

Joint Solicitation for the Development of the Empire Station Complex

Addendum #10

Release Date: April 14, 2016

- 1) For prospective respondents to the Farley RFP, the following materials have been uploaded to the Dropbox for this solicitation (www.bit.ly/empirestation):
 - a. **Cost Letter:** This is the form of letter referred to in the Farley RFP portion of the Joint Solicitation in the Developer Payments & Deposits section. The letter must be submitted in the form provided with this addendum without out changes, modifications, supplements or deletions of any kind other than the inclusion of the Respondent's name and the name, title and signature of the person signing on behalf of the Respondent.
 - b. **Force Account Estimate for Train Shed Work:** An estimate of force account costs payable by Developer to Amtrak in connection with the Train Shed Work. This estimate is based on anticipated outages and duration of work and is limited to the force account work described. It does not represent a firm or not-to-exceed price for this work and is subject to change based on the final construction schedule, logistics and planning and other factors.
 - c. **Form of Agreement for SOM Design and Construction Phase Services:** Provides terms and conditions on which Skidmore, Owings & Merrill LLP is prepared to revise and finalize the 2015 Contract Documents and issue construction documents for the Train Hall Work and perform and provide additional preconstruction services and construction phase services for the Selected Developer as required. Fees for the scopes of services required are to be negotiated.
 - d. **Q&A Responses (Partial):** Responses to questions on the Farley RFP received by March 18, 2016. For more information on the extension of the question period see Addendum #3. Please note that several files have been posted to Buzzsaw in connection with this Q&A.
 - e. **Revised Draft Operations and Maintenance Exhibit:** Draft exhibit for the Development Agreement that summarizes the Developer's obligations in respect of the provision of Operations and Maintenance Services within the Facility. The draft exhibit sets out obligations in respect of Operations Services, Preventative Maintenance Services and Renewal Work Services throughout the Facility along with illustrative Operational and Performance Standards for the Train Hall Unit specifically. The Revised Draft Operations and Maintenance Exhibit replaces the Draft Operations and Maintenance Exhibit posted with Addendum #7.
 - f. **Revised Moynihan Train Hall Layout:** Revised Train Hall layout that will be incorporated by the Project Sponsors into the construction drawings.

- g. **Respondent Certification:** Required certification that is to be submitted with Respondent's Proposals. The certification requires that the Respondents to certify that: 1) Respondent Proposal is a firm offer for a 180-day period from the date of submission; 2) Respondent has read the entire Joint Solicitation the Development of the Empire Station Complex, including all addendums; and 3) Respondent is in compliance with the requirements set forth in the Procurement Forms and Requirements Section Joint Solicitation.

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

2) The Project Sponsors are amending the Joint Solicitation as follows:

- a. Part VIII of the Joint Solicitation, under Additional Requirements for Respondents to Both Solicitations, following is added:

"At the time that the transactions contemplated by this Joint Solicitation are completed or the process contemplated by the Joint Solicitation is permanently terminated, the Respondent's submission information with respect to such completed or terminated portion of the transactions will be made publically available by the Project Sponsors, subject to applicable law, including the New York State Freedom of Information Law, at the New York City office of ESD."

- b. In Section IX of the Joint Solicitation, under "Evaluation Process" the following is added:

"The Project Sponsors reserve the authority to waive mandatory requirements of the Joint Solicitation if the Project Sponsors deem such requirements to be not material."

- c. The Project Sponsors are amending Addendum #1 and Addendum #5 by adding the following paragraph to each:

"E Yard Drawings (Addendum #1 - Add Alternate No. 1) and Designs for Platform Ventilation System Fans & MEP (Addendum #5 - Add Alternate No.2): The E Yard Drawings and the Designs for Platform Ventilation System Fans & MEP were prepared by Parsons Brinckerhoff, Inc., Systra Engineering, Inc. and subconsultants. In the event that the Project Sponsors elect to include these Add Alternates in the scope of the Train Hall Work under the Development Agreement with the Selected Developer, Parsons Brinckerhoff, Inc. will enter into an Agreement with the Selected Developer to perform and provide construction phase services for this construction of this Add Alternate work including services of Systra Engineering, Inc. and other subconsultants as required. "

Each of the foregoing is added to and made part of the Joint Solicitation.

3) The Project Sponsors are amending the Penn RFEI/RFQ as follows:

In part VI, on page 24, in the Evaluation Criteria section, with respect to the criteria item, Project Design and Timing, the bullet point stating, “Expeditious and realistic timeline for project completion, including proposed phases of construction with definable benchmarks (i.e. Upper Level and Lower Level Concourse)” is deleted and replaced with the following:

“Expeditious and realistic timeline for project completion (i.e., for either or both the Lower Level Concourse and the Upper Level Concourse, dependent upon whether the scope of the Respondent’s submission is one or both of these concourses), including proposed phases of construction with definable benchmarks and, with strong preference given to submissions that utilize government processes and procedures as are within the exclusive purview of the applicable Project Sponsor”

Each of the foregoing is added to and made part of the Penn RFEI/RFQ.

