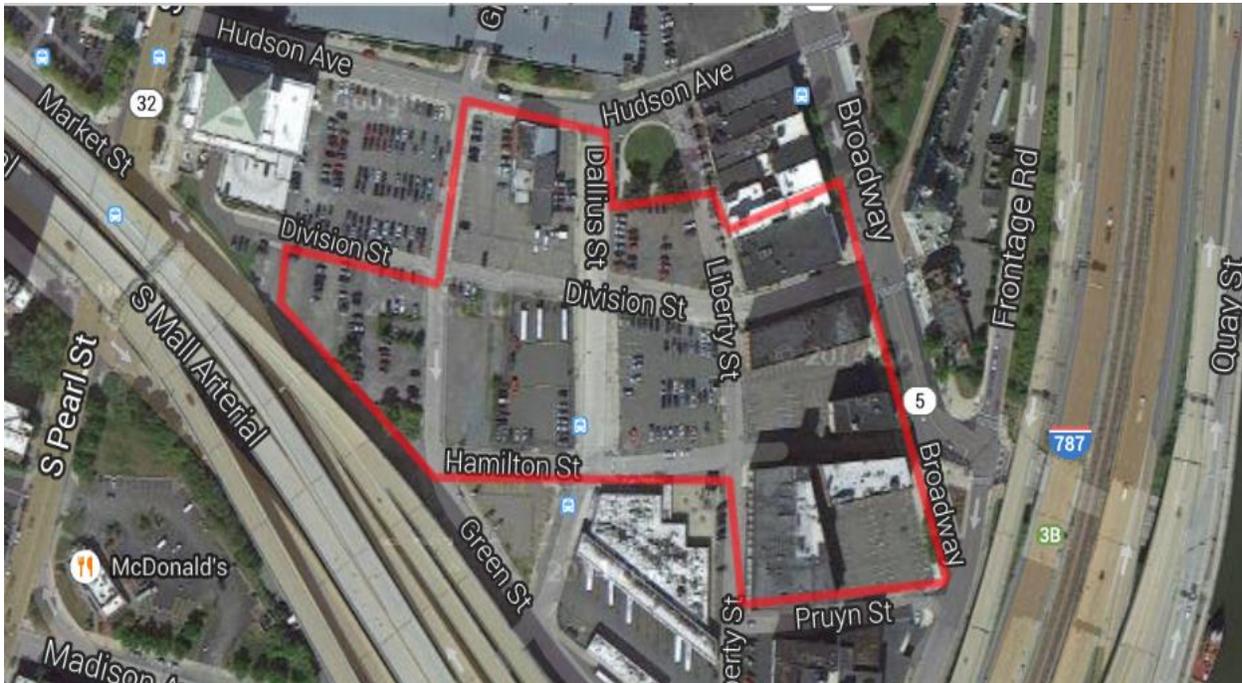


REQUEST FOR PROPOSALS by New York State through:

Empire State Development

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**FOR THE PURCHASE AND DEVELOPMENT OF UP TO 6.4 ACRES
INCLUDING
ADJACENT STREETS IN DOWNTOWN ALBANY**

RFP RELEASE DATE:	January 29, 2015
SITE TOUR DATE:	February 11, 2015
DEADLINE TO SUBMIT QUESTIONS:	May 7, 2015 (<i>extended</i>)
RESPONSE DEADLINE:	June 4, 2015 (<i>extended</i>)

from March 26th

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I. INTRODUCTION

The State of New York through the New York State Urban Development Corporation, d/b/a Empire State Development (“ESD”), and New York State’s Office of General Services (“OGS”), are seeking proposals for the purchase (the “Project”) of seven parcels of land totaling approximately 4.5 acres in Downtown Albany in the blocks generally bounded by Hudson Avenue to the north, Broadway to the east, Green Street to the west, and Pruyn and Hamilton Streets to the south (“Parcels”). Proposals may also include the purchase of an additional 1.9 acres of adjacent streets (“Streets”; collectively “Streets” and “Parcels” referred to as “the Site”). Exhibit 1 features a map of the overall Site and surrounding area.

The Site includes four former warehouses most recently used as a commercial office complex totaling approximately 145,000 gross square feet of floor area, as well as multiple surface parking lots. All buildings on the Site are vacant. The Site was formerly under consideration as a location for the Albany Convention Center and related development and is predominately owned by State of New York entities (the “State”). Attachments 1a and 1b includes a map and inventory of each Parcel’s tax lots and adjacent Streets.

With its large size and premier location in the heart of downtown Albany, this Project offers a unique opportunity for a major development in the City’s urban core. The Site features convenient proximity to the area’s transportation access points and is less than a quarter mile or closer to the City’s commercial, cultural and governmental destinations. The Project will serve as a key component of the City’s initiatives to attract urban re-investment downtown to meet market demand while simultaneously revitalizing the area with a vibrant mix of uses.

Each party that submits a response (“Proposal”) to this Request for Proposals (“RFP”) is referred to herein as a “Respondent,” and the Respondent that is conditionally designated through this RFP process is referred to herein as the “Designated Developer.”

Respondents to this RFP may propose mixed use developments that will advance the Development Goals described in Section IV below. All Proposals must include a market rate residential housing component. Proposals must provide for purchase of all seven Parcels and may also provide for the purchase of some or all adjacent Streets.

