asks development teams to reimagine Penn Station through a series of renovations that will add more space, light and air while improving passenger circulation and retail amenities. In exchange for the opportunity to participate in increased economic activity at Penn Station, the selected team will support privately-funded station improvements, such as:

- Creating a grand entrance to Penn Station along 8th Avenue between 31st and 33rd Streets. This would require a State-facilitated acquisition and demolition of the Theater at Madison Square Garden to allow for a high-ceilinged and architecturally significant entrance and an expansive frontage on 8th Avenue with more retail and new public realm improvements.
- Closing 33rd Street between 7th and 8th Avenues and creating new skylights, bringing natural light and entrances into the concourse below that would create a new experience for Long Island Rail Road (LIRR) passengers;
- Opening new corner and midblock entrances surrounding Penn Station to improve access;
- Creating a grand entrance along 7th Avenue; and/or
- Renovating Penn Station by improving the configuration of its interior facilities and retail offering without major external changes. Such configuration improvements could be achieved by developing the retail space on existing concourses; adding new retail space on the Amtrak concourse; and rebuilding common areas, ticketing facilities and public waiting areas to improve the overall passenger experience.

The second component of the Empire Station Complex will be the redevelopment of the historic Farley Building and the construction of the Moynihan Train Hall.

This solicitation also seeks a developer to redevelop the State-owned James A. Farley Post Office Building, including the construction of the Moynihan Train Hall. The selected developer will have the unique opportunity to transform this landmark building into a dynamic mixed-use development including office space, retail uses and a potential hotel. In exchange, the State expects a financial contribution from the selected developer to substantially fund the contemplated train hall work. When complete, the Moynihan Train Hall at Farley will be approximately equal in size to the Main Concourse at Grand Central Terminal.

The train hall, which will be ringed by shops and restaurants, will include new, primary facilities for LIRR commuters. Passenger services within the LIRR space will include—ticketing, waiting areas and other amenities and will be seamlessly connected to a widened and improved LIRR Concourse running underneath 33rd Street directly through to 7th Avenue where LIRR ticketing, waiting and passenger services will also be enhanced. The train hall is also intended to include facilities and services for AirTrain passengers connecting to New York area airports. The redevelopment of the Farley Building is also intended to include Amtrak ticketing, waiting and boarding facilities. It will significantly increase the amount of passenger circulation space available in Penn Station today and will create a passenger concourse that will span from 7th to 9th Avenues.

In summary, and as described in more detail in this solicitation, New York State and Amtrak (“the Project Sponsors”) seek to realize the Empire State Complex by partnering with private sector partners, who should offer their vision for such a partnership under one of three options:

1. Propose partnering with the Project Sponsors for the Penn Station redevelopment only;
2. Propose partnering with the Project Sponsors for the Farley Building development only;
3. Propose partnering with the Project Sponsors for both developments.

II. INTRODUCTION

New York State Urban Development Corporation d/b/a Empire State Development (“ESD”), the National Railroad Passenger Corporation (“Amtrak”) and the Metropolitan Transportation Authority (“MTA”) with its affiliated Long Island Rail Road (“LIRR”), collectively the “Project Sponsors” are hereby collaborating to invite interested parties to respond to this solicitation for the development of Governor Andrew M. Cuomo’s vision for the Empire Station Complex, a world-class, 21st century transportation facility comprised of a redeveloped New York Penn Station (“Penn Station”) and the future Moynihan Train Hall (“Moynihan Train Hall”) in the James A. Farley Post Office Building and Annex Building (“Farley” or “Farley Building”). The Project Sponsors envision that the Empire Station Complex will ultimately incorporate and advance a set of proposed strategic rail infrastructure improvements known as the Gateway Program, designed to add rail capacity into New York City. In addition to the new Hudson River tunnels, the Gateway Program includes the southern expansion of Penn Station (“Penn South”) with the future option of further extending tracks eastward and connection to a possible future high-speed rail alignment. Below is a diagram of the Empire Station Complex.

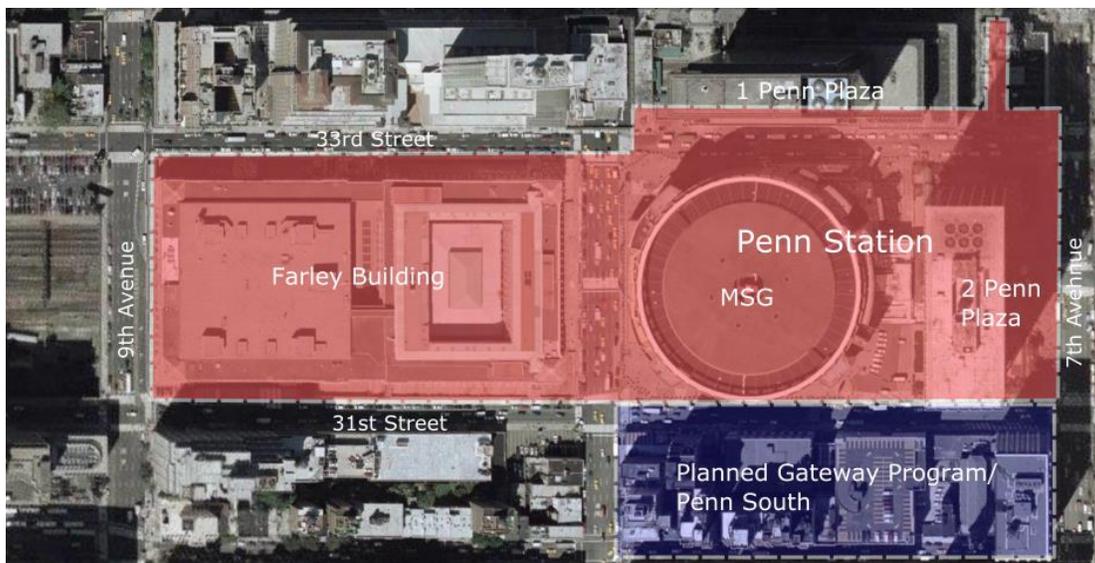


Diagram of the Empire Station Complex

The vision for the Empire Station Complex is one that dramatically enhances the passenger experience, more efficiently utilizes space within the transportation complex and funds transportation infrastructure primarily through private investment. This solicitation seeks to engage one or more private sector development partners that will redevelop the LIRR and Amtrak concourses at Penn Station with upgraded retail space while making significant improvements that benefit the passenger experience, as well as lease and redevelop the Farley Building and construct the Moynihan Train Hall.

Development Opportunities

This joint solicitation contains a Request for Expressions of Interest/Request for Qualifications (RFEI/RFQ) for the redevelopment of Penn Station and a Request for Proposals (RFP) for the redevelopment of the Farley Building and the Moynihan Train Hall. **Respondents can submit responses to either or both solicitations.**

Each respondent (single entity, joint venture or team) submitting a proposal in response to this solicitation is herein referred to as a “Respondent.” In this solicitation, the Project Sponsors seek to identify one or more Respondents with the experience, resources and capabilities to undertake all or a portion of the development of the Empire Station Complex, and to propose additional ideas for facility improvements that can be funded by private investment. It is the view of the Project Sponsors that a public-private partnership is an effective way to plan and implement such a transformative vision for America’s most important transit hub. Project Sponsors prefer a design-build model whereby Respondents assume maximum responsibility for project design, finance, construction and ongoing commercial operation.

RFEI/RFQ for the Redevelopment of Penn Station (“Penn RFEI/RFQ”)

By responding to the Penn RFEI/RFQ, a Respondent can offer privately-funded solutions to renovating Penn Station, including a redeveloped upper level (“Upper Level”), lower level (“Lower Level”) and if applicable project enhancements described in Section V.¹ A Respondent must make a submission to this RFEI/RFQ in order to be further considered for future Penn Station redevelopment engagements. The Project Sponsors will evaluate those solutions and such project enhancements and consider how they might be implemented. In preparing its submission, the Respondent should consider:

- i. a long-term net lease from Amtrak of portions of the Upper Level and Lower Level at fair market value in order to construct new or improved retail and passenger circulation space;²
- ii. a long-term net lease from LIRR of its portion of the Lower Level in order to construct new retail and passenger circulation space;
- iii. taking into consideration the location and type of advertising within Penn Station when proposing improvements and, if of value to Project Sponsors, potential opportunities for revenue participation; and
- iv. identifying which of the project enhancements (detailed in Section V) can be achieved through private funding that the Respondent might incorporate into its redevelopment solutions.

RFP for the Redevelopment of the Farley Building (“Farley RFP”)

The Project Sponsors seek proposals for the lease and redevelopment of the Farley Building into a vibrant mixed-use facility. The selected developer will have the opportunity to construct the new iconic Moynihan Train Hall within the Farley Building and to develop and operate an additional 640,000 square feet in the building for commercial uses including office space, retail and hospitality. The expected completion date of the train hall will be a significant factor in the evaluation of proposals. The delivery of the train hall by the selected developer will be subject to financial incentives and penalties based on this schedule.

The train hall, which will be ringed by shops and restaurants, will include new, primary facilities for LIRR commuters. Passenger services within the LIRR space will include—ticketing, waiting areas and other amenities and will be seamlessly connected to a widened and improved LIRR Concourse running underneath 33rd Street directly through to 7th Avenue where LIRR ticketing, waiting and passenger

¹ Please note that space leased or occupied by NJ Transit (NJT) within Penn Station is not part of this solicitation.

² Proposers should note that any proceeds to Amtrak from the lease of Amtrak’s Penn Station assets will not be used as a source of funding for any Respondents’ proposal. It is expected however, that proposers will include costs of demolition and improvements to the Amtrak-controlled space in their valuation of Amtrak’s assets.

services will also be enhanced. The train hall is also intended to include facilities and services for AirTrain passengers connecting to New York area airports. The redevelopment of the Farley Building is also intended to include Amtrak ticketing, waiting and boarding facilities. It will significantly increase the amount of passenger circulation space available in Penn Station today and will create a passenger concourse that will span from 7th to 9th Avenues.

Submitting to Both Penn RFEI/RFQ and Farley RFP

While Respondents have the opportunity to respond to either the Penn RFEI/RFQ or the Farley RFP, which are for projects with independent utility, Respondents are encouraged to submit responses to both. Respondents who submit to both are required to provide additional information that addresses the optimal phasing, schedule and timeline from the private sector’s perspective for a holistic approach to the development of the Empire Station Complex.

It should be noted that the Project Sponsors have statutory powers and exemptions, including the power in certain circumstances to override local law and regulations, exercise eminent domain, and grant exemption from taxes, which powers may be considered by each Respondent in its submission. Under certain circumstances, ESD may also facilitate financing as a tax-exempt bond issuer.

III. TIMELINE

Release: **January 22, 2016**
Site tour: **February 25, 2016**
Deadline to submit questions: **February 26, 2016**
Deadline for responses to questions: **March 7, 2016**
Deadline to submit responses: **April 22, 2016 at 4:00 PM**

The Project Sponsors reserve the right to modify this schedule at their discretion. Notification of changes in connection with this solicitation will be made available to all interested parties via ESD’s website at <http://esd.ny.gov/CorporateInformation/RFPs.html>.

IV. BACKGROUND AND CONTEXT

Penn Station

In 1963, the original Pennsylvania Station, one of the icons of Beaux Arts civic architecture, was lost to demolition. Left in its place was a modified basement-level station that continued to support the era’s reduced train operations but confined its passengers to an inefficient and undersized facility, virtually removed from the civic and commercial context it once dominated.

When the original Penn Station was demolished, national rail ridership was in decline and the replacement facility served only 200,000 people per day. In the intervening decades, commuter and intercity rail ridership along the Northeast Corridor resurrected. Today, Penn Station is the busiest

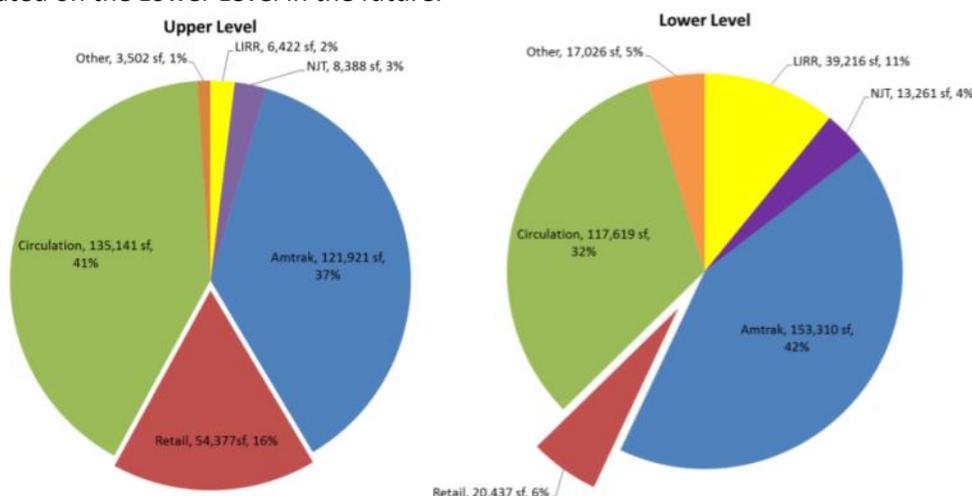


Picture of the Original Pennsylvania Station

passenger transportation facility in North America, serving Amtrak’s intercity passengers and commuters utilizing LIRR and NJT service. On a typical weekday, more than 650,000 people now utilize Penn Station facility’s Upper Level and Lower Level passenger concourses -- more than any airport in the United States, and more than Kennedy, LaGuardia and Newark Liberty airports combined.

The facility is situated beneath the superblock that is bounded by 7th and 8th Avenues and 31st and 33rd Streets, on which Madison Square Garden and 2 Penn Plaza are located. The Lower Level is approximately 355,000 square feet, the Upper Level is approximately 360,000 square feet, and the street level loading docks are approximately 23,000 square feet for a total of approximately 738,000 square feet comprised of passenger circulation, commercial and retail space, passenger services, railroad and station operations and mechanical and back-of-house space. Below are floorplans and a pie chart of the uses on the Upper and Lower Levels. To download more detailed floor plans of Penn Station, please visit the Appendix.

Amtrak is the fee owner of Penn Station, including the Upper Level and Lower Level passenger concourses. Amtrak operates and maintains the majority of the Upper Level, with the exception of the portion that Amtrak leases to NJT, which operates and maintains that portion pursuant to a long-term net lease. Amtrak leases to LIRR a substantial portion of the Lower Level, which LIRR operates and maintains pursuant to a long-term net lease. Metro-North railroad passenger service is expected to be accommodated on the Lower Level in the future.



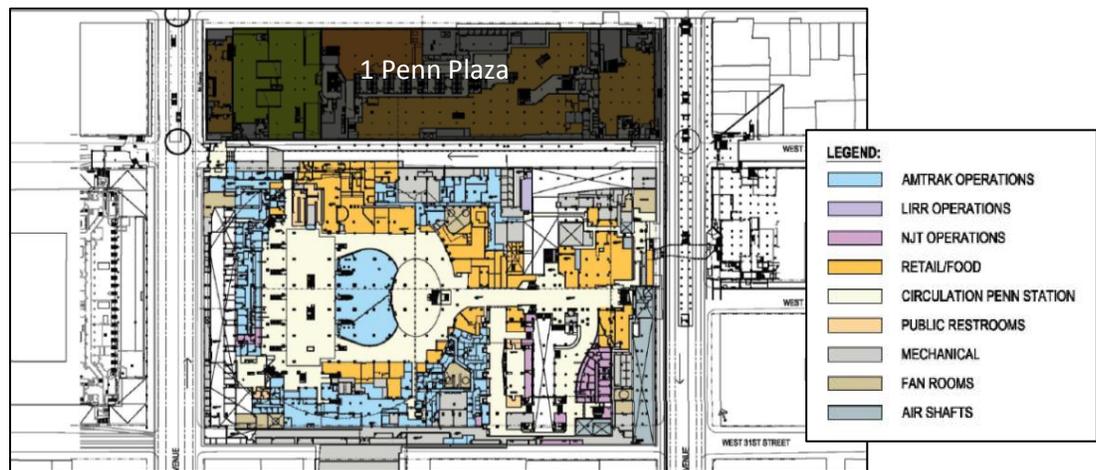
Pie Chart of Uses on the Upper and Lower Levels of Penn Station

In the decades since Pennsylvania Station’s demolition, major stations of the classic era along the Northeast Corridor (NEC), including Philadelphia, Baltimore, Washington, D.C. and others, have not only been preserved but also substantially enhanced, becoming destinations for more than just travel. The challenge for the existing Penn Station, starting from its presently constrained quarters and relatively invisible underground site, is to improve the station’s operational efficiency while creating some of the urban presence, functional design, and the financial benefits that were and are being realized by renovations of other urban train stations such as Grand Central Terminal and Washington Union Station.