4) The Project Sponsors are amending the Farley RFP as follows:

- a. On page 32, in the last paragraph of the “Train Hall Work – Drawings”, the following sentence is deleted: “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.” Replace this sentence with the following:

“The cost of extension of this policy for the Train Hall Work will be a reimbursable cost under the Development Agreement if the Selected Developer agrees to engage SOM.”

- b. On page 32, after the last paragraph of the “Train Hall Work – Drawings” section, the following paragraph is added:

“In order to expedite the start of construction, the Project Sponsors will engage SOM to advance the 100% drawings with the following: revisions to address the State Code as defined in the “Code Compliance & Permitting” section on page 37 of the RFP; revision of platform escalator widths from 40" to 32" as noted under Train Shed Work in RFP Exhibit D, and conforming revisions to the platform utilities designs (Add Alternate No. 3); revisions to address minor comments on the 100% drawings by Amtrak, PANYNJ and FRA (described below); and revisions to the Train Hall layout to reflect the LIRR space (described below). This may reduce the level of effort for which the Selected Developer is responsible under the first paragraph of this section but will not alter the Selected Developer’s overall responsibility for the construction documents as provided in this section. Drawings containing these revisions will be provided to the Selected Developer prior to execution of the Development Agreement for incorporation in the construction documents. Implementation of these revisions, along with the rest of the construction documents, is the Selected Developer’s responsibility and all costs are to be included in the Respondent’s Proposal. The modifications to the train hall layout described below are attached in plan-view as Exhibit A to Addendum 10 to the Joint Solicitation and include square footage

differences between the revised layout and the 100% “not for construction” submission released in January 2016.”

- c. On page 39, Section “(vi) Force Account”, the following sentence is deleted: “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).”

In addition, the following is added at the end of Section (vi):

“The Force Account Agreement, also known as a Construction Phase Agreement, also will provide for performance of services by Amtrak at the Selected Developer’s expense in connection with the Train Shed Work, including the following: review and approval of proposed changes; inspection services; engineering services; services required for the protection of railroad traffic, such as flagging, controlled power outages and/or track outages; preparation of estimates of Amtrak’s costs for such services; attendance at meetings; performance of environmental reviews, if necessary; performance of construction or construction-related services as may be necessary, such as catenary work and signal work; and additional related services. The Selected Developer will be required to make an advance deposit to Amtrak in an amount equal to 25% of the estimated costs payable by the Selected Developer for such services. The Agreement will require that the Selected Developer obtain approval of the Train Shed Work plans by New York City Fire Department and any other authority having jurisdiction for the Train Shed Work plans, and changes to the plans and schedule will require Amtrak’s approval. Regular meetings with Amtrak and the other railroads will be required and a steering committee including representatives of the railroads will be established to oversee coordination of the Train Shed Work. The Selected Developer’s Contractors will be required to execute Amtrak’s permit to enter, and the Selected Developer will be fully responsible under this Agreement for safety and security of the Train Shed Work and for proper performance of the Train Shed Work and shall be required to defend and indemnify Amtrak and the other railroads and their respective officers, directors, employees, agents, successors, assigns and subsidiaries.”

- d. On page 52, in Section X, in the third dark bullet, delete the first sentence “Current operating budget and previous three (3) years of audited financials.” and replace it with the following:

“Current operating budget and previous three (3) years of audited financial statements for each of the following entities in the Respondent team (where applicable):

- i. The Respondent and all entities that will be providing equity in relation to the Project, as applicable;
- ii. The construction contractor who will be named in the Construction Security documents; and
- iii. Any entity that will be required to provide a guaranty or any other financial support on behalf of any of the entities above.”

- e. In Exhibit D of the RFP Construction Exhibits, on page 11, the words “to be issued by Addendum” are deleted and replaced with: “to be issued prior to execution of the Development Agreement.”
- f. In part VII, on page 49, in the Evaluation Criteria section, with respect to the criteria item, Project Design and Timing, the bullet point stating, “Expeditious timeline for project completion, including proposed phases of construction with definable benchmarks (i.e. Moynihan Train Hall and Farley commercial redevelopment)” is deleted and replaced with the following:

“Expeditious timeline for project completion, including proposed phases of construction with definable benchmarks (i.e., for each of the (i) the Moynihan Train Hall (ii) the Amtrak and LIRR space, (iii) the Train Hall Retail Space, and (iv) the other portions of the Farley Building), with strong preference given to proposals that utilize government processes and procedures within the exclusive purview of the applicable Project Sponsor”

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

Of note, this is anticipated to be the last addendum impacting Proposals prior to the deadline for this Solicitation, though, if necessary, additional addenda may be posted prior to the deadline to submit responses, and additional information may be provided to Respondents following the deadline.