II. RFP TIMELINE

RFP release date:	January 29, 2015
Site tour:	February 11, 2015
Deadline to submit questions:	May 7, 2015, 11:59 PM EDT
Deadline to submit Proposals:	June 4, 2015, 2:00 PM EDT

III. SITE DESCRIPTION

Site Summary

In 2009, the Albany Convention Center Authority (the “Authority”) began acquiring and leasing parcels of land at the Site between Hudson Avenue and Pruyn Street for purposes of constructing a convention center. In 2013, the Authority revised its plans and now intends to relocate a future Convention Center off Eagle Street, directly west of the Site. As a result, the Authority no longer requires the land and the State is making the Parcels and Streets available for purchase to prospective developers.

The Authority owns 29 tax lots on the Site and leases 21 additional tax lots on the Site that currently consist of surface parking. To enable development of the Site, ESD will acquire fee title of the tax lots owned by the Authority as well as the leasehold properties and three other privately owned tax lots within the Site. In total, these 53 tax lots create seven large development Parcels (approximately 4.5 acres) for sale. Up to nine streets surrounding the Parcels are also available for purchase through the Project. Attachment 1 features a Site map delineating each Parcel, tax lot and Street and an inventory of each lot and Street with corresponding acreage and ownership status,

The Site features a commercial office complex fronting Broadway and Liberty Streets (see Parcel 7 on Attachment 1 Site map), formerly known as E-Comm Square, consisting of four former warehouses and paved courtyard space. The structures were built in the 1800s and three of the warehouses were substantially renovated. The complex’s structural, electrical and HVAC conditions were assessed in 2010. A copy of the E-Comm Square Building Assessment is included as Attachment 2. 4 E-Comm Square (lot 76.50-1-34), which previously included office and restaurant use, is in the best condition and may be suitable for immediate re-occupancy. 2 and 3 E-Comm Square consist of two separate buildings connected by a two story glass atrium. 6 E-Comm Square is a shell building that has not been renovated. Other structures on the Site include the former Trailways bus terminal (lot 76.42-5-44), which was built in 1965, and 50 Hudson Avenue, a wooden and brick shell building constructed circa 1855.

The heights and estimated floor area for the six buildings on the Site are as follows:

Building	Height	Size
6 E-Comm Square	4 floor shell	35,600 square feet
4 E-Comm Square	4 floors	13,128 square feet
2 E-Comm Square	4 floors	22,507 square feet
3 E-Comm Square	4 floors with 5 th floor penthouse suite	72,813 square feet
Former Trailways Bus Station	2 floors	13,418 square feet
50 Hudson Avenue	1 and 3 floor shell	3,276 square feet

Photographs of the six buildings and areas within the Site are included as Exhibit 2. Site surveys are included as Attachment 3.

There are two historically noteworthy locations adjacent to the Site. 48 Hudson Avenue is the oldest building in the City of Albany – the Van Ostrande–Radliff House (the “House” or lot 76.42-5-26)), and is surrounded by, but is not a part of, Parcel 1 on Attachment 1 Site map. A few yards east of the House, and directly north of Parcel 2, is Liberty Park, Albany’s oldest park (the “Park” or lot 76.42-5-35). Neither the House nor the Park is included in the Project.

All buildings on the Site are vacant. The Site will be sold “AS IS” and “WHERE IS,” as described in greater detail in Section VII below.

Surrounding Land and Uses

The Site is proximate to downtown Albany’s key attractions and anchor buildings. The Empire State Plaza, Times Union Center, Capitol Building, Palace Theatre, Capital Repertory Theatre, three public parks, the waterfront (via the pedestrian bridge), and over 25 restaurants and eateries are within a five to fifteen minute walk. The Site offers views of the downtown skyline to the north, the Empire State Plaza to the west/southwest and the Hudson River to the east. In addition, the relocated convention center—The Capital Center—is presently under construction in close proximity to the Empire State Plaza and should be completed in Fall 2016.

Downtown Albany is experiencing a resurgence with a rapidly growing residential market, increased interest from the technology sector, and the cultivation of local specialty retailers establishing headquarters in the city. Roughly \$350 million in private investment is currently in the pipeline or has been recently completed. This includes four hundred units of market rate housing, Hilton and Renaissance by Marriott hotels, a significant upgrade to the Times Union Center arena, SUNY PI - College of Nanoscale Science and Engineering’s Smart Cities Technology Innovation Center, a thriving event industry, and more than a dozen new retailers. A number of new developments are within walking distance of the Site with related public infrastructure investments totaling millions of dollars. Additional changes in the area include the revitalization of the adjacent waterfront, and S.U.N.Y.’s Administrative headquarters downtown expansion and reinvestment. The recent Impact Downtown Albany market studies indicate that this trend will continue, with the strongest growth occurring in the residential sector. A copy of the study may be found at <http://capitalizealbany.com/impact-downtown/>

Zoning

The site is currently zoned as part of the C-3 Central Business District. The principal permitted uses are broad in nature as they also include the principal permitted uses (without square foot maximums) of the C-1 Neighborhood Commercial District. Under the current zoning, principal permitted uses include, but are not limited to, apartments, offices, hotels, health clubs, retail, museums, groceries, parking garages, etc. There are allowable accessory uses and special permit uses.

Current zoning allows for a maximum building height of 85 feet.

Although the current zoning remains in place at this time, the City is presently embarking on a comprehensive rezoning of the entire City. The new zoning will help ensure consistency with

the City's Comprehensive plan- Albany 2030 and Impact Downtown Albany initiative. The goal is to encourage a greater mix of uses and a safe and walkable environment.