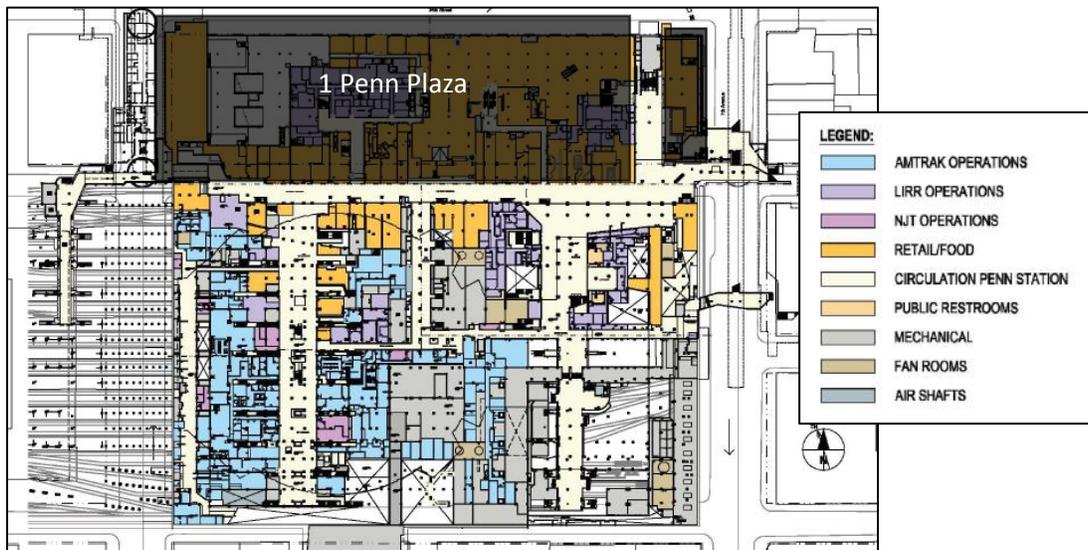
This challenge is only heightened by the unprecedented growth in railroad passenger ridership since the 1960s. Since that time, the collective daily commuter ridership from New Jersey and Long Island at Penn Station has nearly tripled, while intercity (now Amtrak) ridership has more than doubled. Some 650,000

rail and subway passengers pass through the station daily, including approximately 30,000 Amtrak riders. Many of these same passengers join local, city-origin transit riders to together make thousands of daily trips through Penn's two subway stations. More than 1,000 trains per day pass through Penn Station. Trains are dispatched through the East River and Hudson River tunnels at a rate of one train every two minutes in peak periods.

While the original Pennsylvania Station provided spacious accommodations for its intercity rail patrons, its provisions for commuters (who have outnumbered intercity passengers since the end of World War II in terms of volume) have long been deemed inadequate in terms of platform and station circulation capacity. The concentrated volume of peak-period commuter passenger flow poses a daily strain on the station's modest passenger circulation space.



Upper Level of Penn Station

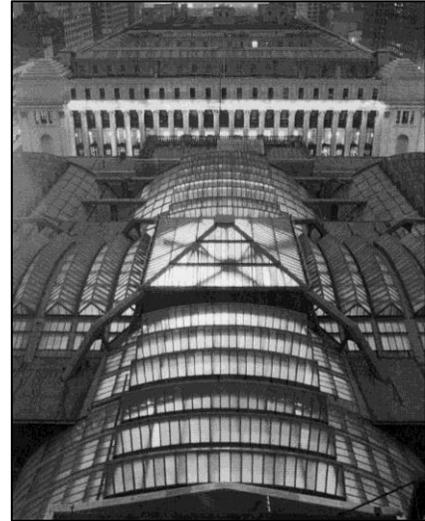


Lower Level of Penn Station

Farley Building

The Farley Building occupies the equivalent of two full city blocks on Manhattan's West Side between 8th and 9th Avenues and 31st and 33rd Streets. The facility is comprised of two structures and measures approximately 390 by 740 feet. The building contains approximately 1.4 million square feet of space and 2.5 million square feet of unused development rights under current New York City zoning.³ ESD is the fee owner of the Farley Building.

The facility's original structure fronts 8th Avenue and opened in 1914 as a replacement for the General Post Office previously located downtown near City Hall. The building was designed by the legendary architectural firm of McKim, Mead & White as a companion to the original Pennsylvania Station located across 8th Avenue, which McKim, Mead & White also designed. In fact, the site of the Farley Building was acquired by the Pennsylvania Railroad as part of the construction of the original Pennsylvania Station and the rail tunnels underneath the Hudson River. Once the rail infrastructure was completed, the Pennsylvania Railroad sold the site (above the train shed) to the United States Postal Service ("USPS").



View of the Farley Building from the Original Penn Station

At the time of construction of the Farley Building, the majority of U.S. Mail traveled by rail, and the facility was therefore sited in order to take advantage of the new railroad infrastructure constructed in Manhattan by the Pennsylvania Railroad. Mail was delivered by train to the Farley Building utilizing the same platforms that serviced passengers and then sorted in the building and distributed throughout the City.



Photograph of the Farley Building

The USPS facility was expanded in 1934 with a connected companion building fronting 9th Avenue, referred to as the "9th Avenue Building" or "the Annex." The Farley Building was one of the first buildings to be landmarked under the preservation statutes adopted in the wake of the destruction of the original Pennsylvania Station and is now listed in the National Register of Historic Places and is designated as a landmark by the New York City Landmarks Preservation Commission.

Construction of Phase 1 of the Moynihan Train Hall is underway and scheduled to be completed in September 2016. The scope of Phase 1 includes construction of an expanded commuter concourse beneath the Farley Building serving platforms #3 – 11, (the "Lower Concourse"), an underground connection to the 8th Avenue subway line, an underground connection to existing Penn Station east of 8th Avenue, and plazas at street level with two access points through the Farley Building to the new Lower Concourse.

³ The unused development rights associated with the Farley Building are not being offered as part of this solicitation. Cushman and Wakefield is marketing the development rights per a prior solicitation. Please visit <http://www.cushwake.com> for more information.



Phase 1 Lower Concourse



Phase 1 Plaza & Entrance at 33rd and 8th Avenue

V. EMPIRE STATION COMPLEX

The status quo at Penn Station is no longer adequate to meet the needs of today's passenger, particularly given that the station is expected to experience significant operational stress in coming years due to increasing demand for service and a growing passenger load.

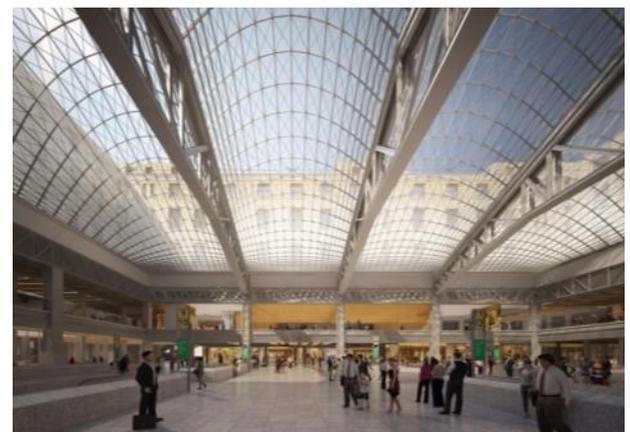
In order to improve the overall passenger experience and meet increased ridership demand, the Project Sponsors seek to create the Empire Station Complex through a redeveloped Penn Station and the new Moynihan Train Hall in the Farley Building.

The Moynihan Train Hall will add an approximately 210,000 square foot new train hall roughly equivalent in size to the Main Concourse at Grand Central Terminal. The new Moynihan Train Hall will include various services for LIRR, Amtrak and AirTrain passengers. LIRR and Amtrak trains access platforms that are connected to Penn Station and the Moynihan Train Hall. When completed, the Moynihan Train Hall will help to relieve congestion in Penn Station and improve daily life for hundreds of thousands of travelers that pass through Penn Station. The new Moynihan Train Hall and the relocation of some of Amtrak's passenger-facing operations presents a unique opportunity to re-imagine and improve the portions of Penn Station that lie between 7th and 8th Avenues and integrate both the Farley Building and Penn Station into one cohesive transportation hub.

The Empire Station Complex will be a redeveloped facility that is easily navigable, comfortably handles pedestrian traffic, contains high-quality retail offerings, provides 21st century passenger amenities, from Wi-Fi to concierge traveler services, and can handle capacity far into the future.



Illustrative view from the platform of Penn Station



Rendering of the Moynihan Train Hall

Objectives

This solicitation aims to both address the Penn Station's longstanding inadequacies in passenger-handling capacity and to bring the facility forward to rival its urban train terminal peers in terms of passenger comfort, bright and spacious interior volumes and high-quality retail amenities. The objectives of the Project Sponsors in this solicitation are to:

- Create a world-class facility that:
 - facilitates a seamless passenger experience, acknowledging the link between the renovated Penn Station and the new Moynihan Train Hall in the Farley Building, and allows for linkages to the surrounding business district and the future Gateway Program and Penn South expansion;
 - is innovative and efficient;
 - will meet current and projected intercity and commuter railroad demand with an appropriate level of service;
 - will enhance the flexibility and efficiency of railroad operations;
 - can be modified as railroad needs and standards change; and
 - accommodates the increased level of service associated with the future completion of the Gateway Program and Penn South expansion;
- Create greater synergies between the station retail experience and passenger-facing railroad operations, including ticketing, waiting, information displays and other amenities;
- Maximize the opportunities to create new retail and passenger enhancements presented in Penn Station by the scheduled relocation of Amtrak's passenger-facing operations and the Farley Building;
- Stage the construction of the improvements in a way that minimizes disruption to railroad operations at Penn Station and to the passengers and others using Penn Station;
- Arrive at an optimal allocation of risks and benefits between the Project Sponsors and the Respondent(s);
- Minimize public sector subsidy; and
- Obtain the best value for the money with the greatest certainty of project cost and schedule.

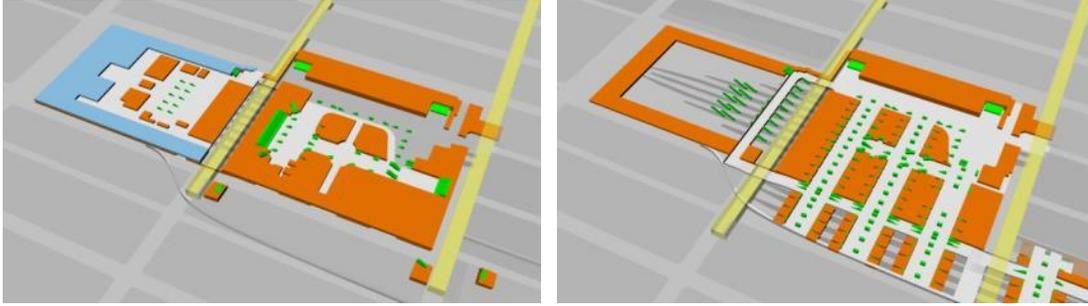
Elements of the Empire Station Complex

There are three major components to the Empire Station Complex development:

- 1. Redevelopment of the Upper Level and Lower Level of Penn Station**
- 2. Additional Project Enhancements at Penn Station (described below)**
- 3. Adaptive Re-use of the Farley Building, including the Annex and Moynihan Train Hall**

While there are three separate and independently useful components to the Empire Station Complex (as described below), these components must be implemented in a coordinated manner so that the facility can function as a unified whole from a design, finishes, way-finding and signage perspective, regardless of the number of developers selected.

Any final plans approved for the components of the Empire Station Complex will be expected to be carried out in a manner consistent with a grid system of circulation for Penn Station, while providing clear linkages compatible with the Moynihan Train Hall and Amtrak's proposed Gateway Program and Penn South expansion.



Upper and Lower Levels of the Empire Station Complex vision

1. Redevelopment of the Upper and Lower Levels of Penn Station

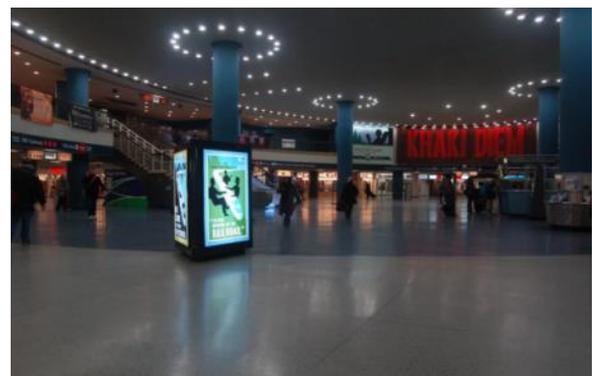
The improvement and reconfiguration of the Upper Level and Lower Level present revenue-generating opportunities through the creation and management of retail and advertising space within the station that can leverage private investment into facility improvements for a better overall experience for passengers, shoppers and visitors. An estimated 650,000 people per day circulate through the station areas covered by this retail and advertising.

Currently there is approximately 74,000 square feet of retail space at Penn Station with the opportunity to create an estimated 50,000 square feet. In addition to retail space, there is a significant advertising program within Penn Station. LIRR's concourse on the Lower Level has recently been outfitted with a digital screen network comprised of 26 digital displays, 22 of which are devoted to full-motion advertising. Each display has its own IP address, enabling different content to be sent to each display.

The Penn Station advertising inventory is Amtrak's most valuable transit advertising asset. Amtrak's advertising inventory consists of five different types of backlit and static advertising displays on three levels of the station, for a total of 204 displays. There are current plans to upgrade certain displays to digital.

Upper Level of Penn Station

The Upper Level is where Amtrak passenger-facing operations are currently based.⁴ With the construction of a new Moynihan Train Hall in the Farley Building, Amtrak will relocate most of its passenger-facing operations. The Project Sponsors seek to re-envision the Upper Level in order to make it more attractive and functional for passengers. The Upper Level changes should enable smooth passenger circulation and include a waiting and boarding areas surrounded by attractive retail.



Picture of existing Amtrak Rotunda including advertising

Project Sponsors seek to eliminate and repurpose the large glass-enclosed "fishbowl" reserved seated waiting area on the Upper Level and reintroduce a

⁴ To download floorplans of Penn Station with the specific details of Amtrak functions in the Upper Level, please visit the Appendix.

circulation spine on this level from 7th to 8th Avenues (i.e. the “32nd Street Corridor”) upon the move of Amtrak’s passenger waiting area to the Moynihan Train Hall. The 32nd Street Corridor on this level would align with the 32nd Street Corridor on the Lower Level and include optimally positioned and well signed vertical circulation between the two levels. This new Upper Level 32nd Street Corridor is envisioned to be lined by retail. The existing elevators, that connect the Upper Level with the passenger platforms in the train shed, are expected to remain.

Substantial improvements to the retail offerings, passenger amenities, overall layout and passenger flow on the Upper Level could be introduced by the relocation or reconfiguration of certain railroad back-of-house functions and legacy mechanical systems.

While a portion of Amtrak’s passenger-facing operations will relocate to the Farley Building, a small ticketing and waiting “concierge” presence will remain to assist passengers who disembark on the eastern end of the platforms and to service late night trains that arrive after the Moynihan Train Hall is closed for the evening. In addition, a substantial number of NJT, LIRR and potentially Metro-North customers are expected to take advantage of the



Illustrative View of 32nd Street Corridor on the Upper Level

renovated Upper Level for both boarding and exiting. The Project Sponsors will require some level of ticketing and waiting accommodation to be incorporated into the renovated Upper Level—preferably in a manner that complements and takes full advantage of the new retail and other passenger amenities.

On the Upper Level, the Project Sponsors plan to:

- remove the existing Amtrak waiting area “fishbowl” with a smaller waiting area and ticket machines for Amtrak, NJT and LIRR;
- create an interior, retail-lined corridor running east-west along a 32nd Street axis, connecting the 8th Avenue and 7th Avenue sides of the facility;
- re-open the 32nd Street and 7th Avenue subway entrance;
- reconfigure and expand the existing retail space and access circulation;
- repurpose the relocated Amtrak ticketing and baggage operations and potentially, Amtrak Police Department (“APD”) offices in order to accommodate expanded circulation and retail areas;
- relocate the stairs and escalators in the Amtrak rotunda area to improve circulation and sightlines along the new 32nd Street Corridor;
- create a new vertical access to the Lower Level in the current Amtrak rotunda area;
- reduce Amtrak’s customer service space to 1-2 ticket windows for Amtrak night/special operations, including a potentially consolidated Amtrak Police operations center;
- relocate existing 8th Avenue-side NJT ticketing/passenger-service functions within the renovated Upper Level concourse;

- create additional east-west and north-south corridors;
- relocate passenger lavatories as necessary; and
- preserve the ability to link the Upper Level with Penn South expansion, either directly or through logical Lower Level connections.

