



Empire State Development

REQUEST FOR PROPOSALS TO PURCHASE AND REDEVELOP THE FORMER BAYVIEW CORRECTIONAL FACILITY

550 West 20th Street, New York, NY





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Development**

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550 West 20th Street, New York, NY

Issued: September 26, 2023

IMPORTANT NOTICE: A restricted period under the Procurement Lobbying Law is currently in effect for this Procurement and it will remain in effect until approval of the Contract. Respondents are prohibited from contact related to this procurement with any New York State employee other than the designated contacts listed below.

Designated Contacts for this Procurement:

Primary Contact: John F. Discolo
Secondary Contact: Ralph Volcy

All contacts/inquiries shall be made by email to the following address:

2023Bayview@esd.ny.gov

This RFP is posted on the Empire State Development website:

<https://esd.ny.gov/doing-business-ny/requests-proposals>

Submission Deadline: December 13, 2023 by 5:00 PM ET

Please send your proposals to the following Dropbox link:

<https://www.dropbox.com/request/ld1WjSfkogL8LdVxBkZY>

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I. INTRODUCTION

New York State Urban Development Corporation d/b/a Empire State Development (“ESD”) hereby requests responsive and responsible parties to submit proposals for the purchase and adaptive re-use including affordable and supportive housing of the 0.4-acre site of the former Bayview Correctional Facility at 550 West 20th Street New York, New York (“the Site”). The Project’s purpose of providing supportive housing, affordable housing, and community facilities will confer community benefits and enhance the reintegration of the Site into its surrounding communities.

The Site is comprised of Block 691, Lot 1 and consists of two adjoining structurally integrated building sections – an eight-story West Section and a six-story East Section. The building totals over 100,000 gross square feet of floor area, as described in Section III, A. Built in 1931, the Site was originally used as a YMCA but most recently served as the former Bayview Correctional Facility, a women’s medium security correctional and work release facility. Following flooding after Hurricane Sandy, the Site closed in October 2012 and is vacant. The Site is in West Chelsea, a neighborhood which features a notable mix of cultural and entertainment destinations, the High Line and Hudson River Parks, high-value luxury residential condominiums, premier commercial space, and some of the City of New York’s most architecturally distinctive buildings.

This RFP follows the cancellation of two prior RFPs for The Site dated December 23, 2013, titled, “Request for Proposals for the Purchase and Adaptive Re-use of Bayview Correctional Facility” and May 19, 2014, titled, “Request for Proposals for the Purchase or Long-Term Lease and Adaptive Re-Use of Bayview Correctional Facility,” respectively.

ESD invites all qualified parties to submit proposals for the reuse and redevelopment of the Site in accordance with the goals and objectives of the Project and the parameters specified in this RFP. Each party that submits a response (“Proposal”) to this RFP is referred to herein as a “Respondent.” A Respondent who is conditionally designated through this RFP process is referred to herein as a “Designated Developer.”

Respondents to this RFP should propose uses that will advance the Development Objectives described in Section IV below. Proposals shall at minimum meet the required objectives in order to be considered responsive, including at least 60 supportive housing units, 5,000-6,000 square feet of white box space for 15 units of short-term transitional residence, and preservation and adaptive reuse to the extent feasible, of the historic building and features.

The issuance of this RFP reflects ESD’s commitment to redevelop this Site for community needs, regardless of the Penn Station Area General Project Plan timeline.

II. SCHEDULE OF DATES

It is anticipated that a contract will be awarded in response to this RFP based on the following schedule:

Release of RFP	September 26, 2023
Deadline to RSVP to Site Visit	October 10, 2023 by 5:00 PM EST
Site Visit	October 18, 2023
Deadline for Submission of Questions	October 20, 2023 by 5:00 PM EST
Deadline for ESD to Respond to Questions	November 3, 2023
Submission of Proposals (date and time)	December 13, 2023 by 5:00 PM EST
Interviews (if necessary)	TBD
Announcement of Successful Respondent	TBD
Anticipated Contract Start Date	TBD

Please note, the Corporation reserves the right to change any of the dates stated in this RFP.

III. SITE CONTEXT AND DESCRIPTION

A. Project Site

The Site is located at 550 West 20th Street, New York, New York in Manhattan’s West Chelsea neighborhood (Block 691, Lot 1). The art-deco brick masonry building was designed by Shreve, Lamb, and Harmon Architects and constructed in 1930-32 to be the Seamen's House YMCA. The Site is eligible for listing on the State and National Registers of Historic Places.