For more information please use the following links:

City of Albany Board of Zoning Appeals and Zoning Ordinance -

<http://www.albanyny.org/Government/Departments/DevelopmentandPlanning/BZA.aspx>

<http://ecode360.com/7686425>

Zoning Map - <http://www.arcgis.com/home/item.html?id=f17b89cd5e424e878446728328cd56dc>

Albany 2030 - <http://www.albany2030.org/general/final-plan>

Impact Downtown Albany - <http://capitalizealbany.com/impact-downtown/>

Respondents must propose uses and design compatible with currently applicable zoning. However, as an alternative option, Respondents in addition may propose uses and design and density that would require changes or overrides of municipal laws or regulations. Proposals that include changes or overrides will be given the same level of consideration and review as Proposals that comply with existing regulations, and neither approach will be favored or disfavored. These alternative proposals will be considered in light of the Development Goals set forth in Section IV of this RFP. Such alternative option must specifically identify municipal laws or regulations the Respondent proposes to be changed or overridden, including zoning requirements. ESD and OGS will work with the City of Albany and the Designated Developer to address and resolve any proposed changes or overrides in support of the Project.

With the principles of connectivity and walkability in mind, and as indicated above, Proposals may include the purchase of Streets and reconfiguration of the impacted street grid for optimum Site development. However, proposals should avoid creating city blocks that are too large, as they tend to discourage walkability, disrupt connectivity and limit opportunities for creative corner developments. The City of Albany recently passed a Complete Street ordinance and will be implementing complete streets design guidelines within the next year. Any reconstruction of City streets should consider complete street principles to the greatest extent practicable.

Environmental Review

In 2008, the Authority prepared a Generic Environmental Impact Statement ("GEIS") of the Site for their intended convention center and hotel project. While the Authority's project did not advance, the GEIS may provide Respondents with useful Site background, including Sections 4(a) and 4(b)- Environmental Setting, Impacts and Mitigation, and under Section 5:5.0, Appendix 10, Phase 1B Work Plan.

The Draft and Final GEIS, Scoping Documents and the SEQRA Findings, and other relevant environmental review materials may be found at:

http://www.accany.com/albany_convention_center_authority/AboutACCA/Studies/Environmental.aspx

Cultural and Historic Resources

The properties fronting Broadway are included in the City's Downtown Albany Historic District. As such, any demolition, new construction, or alteration is subject to review by the City's Historic Resource Commission. These properties are reflective of a historic fabric that is important to the City—therefore priority will be given to proposals that show creativity in integrating these properties into the overall development. Because these properties fall within the City's Downtown Albany Historic District, they may be eligible for New York State and Federal Historic Tax Credits—helping to offset some of their rehabilitation costs. Additional information may be found at:

City of Albany Historic District Map -

<http://www.albanyny.org/files/Historic%20Districts%20General%20Boundary%20Map%20rev%202011.pdf>

City of Albany Historic Resources Commission -

<http://www.albanyny.org/Government/Departments/DevelopmentandPlanning/HistoricResourcesCommission.aspx>

The privately owned House at 48 Hudson Avenue is listed on the National Register of Historic Places. Although the House is not included in the Site, due to its proximity to two of the parcels included in the Project, future construction activities will need to be undertaken in such a way as to avoid any damage to this property. In addition, there is a historic property located at 50 Hudson Avenue that is within the Site. Due to the historic status of this property, efforts to incorporate the building's historic elements or historic significance into the design of the Proposal are encouraged. Scale, setbacks, and context of new development should be respectful of both of these historic properties. The Designated Developer should expect that their Proposal will be reviewed in consultation with the New York State Office of Parks, Recreation & Historic Preservation (NYSOPRHP).

Although the Site is well documented for its archeological sensitivity, Proposers should expect that the Designated Developer will be required to conduct subsurface investigations to determine whether there are any cultural resources that would be impacted and to implement the appropriate mitigation to protect these resources. Such investigation and mitigation measures would be developed in consultation with NYSOPRHP during the environmental review process following the conditional designation process of this RFP.

Transportation

The Site is located approximately 0.5 miles south of Exit 4B (Clinton Avenue) from Interstate 787 South and can be accessed via that exit by heading south on either Pearl Street or Broadway. The site can also be accessed via Exit 3B (Madison Avenue) from Interstate 787 then north on Pearl Street. The Capital District Transportation Authority (CDTA) currently has bus routes with stops along Pearl Street and Broadway.

The Albany Bus Terminal is located on Hamilton Street directly across from Parcels 6 and 7 (see Attachment 1 Site map).

Parking

The Site currently contains extensive surface parking. Respondents should provide adequate parking for the number of visitors and residents anticipated to be generated by a Proposal. Respondents are encouraged to leverage the use of existing district parking structures. An opportunity also exists to partner with the Albany Parking Authority on the construction of a new parking facility. Information about the Authority is available at www.parkalbany.com

Utilities

Public water, sewer, natural gas, and electric services are connected to each of the buildings.

Utilities in any Street included in a Proposal must either be preserved intact or reconstructed to same or better capacity at Respondent's sole expense. A Site utility survey is included in Attachment 3. Note there is a 48" chill pipe that runs along Hamilton Street and Parcel 7, for which the State maintains a permanent easement.

Ownership, Taxes and Incentives

As described above, the State owns 29 tax lots within the Site; these lots are therefore currently exempt from property taxes. The remaining tax lots within the Site are currently privately owned and taxed accordingly.

Under a purchase and private re-use of the Site, property taxes would be assessed for the entire Site by the City of Albany through its Department of Assessment and Taxation (the "Department") and would be the responsibility of the Designated Developer to pay.