Lower Level of Penn Station

Today, LIRR and NJT commuters are the primary users of the Lower Level. The Lower Level component of the vision seeks, among other things, to improve the overall passenger flow for commuters through expanded and extended concourses and passageways, allowing for safer and more comfortable utilization of the facility. The renovation of the 33rd Street corridor that runs east-west between the 7th and 8th Avenue subway stations (the “33rd Street Corridor”) is key to addressing this vision, as well as the widening and refurbishment of the Lower Level east-west 32nd Street corridor (the “32nd Street Corridor”), which is also known as the “Hilton Passageway.”



Illustrative View of Lower Level

On the Lower Level, the Project Sponsors seek to:

- improve the LIRR concourse and the connectivity to LIRR facilities, including the new LIRR facilities in Moynihan Train Hall;
- reconfigure and improve the LIRR ticketing and 7th Avenue waiting areas to enhance circulation, overall capacity and quality as well as connecting to the new LIRR services in the Moynihan Train Hall;
- increase the presence of natural daylight, particularly underneath the roadbed of 33rd Street in the 33rd Street Corridor;
- widen, renovate and increase the ceiling heights in the 33rd Street Corridor between 7th and 8th Avenues and other concourse passageways, where feasible;
- improve sightlines, circulation and visual connectivity between the 33rd Street Corridor and other passageways and the Upper Level;
- improve connectivity between 7th and 8th Avenue subway stations and the 33rd Street corridor;
- improve connectivity to street level via new or expanded entryways and exits;
- improve retail and passenger amenities;
- improve way-finding;
- eliminate shrouding around elevators/air handlers to increase sightlines in the Exit Concourse;
- relocate, if possible, back-of-house operations for LIRR and Amtrak;
- widen and rehabilitate the 32nd Street Corridor;
- accommodate the extension of a station-width Central Concourse; and
- preserve the ability to link the Lower Level with the future Penn South expansion.

2. Project Enhancements

The Project Sponsors also seek additional ideas and privately-led solutions to improve Penn Station. Such ideas and solutions could include but are not limited to:

Project Enhancements

1. creating a grand entrance along 8th Avenue between 31st and 33rd Streets. This would require the acquisition and demolition of the Theater at Madison Square Garden (“MSG”). The Project Sponsors have approached MSG and determined that such an acquisition is possible. It would allow for a high-ceilinged and architecturally significant entrance and an expansive frontage on 8th Avenue affording more circulation, retail and new public realm improvements;⁵
2. closing 33rd Street between 7th and 8th Avenues and creating new a promenade, retail arcade and skylights for natural light into the concourse below that would create a new experience for LIRR passengers;
3. opening new entrances at the corners and midblock locations of Penn Station to enhance pedestrian access to the facility and more retail opportunities;
4. creating a grand entrance along 7th Avenue;



Illustrative view of 8th Avenue Entrance



Illustrative view of 33rd Street Entrance

Supporting Projects

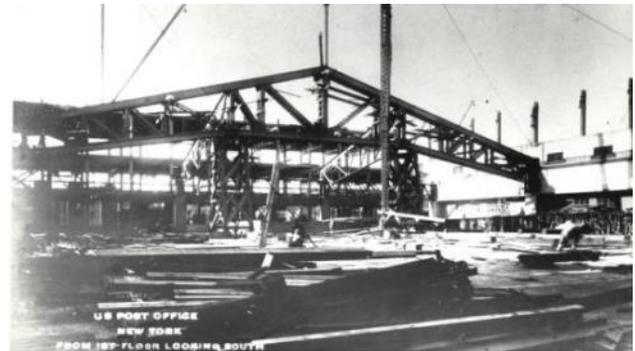
- use of other adjacent spaces, both below-grade and above-grade, which may or may not currently be controlled by the Project Sponsors but may be subsequently acquired by the Project Sponsors to relocate/optimize station and railroad operations and/or enhance retail amenities;
- relocation of portions of the railroad back-of-house and police functions on both levels of the station to the extent they improve passenger circulation, station operations and the overall value to private sector retail and do not result in a less efficient transportation complex;
- relocation and/or rehabilitation of existing building mechanical, electrical and plumbing (“MEP”) systems (some relocation of such systems will be required in any case to achieve the goals of the Project Sponsors);

⁵ The acquisition could be facilitated by one of the Project Sponsors through a friendly negotiated condemnation.

- improvements to platform-level lighting, signage and way-finding;
- improvements to the 7th Avenue and 8th Avenue subway stations and entrances;
- interventions (e.g., entrances and skylights) at street level, surrounding Penn Station that would improve connectivity between the passenger concourses and exterior streets and sidewalks and adjacent buildings;
- improved street-level access points, passenger and goods delivery loading facilities for improved efficiency of facility operations and pedestrian access; and
- Gateway Program’s proposed Penn South expansion of Penn Station

3. Adaptive Re-use of the Farley Building

The objectives of this component of the Empire Station Complex are two-fold: (i) preserve and repair major portions of the historic Farley Building, including the exterior façade, the 8th Avenue entrance, the monumental stairs and certain spaces within the building, such as premises that served to house the Postmaster General and the United States Post Office retail lobby; and (ii) adaptively reuse the Farley Building in a manner that will improve transportation options on Manhattan’s Far West Side by expanding the concourse capacity and enhancing passenger services and amenities.



Construction of mail sorting room in original Farley Building

The selected developer for Farley will have the opportunity to participate in the transformation of the Farley Building from its previous use as a USPS mail facility into a state-of-the-art transportation facility and mixed-use commercial development. In addition to the new train hall housing passenger services for LIRR, Amtrak and AirTrain, it is envisioned that the redeveloped facility will also include an array of public and private commercial uses, such as destination retail, commercial office space and hospitality offerings. Situated at the center of the vibrant Northeast Corridor—America’s economic, innovation and creativity spine—the facility presents a unique development opportunity.

The Project Sponsors will require the selected developer to complete the Train Hall Work and Private Elements work each as described in the Farley RFP. The proposal must clearly articulate a timeline for the construction of the Train Hall. Proposers shall conform to the Moynihan Train Hall plans based upon the final design drawings prepared by Skidmore Owings and Merrill (SOM), dated January 2016, unless Project Sponsors agree to exceptions.

The Project Sponsors seek to:

- Create new facilities for LIRR, Amtrak and AirTrain passengers;
- Restore the historic Farley Building;
- Repurpose the upper floors and the Annex Building of Farley for private development;
- Create new facilities for rail passengers in the Moynihan Train Hall;
- Create circulation and vertical access to the train platforms within the Moynihan Train Hall;

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- Create new retail space and passenger amenities immediately adjacent to and directly accessible from the Moynihan Train Hall;
 - Create taxi amenities on the mid-block of West 33rd Street and West 31st Street;
 - Replace the building's mechanical systems to meet the needs of the new station and reconfigured facility;
 - Improve loading to the building;
 - Create new Amtrak baggage and package handling improvements;
 - Create new passenger facing operations and back-of-house space; and
 - Preserve ability to link the Moynihan Train Hall with the Penn South.



Rendering of the Moynihan Train Hall Waiting Area



Rendering of the Midblock Entrance to the Moynihan Train Hall

VI. PENN STATION REDEVELOPMENT REQUEST FOR EXPRESSIONS OF INTEREST/REQUEST FOR QUALIFICATIONS

This component of the joint solicitation is a Request for Expressions of Interest (RFEI/RFQ)/Request for Qualifications (RFQ) for the Redevelopment of Penn Station.

Introduction

The goal of this RFEI/RFQ is to redevelop Penn Station into a world-class transportation complex by soliciting innovative ideas and concepts for public-private partnerships from Qualified Organizations (as defined below) and in order to identify a development firm or short list of development firms with the experience and capacity to partner with Project Sponsors on a series of dramatic improvements to Penn Station that are privately funded. **This RFEI/RFQ is the precursor to the planned engagement of one or more private sector development partners that will redevelop the MTA and Amtrak concourses at Penn Station, adding and upgrading retail space while making significant improvements that benefit the passenger experience. In this procurement process, a Respondent must make a submission to this RFEI/RFQ in order to be considered for such engagement.**

Offering

The Project Sponsors will use the responses and recommendations generated by this RFEI/RFQ process to inform a planned RFP process or allow for targeted negotiations with one or more Respondents that would follow this RFEI/RFQ. Either of these processes would offer an appropriate long-term net leasehold interest in Amtrak and LIRR space within Penn Station, subject to certain conditions, requirements and approvals in return for fair market value of such leasehold interests and the private funding and execution of facility improvements and a portion of the rents generated by the retail areas at Penn Station. The exact nature of the leasehold interest, as well as the conditions and requirements, is yet to be determined, but would be informed by the responses to this RFEI/RFQ. Note: This solicitation does not include NJT-leased space within Penn Station.

Selection Process

In order to be eligible to respond to such RFP or be invited to negotiate directly with Project Sponsors, a submission to this RFEI/RFQ that meets the outlined submission requirements and criteria below must be received and reviewed by the Project Sponsors.⁶ Respondents that meet said requirements and criteria are referred to as “Qualified Organizations.” For the purposes of this RFEI/RFQ, a Respondent that is determined by the Project Sponsors to be a Qualified Organization and is subsequently designated by the Project Sponsors to redevelop Penn Station or a portion thereof is referred to as “Developer.” The Project Sponsors reserve the right to designate one or more Developers to complete different portions of the Penn Station redevelopment as described in this RFEI/RFQ and retain all rights to develop or procure improvements or services independent of this RFEI/RFQ process.

The Project Sponsors envision Respondents having the opportunity to:

1. lease for an appropriate term from Amtrak and LIRR portions of up to approximately 700,000 square feet on the Upper Level and Lower Level;

⁶ With respect to Amtrak property, any subsequent solicitation will be subject to a competitive bidding process and Amtrak’s procurement requirements.

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2. maintain the renovated Penn Station passenger concourses and operate the retail program for a specified term, including the relocation of existing tenants;
 3. participate in advertising, sponsorship, and promotional opportunities afforded by the redevelopment;
 4. participate with the Project Sponsors in the planning and design of the renovation of the passenger concourses and retail spaces serving Penn Station, including improved North-South, East-West and vertical circulation improvements;
 5. design and construct the approved improvements;
 6. finance the improvements utilizing private financing; and
 7. participate in availability payments from the operating railroads for use of the non-retail and non-transportation space.

Submission Requirements

In addition to submitting the materials outlined in Section X: Standard Submission Requirements, Responses to this RFEI/RFQ should include a detailed narrative describing all relevant aspects of the Respondent's approach to the project ("Project Approach"). The Project Approach should include at a minimum:

- 1) Review of the Penn Station Improvements.** Respondents should provide feedback on the Penn Station components of the Empire Station Complex vision outlined in Section V. The basic components of the vision include the redevelopment of the upper and lower levels of Penn Station as well as project enhancements. Respondents must at a minimum address the redevelopment of the Upper Level and Lower Level of Penn Station described in Section V above and should articulate specific ideas for privately-led solutions for achieving said objectives.
- 2) Design.** A summary of proposed design concepts and considerations, including at least two (2) renderings and a written description of the implications for passenger circulation, passenger experience and new/enhanced retail/commercial opportunities.
- 3) Timeline and Construction.** A description of approach to project development and construction, including year-by-year timeline, key critical path items and staging considerations. Please comment on any potential technical challenges and/or alternative solutions you see as relevant to this Project. Based on available technical information, what opportunities do you see for bringing innovation and efficiencies to the Project?
- 4) Retail Programming & Leasing.** A summary of proposed retail development strategy, including a summary of potential tenants or tenant categories. Respondents should include an estimate of retail square footages and rents in the proposed redeveloped Penn Station and include an estimate of value for the entire retail space. In addition, Respondents should include a recommendation for the ideal master lease structure.

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- 5) **Advertising, Promotions & Sponsorship.** Provide an estimated value of the proposed advertising opportunity in the redeveloped Penn Station concourses. For a description of the current advertising program, please see Section IV.
- 6) **Operations & Maintenance.** Summarize the envisioned approach to the operation and maintenance of the renovated facility, including the retail areas and public circulation areas. The Project Sponsors anticipate that railroad back-of-house areas and vertical circulation to and from the platform-level will be managed by the railroads and will not be part of the scope of this solicitation.
- 7) **Commercial and Financial Structure.** Provide a brief summary that explains at a high level how Respondent would approach the funding or financing of both the lease of existing Amtrak and LIRR retail or other assets and the undertaking of Penn Station improvements, including the sources of funding you would leverage for the improvements, a summary of potential private capital sources and your preliminary views on the financing tools you would propose to utilize for the improvements. Please provide information on what project elements would enhance your level of interest/ability to bring equity investment to the Penn Station improvements or obtain financing, such as, for instance, availability payments, a joint venture structure, or a revenue-risk concession structure. As the Project Sponsors seek innovative approaches to eliminate/minimize their capital contribution upfront and/or over time and leverage their existing assets to generate value, please comment on Respondent's ability to help the Project Sponsors achieve this goal. Please identify important factors that the Project Sponsors should consider in determining the ideal length of the contract period.
- 8) **Outreach & Engagement.** Include a plan for community outreach and stakeholder engagement.
- 9) **Planning, Design and Construction Coordination.** Address how the redevelopment of Penn Station can best leverage, complement and be integrated with the companion projects identified in the Farley RFP portion of this solicitation (which include significant retail) and a future Penn South project.
- 10) **Project Challenges.** Please communicate any challenges or risks the Project Sponsors should be aware of in regard to the scope, procurement process, delivery method, term of contract, technical and financial feasibility, etc. for the Penn Station improvements. Please consider responding to the following:
- a. What does Respondent view as the greatest challenge to a speedy completion of design and construction activities?
 - b. What challenges does Respondent envision with financing the Penn Station improvements?
 - c. Are there specific risks typically borne by the public sector that Respondent would consider taking on or sharing with the Project Sponsors?
 - d. Are there specific risks that Respondent would not consider taking on?
- 11) **Additional Considerations.** Discuss any opportunities to enhance the value of Penn Station by incorporating additional space, including but not limited to other adjacent spaces that enhance the proposed improvements. Provide any other ideas to improve Penn Station and meet the objectives of this solicitation. Other than the answers the Respondent has already provided, please list all additional information that would help the Respondent make the business decision to engage in the development of the Penn Station improvements.

12) Summary of Anticipated Public Actions. If Respondent believes that specific public actions are necessary to facilitate the Penn Station improvements, a summary outlining the key actions must be included in the response. Public actions include but are not limited to payments-in-lieu-of-taxes (“PILOT”), bond financing, eminent domain and zoning overrides.

Evaluation Criteria

When evaluating the Penn RFEI/RFQ submissions, the following evaluation criteria will be considered, with the accompanying weights used to calculate an overall RFEI/RFQ submission score.

Criteria		Weighting
Development Experience	<ul style="list-style-type: none"> • Respondent’s experience designing and developing a large-scale public and/or transportation facility with similar technical challenges and constraints • Respondent’s experience with the design and delivery of large-scale construction projects • Respondent’s experience participating in the development of designs in consultation with public agencies and with community outreach requirements • Respondent’s experience, if any, working with rail and/or other types of transportation facilities, particularly while still in operation • Respondent’s capacity as demonstrated by the entities represented in the consortium, if relevant, or development team as assembled 	20%
Retail Operations	<ul style="list-style-type: none"> • Respondent’s experience acting as an operator or manager of large retail and commercial developments • Respondent’s experience participating in operating retail included in or adjacent to public facilities • Respondent’s experience introducing best practice concepts in facilities management and integrating these concepts with design and construction in order to provide an optimal long-term solution 	20%
Financial Strength	<ul style="list-style-type: none"> • Respondent’s financial strength as indicated by the materials provided in the submission • Demonstrated grasp of the potential private capital sources available for a project of this type 	10%
Project Design and Timing	<ul style="list-style-type: none"> • Comprehensive nature of Respondent’s design and build approach, specifically how much responsibility respondent is willing to assume for project management, design, financing, construction and ongoing retail operation • Expeditious and realistic timeline for project completion, including 	50%

Criteria		Weighting
	<p>proposed phases of construction with definable benchmarks (i.e. Upper Level and Lower Level Concourses)</p> <ul style="list-style-type: none"> • Proposed incentives for early project delivery and sanctions for late project delivery • Inclusion of Project Enhancements • Understanding of the context, challenges, desired outcomes, and key decision points associated with the project • Proposed design concepts and considerations • Proposed project development and construction plan • Proposed retail/commercial development strategy 	

VII. FARLEY BUILDING & MOYNIHAN TRAIN HALL REQUEST FOR PROPOSALS

This component of the solicitation is a Request for Proposals (RFP) for the Redevelopment of the Farley Building.