From 1967 through 1974, the facility was transferred to the New York State Bayview Rehabilitation Center to be used as a residential treatment center operated by the Narcotic Addiction Control Commission (NACC). In 1974, operation was transferred to the New York State Department of Correctional Services (DOCCS) and the building was reclassified a correctional facility. The site served as Bayview Correctional Facility, a medium-security women’s prison, until flooding from Hurricane Sandy closed the facility in 2012.

The Site consists of two structurally and architecturally integrated sections – the eight-story West Section (a.k.a. “Main Building”) which, including the ninth story tower, rises approximately 107 feet (see Figure 1) and the six-story East Section (a.k.a. “Annex Building” or “Laundry Facility”) which is approximately 98 feet tall (see Figure 2). The more architecturally ornate West Section originally served as the public and social center of the building while the East Section served as the laundry facility and mechanical space. The original connections of the East and West Sections were limited, but subsequently, when the building was no longer used as the Seamen’s House YMCA, additional

connections were created through the common wall to unify the two sections, although the floor levels do not align. The roof was used for outdoor recreation and related activities and is equipped with a wrap-around chain-link enclosure. Floor plans are included in **Appendix A, Site Field Guide** and **building elevations are included as Appendix D**. The original architectural plans can be found in Columbia’s Avery Architectural and Fine Arts Library.

“Despite the visual and functional distinction of the two sections of the building, there is no structural separation between the East and West Sections; they are integral structurally. In addition, the current lateral load resisting system is comprised of the entire structurally integrated steel frame of the two sections of the building; modifications to one section will require the other section to be structurally reinforced.”¹

Figure 1: Main Building or West Section

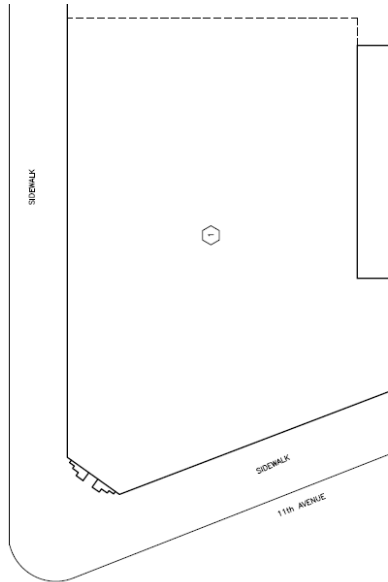
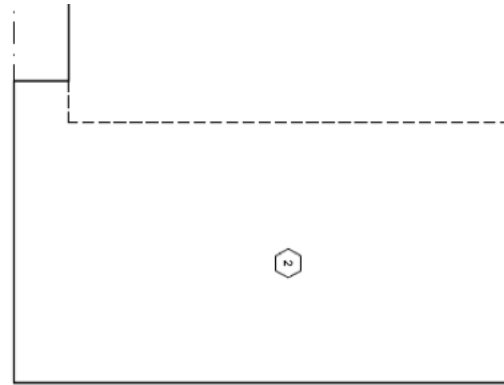


Figure 2: Annex Building or East Section

¹ Li Saltzman Architects. *Historic Structures Report Seamen’s House YMCA*. June 21, 2016, page 3-3



Since its closure, The Site has sat vacant and maintained in a heated, “warm” state. The Site will be sold “AS IS” and “WHERE IS,” as described in greater detail in Section VIII: Conveyance Process. A map of The Site’s key plot plan, including the lot dimensions, is included in the attached **The Site Field Guide (Appendix A)**.

B. Building Dimensions

FLOOR	MAIN HEIGHT	ANNEX HEIGHT	FLOOR AREA
1 ST	11’-6”	9’	15,603 GSF
2 ND	14’-6”	9’	15,408 GSF
3 RD	12’-6”	14’-6”	14,828 GSF
4 TH	10’	15’-6”	13,889 GSF
5 TH	10’	15’-6”	14,521 GSF
6 TH	10’	12’-6”	11,054 GSF
7 TH	10’	[no annex floor]	10,077 GSF
8 TH	12’-6”	[no annex floor]	8,498 GSF
BASEMENT			16,178 GSF
ROOF			10,138 GSF
MECHANICAL SPACE ON ROOF			332 GSF
TOTAL LOT SIZE			15,800 GSF

Source: OGS Blue Book

Additional drawings and floor plans can be found in **Appendix A: Site Field Guide**.