The Designated Developer is encouraged to utilize abatement and incentive programs. The Designated Developer should work with the City of Albany's economic development organization, Capitalize Albany Corporation, to identify resources applicable to the project, including:

City of Albany 485-B Industrial Commercial Incentive Exemption – The requirement is the rehabilitation of an existing industrial or commercial structure or the new construction of an industrial or commercial structure. This is a five year abatement program as follows: 50% in year one, 40% in year two, 30% in year three, 20% in year four and 10% in year 5. The abatement only applies to the increase in the assessed value due to the rehabilitation or new construction. This exemption applies to the city and school property taxes but not the county property taxes.

City of Albany 485-A Residential Commercial Urban Exemption Program-The requirement is that a formally commercial structure be converted into residential or mixed use. This is a 12 year abatement program as follows: years one through eight 100%, year nine- 80%, year ten- 60%, year 11- 40% and year 12 -20%.The abatement only applies to the increase in the assessed value due to the conversion. This exemption applies to the city, county, and school property taxes.

Historic Exemption-The requirement is that a property in a designated historic district be rehabilitated. This is a 10 year abatement program as follows: Years one through five 100%,

year six 80%, year seven 60%, year eight 40%, year nine 20% and year ten 10%. This abatement only applies to the increase in the assessed value due to the rehabilitation. This exemption applies to city property tax.

City of Albany Industrial Development Agency and Capital Resource Corporation – The purpose of the City of Albany Industrial Development Agency (CAIDA) and Capital Resource Corporation (CACRC) is to promote, develop, encourage and assist in acquiring, constructing, improving, maintaining or equipping certain eligible projects. Both the CAIDA and CACRC provide specific financial assistance that serve to lower the costs of undertaking and financing projects. The financial assistance offered include conduit tax-exempt and taxable bond financing, sales and use tax exemptions, mortgage recording tax exemptions, and real property tax abatements. To obtain financial assistance applicants must satisfy eligibility requirements and demonstrate a need for assistance. Applicants must pay a fee upon closing and is responsible for all cost borne by the Agency as it pertains to the Applicant's project. Previous projects include, but have not been limited to, office, apartments, hotels, warehouses, dormitories, parking garages etc. More information about the organizations can be obtained by using the following link: <http://albanyida.com/>.

Capitalize Albany Corporation Real Estate Loan Program – Capitalize Albany Corporation is a registered 501(c)(3) not-for-profit organization which implements economic development programs and resources to create, retained, and attract both business and investment in the City of Albany. Capitalize Albany Corporation administers a real estate loan program that provides financing to qualifying real estate development projects. Involvement by the Corporation will support the revitalization of property and the retention and creation of jobs for City residents. Preferred projects include strategic properties that currently are vacant or underutilized and, with rehabilitation or construction, could have a positive revitalizing effect on the community.

More information about the Corporation can be obtained by using the following link: <http://capitalizealbany.com/>.

New York State Regional Economic Development Council Programs - In 2011, Governor Cuomo created 10 Regional Councils to develop long-term strategic plans for economic growth for their regions. A key component of Governor Cuomo's transformative approach to economic development, these councils are public-private partnerships made up of local experts and stakeholders from business, academia, local government and non-governmental organizations.

Over the past three years, as part of a process that has awarded more than \$2 billion for job creation and community development, the Regional Councils produced innovative plans and implementation agendas that truly reflect the distinct characteristics of each of the 10 regions of the state. Read more about the REDC programs here: <http://regionalcouncils.ny.gov/>

Start Up NY Program - START-UP NY is Governor Cuomo's initiative to create tax free communities for new and expanding businesses on SUNY and other university campuses across the state. Businesses will be able to locate in these zones and operate 100% tax-free for 10 years. For more information, click here: http://www.esd.ny.gov/StartUpNYReport_2013.pdf

IV. DEVELOPMENT GOALS

ESD and OGS invite Respondents to submit Proposals that maximize economic benefits to New York State and the City of Albany through a mixed use development of the Site. Market rate housing must be a component of any Proposal.

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

1. Maximizing economic impact through job creation and stimulation of private investment;
2. Creating a vibrant mixed-use Project utilizing best practices in urban planning by eliminating blight and physical decay and revitalizing the Site as a destination to serve workers, residents and visitors alike, both during the work day and into the evening and weekends;
3. Addressing market demand for various uses within the City of Albany, including residential housing, commercial space and collateral services;
4. Ensuring development that helps to enrich the public realm—creating a greater sense of place;
5. Achieving architectural distinction and design excellence;
6. Featuring meaningful participation of New York State-certified Minority and Woman-Owned Business Enterprises (MWBES) and New York State Service-Disabled Veteran-Owned Businesses in the Project Team; and
7. Incorporating sustainable building practices and appropriate levels of LEED or Energy Star Certification.
8. Preserving or adaptively reusing existing Site buildings to the greatest extent practicable

As noted in Section III, Proposals are required to comply with existing zoning requirements, but Respondents may also propose, in addition to, and distinct from, a compliant base proposal, an alternative for the Site with suggested changes or overrides to the existing zoning requirements that would further the Development Goals. All Proposals and any alternatives should be compatible with the aforementioned Development Goals.

Transaction Structure and Certain Costs

Every Proposal must provide two offer prices for the acquisition of the Parcels based upon the City of Albany's current zoning. The two offer prices should be broken into the following components:

1. A price for the 29 tax lots presently owned by the State; and
2. A price for the 24 tax lots that are privately owned but which the State intends to acquire

In addition, a Respondent may provide a third, additional offer for any of the nine Streets that the Respondent proposes to acquire and utilize in its Proposal (in each case inclusive of land and improvements):

3. A price for each Street that Respondent proposes to acquire and utilize in its Proposal.

Respondents submitting alternative development proposals which include a zoning change or override must also submit a second, separate offer price, pro forma and RFP Workbook, broken out into the above stated two or three components, to reflect the additional value of any proposed zoning alteration.