Introduction

Respondents to this RFP will submit proposals covering both the public and private elements of the Farley Building redevelopment project (the “Farley Redevelopment Project”, also referred to in this Section VII as the “Project”) as described below. The Project Sponsors intend to select a developer for the Farley Redevelopment Project (the “Selected Developer”). The Project will provide a Selected Developer with the opportunity to participate in the transformation of this historic landmark from its previous use as a United States Post Office (“USPS”) mail facility into a state-of-the-art transportation facility and dynamic mixed-use commercial development situated at the center of the vibrant Northeast Corridor—America’s economic, financial and creative spine. The Farley Redevelopment Project presents a unique development opportunity.

The Farley Redevelopment Project consists of an iconic new train hall west of 8th Avenue for railroad passengers traveling into Manhattan and accessing the New York City area and, in particular, Manhattan’s rapidly evolving Far West Side. This train hall will include new, primary facilities for LIRR commuters. Passenger services within the LIRR space will include—ticketing, waiting areas and other amenities and will be seamlessly connected to a widened and improved LIRR Concourse running underneath 33rd Street directly through to 7th Avenue where LIRR ticketing, waiting and passenger services will also be enhanced. Improvements to the LIRR Concourse and 7th Avenue passenger services are included as projects within the Penn RFEI/RFQ.

The train hall is also intended to include facilities and services for AirTrain passengers connecting to New York area airports.

The Farley Redevelopment Project is also intended to include Amtrak ticketing, waiting and boarding facilities. Mezzanine space will include an Acela lounge, baggage and back of house space.

Railroad operations will be surrounded by retail space (the “Train Hall Retail Space”). Certain USPS functions will remain in the building as described herein (the “USPS Space”). The balance of the redevelopment could include an array of private commercial uses, such as destination retail, commercial office space and hospitality offerings (the “Commercial Space”).

The Moynihan Train Hall is named after Senator Daniel Patrick Moynihan, commemorating the contributions of the late Senator, who led the drive for the creation of a modern passenger rail terminal that could replace the original Pennsylvania Station that was destroyed in 1963.

Today, the Farley Building sits at the center of the Northeast Corridor intercity and commuter system and at the heart of Manhattan’s surging Far West Side. The Project Sponsors invite the private development community to bring forward transformative visions for this unique and historic property. The granite walls that were shaped by immigrant artisans more than one hundred years ago will soon hold America’s next great civic space. Travelers from around the metropolitan area and the country will enter New York through an iconic train hall. Enormous floors that once held mail sorters will become the workplaces for 21st century information and technology workers. New residents and workers of the emerging Hudson Yards District will eat, drink and shop in vibrant restaurants and

stores. Tourists will seek out this Empire State marvel. The Selected Developer will be partnering with the Project Sponsors on executing this one-of-a-kind development opportunity.

Development Structure

Public Elements

The public elements of the Farley Redevelopment Project are: (i) the new Moynihan Train Hall serving LIRR, Amtrak and AirTrain passenger needs; (ii) work in the Amtrak owned and operated train-shed beneath the Farley Building (the “Train-shed Work”); (iii) the LIRR space and (iv) the Amtrak space.

Train Hall Work. The 100% drawings [“substantially completed-not for construction”] (described below) cover the core & shell, fit-out and FF&E for the Moynihan Train Hall, the Train-shed Work, the core & shell of the Amtrak Unit (as defined below), and the core & shell of the Train Hall Retail Space (such items of work are collectively referred to as the “Train Hall Work”).⁷ The Selected Developer must commit to a guaranteed substantial completion date for the Train Hall Work, subject to the availability of Amtrak track outages.⁸ This substantial completion date must be included in the Respondent’s proposal. The Selected Developer will be responsible for the cost of all Train Hall Work and Building Elements (as defined below) work, including without limiting the foregoing, the cost of advancing the said 100% drawings to construction drawings.

The Train Hall Work will build on various “Phase 1” improvements (described above in this solicitation) previously undertaken by the Project Sponsors, which have a planned completion date of September 2016.

Private Elements

The private elements of the Project (“Private Elements”) consist of: (i) the approximately 62,000 square foot Train Hall Retail Space for transit-oriented and certain destination-related retail use; (ii) the USPS Space as described below; and (iii) the private development of the approximately 640,000 square foot Commercial Space (as such Commercial Space may be increased by the use of any USPS Support Space for non-USPS commercial use). The Selected Developer shall be solely responsible for all costs for construction, operation and maintenance of the Train Hall Retail Space, the Commercial Space and the USPS Space, including without limiting the foregoing, the cost of advancing the current 100% drawings to construction drawings. Development of the Private Elements should not inhibit railroad operations in any way. The Project Sponsors require the Selected Developer to commit to clear and firm milestones for the Private Elements. These milestones must be included in the Respondent’s submission.

USPS Space. The USPS Space consists of approximately 250,000 square feet, comprised of (i) the existing historic retail lobby space along 8th Avenue (the “USPS Retail Lobby”), which is approximately 35,000 square feet and (ii) approximately 215,000 square feet of related support space (the “USPS Support Space”). Two USPS Support Space configuration alternatives are provided to Respondents, space assignments developed in 2006-07 and alternative space assignments subsequently evaluated by the Project Sponsors. The alternatives can be viewed in the blocking diagrams labeled “Moynihan Train Hall Blocking and Stacking Diagrams 2016” and “USPS Lease Area Assignments 2007” (See Appendix to download).

⁷ Please note that the 100% drawings are available for download after signing a confidentiality agreement. Please see appendix to download agreement. A link to the drawings will be provided upon receipt of the signed agreement.

⁸ Tentative outage schedule will be provided by addendum.

ESD currently leases to USPS the USPS Space pursuant to existing leases (the “USPS Leases”; see Appendix to download). ESD will lease to the Selected Developer the USPS Space, subject to the USPS Leases and assign the USPS Leases to the Selected Developer. The Selected Developer, as the landlord under the USPS Leases, will lease to USPS, pursuant to the USPS Leases, the USPS Space. The Selected Developer may enter into direct negotiations with USPS to relocate all or a portion of the USPS Support Space within the building and/or purchase all or part of the USPS leasehold or sublease all or a portion of the USPS Support Space from USPS in order to expand the Commercial Space component of the Farley Redevelopment Project. With respect to the approximately 10,000 square feet of USPS Space located on the second floor (the “USPS Second Floor Space” as more particularly described in the Appendix), if such relocation, purchase or lease of the USPS Space includes the USPS Second Floor Space or any portion thereof, Amtrak will have a right of first refusal to acquire the leasehold or lease, as the case may be, the USPS Second Floor Space or such portion thereof. Any relocated USPS Support Space must be designed by the Selected Developer in a manner consistent with the USPS Standard Design Guidelines (see Appendix to download) unless otherwise agreed with USPS.

Building Elements

The cost of the initial redevelopment or construction of building elements, such as façade restoration, window replacement, bollards, building systems, and other common elements of the Farley Building site (“Building Elements”), will be performed by the Selected Developer at its sole cost and expense.

Farley Building Commercial Condominium

The Farley Redevelopment Project, as described above, will be accomplished through the establishment of a Farley Building commercial condominium regime. The commercial condominium will have at least five condominium units: (i) Moynihan Train Hall unit (the “Train Hall Unit”); (ii) Amtrak space unit (the “Amtrak Unit”); (iii) the Train Hall Retail Space unit (the “Train Hall Retail Unit”); (iv) the USPS Space unit (the “USPS Unit”); and (v) the Commercial Space unit⁹ (the “Commercial Unit”). Amtrak will own the Amtrak Unit. ESD will own and separately long-term net lease to the Selected Developer the Train Hall Unit, the Train Hall Retail Unit, the USPS Unit and the Commercial Unit. The term of each such lease will be 49 years. ESD will lease to the Selected Developer the Train Hall Unit subject to a recorded perpetual irrevocable easement, granted to Amtrak and other railroad users by ESD, for passenger railroad operations.

Further descriptions of the five condominium units and the proposed rights and obligations of the Selected Developer with respect to those units and the condominium are set out in this RFP and may be provided in subsequent written addenda to this RFP. The Project Sponsors reserve the right to modify the structure outlined above if it is determined that an alternative structure will better achieve the Project objectives, and such modification would become an addendum to this RFP. There will be a condominium plan and by-laws that will govern the operation and maintenance of the condominium and the unit-owner responsibilities (including common charges and assessments).

Pursuant to each ESD unit net lease to the Selected Developer, the Selected Developer will be responsible for all condominium unit-owner obligations for each leased unit. Please see the “Key Terms for Operation and Maintenance” section of this RFP regarding the Railroad Users Annual Train Hall O&M Contribution. The Selected Developer, as the long-term net lease tenant under the Train Hall Unit lease, will be responsible for all common charges, assessments or other condominium unit owner obligations

⁹ The Selected Developer may request that this unit be divided into multiple units, each covering a separate lease.

and all O&M (as defined below) costs within the Train Hall Unit that are not paid from the Railroad Users Annual Train Hall O&M Contribution payments. The amount of the Railroad Users Train Hall O&M Contribution Amount must be agreed to between the Project Sponsors and the Respondent before the Respondent can be designated as the Selected Developer.

Development Agreement

The Project Sponsors anticipate that the Selected Developer will enter into one or more development agreements (collectively, the “Development Agreement”) with ESD, Amtrak, LIRR and AirTrain, (collectively, the “Railroad Users”) regarding the Project.

Public Approvals

ESD, as lead agency, completed an Environmental Impact Statement (“EIS”) pursuant to the New York State Environmental Quality Review Act (“SEQRA”) for the Farley Post Office Redevelopment Project in 2006. As a result of amendments made to the Project in 2010, ESD had a Technical Memorandum (“Tech Memo”) prepared to assess whether these changes would result in any new or substantially different significant adverse environmental impacts than what had been described in the 2006 EIS. The Tech Memo concluded that the changes would not result in any such impacts, and that a Supplemental EIS was not needed with respect to those changes. Due to the involvement of federal agencies, environmental review pursuant to the National Environmental Policy Act (“NEPA”) has also been undertaken. The most recent NEPA review was conducted by the Federal Railroad Administration (“FRA”), for which an Environmental Assessment was prepared and a Finding of No Significant Impact issued in 2010. These documents and determinations are available for download in the Appendix.

In addition, due to the historic status of the Farley Building and Annex, the “First Amended and Restated Programmatic Agreement (the “Programmatic Agreement”); please see Appendix) has been executed pursuant to the FRA’s responsibilities under Section 106 of the National Historic Preservation Act of 1966 and ESD’s responsibility under the New York State Historic Preservation Act of 1980. Further review may be required to assess the environmental and/or historic resource impacts of proposals submitted for the Farley Redevelopment Project taking into account the program previously examined and approved. In accordance with Section 106, FRA has previously reviewed the preliminary design for the Train Hall Work portion of the Project as prepared by SOM dated July 14, 1999 (the “Section 106 Plans”; please see Appendix), and determined that construction of the Farley Redevelopment Project as so designed would not have an adverse effect on historic resources. More recently, the conceptual design of the Farley Redevelopment Project was determined by the New York State Historic Preservation Office (“SHPO”) to have no Adverse Effects as indicated in a letter dated January 5, 2010 (the “SHPO Review Letter”; please see Appendix), provided that the final design continues to be developed in consultation with SHPO. Accordingly, ongoing consultation with appropriate federal and State agencies will be required for final design of the Moynihan Train Hall and other project elements as specified in the Programmatic Agreement as such agreement which may be amended to reflect the final construction documents of the Selected Developer. In addition, federal funding, if any, provided by FRA and the United States Department of Transportation (“USDOT”) may not be used for Project components not reflected in the Section 106 Plans without the prior written approval of the FRA and USDOT.

The Project Sponsors will assist the Selected Developer, at its cost and expense, in its efforts to obtain the required public approvals.

Scope of Development

The Project Sponsors will require the Selected Developer to fund, undertake and complete the Train Hall Work and private development work as described herein. Approximate space allocations for the various public and private portions of the Project are provided in the blocking and stacking drawings (see Appendix to download).

Train Hall Work

The Train Hall Work will include the following elements:

- (i) **New facilities for rail passengers.** These include a main train hall and main concourse at 8th Avenue street level that includes LIRR ticketing, waiting areas and other amenities and Amtrak ticketing, baggage, boarding and waiting areas (including Club Acela) relocated from Penn Station; and PANYNJ AirTrain information and ticketing areas. The main concourse in the Moynihan Train Hall will be a large public space created in the Farley Building to serve both as the main passenger waiting area and railroad station passenger concourse, including more than seventeen new vertical circulation elements installed providing access from the main concourse directly to the platform level. Additionally, in the future, the train hall will be impacted by a broader Gateway Program that contemplates the construction of new Hudson River rail tunnels and expansion to the south of Penn Station (“Penn South”) in order to accommodate increased rail ridership. This component of the Train Hall Work includes the Train-shed Work performance of which is subject to the availability of Amtrak track outages (as described below in Contractual Terms, in Completion of Construction and Track Outages).¹⁰
- (ii) **Amtrak Unit Core and Shell.** This will house Amtrak operations, including back-of-house and passenger-facing operations (e.g., information, ticketing, baggage handling, waiting areas, etc.).
- (iii) **Circulation and vertical access.** As set forth in the 100% drawings, provide new passenger stairs, escalators, and elevators to be used by railroad passengers; increase passenger circulation space and direct access to the all platforms, except Platforms 1 and 2; a wide pedestrian corridor within the Farley Complex—along the alignment of West 32nd Street—providing pedestrian circulation between the Moynihan Train Hall and Ninth Ave; and connectivity to the Lower Concourse being constructed as part of Phase 1.
- (iv) **New retail space (the Train Hall Retail Space).** Approximately 62,000 square feet of transit-oriented retail immediately adjacent to the Train Hall and destination retail on the ground level of the Annex building.
- (v) **Taxi amenities.** Dedicated drop-off lanes and curb cuts for taxi access located on the mid-block of West 33rd Street and West 31st Street.
- (vi) **Building systems and infrastructure improvements.** Replacement of the building’s mechanical systems to meet the needs of the new station and reconfigured facility.
- (vii) **Planned restoration program.** Includes a comprehensive exterior building restoration, with stonework and mortar cleaned and refurbished, and windows restored and replaced as necessary.

¹⁰ Tentative outage schedule will be provided by addendum.

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- (viii) **Loading access.** The existing USPS loading docks on the exterior of the building will be removed and modern loading facilities for USPS, the Railroad Users and retail tenants will be constructed inside the Western Annex at the same street level location.
 - (ix) **Amtrak Baggage handling improvements.** New baggage handling facility to be constructed to support Amtrak baggage handling operations in the new Moynihan Train Hall.

Milestones and completion dates for each item of the Train Hall Work must be included in Respondent's proposal.

Train Hall Work - Drawings

The Project Sponsors engaged Skidmore Owings & Merrill LLP ("SOM") and sub-consultants to design the Train Hall Work. SOM's design is reflected in the 100% drawings and specifications. **The drawings are available for download upon signing and returning via email a Confidentiality and Non-Disclosure Undertaking ("Confidentiality Agreement").** To download the Confidentiality Agreement, please visit the Appendix. These 100% drawings and specifications define the required scope of the Train Hall Work but have not been issued for construction and must be advanced as set forth in the Train Hall Design and Construction Exhibits (See Appendix to download). The Selected Developer will assume responsibility for advancing the 100% drawings and specifications to construction documents in order to complete the Train Hall Work. Any questions about the SOM drawings and specifications or possible alternates must be submitted in writing to the designated contact for this solicitation at empirestation@esd.ny.gov.

As stated above in the section regarding Public Approvals, (i) FRA reviewed the Section 106 Plans, and determined that construction of the Project as so designed would not have an adverse effect on historic resources and (ii) SHPO reviewed the conceptual design for the Project and in the SHPO Review Letter stated that such design should have no Adverse Effects, provided that the final design is developed in consultation with SHPO. Accordingly, further consultation with appropriate federal and State agencies is required for final design of the Train Hall Work. In addition, federal funding, if any, may not be used for Project components not reflected in the Section 106 Plans without the prior written approval of the FRA and USDOT.

It is anticipated that drawings and specifications for the Train-shed Work (i.e., portions of the Train Hall Work to be constructed in the Amtrak-owned train shed beneath Farley) will be finalized and issued by SOM prior to execution of the Development Agreement. It is not expected that these Train-shed Work drawings and specifications will be changed materially prior to issuance for construction.