Any questions regarding this addendum may be submitted to the designated contact account for this solicitation at empirestation@esd.ny.gov. To receive updates when new addenda, if any, are posted to the ESD website, please email empirestation@esd.ny.gov.

EXHIBIT A
Train Hall Work – Drawings

“Minor Comments to be Addressed in Construction Documents

a. Level 2 North:

- i. Plumbing locations for proposed restroom/breakroom/locker room
- ii. Service access to skylight relocated from western to eastern side of north wall.

b. Level 2 South:

- i. Add 7’ wide personnel doorway at Baggage Operations Room to adjacent corridor in vicinity of BE-4W elevator to allow for movement of items to/from the loading dock freight elevator.
- ii. Add 15’ wide OH door at Baggage Operations Room to adjacent corridor in vicinity of BE-4W elevator to allow for movement of items to/from the loading dock freight elevator.
- iii. Provide supplemental maneuvering space in the BOH corridor in mid-block area to allow for adequate clearance for 90 degree turns for the movement of cargo, supplies, and equipment.
- iv. Propose relocation of USPS BOH to the southeast corner of the building, positioned adjacent to the USPS elevators FE-04 & FE-05.

c. Concourse Level:

- i. Elevator BE-5W; move door to west side.
- ii. Door to elevator BE-7W moved to opposite side,
- iii. Provide plumbing for single occupancy toilet rooms in each of the two Amtrak BOH areas (Customer Service and Ticketing/Baggage Claim).”

“Train Hall Layout Revisions to be Addressed in Construction Documents

Concourse Level

- 1) Retail spaces in the northern half of the train hall are to be revised to improve access for LIRR & MNR passenger access and circulation into the train hall as per the following:
 - From column line E19 to E10 a soft retail zone is to be introduced abutting the Farley building’s Northern-most perimeter. This area is to be outfitted with power and zoned for potential increase of mechanical load to meet the expected occupancy of the area identified at this time.
 - Retail at the Northeast of the Train Hall, abutted by the north entry ramp and the BOH corridor, is to be reduced to a non-enclosed, 400sf soft retail zone.
 - All North retail directly abutting the train hall atrium is to be replaced by an open waiting area equipped with powered standing height tables. A permanent LIRR and MNRR information booth is to be located in the center of this space, justified to column line N9.
- 2) The Northwest BOH and Retail block, abutting the Train Hall atrium, is to be reorganized, to adopt LIRR and MNRR program as per the following:

- Six LIRR and MNRR Ticketing Counters are to be accommodated facing the atrium along column line E20.
 - A BOH corridor behind the Ticketing area is to connect interior LIRR spaces
 - o A shared Storage Room, for LIRR and MNRR use (250 SF)
 - o Accounting and Cash Room (375 SF)
 - o A TVM Service space (275 SF)
 - Access to a secure elevator vestibule for all Station Railroad Providers is to be provided directly north of column E19, N8. This will provide access to a new passenger elevator between Level 2 and Concourse. (
 - A LIRR & MNRR Customer Service Office (280 SF) is to be provided north of N8, E19, facing toward the open waiting area.
 - An Amtrak Police Office is to be provided in the corner location just south of the LIRR & MNR Ticket counters, abutting the central circulation.
 - The Port Authority space is to extend in a shallower foot print from E22 to E21.
- 3) Retail spaces at the south of the train hall are to be modified as per the following:
- Southernmost retail, between columns W30 and E19 is to expand north to enclose column line S11.
 - Retail adjacent the Amtrak Office Space, at west and east is to be converted to Amtrak space.
 - Soft Retail space is to extend out from line E19 to E17, tight to the southern ramp.
 - Retail between E17 and E15 is to expand to column E14.
 - Four stand-alone kiosks 36sf/per will provide retail opportunities between S12 and S13 aligned south of the stair to ClubAcela.
- 4) Redcap Storage space adjacent to BE-6W is to be removed. Abutting retail SF is to be enlarged to approximately 415 SF.
- 5) Elevator PE-2 to be revised as to provide service to the Concourse Level.
- 6) The furthest North and South retail kiosks abutting the East side of the Train Hall Atrium are to be enlarged to 235 SF.
- 7) All newly exposed spaces and walls are to be finished to match adjacent spaces, and receive appropriate mechanical, electrical, and fireproofing support per their available occupancy.
- 8) Newly enclosed spaces are to be finished as shell spaces, to be outfit by the future tenant.

Level 2

- 1) Approximately 2000 SF of BOH space is to be accommodated for LIRR and MNRR support, north of column line N8. .

Spaces to be accommodated are (minimum SF noted):



- Open office and Management offices, 750 SF)
- Two Locker Rooms (125 SF each) and two Restrooms (80 SF each) are to be grouped adjacent the new passenger elevator
- Electrical Room (105 SF)
- Employee Break Room & Pantry (250 SF)
- Tele-com Room (125 SF)
- Circulation allowance as per accepted industry standards