The purchase prices must be expressed in a fixed, non-contingent dollar amount. The Designated Developer will be required to enter into a Development Agreement that will provide the terms of any phasing of the Project and agreements to develop the Site in compliance with the proposed development plan.

Development by the Designated Developer must conform to the requirements of this RFP and of Respondent's Proposal as memorialized in an ESD General Project Plan ("GPP") and in Project contractual documents. It is intended that the Site will be conveyed to the Designated Developer at closing, and that the Designated Developer will hold title during development of the Site.

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

1. A 10% security deposit against the purchase price; and
2. Out-of-pocket costs and expenses incurred by the State in connection with the Project and the disposition to the Designated Developer of the Site, including, without limitation, costs and expenses of OGS and ESD's consultants and legal counsel;
3. ESD staff, counsel and consultant time incurred related to any condemnation proceedings.

At closing, the Designated Developer will be required to pay the balance of the purchase price to ESD in addition to an administrative fee in an amount equal to 6.5% of the purchase price. One half of the administrative fee (3.25% of the purchase price) will be paid to ESD, and the other half to OGS. OGS shall set aside its 3.25% administrative fee to be used toward the continued State investment in the Albany Capital Center project including ancillary Empire State Plaza connections being built directly west of the Site.

V. PROPOSAL REQUIREMENTS

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

In evaluating the capabilities of the Respondent, ESD and OGS may utilize any and all information available (including information not provided by the Respondent). Proposals should clearly and concisely state the unique capabilities, experience, and advantages of the Respondent, and demonstrate the Respondent's capability to satisfy the requirements and objectives set forth in this RFP. ESD and OGS further reserve the right to ask additional written or oral clarifying questions to all Respondents or to a subset of Respondents.

The initial Proposals should be no longer than 100 pages of text.

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

1. Respondent Description

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

Each Proposal must include a description of the Respondent owner or the development team, including:

- The intended form and structure of the owner. Any proposed partnership or joint venture must be clearly explained. A chart/diagram of the owner, showing structure (percentages) of ownership and investment must also be included.
- Name, address, phone number and email of each member of the owner. Respondents must provide the Federal EIN numbers of the development entity and identify a primary contact person.
- Current operating budget and previous three (3) years of audited financials for all entities with an ownership percentage in the Proposal.
- A copy of the most recent credit report for key members of the owner.
- Documentation addressing whether the Respondent, or any participating member of the team, has been involved in any litigation or legal dispute against New York State or any litigation or legal dispute regarding a real estate venture during the past five years.
- Evidence of ability to finance the Project including letters of interest and/or intent from equity sources and lenders.
- Evidence of Designated Developer's commitment to pay: (i) the security deposit; and (ii) ESD's out-of-pocket costs and expenses incurred in connection with the

Project and the disposition to the Designated Developer of the Site, including, without limitation, costs and expenses of consultants and legal counsel; and (iii) ESD's staff time incurred related to any condemnation proceeding.

- Evidence of Designated Developer's commitment to pay the full purchase price for the Site (including 10% down and balance at closing) as well as an administration fee equal to 6.5% of the total Site purchase price (at closing).
- Any additional documentation or information evidencing the strength of the Respondent and its ability to complete the Project in a timely manner.

2. Project Description

The Project description should include a detailed narrative describing all relevant aspects of the Project together with any plans related to timing or phasing of the development. The description should address:

- The proposed use(s).
- Type, bulk and size of each component of the development program (gross and net square footages).
- Description of the proposed uses, a list of potential tenants and any letters of interest and/or intent from potential tenants and a description of how such tenants align with the Development Goals set forth in Section IV of this RFP.
- Description and illustration of any proposed changes to the Streets within the Site.
- The description should address how this Project will advance the Development Goals set forth in Section IV above.

3. Purchase Prices

Purchase prices for the State owned and non-State owned tax lots, plus any additional offer for Streets, as required in Section IV, must be expressed in a fixed, non-contingent dollar amount to be paid at closing. Transfer of title will be by quit-claim deed (without any representations or warranties) at the closing.

Respondents that wish to submit alternative development proposals that include zoning changes or overrides must also submit a second separate package of purchase offer prices, broken out into purchase price offers for the State owned and non-State owned lots and any additional offers for the Streets, to reflect the additional value of any proposed zoning alternative, and a separate RFP Workbook.

The Designated Developer will be required to enter into a Development Agreement that provides the terms of any phasing of the Project and agreements to develop the Site in compliance with the proposed development plan.

4. Site Plan and Architectural Design

Each entity submitting a Proposal must provide the following:

- A summary of the proposed building program for the Project with square footages for each use.
- At a minimum, a set of concept sketches on 8.5" x 11" paper, showing the proposed Project and a set of schematic renderings of the proposed Project

showing the principal elevations and massing, floor plans for each use, streetscape and landscape plans, street level renderings, entry features and signage.

- A description of the proposed exterior materials and other relevant specifications.
- A description of sustainable building practices that will be incorporated into the project during construction/renovation and operation of the improvements.
- A description of specific noteworthy features that will be preserved, as well as any significant proposed building modifications or enhancements.