SOM and its sub-consultants have agreed to finalize and issue drawings and specifications for construction of the balance of the Train Hall Work and provide construction phase services for the Train Hall Work on the terms set forth in the Train Hall Design and Construction Exhibits (see Appendix to download). Each Respondent will have the option of engaging SOM to provide such services on these terms. The Selected Developer may engage SOM for these services or may engage other qualified architects and engineers in order to prepare and issue new drawings and specifications and provide construction phase services, however, if architects and engineers other than SOM are engaged, such engagement must not adversely impact the Project's schedule or cost.

If the Development Agreement includes any approved design alternates, the Selected Developer will be responsible for full drawings and specifications for such alternates and coordination with the drawings and specifications for the rest of the Train Hall Work. **Regardless of the Project Sponsors' acceptance**

or rejection of any design alternate, the Selected Developer will be required to complete the Train Hall Work by a date certain, subject to the availability of Amtrak track outages (as described below in Contractual Terms, in Completion of Construction and Track Outages) with respect to the Train-shed Work.¹¹

The Selected Developer's engagement of SOM and/or other qualified architects and engineers must be by written agreement including the Project Sponsors as third-party beneficiaries. Each architect and engineer must have substantial experience in the design of similar work in the New York City metropolitan region and be satisfactory to the Project Sponsors. The engagement terms and agreements with each architect and engineer will be subject to the Project Sponsors' approval (which will not be unreasonably withheld).

Prior to submitting a full set of final drawings and specifications for construction of the Train Hall Work, the Selected Developer will be required to submit to the Project Sponsors detailed design documents for each approved alternate for the Project Sponsors' review and comment and must address all comments by the Project Sponsors to their reasonable satisfaction.

The final construction drawings and specifications must include all work necessary for a complete and functional facility providing the required scope and meeting the design intent of the documents issued with this solicitation and any approved alternates, must comply with all applicable codes and standards and good architectural and engineering practice and must include all necessary specifications, sections, details and calculations as well as phasing and staging drawings. Prior to proceeding with construction of the Train Hall Work, the Selected Developer must submit these documents to the Project Sponsors for review and comment and address all comments to their reasonable satisfaction. When the documents are marked "No Further Comment" by the Project Sponsors and the Federal Railroad Administration they shall be signed and sealed and issued for construction.

The Project Sponsors make no representations or warranties regarding the SOM drawings and specifications or design of the Train Hall Work. The Selected Developer will have no claim against the Project Sponsors for any claimed deficiencies in such drawings.

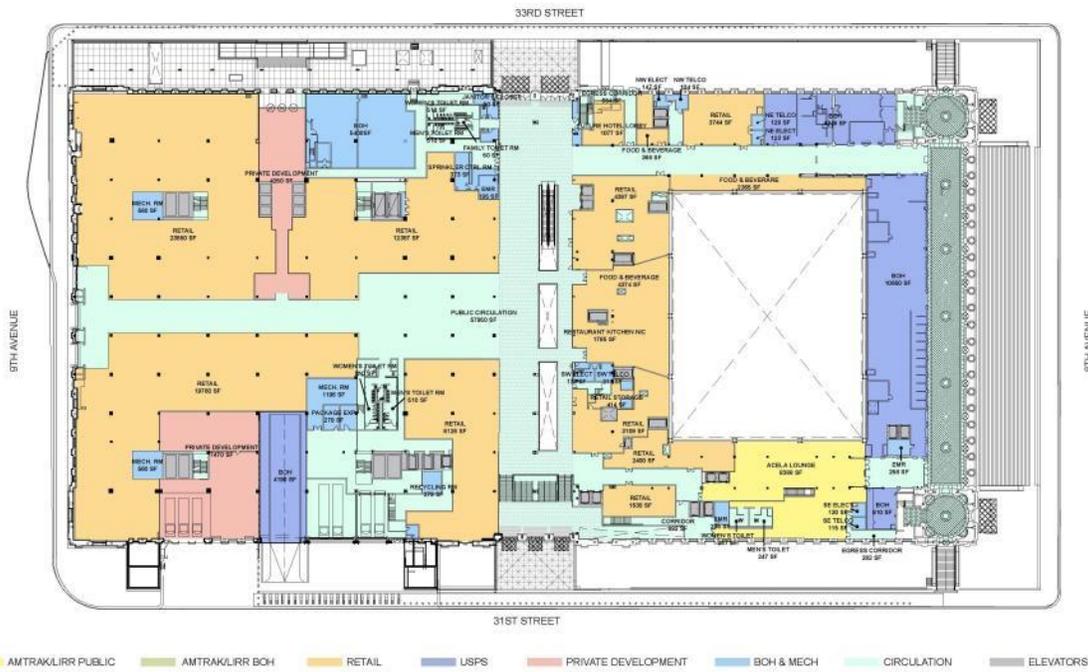
The Project Sponsors procured a Project Professional Liability Insurance policy providing \$20 million of project-specific coverage for SOM, SOM's sub-consultants and others for liability in connection with their professional services on Phase 1 of the Farley Project and have arranged for extension of such policy to include professional services by SOM and its sub-consultants on the Train Hall Work. The full terms of such policy will be provided by an addendum. The Project Sponsors are not aware of any claims or potential claims that would lead to impairment of the \$20 million limit on this policy. The estimated cost of extension of this policy for the Train Hall Portion will be provided by addendum and this amount should be included in each Respondent's price for the Moynihan Train Hall Work if the Respondent intends to engage SOM. If the Respondent intends to engage other architects and engineers, the proposed price must include the cost of procuring equivalent project-specific professional liability insurance.

¹¹ Tentative outage schedule will be provided by addendum.



MOYNIHAN TRAIN HALL

CONCOURSE



MOYNIHAN TRAIN HALL

LEVEL 1



Private Development

Respondents will determine an approach to the private development opportunity in the Farley Building subject to the below requirements:

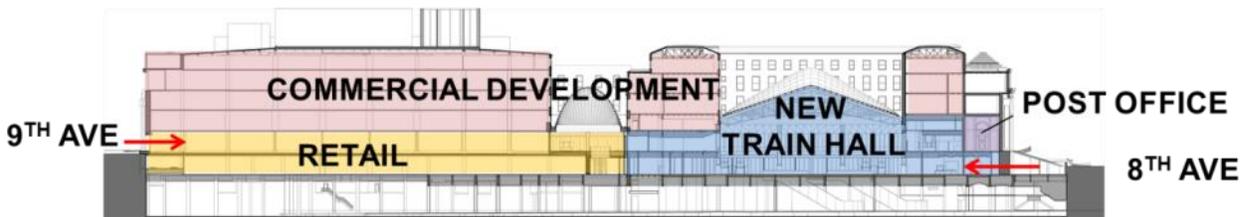
The Commercial Space can be developed for office, hospitality, retail, or other uses as determined by the Respondent. Residential uses are prohibited.

The Train Hall Retail Space must be developed for retail uses.

The proposed development must include an inviting corridor running from the 9th Avenue entrance into the Annex along the 32nd Street spine, which connects directly to the train hall. The corridor must have a minimum width of 30 feet and, ideally, should have a minimum height of 30 feet.

The Selected Developer should be respectful of the historic fabric of the Farley Building. Building materials should be used that are consistent and complementary with the existing structure. The Selected Developer shall use materials that would typically be found in a Class A office building or four-star hotel, if applicable. To the extent possible, the design should be consistent with Leadership in Energy and Environmental Design ("LEED") requirements.

As stated above in the section regarding Public Approvals, (i) FRA reviewed the Section 106 Plans, and determined that construction of the Project as so designed would not have an adverse effect on historic resources and (ii) SHPO reviewed the conceptual design for the Project and in the SHPO Review Letter determined that such design should have no Adverse Effects, provided that the final design is developed in consultation with SHPO. Accordingly, further consultation with appropriate federal and State agencies is required for final design of the Project's private development. In addition, federal funding, if any, may not be used for Project components not reflected in the Section 106 Plans without the prior written approval of the FRA and USDOT.



Farley Building Cross Section – Commercial Development Areas

United States Postal Service

The Farley Building was once the main New York City office for USPS and a major USPS operations and mail-handling facility. In 2007, ESD acquired the Farley Building from USPS. Since 2007, USPS operations within the facility have been substantially reduced. Under the 2007 agreements, USPS will retain approximately 250,000 of space within the facility under a 99-year lease that will commence upon completion of the work for the Farley Redevelopment Project. USPS will continue to occupy the USPS Retail Lobby as shown in the blocking



USPS Space on the Concourse Level

diagrams, see Appendix to download, and in the SOM 100% submission. In addition, USPS envisions retaining the USPS Support Space. The USPS Support Space must be developed in a manner consistent with the USPS Standard Design Guidelines (see Appendix to download) unless otherwise agreed with USPS.

The Selected Developer will be responsible for completing the core and shell for the permanent space for USPS within the Farley Building in a manner consistent with the USPS Leases (download from Appendix) and in full coordination with USPS. USPS will fit-out its spaces according to the terms of the USPS Leases. Any Train Hall Work or private development activities that will impact existing USPS operations must be accounted for by the Selected Developer and managed in a manner consistent with the USPS Leases.

The chilled water is currently supplied to the Farley Building through a connection from the USPS Morgan Facility. This connection will remain through the period of construction. New utility connections, including chiller plants and distribution networks, must be created within the Farley Building to support future uses. Design and construction of these items are obligations of the Selected Developer.

The Selected Developer may enter into direct negotiations with USPS to relocate all or a portion of the USPS Support Space within the building and/or purchase or lease the USPS Support Space from USPS to expand the Commercial Space component of the Project, provided, however, that if such relocation, purchase or lease of the USPS Space includes the USPS Second Floor Space (as defined above in the USPS part of the Public Elements section) or any portion thereof, Amtrak will have a right of first refusal to acquire or lease, as the case may be, the USPS Second Floor Space or such portion thereof. If USPS gives up the any USPS Support Space or leases to the Selected Developer all or a portion of the USPS Support Space, the Selected Developer shall pay to ESD PILOT as provided below in this solicitation with respect to the USPS Support Space that is repurposed as Commercial Space.

Code Compliance & Permitting

The Farley Building will be governed by the Uniform Fire Protection and Building Code as adopted by the State of New York (the “State Code”) and the State of New York is responsible for the administration and enforcement of the State Code. Construction drawings and specifications will need to include certain revisions to address the State Code, and SOM is prepared to undertake such revisions and identify any required variances from the State Code. The Selected Developer will be responsible for such variances.

Additionally, all Train-shed Work must comply with the National Fire Protection Association 130: Standard for Fixed Guide-way Transit and Passenger Rail Systems (“NFPA 130”), and all other applicable legal requirements.

The Selected Developer will be responsible for obtaining all permits and approvals necessary for construction of the Train Hall Work and facilitating compliance with related requirements, including zoning compliance to the extent applicable, entitlement and environmental review including those that may be required of the Project Sponsors. ESD and the Dormitory Authority of the State of New York (“DASNY”) have authority to administer the State Code with respect to buildings such as the Farley Building that are owned by the State or State agencies. ESD has arranged for DASNY to provide all necessary permitting services for construction of the Train Hall Work. Fees payable to DASNY for such services will be the responsibility of the Selected Developer and DASNY’s current fee schedule will be provided to Respondents by addendum. Permitting for other work in the Farley Building will be by ESD or DASNY. Once conveyed to Amtrak, the Amtrak Unit may be subject to certain railroad entity

exemptions from compliance with the State Code and local municipal codes. Amtrak must approve all plans, final designs and construction documents for Train-shed Work and must accept the improvements once constructed.

Contractual Terms

Key Terms for Moynihan Train Hall Work

Regarding the Train Hall Work, the Development Agreements will include the following:

- (i) **Drawings and Specifications:** The Selected Developer will assume responsibility all costs for drawings and specifications and construction of the Train Hall Work. Subject to execution of an agreement with SOM, the Selected Developer may retain SOM to prepare the construction drawings and specifications for the Train Hall Work and, if the Selected Developer so chooses, also for the private development elements of the Farley Building. The Project Sponsors do not and will not make any representations with respect to or assume any responsibility for the SOM drawings and specifications provided as part of this solicitation or subsequently issued by SOM. Respondents may propose changes to the existing design subject to the guidelines (see Train Hall Design and Construction Exhibits) and as noted in the *Train Hall Work – Drawings* and the *Code Compliance & Permitting* sections of this document. Final designs and any proposed changes are subject to review and approval by ESD, other Project Sponsors, the Federal Railroad Administration and the State Historic Preservation Office. Respondents may contact SOM regarding private development elements. Names and contact information for individuals at SOM who will be available for such contact will be provided by addendum.
- (ii) **Construction Responsibility:** The Selected Developer will be responsible for completion of construction and participation in successful commissioning of the Train Hall Work, including new construction or renovations. Certain specific requirements applicable to construction contracts for the Train Hall Work are set forth in the Train Hall Design and Construction Exhibits (See Appendix to download).
- (iii) **Construction Security:** The Selected Developer will cause its construction contractor to provide to the Project Sponsors performance and payment bonds, satisfactory to the Project Sponsors in all respects, in an amount equal to \$800 million or commensurate with the final project cost including the Project Sponsors as obligees.
- (iv) **Completion of Construction and Track Outages.** The Selected Developer must complete the construction of the Train Hall Work within the durations set forth in the Selected Developer’s proposal, subject to extension for delays outside the Developer’s reasonable control. Time is of the essence and is part of the scoring criteria. Substantial completion of the Train Hall Work must be achieved within a realistic but expeditious timeframe. The Respondent must include in its submission milestones, time periods, and completion dates for each item of Train Hall Work. The Train-Shed Work will take place during a fixed number of weekend outages per calendar year, with each weekend outage consisting of a two-track outage inclusive of the adjacent platform, or a two-track outage plus two half platforms, for a 54-hour period commencing Friday night at midnight. The Selected Developer must enter into an agreement with Amtrak which will set out the number and duration of outages that will be granted by the railroads for construction of the Train-Shed Work. The Project Sponsors intend to provide an addendum setting forth a schedule of such outages over the anticipated construction period. In the event that the Selected

Developer fails to achieve completion within the required durations, as they may be extended, the Selected Developer will be liable for liquidated damages payable to the Project Sponsors as set forth in the Development Agreement for each calendar day of delay in achieving completion of construction. The amount of liquidated damages or formula for calculating such amount will be provided by addendum. The Selected Developer must include such durations and liquidated damages in its construction contract(s). All construction must be in accordance with the construction plans and specifications approved by the Project Sponsors.

- (v) **Project Labor Agreement:** It is expected that the Project Sponsors will provide, as an addendum to this RFP, a form of Project Labor Agreement. It is a condition precedent to the contemplated transactions that the Selected Developer and/or its contractor must enter in a Project Labor Agreement satisfactory to the Project Sponsors.
- (vi) **Force Account:** As part of the Train Hall Work, it is expected that the Selected Developer will execute a Force Account Agreement with the railroads prior to the commencement of the Train Hall Work. The Project Sponsors intend to provide to the Respondents as an addendum to this RFP the form of the Force Account Agreement (such form would be for informational purposes and may not contain all terms and conditions that would be required by the railroads). The Force Account Agreement will set out the terms and conditions for working within the train-shed beneath the Farley Building, including work hours, annual weekend outage scheduling, insurance requirements, and payment of the railroads' costs and expenses related to this work.
- (vii) **Permits/Approvals:** The Developer will be responsible for the costs of obtaining all permits and approvals necessary for construction of the Train Hall Work and facilitating compliance with related requirements, including NFPA 130, zoning compliance to the extent applicable, entitlement, and environmental review, including those that may be required of the Project Sponsors. ESD and DASNY have authority to administer the State Code with respect to buildings such as the Farley Building that are owned by the State or State agencies. Once conveyed to any of the Railroad Users, the railroad space may be subject to certain of such railroad entities' exemptions from compliance with the State Code and local municipal codes.
- (viii) **Railroad Space Fit-out:** As part of the Train Hall Work, the Selected Developer also will be required to construct fit-out any of the spaces designated for LIRR, Amtrak and AirTrain, including ticketing, back office and other operations as appropriate upon such request. Railroad Users will provide to the Selected Developer the design documentation for this fit-out work. The Selected Developer must conduct competitive bidding in accordance with the railroad's procurement requirements for this work and, subject to the railroad's prior approval of each contractor, award each construction contract to the lowest responsible and responsive bidder for such contract. The Selected Developer will be reimbursed for the actual out-of-pocket costs for construction of this work plus a reasonable industry standard management fee to be set out in the Development Agreement. The Railroad space fit-out work must be completed and accepted by LIRR, Amtrak and AirTrain, as appropriate, and available for each users' occupancy on or before the date that such users commence to use the Train Hall Unit.
- (ix) **Lease Term:** The term for each ESD lease to the Selected Developer will be 49 years.
- (x) **Change in Control:** There shall be no change in control of the Selected Developer prior to completion of all construction and commissioning of Train Hall Work and an operating and lease

up period. Subsequent transfers will be subject to Project Sponsor approval and based on customary criteria.