5. Zoning Calculation

Respondent must submit a conceptual development plan with a summary that clearly outlines the proposed uses, gross square footages by building and use, building height, lot coverage and compliance with open space and parking requirements. Respondents proposing zoning change or override must specifically detail required changes and must submit a conceptual development plan and summary for such alternative. ESD does not expect to override any building, fire, or other related codes. Respondents should assume that their Project's height and size is subject to the current zoning outlined in Section III. Should a Respondent seek zoning change or override of any kind, it must submit: 1) A standard Proposal, including all such components described as being required in the RFP, with no other zoning overrides requested; and 2) An addendum outlining a second scenario that assumes zoning change or override would be allowed. Any such alternative should: a) identify and confirm all Proposal components (e.g., the Project Team) that would remain unchanged; and b) include modified Proposal components (e.g., new purchase price, site layout, zoning calculations, etc.; components outlined in RFP Section V, 1-10, e.g.) for all elements of the Proposal that would be changed in the alternative. Additionally, Respondents should provide a rationale upon which ESD should allow zoning change, and how any such change would be compatible with the Development Goals. Proposals that include changes or overrides will be given the same level of consideration and review as Proposals that comply with existing regulations, and neither approach will be favored or disfavored.

6. Development Timeframe

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

7. Flood Zones

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

8. Team Member Qualifications

- Identification and qualifications of each member of the development team, including all persons or entities that will design, develop, or operate the Project, as well as the attorney, engineer, general contractor and other professionals, as

appropriate, including leasing and management, who will be involved with this Project.

- A description of similar projects undertaken by the members of the Respondent's team (including a statement of the dollar value of such projects, the project manager's name and key partners, where applicable).
- A summary of the availability of each of the principal members of each firm and their availability for commitment to the Project.
- Documentation addressing whether any participating team members have been involved in litigation or legal dispute against New York State or regarding a real estate venture during the past five years.
- Background information of the owner, including resumes describing the relevant experience of all principal members. This information must be submitted for every participant in a joint venture and should highlight similar projects (including a project description and approximate dollar value for each).

9. Project Information Supplement ("RFP Workbook")

Respondents are required to email a completed RFP Workbook to the designated email account for this solicitation: AlbanyRFP@esd.ny.gov. Instructions for completing the RFP Workbook are included in the Excel file that has been posted with this RFP. In addition to emailing a copy of the RFP Workbook, Respondents should submit hard copies of all RFP Workbook pages in their Proposals. **Note that Respondents should submit a second RFP Workbook if they are proposing both a scenario consistent with current zoning and another assuming a zoning change or override, as described in Section V(5) ("Zoning Calculation").**

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

- a) Key General Assumptions:* Sustainability; Public Benefits; Historic Preservation; Project Timeline; Zoning Overrides (if applicable); Economic Benefits; M/WBE Participation; NYS Vendor Participation; Project Contingencies; and Endorsements.
- b) Key Financial Assumptions:* Development and Leasing Summary; Estimated Development Cost and Revenues by Use; Financing Summary; and Stabilization Information.
- c) Development Budget:* Acquisition; Site Work; Construction; Soft Costs; Construction Finance; Permanent Finance; Reserves; Marketing and Other.
- d) Development Timeline:* Projected Expenditures and Square Footage of Development by Phase.
- e) Sources of Funds:* Debt Attraction Calculation; Proposed Permanent Financing.
- f) Pro Forma:* Cash flows for the development and Project operation periods, including details of any as-of-right or discretionary real estate tax, other tax, energy or other governmental benefits assumed in the model. The cash flows should include a section outlining all assumptions on which all calculations were based, including minimum returns sought. This data should include all necessary capital investments over time, all reserves, and debt service payments associated

with the financings. Respondents are required to complete all Pro Forma worksheets in the format provided by the RFP Workbook. If Respondents wish, however, they may also complete a supplementary, fully optional Pro Forma as identified on the tab “Pro Forma (Hardcode)” in order to highlight any discrepancies between the existing format constraints and a more precisely modeled Project.

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

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

10. Contractor and Supplier Diversity information. See Section XI(4) below in this RFP

VI. SELECTION CRITERIA

Proposals may be reviewed by ESD, OGS and other City and State officials. Reviewers will consult with the City regarding the proposals. The sale of the Site may be subject to approval, as required under applicable law and regulation, which may include approval of the ESD Directors, the Commissioner of General Services, the Public Authorities Control Board, the Comptroller of the State of New York, and the New York State Attorney General. When evaluating proposals, the following equally-weighted selection criteria will be considered in no order of priority:

- *Consistency with Development Goals:* Thoughtful and innovative approach to addressing the Development Goals articulated in RFP’s Section IV.
- *Financial Feasibility:* Respondent’s demonstrated financial ability to complete the Project; availability of identifiable funding sources to finance the Project; sufficient revenue to support operating expenses, scheduled payments related to capital costs, reserve fund contributors and debt service.
- *Employment Impact:* Creation of construction and permanent on-site jobs and payroll.
- *Economic Impact:* Projected expenditures, construction costs, annual operating costs and other direct spending that will help spur economic activity. ESD will also consider the impact that indirect spending that the Project will generate and any applicable tax revenue.
- *Financial Offer:* Provision of competitive terms for the purchase of the Site.
- *Development Team Qualifications:* Experience, development skills, and financial

resources necessary to complete a high-quality Project on time and within budget.

- *Schedule and Timing*: Proven ability to complete the Project in a timely manner.

Prior to selecting the Designated Developer, the State reserves the right to remove Respondents from competitive consideration at one or more points throughout the solicitation based on these criteria and/or a failure to achieve minimum satisfaction of the Development Goals. In order to remain in competitive consideration, Respondents 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.

The State also reserves the right to conduct interviews with or pose questions in writing to individual Respondents in order to clarify the content of their proposals and to ensure a full and complete understanding of each proposal. ESD and OGS shall undertake to pursue uniformity in the questions it asks to Respondents to the extent practicable, but ESD and OGS may ask different or additional questions to different Respondents in the context of any individual interview or in writing. ESD and OGS 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.

VII. DEVELOPER DUE DILIGENCE

“As Is, Where Is” Condition

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

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

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

VIII. DISPOSITION PROCESS

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

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

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

Upon designation by the State, as noted above, the Designated Developer is expected to pay to ESD a security deposit in the amount equal to 10% of the purchase price, which will be credited toward the full purchase price.

The Designated Developer shall also pay all of ESD's and OGS out-of-pocket costs and expenses (including, without limitation, costs and expenses of consultants, legal counsel, and appraisers) and internal costs related to the disposition of the Site and the Project, inclusive of any necessary condemnations. At the time of and as a pre-requisite to its designation, such Respondent and ESD shall enter into an agreement pursuant to which, among other things: (i) the Respondent shall deposit into an ESD imprest account funds (in an amount that shall be satisfactory to ESD) that shall be held by ESD and used by ESD for payment of such out-of-

pocket costs and expenses; (ii) each time that the balance in the imprest account falls below 50% of the original amount required to be deposited into the account, the Respondent shall promptly make an additional payment into the ESD imprest account so that balance in the account shall be returned to such original amount; and (iii) the amount remaining in the imprest account after all such costs and expenses are paid will be returned to the Respondent.

At closing, in addition to the full purchase price for the Site less the security deposit, the Designated Developer shall pay to an administrative fee in an amount equal to 6.5% of such purchase price, which shall be separate and apart from the purchase price. One half of the administrative fee (3.25% of the purchase price) will be paid to ESD, and the other half to OGS and shall be set aside to be used toward the continued State investment in the Albany Capital Center project including ancillary Empire State Plaza connections being built directly west of the "Site."

IX. SUBMISSIONS

Ten (10) hard copies and one (1) electronic copy (in the form of a flash drive or CD-ROM) of the Proposal identified by "Downtown Albany RFP" must be received by ESD by 2:00 PM on June 4, 2015 at the following address:

Empire State Development
633 Third Avenue, 35th Floor
New York, NY 10017
Attn: Edgar Camacho, ESD Procurement Unit
Re: Downtown Albany RFP

RFP Inquiries

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

AlbanyRFP@esd.ny.gov

Written questions must include the requestor's name, e-mail address and the Respondent represented and should be received by 11:59 PM EDT on May 7, 2015. Responses to all timely and appropriate questions will be posted on ESD's website at:
<http://www.esd.ny.gov/CorporateInformation/RFPs.html>.

No contact related to this solicitation with ESD Board members, staff or consultants, other than emails to the designated email account for the solicitation, attention Alexis Offen the designated contact person, AlbanyRFP@esd.ny.gov, will be allowed by Respondents or employed representatives of Respondent team members during the procurement period of this RFP. Any such contact by a Proposer will be grounds for disqualification.

Site Tours

ESD has scheduled a Site tour date on February 11, 2015 at 1:00 P.M. Respondents are not

required to attend and must email AlbanyRFP@esd.ny.gov at least two days in advance if they wish to participate. The tour is anticipated to last approximately 45-minutes and will include a walk around the surface parking lots and access to 4 E-Comm Square. Access will not be granted to any of the other buildings on the Site.

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

X. STATEMENT OF LIMITATIONS

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

ESD reserves the right: (i) to amend, modify, or withdraw this RFP; (ii) to revise any requirements of this RFP; (iii) to require supplemental statements or information from any responding party; (iv) to accept or reject any or all responses thereto; (v) to extend the deadline for submission of responses thereto; (vi) to negotiate or hold discussions with any respondent and to correct deficient responses which do not completely conform to the instructions contained herein; and (vii) to cancel, in whole or part, this RFP, for any reason or for no reason. ESD may exercise the foregoing rights at any time without notice and without liability to any Respondent or any other party for its expenses incurred in the preparation of responses hereto or otherwise. Responses hereto will be prepared at the sole cost and expense of each Respondent.

3. All information submitted in response to this RFP is subject to the Freedom of Information Law (FOIL), which generally mandates the disclosure of documents in the possession of ESD or OGS upon the request of any person, unless the content of the document falls under a specific exemption to disclosure. If any Respondent wishes to claim that any information submitted in its response to this RFP constitutes a Trade Secret or is otherwise exempt from disclosure under FOIL, such claim must be made at the time of the response, and must be in writing supported by relevant and material arguments.
4. The State reserves the right, in its sole discretion, without liability, to utilize any or all of the RFP responses, including late responses, in its planning efforts. ESD reserves the right to retain and use all the materials and information, and the ideas, suggestions therein, submitted in response to this RFP (collectively, the "Response Information"), and each Respondent must grant an

unconditional and perpetual license without charge to ESD to use any copyright or other legally protected rights in and to the Response Information.

5. This RFP shall not be construed in any manner to implement any of the actions contemplated herein, nor to serve as the basis for any claim whatsoever for reimbursement of costs for efforts expended in preparing a response to the RFP. Neither ESD nor OGS will be responsible for any costs incurred by Respondents related to preparing and submitting a response to this RFP, attending oral presentations, or for any other associated costs.
6. To the best of ESD's and OGS' knowledge, the information provided herein is accurate. Respondents should undertake appropriate investigation in preparation of responses.

XI. PROCUREMENT FORMS AND REQUIREMENTS

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

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

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

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

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

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

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

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

<http://esd.ny.gov/CorporateInformation/RFPs.html>
(under “ESDC Policy Regarding Permissible Contacts under SFL 139”).