- (xi) **Self-Help Rights:** The Project Sponsors will retain certain self-help rights related to Train Hall Work construction and operation and capital maintenance requirements.
- (xii) **Insurance:** The Selected Developer will be required to provide commercial general liability insurance and workers' compensation insurance covering construction of the Train Hall Work through a wrap-up insurance program that includes the Selected Developer, the Project Sponsors, the PANYNJ as named insureds. In addition, the Selected Developer will be required to provide the following types of insurance either directly or through its Contractor(s): Builder's Risk Insurance; All Risk Property Insurance; Contractor's Pollution Liability Insurance; Pollution Legal Liability Insurance; Railroad Protective Insurance (for work in the train shed beneath Farley) and Professional Liability Insurance (for any design work by trade contractors) with minimum limits and on other terms set forth in the Development Agreement. Specific insurance requirements will be issued in an addendum.
- (xiii) **Indemnification:** The Selected Developer also will be required to defend and indemnify the Project Sponsors and related entities against all liability arising out of or relating to the Train Hall Work, as will be set forth in the Development Agreement. The Selected Developer will be required to include a similar indemnification in its construction contracts.

Key Terms for Commercial Space

Key terms and conditions of the Development Agreement are expected to include:

- (i) **Lease Term:** The term for each ESD lease to the Selected Developer will be 49 years.
- (ii) **Sub-Leases:** The Selected Developer will be at risk for directly leasing the Commercial Space and Train Hall Retail Space to third parties. The terms of any sub-leases will not be permitted to extend beyond the termination of the ESD lease to the Selected Developer covering the subleased premises.
- (iii) **Limits on Commercial Activities:** The Selected Developer will be encouraged to incorporate commercial activities in the Project through provision of space for rent to third parties. The Project Sponsors may approve other uses reasonably necessary or convenient to users of the Project, provided that such uses are not associated with or are related to any conduct, which could reasonably be seen to negatively affect public perception of the Project Sponsors.
- (iv) **Train Hall Retail Tenants:** The Selected Developer will be required to operate the Train Hall Retail Space in accordance with standards of quality and agreed retail concepts (including tenant mix). The Project Sponsors reserve the right to approve each tenant, and such approval shall not be unreasonably withheld.
- (v) **Advertising and Commercial Signage:** With respect to the Train Hall Unit, rights to advertising, promotional activities, and commercial signage opportunities and related revenues will be retained by the Project Sponsors, unless otherwise indicated in a future addendum to this RFP.
- (vi) **Design Approval.** In addition to the Project Sponsors, designs will be subject to review and approval by the State Historic Preservation Office.

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- (vii) **Permits/Approvals:** The Developer will be responsible for the costs of obtaining all permits and approvals necessary for construction of the Project and facilitating compliance with related requirements, zoning compliance to the extent applicable, entitlement, and environmental review including those that may be required of the Project Sponsors. ESD and DASNY have authority to administer the State Code with respect to buildings such as the Farley Building that are owned by the State or State agencies.
 - (viii) **Insurance:** Insurance requirements for design and construction of work in the Commercial Space are set forth in an addendum.
 - (ix) **Hotel or Convention Center Uses:** With respect to such uses, the Selected Developer must comply and cause its subsidiaries, partners, team members, and subtenants to comply with New York State Public Authorities Law Section 2879-b. Prior to commencing any work or entering into any subleases or other agreements with respect to any hotel or convention center use of the Farley Building, Selected Developer must provide to ESD a satisfactory “labor peace agreement” as defined in that section.
 - (x) **Default:** Each lease from ESD to the Selected Developer and the Train Hall Work Development Agreement will provide for cross default so that any default under any such lease or the Development Agreement(s) is a default under each lease and the Development Agreement(s).

Key Terms for Operations & Maintenance

General. Except as described below with respect to the Train Hall Unit, each condominium unit owner will be responsible for its proportional share of condominium charges for operations and maintenance costs and assessments, including day-to-day operations and capital maintenance (“O&M”) in accordance with the condominium plan and by-laws. Each ESD lease for a condominium unit shall be a net lease and require the Selected Developer, as the tenant, to pay all condominium common charges, assessments and other condominium costs, including such O&M costs. In its submission, Respondent should make common area maintenance (CAM) allocations based on Respondent’s stated assumptions regarding the use of the respective areas of the Farley Building.

Railroad Users Annual Train Hall O&M Contribution. In addition to its obligations to the condominium for the common charges, assessments and other condominium costs for the railroad space, the Project Sponsors will be obligated to pay the Selected Developer for Train Hall Unit common charges assessments and other condominium costs and for O&M costs incurred within the Train Hall Unit, but such obligation shall be limited to the amount of the “Railroad Users Annual Train Hall O&M Contribution” which shall be a fixed annual payment (indexed for inflation) related to LIRR, Amtrak and AirTrain occupancy. The Project Sponsors will not be responsible for any additional operating expenses either with respect to the condominium or within the Train Hall Unit, regardless of the occupancy status of other portions of the Farley Building. The amount of the Railroad Users Annual Train Hall O&M Contribution must be agreed to between Project Sponsors and the Selected Developer prior to execution of the Development Agreement. The Selected Developer, as the long term net leasehold tenant of the Train Hall Unit, must assume the risk and benefit of any difference between the O&M costs for the Train Hall Unit, including condominium common charges, assessments other condominium charges for the Train Hall Unit, after application of the Railroad Users Train Hall O&M Contribution. The Development Agreement, condominium plan and by-laws shall provide that railroad users shall have no obligation for Train Hall Unit common charges in addition to the Railroad Users Train Hall O&M Contribution.

O&M charges. The condominium may designate an operations manager (the “Operations Manager”) to operate and maintain the Project, provided that pursuant to the Development Agreement the Selected Developer shall remain responsible to the Project Sponsors for the Project’s O&M in accordance with standards and provisions to be set forth in an O&M specification to be provided by addendum. The Development Agreement will set forth the O&M obligations and will include standards, key performance indicators and a performance enforcement regime. ESD will not provide funding for O&M. The key operations-related terms in the Development Agreement will be as follow:

- (i) **Private Elements Management/O&M Services:** Responsibility for O&M activities within the Commercial Unit, the USPS Unit and the Train Hall Retail Unit will be governed by the commercial approach of the Selected Developer, subject to certain requirements, including standards relating to public areas of those units.
- (ii) **Train Hall Management/O&M Services:** The principal railroad user shall appoint one of its employees as station manager (the “Railroad Station Manager”) to serve as the primary contact for the condominium and the Operations Manager with respect to all railroad uses in the Train Hall. The Selected Developer will be required to provide at the Selected Developer’s cost and expense, all O&M services within the Train Hall Unit, including without limit the foregoing full custodial and site maintenance services; provided, however, that Amtrak will be responsible for maintenance of the vertical transportation elements between the train shed beneath Farley and the Moynihan Train Hall.
- (iii) **USPS O&M Contribution.** USPS will make a contribution to the condominium O&M in such manner and in such amount as is set forth in the USPS Leases.
- (iv) **Common Area Maintenance (CAM).** The Selected Developer will be responsible for the cost and execution of CAM activities according to performance standards established by the Project Sponsors and to be provided in the O&M specification to be issued as an addendum. CAM will be addressed in the condominium plan and by-laws.
- (v) **Major Lifecycle Maintenance (Major Maintenance).** The Selected Developer will be responsible for the cost and execution of Major Maintenance activities according to standards established by the Project Sponsors and provided in the O&M specification. Major Maintenance will be addressed in the condominium plan and by-laws.
- (vi) **Security.** The Selected Developer, acting for the Condominium, will provide for private security for all portions of the Farley Building. Police of one or more of the railroad users, at their respective cost and expense, will be responsible for security relating to the railroad space, and the Train Hall Unit. These security responsibilities will be addressed in the condominium plan and by-laws.
- (vii) **Building Exterior.** Responsibility for the cost and execution of O&M activities relating to the Farley Building exterior (“Exterior Maintenance”) will be governed by standards articulated by the Project Sponsors in the O&M specification as such standards may be incorporated into the condominium plan and by-laws. The components of the Exterior Maintenance include, but are not limited to, cleaning, snow removal, and regular façade and entrance maintenance. Certain variable costs, such as snow removal, will be reimbursed as may be provided for in the condominium plan and by-laws.

(viii) **Failure to meet standards.** Railroad user and USPS payments for CAM, Major Maintenance and Exterior Maintenance will be subject to withholding, set-off and possible reductions based upon the Selected Developer's or condominium's failure to meet the performance standards, as further described in the O&M specification and as may be incorporated into the condominium plan and by-laws.

Other Consideration Taxes and Exemptions

Due to ESD's ownership of the Farley Building, it is exempt from real property taxes; however, the Selected Developer, as tenant under the long-term net leases for the Commercial Unit (including any additional space obtained through negotiations with USPS) and the Train Hall Retail Unit will be required to make PILOT payments with respect to the Commercial Unit (including any additional space obtained through negotiations with USPS) based on the real property taxes that would otherwise be due, minus the value of any as-of-right incentives that may be available (such as the Industrial & Commercial Abatement Program), if the Farley Building were not owner by ESD. The Farley Building is not eligible for the Hudson Yards tax incentives.

Assessment and taxation shall be in conformance with New York City Department of Finance policy and practice (e.g. that mechanical space, except for that placed on the exterior of the building, would be subject to taxation). The Project Sponsors reserve the right to require that the Selected Developer, as tenant under the long-term net leases for the Commercial Unit (including any additional space obtained through negotiations with USPS) and the Train Hall Retail Unit, pay a fixed PILOT schedule mirroring ESD's reasonable projection of property taxes for a time period specified by ESD not to exceed the term of each such lease. PILOT payments during construction, consistent with the aforementioned, are anticipated.

ESD will consider exercising its exemption from mortgage recording tax (MRT) in connection with the Selected Developer's initial construction financing for the Farley Building redevelopment.

Additionally, as an ESD project, materials and fixtures incorporated into the Farley Building during the initial period of redevelopment construction will be exempt from sales tax.

The Selected Developer will be responsible for any and all State and City transfer taxes payable in connection with the transactions contemplated herein.

Property owned by any of the railroad users is not subject to New York City real property taxes, and neither the railroad users nor the Selected Developer will be required to make PILOT payments with respect to the railroad spaces.

Incentives & Costs

The Selected Developer may have access to other economic development incentives. The final proposed development must be economically competitive and financially viable without depending on any of the potential incentives presented below.

The incentives (and costs related thereto) that may be available to the Selected Developer include the following:

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- (i) The Selected Developer may be eligible to seek façade easements for historic structures. This would require that a conservation easement with respect to the facade be granted to a qualified not-for-profit entity. This then may allow the Selected Developer to declare a charitable contribution equal to the appraised value of the easement at its risk. The Project Sponsors have not determined if the current design and procurement structure, as described herein, would qualify.
 - (ii) The Selected Developer may be able to seek historic tax credits, at its own initiative and risk.
 - (iii) The Farley Building will be eligible for electricity from the New York State Power Authority, which is provided at a reduced cost.

Public Funding

A number of funding contributions for the Train Hall Work may be arranged by the Project Sponsors and may include federal and state funds.

The federal portions of the funding carry certain requirements related to prevailing wages, Buy America, Amtrak procurement and compliance with Disadvantaged Business Enterprise requirements which will be detailed in the Development Agreement, but are anticipated to be limited to the Train Hall Work.

Developer Payments & Deposits

As a condition to responding to this RFP, each Respondent must pay \$25,000 to ESD to reimburse the ESD for, among other things, the cost of preparation of this solicitation. This initial payment is non-refundable under all circumstances.

In addition, each Respondent shall submit, together with its Proposal, either a bond or letter of credit payable to ESD, and that must be satisfactory to ESD in all respects, in the amount of \$15,000,000 (the "Submission Security"). The Submission Security must be maintained over the entire 180-day bid validity period. Subject to the requirements below with respect to a conditionally designated Selected Developer, at the conclusion of such 180-day period each Respondent, who is not conditionally designated as the Selected Developer, will have its Submission Security returned in its entirety.

Within 90 days of the date that ESD notifies a Respondent that it is the conditionally designated Selected Developer, that Respondent and ESD will undertake efforts to reach closing on binding documents. Upon closing on the binding documents, the Respondent must increase the amount of its Submission Security to an amount equal to 5% of the total estimated cost of Train Hall Work construction. If closing on the binding documents is not achieved within 90 days, (x) the Respondent and ESD may mutually agree to extend negotiations or (y) provided that ESD has obtained all approvals that ESD deems necessary in order for ESD to enter into the binding documents, ESD may terminate the Respondent's conditional designation, pursue negotiations with the second place Respondent and if certain conditions have not been satisfied, draw on the Submission Security. The Development Agreement will include a deadline for the commencement of construction, after which date, if construction has not yet commenced, the Selected Developer may be terminated by ESD, and upon such termination ESD may draw upon the Submission Security. *The detailed terms by which ESD can draw on the Submission Security and terminate the Respondent will be outlined in greater detail in an addendum to be issued in conjunction with the RFP.*

Each Respondent will also provide as part of its submission a signed letter agreement (the "Cost Letter")

in the form provided in the Appendix pursuant to which the Respondent undertakes to pay to each Project Sponsor its reasonable out-of-pocket costs and expenses, including without limitation those for consultants and legal counsel, incurred by each Project Sponsor in the event that the Respondent is designated for a short list or otherwise designated to enter into negotiations with the Project Sponsors. The signed Cost Letter shall be accompanied by the Respondent's check in the amount of \$1,500,000. These funds will be deposited into the Project Sponsors' imprest account for such Respondent. The Project Sponsors would draw on the imprest account in order to pay such costs related to the Respondent's proposal. The Cost Letter provides that the Respondent will fully replenish the imprest account to the amount of \$1,000,000 each time the balance of the account is reduced to below \$250,000. The unused Cost Letter payment amount will be returned to each Respondent that is not designated for a short list or designated to enter into negotiations with the Project Sponsors when it is determined by the Project Sponsors that the Respondent is no longer under consideration.

Submission Requirements

Each Respondent's proposal must remain valid for 180 days from final date for submissions for this RFP solicitation.

In addition to the Submission Requirements outlined in Section X, Respondents to this RFP should include the following:

1. Project Approach

The Project description should include a detailed narrative describing all relevant aspects of the Project approach. The description should include at a minimum:

- a. Summary of any proposed design alternatives, including pertinent diagrams, design drawings and renderings, along with a written description of the implications for passenger circulation, passenger experience, railroad users' operations, new/enhanced retail/commercial opportunities, O&M costs and construction logistics (please see the train hall design criteria in the Appendix);
- b. Description of the approach to project development and construction, including indicative timeline, key critical path items and staging considerations;
- c. Description of approach to operations and maintenance, including indicative performance targets and proposed approach to interactions with the railroads;
- d. Summary of proposed retail development strategy, including a summary of potential tenants or tenant categories;
- e. Listing of opportunities to enhance the value of the Project by incorporating additional space, including but not limited to other adjacent spaces to enhance the Project;
- f. Description of potential plan of finance for the Project, including summary of potential private capital sources;
- g. Plan for community outreach and stakeholder engagement;
- h. All milestones and completion dates requested in this RFP; and

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- i. Other ideas, if any, to meet said goals of this RFP.

2. Base Rent

Respondents are required to submit a proposed schedule of the base rent payment (“Base Rent”) to be paid to ESD by the Selected Developer during its execution of the Train Hall Work for the Train Hall Retail Unit, the USPS Unit and the Commercial Unit.

3. Payments-in-Lieu-of-Taxes

Respondents are required to submit an anticipated PILOT for the Commercial Unit (including any additional space obtained through negotiations with USPS) and the Train Hall Retail Unit based on current actual real estate taxes applicable to expected use types and incentives. Any square footage utilized by USPS in the final development plan will not be subject to PILOT for the duration of the USPS tenancy; however, any additional space to be obtained for non-USPS commercial use shall be subject to PILOT. Respondents should include PILOT payments during construction consistent with aforementioned requirements.

4. Train Hall Work Fixed Price

A proposal must include a proposed fixed-price for construction drawings and specifications and construction of the Train Hall Work (the “Train Hall Work Fixed Price”). The proposed Train Hall Work Fixed Price must be based on the design reflected in the SOM drawings and specifications and revisions in accordance with the Train Hall Design and Construction Exhibits (See Appendix to download). However, proposals also may include alternate designs for certain aspects of the Train Hall Work, subject to the limitations identified in Drawings and Specifications portion of the Key Terms for Train Hall Work set out above, that meet the Project Sponsors’ requirements as set forth in the Train Hall Design and Construction Exhibits. Proposals should describe any proposed alternates in sufficient detail for evaluation of compliance with the Project Sponsors’ requirements and state for each alternate the reduction in the proposed Train Hall Work Fixed Price for design and construction if the alternate is approved. The Project Sponsors anticipate approving alternates that meet these requirements and reduce the proposed Train Hall Work Fixed Price, and if the Project Sponsors approve an alternate, the reduction will be included in the determination of the Train Hall Work Fixed Price.