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

2. Vendor Responsibility

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

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

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

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

3. Iran Divestment Act

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

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

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

4. Non-Discrimination and Contractor & Supplier Diversity Requirements

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

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

In the event the State elects to sell the Site, the selected Developer shall commit to ESD's Non-Discrimination and Equal Employment Opportunity policy.

The Respondents to this RFP are strongly encouraged to include meaningful participation of local and regional New York State certified Minority and Women-owned businesses in the development of the Site. Favorable consideration shall be given to proposals which include an effective participation plan and specific commitments to New York State certified MWBE firms.

To see the availability of certified MWBE in the region, Respondents may review New York State's Directory of certified MWBE firms at:

<https://ny.newnycontracts.com/FrontEnd/VendorSearchPublic.asp?TN=ny&XID=4016>

A copy of each Respondent's Equal Employment Opportunity Policy Statement (Form OCSD-1), anticipated Staffing Plan (Form OCSD-2), and MWBE Utilization Plan (Form OCSD-4) shall be included as part of the response to this RFP.

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

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

6. Certification Under State Tax Law Section 5-a

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

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

7. Schedule A

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

<http://esd.ny.gov/CorporateInformation/Data/revisedScheduleAWORDMay2012.pdf>

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

8. Project Sunlight

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

XII. INSURANCE REQUIREMENTS

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

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

The NYS Urban Development Corporation d/b/a Empire State Development and the People of the State of the New York must be named as an additional insured on a primary and non-contributory basis on all of the following policies: Commercial General Liability, Auto Liability, and Excess Umbrella Liability policies. All policies above should include a waiver of subrogation in favor of the NYS UDC d/b/a ESD and the People of the State of New York.

EXHIBIT 1 – SURROUNDING AREA MAP

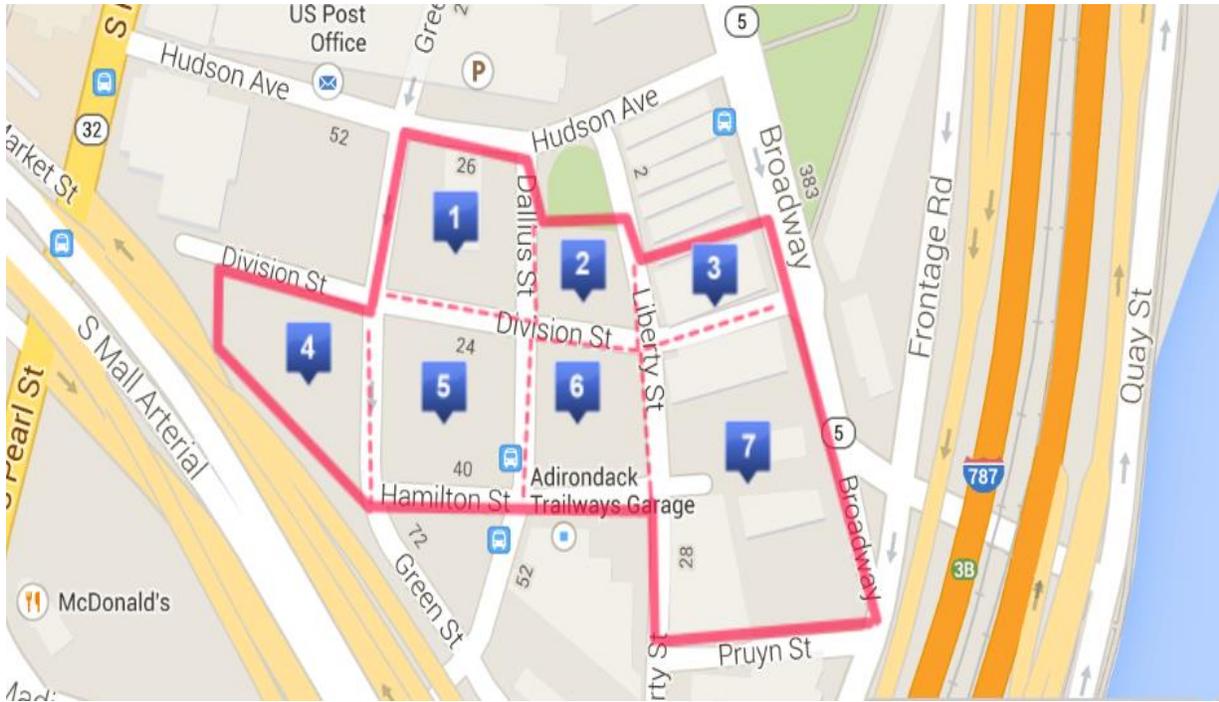


EXHIBIT 2- SITE PHOTOGRAPHS



6 E-Comm Square at 346-350 Broadway



4 E-Comm Square at 330 Broadway



2 and 3 E-Comm Square



Street Scene Facing North on Broadway



Trailways Bus Station at 358 Broadway



Northwest from Liberty Street @ Hamilton Street



Street Scene Facing North on Liberty Street



Easterly from Liberty Street @ Hamilton Street



Liberty Park



50 & 48 Hudson Street

**EXHIBIT 3:
ENCOURAGING USE OF NYS BUSINESSES IN CONTRACT PERFORMANCE FORM**

New York State businesses have a substantial presence in State contracts and strongly contribute to the economies of the state and the nation. In recognition of their economic activity and leadership in doing business in New York State, bidders/proposers for this ESD contract for commodities, services or technology are strongly encouraged and expected to consider New York State businesses in the fulfillment of the requirements of the contract. Such partnering may be as sub-contractors, suppliers, protégés or other supporting roles (herein collectively called “Subcontractors”).

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

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

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

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

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

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

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