Respondents must submit a budget for construction of the Train Hall Work.

Respondents will be required to identify and secure funding sources, satisfactory to the Project Sponsors, necessary for the Respondent to perform its obligations for the Project, including any required debt and equity.

5. Description of Subletting Program

Respondents must include an estimate of rents for the Commercial Unit and the Train Hall Retail Unit and any other potential rental income from the redeveloped Farley Building.

6. Facility Operations

Proposals must include:

- Narrative description of how the building will be operated and managed during construction (including compliance with applicable obligations in the USPS lease);
- Narrative description of Respondent’s experience in managing a mixed-use facility with multiple

stakeholders, particularly those with some combination of transportation uses

7. Railroad User Annual Train Hall O&M Contribution

Each Respondent's submission must set forth the proposed fixed Railroad User Annual Train Hall O&M Contribution.

8. Project Pro Forma Statements

Respondents must include 20-year pro-forma statements for the Farley Redevelopment Project, including:

1. Statement of assumptions on which all calculations were based;
2. Sources and uses of funds;
3. Construction budget for the private elements, including itemized hard and soft costs;
4. Detailed description of proposed equity investment and construction and permanent financing;
5. Letters of interest and/or intent from lenders and, if applicable, equity investors.

9. Financing for the Project

Respondents should include a brief summary that explains at a high-level how the team would approach the financing of Farley Building development, including reference to any expected incentives or tax credit programs.

11. Construction Qualifications

Each Respondent will be required to identify a lead contractor for the Train Hall Work as part of its proposal. All proposed contractors will be evaluated by the Project Sponsors. Submission of the following is required for the lead contractor:

- i. Most recent Annual Report and 10K, for the contractor if available;
- ii. Audited financial statements for the last three years for the contractor and any parent providing financial guarantees or support;
- iii. Letter from surety bond provider indicating willingness to provide performance and payment bonds in an amount equal to \$800 million;
- iv. Detailed statement of experience performing similar work;
- v. Proposed key personnel including resume information for each;
- vi. Proposed construction schedule; and
- vii. All required procurement forms identified in Section X and Section IVX of this solicitation, for the proposed contractor(s).

The contractor(s) included in the Selected Developer's proposal may not be changed without the consent of the Project Sponsors.

This RFP does not prohibit a contractor from participating in more than one proposal.

In addition, the Respondent must include a statement of the Respondent's own qualifications and experience managing performance of similar construction work.

12. Completion of Drawings and Specifications

Proposals also must state whether the Respondent intends to engage SOM to finalize the Train Hall Work drawings and specifications and provide construction phase services during construction of the Train Hall Work or, alternatively, must identify the design professional team to be engaged by the Respondent to provide such services and include the qualifications and experience of this proposed team and how that team meet the design intent and specified design criteria of the Project Sponsors.

13. Additional Submission Requirements

Proposals are to be submitted in three parts. Each part should be submitted in a separate sealed envelope or other packaging so as to identify the Respondent's name, reference this RFP and indicate the subject of the enclosed material as either "Development Team Information", "Real Estate Proposal" or "Train Hall Work Proposal". In accordance with the "Developer Payments & Deposits provisions this material should be accompanied by (i) a check payable to "New York State Urban Development Corporation" in the amount of \$25,000 (this payment is non-refundable under all circumstances), (ii) a bond or letter of credit in the amount of \$15,000,000 and (iii) the signed Cost letter and an additional check payable to "New York State Urban Development Corporation" in the amount of \$1,500,000 to be held and used described above. The information to be included in each envelope or other package is set out below:

Development Team Information. This should consist of all material responsive or related to the following required submission sections: "Respondent Description", "Financing for the Project", "Construction Qualifications" and "Completion of Drawings and Specifications".

Real Estate Proposal. This should consist of all material responsive or related to the following required submission sections: "Project Approach", "Base Rent", "Description of Subletting Program", "Railroad User Annual Train Hall O&M Contribution", "Project Pro Forma Statements", "Payments in Lieu of Taxes" and "Facility Operations".

Train Hall Work Proposal. This should consist of all material responsive or related to the following required submission section: "Train Hall Work Fixed Price".

Evaluation Criteria

When evaluating the Farley RFP submissions, the following evaluation criteria will be considered, with the accompanying weights used to calculate an overall RFP submission score.

Criteria		Weighting
Development Experience and Financial Strength	<ul style="list-style-type: none">• Respondent's experience to design and develop a large-scale public facility with similar technical challenges and constraints• Respondent's experience with the design and delivery of large-scale construction projects• Respondent's experience participating in the development of designs in consultation with public agencies and with community outreach requirements• Respondent's experience, if any, working with rail and/or other types of transportation facilities, particularly while still in operation• Respondent's capacity as demonstrated by the entities represented in	15%

Criteria		Weighting
	<p>the consortium, if relevant or development team is assembled</p> <ul style="list-style-type: none"> • Respondent’s financial strength as indicated by the materials provided in the submission • Demonstrated grasp of the potential private capital sources available for a project of this type 	
Financial Offer	<ul style="list-style-type: none"> • Proposed project development and construction Train Hall Work Fixed Price amount less the sum of Base Rent payments plus the net present value of PILOT payments. Detailed financial offer submission form and instructions will be provided by addendum. 	40%
Project Design and Timing	<ul style="list-style-type: none"> • Comprehensive nature of Respondent’s design and build proposal, specifically how much responsibility respondent is willing to assume for project management, design, financing, construction and ongoing retail operation • Expeditious timeline for project completion, including proposed phases of construction with definable benchmarks (i.e. Moynihan Train Hall and Farley commercial redevelopment) • Proposed incentives for early project delivery and sanctions for late project delivery • Understanding of the context, challenges, desired outcomes, and key decision points associated with the project • Proposed project development and construction plan • Proposed retail/commercial development strategy • Innovative technical solutions to enhance design, construction and/or operations 	35%
MWBE/SDVOB	<ul style="list-style-type: none"> • Evidence of commitment to meet requirements outlined in Section XIV - Non-Discrimination and Contractor & Supplier Diversity Requirements and inclusion of MWBE and SDVOB partners in the Respondent’s team. 	5%
Community Benefit	<ul style="list-style-type: none"> • Projected expenditures, construction costs, annual operating costs and other direct spending that will help spur economic activity, including job creation and any other programs the Respondent may undertake on behalf of the community. 	5%

VIII. ADDITIONAL REQUIREMENTS FOR RESPONDENTS TO BOTH SOLICITATIONS

For Respondents to both the Penn RFEI/RFQ and Farley RFP, below is a list of additional proposal requirements. These requirements should be added to the Project Approach Section of the Penn RFEI/RFQ.

- 1) **Phasing and Timeline.** Address how a combined redevelopment of Penn and Farley would be phased including a year-by-year schedule with construction and completion milestones. Phasing should address the Respondents preferred approach to delivering the improvements in the most efficient manner.
- 2) **Project Benefits.** Address why a combined redevelopment of Penn and Farley with a single development team is preferred by the Respondent. Responses are encouraged to address the overall project benefits, efficiencies and anticipated cost-savings, overall value that a single development team would have, and provide any other relevant information that would be useful to the Project Sponsors in their review of the proposal.

IX. EVALUATION PROCESS

Each solicitation has its own evaluation criteria outlined in Sections V, VI and VII. All submissions will be evaluated by a committee consisting of representatives of the Project Sponsors and any other members designated by the Project Sponsors (the "Evaluation Committee"). The Project Sponsors may seek outside advisors to assist in the evaluation of responses as needed.

The Evaluation Committee intends to identify one or more Respondents with whom to continue discussions with respect to each solicitation. The Evaluation Committee would first conduct a preliminary review of the submissions in order to assess whether the Respondent is a Qualifying Organization. The Evaluation Committee will not give a detailed review to the submission of a Respondent if that Respondent is determined not to be Qualifying Organization.

The Evaluation Committee would perform a detailed review of the responses for all Qualifying Organizations. As it reviews the responses, the Evaluation Committee may conduct reference checks, verify relevant information, and/or seek clarification from Respondents.

Prior to conditionally designating the Selected Developer or the short list of Respondents, the Project Sponsors reserve the right to remove Respondents from competitive consideration at one or more points throughout the solicitation based on the applicable criteria and/or a failure to achieve minimum satisfaction of the objectives for this solicitation. In order to remain in competitive consideration, Respondents will be encouraged to present their most competitive proposal terms at each stage of the solicitation. Some or all Respondents may be asked to modify their proposals during the solicitation process, if Project Sponsors determine that such modifications will result in an improved Project for the State under the applicable criteria and overall objectives for this solicitation.

Project Sponsors also reserve 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. Project Sponsors shall undertake to pursue uniformity in the questions it asks to Respondents to the extent practicable, but Project Sponsors may ask different or additional questions to different Respondents in the context of any individual interview or in writing.

Project Sponsors 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.

The Project Sponsors, in their sole discretion, may reject all proposals, cancel any of the solicitations, or re-issue any of the solicitations or any portion thereof, or any of the Project Sponsors may commence a new or parallel procurement process.

X. STANDARD PROPOSAL REQUIREMENTS

The following are the standard submission requirements for all responses to this solicitation that must accompany a response to either the Penn Station RFEI/RFQ or Farley Building RFP or both. **Please note that there are additional submission requirements outlined in each section depending on which component of this solicitation the Respondent is submitting for as well as procurement forms and requirements in Section XIV.** The Project Sponsors reserve the right, in their sole discretion, to reject any proposal that is deemed incomplete or unresponsive to the solicitation requirements. The Project Sponsors also reserve the right, in their sole discretion, to reject any or all proposals for any reason or for no reason, and to proceed (or not proceed) with a subsequent RFQ or RFP process.

In evaluating the capabilities of the Respondent, the Project Sponsors 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 ability to satisfy the goals and objectives set forth in this solicitation. The Project Sponsors further reserve the right to ask additional written or oral clarifying questions to all, a subset of Respondents or any Respondent.

Respondent Description

Each organization submitting a response to these solicitations must demonstrate sufficient financial resources and professional experience/ability to develop the site(s). In addition, all Respondents must complete and submit the NYS Vendor Responsibility Questionnaire, which is described in Part XII Procurement Forms and Requirements.

Please note that in order to be considered a "Qualifying Organization," Respondents must meet the following criteria:

- Type of Organization: Firms or joint ventures of firms with a demonstrated record of expertise in one or more of the following:
 - Developing and operating transportation facilities
 - Developing large-scale projects that incorporate commercial space and public infrastructure
 - Equity investors with a substantial development and investment track record in infrastructure and real estate projects exceeding \$500 million annually
- Project Experience
 - At least three (3) commercial development projects with a construction value greater than \$250 million that incorporate a transportation infrastructure element completed in the last ten years; and/or
 - At least two (2) projects in the last seven years for which Respondent acted as a

principal operator of buildings incorporating retail space with annual rental revenues in excess of \$10 million.

Project Sponsors reserve the right to determine if a Respondent satisfies these requirements based on the experience of the Respondent's constituent members. Entities that do not meet the above eligibility criteria (e.g. construction contractors, facility managers and operators, providers of design, engineering, surveying, and specialty construction or maintenance services; and/or lenders or other capital providers, legal or financial advisors, or other providers of professional services) have an opportunity to participate in a submission as part of a team that includes a Qualifying Organization.

Each proposal must include a description of the Respondent team including:

- The intended form and structure of the team. Any proposed partnership or joint venture must be clearly explained. A chart or diagram of the partnership structure must also be included. In addition, the following concerns should be addressed:
 - Experience in Public-Private Partnerships (PPP): Respondents should describe the previous experience of the Respondent with large-scale public private partnerships similar to the Project, as well as demonstrated experience in partnering with government or non-government agencies to achieve joint or shared public-private objectives
 - Experience in Design and Development: Respondents should describe their experience in the development of designs in consultation with public agencies as well as the Respondent's experience with the delivery of large-scale construction projects and experience with fixed price and fixed schedule contract structures.
 - Experience in Commercial/Retail Opportunities: Respondents should describe their previous experience in acting as a principal operator of large buildings incorporating retail and commercial space leased to third parties.
 - Experience in Operations: Respondents should describe their experience participating in operating public facilities. Include experience, if any, of introducing best practice concepts in facilities management and integrating these concepts with design and construction in order to provide an optimal long-term solution.
 - The intended form and structure of the team. Any proposed partnership or joint venture must be clearly explained. A chart or diagram of the partnership structure must also be included.
- Name, address, phone number and email of each member of the Respondent. 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. If available, copies of the interim financial statement for each quarter since the last fiscal year for which audited statements are provided. In addition, any details which describe the financial strength of the Respondent should be considered including but not limited to:

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- Details of any material events that may affect the entity's financial standing since the last annual or interim financial statements provided;
 - Details of any credit rating; and
 - Details of any bankruptcy, insolvency, company creditor arrangement or other insolvency litigation in the last three fiscal years;
 - Summaries of comparable large-scale, mixed use or transportation-related projects completed by members of the Respondent. For each project the following information is requested:
 - Name of Respondent
 - Project Name
 - Completion Date
 - Project Description
 - Location
 - Current Status of Project
 - Approximate Capital Value
 - Reference Name, Email Address, Telephone
 - Relevance to Solicitation
 - Documentation addressing whether the Respondent, or any participating member of the team, has been involved in any litigation or legal dispute against the State or any agency, department, authority or subdivision of the State including, without limitation, the MTA, LIRR and the City of New York, or 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.
 - All required procurement forms identified in Section X of this solicitation.

Please note the following entities and individuals are precluded from submitting a response to this RFEI/RFQ and from participating on any Qualifying Organization (as defined below above) team, unless otherwise authorized by the Project Sponsors:

- Any consultant firm that has been contracted by the Project Sponsors to provide expert professional services in connection with the Project, including, but not limited to, Ernst & Young Infrastructure Advisors, BJH Advisors, Washington Square Partners and KPMG Corporate Finance LLC;
- Any entity that is a parent, affiliate, or subsidiary of any of the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities; and
- Any employee or former employee of any of the foregoing entities who was involved with the Project while serving as an employee of such entity;

Notwithstanding the foregoing, if the Project Sponsors determine in their sole discretion that there is no

conflict, or that adequate safeguards are in place to prevent the conflict from occurring, or that all of the work provided by such firm, entity or, employee has been made publicly available by the Project Sponsors, then the Project Sponsors may provide written authorization that such firm, entity or employee may respond to the RFEI/RFQ or participate on a team.

XI. QUESTIONS, CHANGES AND CONTACT

All questions must be submitted in writing by email to the designated email address below. Written questions must include the requestor's name, e-mail address and the Respondent represented and must be received by **February 26, 2016 @ 4:00 PM**. Responses to all timely and appropriate questions will be posted on ESD's website **close of business March 7, 2016** at:

<http://esd.ny.gov/corporateinformation/rfps.html>

No employee or representative of any Project Sponsor is authorized to give interpretations of any portion of the this solicitation or to give information as to the requirements of the solicitation in addition to that contained in this document as it may be supplemented or modified by written addendum. Interpretations of this solicitation or additional information as to its requirements, where necessary, shall be communicated only by written addendum issued at the above stated webpage, which addendum shall be considered part of this solicitation. The provisions of this paragraph shall apply to questions both before and after their receipt of submissions.

No contact related to this solicitation with Project Sponsors, Board members of Project Sponsors, staff or consultants, other than emails to the designated email account for the solicitation (attention Thomas Conoscenti) at empirestation@esd.ny.gov will be allowed by Respondents or employed representatives of Respondent team members during the procurement period of this solicitation. Any such contact by a Respondent will be grounds for disqualification.

XII. PROPOSAL SUBMISSION INSTRUCTIONS

Proposal Submission

Ten (10) hard copies and one (1) electronic copy (in the form of a flash drive) of the proposal identified by "Empire Station Complex Joint Solicitation" 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

Site Tour

ESD has scheduled a Site tour **date of February 25, 2016**. Respondents are not required to attend and must email empirestation@esd.ny.gov at least two days in advance if they wish to participate. The tour is anticipated to last approximately two hours and will include a walk around the Upper Level and Lower Level of Penn Station as well as a tour of the Farley Building.

XIII. STATEMENT OF LIMITATIONS

This solicitation, submissions from Respondents to this solicitation, and any relationship between ESD, the Project Sponsors and Respondents arising from or connected or related to this solicitation, are subject to the specific limitations and representations expressed below, as well as the terms contained elsewhere in this solicitation. In the event of an inconsistency in the terms of this Section XIII and other terms in this solicitation, the terms of Section XIII shall control.

1. By responding to this solicitation, Respondents are deemed to accept and agree to this Statement of Limitations. By submitting a response to this solicitation, the entity acknowledges and accepts the Project Sponsors' rights as set forth in the solicitation, including this Statement of Limitations.
2. The issuance of this solicitation and the submission of a response by any firm does not obligate the Project Sponsors to qualify the firm in any manner whatsoever. Legal obligations will only arise upon execution of a formal contract with the Project Sponsors. The Project Sponsors' approval of any agreement with one or more Selected Developers will be subject to all applicable legal requirements, including without limitation those relating to environmental and historic resource reviews and public authority approvals.
3. The Project Sponsors reserve the right: (i) to amend, modify, or withdraw this solicitation; (ii) to revise any requirements of this solicitation; (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 solicitation, for any reason or for no reason. The Project Sponsors 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.
4. All information submitted in response to this solicitation 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 solicitation 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.
5. Project Sponsors reserve the right, in their sole discretion, without liability, to utilize any or all of the solicitation responses, including late responses, in its planning efforts. Project Sponsors reserve the right to retain and use all the materials and information, and the ideas, suggestions therein, submitted in response to this solicitation (collectively, the "Response Information"), and each Respondent must grant an unconditional and perpetual license without charge to Project Sponsors to use any copyright or other legally protected rights in and to the Response Information.
6. This solicitation shall not be construed in any manner as a commitment 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 solicitation. None of the Project Sponsors will be responsible for any costs incurred by Respondents related to preparing and submitting a response to this solicitation, attending oral presentations, or for any other associated costs.

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7. To the best of the Project Sponsors' knowledge, the information provided herein is accurate. Respondents should undertake appropriate investigation in preparation of responses.
 8. Amtrak is required to follow its own procurement requirements (including a competitive bidding process) with respect to contracts related to Amtrak owned and controlled space considered for redevelopment as part of this RFEI/RFQ solicitation.

XIV. PROCUREMENT FORMS AND REQUIREMENTS

Additional requirements for this solicitation 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)

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 solicitation. These Procurement Requirements: (1) govern permissible communications between potential respondents and ESD or other involved governmental entities with respect to this solicitation; (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 solicitation. Compliance with the Procurement Requirements requires that all communications regarding this solicitation, 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 solicitation.

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 empirestation@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.

Vendor Responsibility

All Respondents to this solicitation 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 the applicable Project Sponsor(s) and the designated Respondent, if any, shall include clauses providing that the designated Respondent remain “responsible” throughout the term of the contract, that the applicable Project Sponsor(s) may suspend the contract if information is discovered that calls into question the responsibility of the contracting party, and that the applicable Project Sponsor(s) 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 solicitation.

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.

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. For further information and to view this list please go to: <http://www.ogs.ny.gov/about/regs/ida.asp>

Non-Discrimination and Contractor & Supplier Diversity Requirements

Contractor Requirements and Procedures for Business Participation Opportunities from New York State Certified Minority- and Women-Owned Business Enterprises and Equal Employment Opportunities for Minority Group Members and Women

New York State Law

Pursuant to New York State Executive Law Article 15-A and 5 NYCRR 140-145 ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises and the employment of minority group members and women in the performance of ESD contracts.

In 2006, the State of New York commissioned a disparity study to evaluate whether minority and women-owned business enterprises had a full and fair opportunity to participate in state contracting. The findings of the study were published on April 29, 2010, under the title "The State of Minority and Women-Owned Business Enterprises: Evidence from New York" ("Disparity Study"). The report found evidence of statistically significant disparities between the level of participation of minority-and women-owned business enterprises in state procurement contracting versus the number of minority-and women-owned business enterprises that were ready, willing and able to participate in state procurements. As a result of these findings, the Disparity Study made recommendations concerning the implementation and operation of the statewide certified minority- and women-owned business enterprises program. The recommendations from the Disparity Study culminated in the enactment and the implementation of New York State Executive Law Article 15-A, which requires, among other things, that ESD establishes goals for maximum feasible participation of New York State Certified minority- and women-owned business enterprises ("MWBE") and the employment of minority

groups members and women in the performance of New York State contracts.

Business Participation Opportunities for MWBEs

For purposes of this solicitation, ESD hereby establishes an overall goal of 30% for MWBE participation, 15% for New York State certified minority-owned business enterprises (“MBE”) participation and 15% for New York State certified women-owned business enterprises (“WBE”) participation (based on the current availability of qualified MBEs and WBEs) on each Farley Redevelopment Project contract (each a “Contract” and collectively the “Contracts”) that is funded, directly, indirectly, by reimbursement, or otherwise with public monies (including, without limiting the foregoing, all monies provided by or through ESD). The Selected Developer and each of its contractors (each a “Contractor”) on a subject Contract must document use good faith efforts to provide meaningful participation by MWBEs as subcontractors or suppliers in the performance of the Contract, and each of the Selected Developer and the Contractor agrees that ESD may withhold payment pending receipt of the required MWBE documentation. The directory of MWBEs can be viewed at: <https://ny.newnycontracts.com>. For guidance on how ESD will determine a Contractor’s “good faith efforts,” refer to 5 NYCRR §142.8.

In accordance with 5 NYCRR §142.13, each of the Selected Developer and its Contractor on each Contract acknowledges that if it is found to have willfully and intentionally failed to comply with the MWBE participation goals set forth in the Contract, such finding constitutes a breach of the Contract by the Contractor and a breach of the Selected Developer’s agreements with ESD, and ESD may withhold payment from the Selected Developer and the Contractor as liquidated damages.

Such liquidated damages shall be calculated as an amount equaling the difference between: (1) all sums identified for payment to MWBEs had the Selected Developer and the Contractor achieved the contractual MWBE goals; and (2) all sums actually paid to MWBEs for work performed or materials supplied under the Contract.

By submitting a proposal for the Farley Redevelopment Project, a Respondent, on behalf of itself and each of its Contractors, agrees that, if the Respondent becomes the Selected Developer, each of the Selected Developer and its Contractor on each Contract will demonstrate its good faith efforts to achieve its goals for the utilization of MWBEs by submitting evidence thereof through the New York State Contract System (“NYSCS”), which can be viewed at <https://ny.newnycontracts.com>, provided, however, that the Selected Developer and its Contractor may arrange to provide such evidence via a non-electronic method by contacting ESD’s Office of Contractor & Supplier Diversity (“OCSD”) at OCSD@ESD.NY.GOV. Please note that the NYSCS is a one stop solution for all of your MWBE and Article 15-A contract requirements. For additional information on the use of the NYSCS to meet Bidder’s MWBE requirements please see the attached MWBE guidance, “Your MWBE Utilization and Reporting Responsibilities Under Article 15-A.”

Additionally, the Respondent and each of its proposed Contractors will be required to submit the following documents and information as evidence of compliance with the foregoing:

- A. An MWBE Utilization Plan (Form OCSD-3) with the Respondent’s proposal. If the Respondent becomes the Selected Developer, any modifications or changes to the MWBE Utilization Plan after the Contract award and during the term of the Contract must be reported on a revised MWBE Utilization Plan and submitted to ESD.

ESD will review the submitted MWBE Utilization Plan and advise the Respondent of ESD's acceptance or issue a notice of deficiency within 30 days of receipt.

- B. If a notice of deficiency is issued, the Respondent will be required to respond to the notice of deficiency within seven (7) business days of receipt by submitting to ESD's OCSD, at 633 Third Avenue, 35th Floor, New York, NY 10017 or at OCSD@ESD.NY.GOV, a written remedy in response to the notice of deficiency. If the written remedy that is submitted is not timely or is found by ESD to be inadequate, ESD shall notify the Respondent and direct the Respondent to submit, within five (5) business days, a request for a partial or total waiver of MWBE participation goals (Form OCSD-5). Failure to file the waiver form in a timely manner may be grounds for disqualification of the proposal.
- C. ESD may disqualify a Respondent as being non-responsive under the following circumstances:
 - i. If a Respondent fails to submit a MWBE Utilization Plan;
 - ii. If a Respondent fails to submit a written remedy to a notice of deficiency;
 - iii. If a Respondent fails to submit a request for waiver; or
 - iv. If ESD determines that the Respondent has failed to document good faith efforts.

Each of the Selected Developer and the Contractor on each Contract will be required to attempt to utilize, in good faith, any MBE or WBE identified within its MWBE Utilization Plan, during the performance of the Contract. Requests for a partial or total waiver of established goal requirements made subsequent to the Respondent becoming the Selected Developer or any Contract award may be made at any time during the term of the Contract to ESD, but must be made no later than prior to the submission of a request for final payment to the Selected Developer and to the Contractor on the Contract.

Each of the Selected Developer and the Contractor on each Contract will be required to submit a Contractor's Quarterly M/WBE Contractor Compliance & Payment Report (Form OCSD-6) to the ESD's OCSD, at 633 Third Avenue, 35th Floor, New York, NY 10017 or at OCSD@ESD.NY.GOV, by the 10th day following each end of quarter over the term of the Contract documenting the progress made toward achievement of the MWBE goals of the Contract.

Equal Employment Opportunity Requirements

By submission of a proposal for the Farley Redevelopment Project in response to this solicitation, the Respondent on behalf of itself and each of its Contractors agrees with all of the terms and conditions of ESD's Non-Discrimination and Contractor & Supplier Diversity policy. The Respondent will be required to submit a Minority and Women-Owned Business Enterprises and Equal Employment Opportunity Policy Statement, Form OCSD-1, to ESD with their proposal. The Selected Developer and each Contractor is required to ensure that it and any subcontractors awarded a subcontract over \$25,000 for the construction, demolition, replacement, major repair, renovation, planning or design of real property and improvements thereon (the "Work"), except where the Work is for the beneficial use of the Contractor, undertake or continue programs to ensure that minority group members and women are afforded equal employment opportunities without discrimination because of race, creed, color, national origin, sex, age, disability or marital status. For these purposes, equal opportunity shall apply in the areas of recruitment, employment, job assignment, promotion, upgrading, demotion, transfer, layoff, termination, and rates of pay or other forms of compensation. This requirement does not apply to: (i)

work, goods, or services unrelated to the Contract; or (ii) employment outside New York State.

To ensure compliance with this Section, the Respondent will be required to submit with the proposal an Equal Employment Opportunity Staffing Plan (Form OCSD-2) identifying the anticipated work force to be utilized on each Contract and if the Respondent becomes the Selected Developer, the Selected Developer and each Contractor will, upon request, submit an Equal Employment Opportunity Workforce Employment Utilization Compliance Report identifying the workforce actually utilized on the Contract, if known, through the New York State Contract System; provided, however, that a Bidder may arrange to provide such report via a non-electronic method by contacting OCSD.

Further, pursuant to Article 15 of the Executive Law (the “Human Rights Law”), all other State and Federal statutory and constitutional non-discrimination provisions, the Selected Developer, each Contractor and each sub-contractors will not discriminate against any employee or applicant for employment because of race, creed (religion), color, sex, national origin, sexual orientation, military status, age, disability, predisposing genetic characteristic, marital status or domestic violence victim status, and shall also follow the requirements of the Human Rights Law with regard to non-discrimination on the basis of prior criminal conviction and prior arrest.

Please Note: Failure to comply with the foregoing requirements may result in a finding of non-responsiveness, non-responsibility and/or a breach of the Selected Developer’s agreements with ESD, leading to the withholding of funds, suspension or termination of all agreements between the Selected Developer and ESD or such other actions or enforcement proceedings as allowed by law or such agreements.

URLs:

Form OCSD-1

http://esd.ny.gov/CorporateInformation/Data/RFPs/OCSD_1MWBEEOPolicyStatement.pdf

Form OCSD-2

http://esd.ny.gov/CorporateInformation/Data/RFPs/OCSD_2StaffingPlan.pdf

Form OCSD-3

http://esd.ny.gov/CorporateInformation/Data/RFPs/OCSD_3MWBEUtilizationPlan.pdf

Form OCSD-4

http://esd.ny.gov/CorporateInformation/Data/RFPs/OCSD_4GoodFaithEfforts.pdf

In the event that the above links are unavailable or inactive, the forms may also be requested from ESD’s Office of Contractor & Supplier Diversity (“OCSD”) at OCSD@ESD.NY.GOV.

For purposes of providing meaningful participation by MWBEs on the project and achieving the project goals established herein, Respondent should reference the directory of New York State Certified MWBEs found at the following internet address: <https://ny.newnycontracts.com/>.

Only the Respondents shall complete these forms. In the Utilization Goal Plan (Form OCSD-3) Respondents must list all of the Contractors and sub-contractors Respondent proposes to use and/or solicit in achieving the MWBE goal requirement. The Respondent may use the aforementioned directory of Certified MWBEs to identify firms that it proposes to utilize. OCSD is also available to assist in the identification of New York State certified MWBEs that can provide goods and services in connection with this project.

If you require listings of certified MWBE firms or have other questions relating to the requirements herein, please contact OCSD with your inquiries and comments. Be sure to include all relevant contact information for your company and details pertaining to this RFP.

Diversity Practices

ESD has determined, pursuant to New York State Executive Law Article 15-A, that the assessment of the diversity practices of Respondents is practical, feasible, and appropriate. Accordingly, Respondents shall be required to include as part of their response to this procurement the Diversity Practices Questionnaire (to be provided by an addendum).

Service-Disabled Veteran-Owned Businesses

Article 17-B of the Executive Law enacted in 2014 acknowledges that Service-Disabled Veteran-Owned Businesses (SDVOBs) strongly contribute to the economies of the State and the nation. As defenders of our nation and in recognition of their economic activity in doing business in New York State, respondents for this contract for commodities, services or technology are strongly encouraged and expected to consider SDVOBs in the fulfillment of the requirements of the contract. Such partnering may be as subcontractors, suppliers, protégés or other supporting roles. SDVOBs can be readily identified on the directory of certified businesses at: http://ogs.ny.gov/Core/docs/CertifiedNYS_SDVOB.pdf

Respondents need to be aware that they will be strongly encouraged to the maximum extent practical and consistent with legal requirements of the State Finance Law and the Executive Law to use responsible and responsive SDVOBs in purchasing and utilizing commodities, services and technology that are of equal quality and functionality to those that may be obtained from non-SDVOBs. Furthermore, Respondents are reminded that they must continue to utilize small, minority and women-owned businesses consistent with current State law.

For purposes of the RFP, ESD hereby establishes a goal of 3% for SDVOBs, based on the current availability of qualified SDVOBs. The Contractor must document Good Faith Efforts to provide meaningful participation by SDVOBs in the performance of the Contract

A copy of each Respondent's SDVOB Contract Performance Use form proposing specific certified firms to be utilized or industries where SDVOB firms shall be sought is to be included as part of the response to this RFP.

A copy of the aforementioned form is available at:

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

General inquiries or questions relating to aforementioned policies, MWBE and SDVOB participation and the goals specified herein may be addressed to OCSD at OCSD@ESD.NY.GOV.

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, Respondents 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, accessible here: <http://esd.ny.gov/CorporateInformation/Data/ENCOURAGINGUSEOFNEWYORKSTATEBUSINESSESINCON>

[TRACTPERFORMANCE.pdf](#).

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 (http://www.tax.ny.gov/pdf/current_forms/st/st220ca_fill_in.pdf), or an affidavit (http://esd.ny.gov/CorporateInformation/Data/RFPs/RequiredForms/STL_5A_Affidavit.pdf) that the Respondent is not required to be registered with the State Department of Taxation and Finance. 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.

Schedule A

Following final selection of a designated Respondent, Project Sponsors will prepare a contract defining all project terms and conditions and the designated Respondent’s responsibilities in conformance with "Schedule A," which can be found at:

http://esd.ny.gov/CorporateInformation/Data/ScheduleA_ConditionsApplicabletoCorporationAgreementsForMaterialServices_RevisedAug2014.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 Respondent will need to accept these terms prior to contract execution.

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.

In addition to the foregoing, Respondents will comply upon request with Amtrak’s procurement requirements relating to the Project, if and to the extent applicable.

XV. INSURANCE REQUIREMENTS

Subject to change by addendum, the designated Respondent will be expected to show evidence of the following insurance requirements, as listed below:

- A. Commercial General Liability insurance - \$2 million per occurrence / \$4 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, the People of the State of the New York and the National Railroad Passenger Corporation d/b/a Amtrak 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 and National Railroad Passenger Corporation d/b/a Amtrak.

XVI. APPENDIX

Project Sponsors have compiled a series of background files on each of the sites. The majority of these files has been uploaded to a special online shared folder and can be accessed at:

<http://bit.ly/empirestation>

Other forms and exhibits may also be posted on ESD's website at:

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