C. Surrounding Area

Located in Manhattan's West Chelsea neighborhood, the Site is within Manhattan Community District 4. The Site is walking distance from residential condominiums and rental apartment buildings, art galleries, the Chelsea Piers Sports Center, the Chelsea Waterside Park, the Chelsea Dog Run Park, the Hudson River Park, and the High Line elevated linear park. The Site is also close to commercial sites such as the New York City headquarters of Google (0.3 miles), as well as the international corporate headquarters of InterActiveCorp (one block south).

Figure 3: Neighborhood Lot Map



As detailed below, the neighborhood surrounding the Site is one of architectural distinction. Immediately adjacent to the Site is 100 Eleventh Avenue, a luxury condominium building designed by French architect Jean Nouvel. The Frank Gehry-designed IAC Building is one block further, sitting at the northeast corner of Eleventh Avenue and West 19th Street, and the High Line elevated linear

park runs perpendicular to West 20th Street in between Tenth Avenue and Eleventh Avenue. See Figure 4.

Figure 4: Site Architectural Context



D. Zoning

The Site is in the Special West Chelsea Zoning District, with most of the Site located in this district’s Sub-area D and a small portion in Sub-area E. Based on the limited share of the Site in Sub-area E and preliminary conversations with the NYC Department of Planning, for purposes of this RFP, Respondents may assume in their Proposals the entire Site is one lot governed by Sub-area D.

Sub-area D of the Special West Chelsea Zoning District provides for a base maximum floor area ratio (Base FAR) of 5.0. However, it also allows a structure to increase its floor area up to a total maximum allowable FAR (“Max FAR”) of 7.5 by purchasing High Line Transfer Corridor development rights, or contribution to the Special West Chelsea affordable housing fund. Currently, the Site is believed to be overbuilt for its Base FAR but underbuilt relative to its Max FAR to reach its full development potential. So long as they satisfy all other elements of Sub-area D zoning, Proposals may propose floor area up to the Max FAR without being required to externally purchase additional development rights. For additional information on zoning, please see Section VII, Required Proposal Contents.

Respondents are required to comply with the current use and bulk zoning requirements of the Special West Chelsea District. Further information on the Special West Chelsea Zoning District is available in the City of New York’s zoning resolution, available at:

<https://zr.planning.nyc.gov/article-ix/chapter-8>

The Site is also located in a High-Risk Area AE flood zone, as designated by the U.S. Federal Emergency Management Agency. Respondents must comply with regulations associated with this designation and the City of New York’s Flood Resilience Zoning Text Amendment, the latter of which is described in greater detail at: https://www1.nyc.gov/assets/planning/download/pdf/plans/flood-resiliency/flood_resiliency.pdf . Respondents are also strongly encouraged to utilize New York City’s Climate Resiliency Design Guidelines in developing their proposals.

E. Cultural and Historic Resources

The former Seamen’s House YMCA, constructed in 1931, is an Art-Deco masonry building designed by Shreve, Lamb and Harmon Architects, one of the premier architectural firms active in the 1930’s, who designed many prominent buildings in New York City, but is most widely associated with the Empire State Building.

The Site is eligible for listing on the New York State and National Registers of Historic Places. Any physical activity including the alteration or demolition of the property or the transfer, lease or sale of the property, or approval involving the Site will require consultation with the New York State Office of Parks, Recreation and Historic Preservation (“OPRHP”) in accordance with the New York State Historic Preservation Act of 1980 (Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law) in order to ensure that any adverse impacts on the Site are avoided or mitigated to the fullest extent practicable, and all feasible and prudent alternatives are fully explored during the project planning process.

For any adverse impact on the Site as determined by OPRHP, the Designated Developer will be responsible for required mitigation in consultation with ESD and OPRHP. Projects will be evaluated using the Secretary of the Interior’s Standards for Rehabilitation, which can be found at: <https://www.nps.gov/tps/standards/rehabilitation.htm>.

To address unsafe Site conditions due to weathering-caused deteriorating masonry, emergency façade repair work has been and will continue to be conducted. Existing conditions have been documented, and decorative terra cotta samples have been preserved for future restoration. The

Designated Developer will be required to restore the façade to the extent feasible, including restoring, repairing and/or replacing in-kind decorative terra cotta in consultation with OPRHP.

F. Utilities and Existing Systems

Consolidated Edison (Con Ed) provides electric service for the Site. Power delivered is 208-volt 3 phase power, main breaker 3000 amps which enters the southeast side of the Annex basement from West 20th street. The main disconnect is in the Annex basement. Power is then distributed throughout the building. Emergency generator backup is provided by an on-site 500 KW (2006 model year) natural gas-fired generator located on the roof of the Annex.

Water is supplied through by a 4" buried cast iron water main which enters the Annex. The system includes standpipes and sprinkler heads that provide fire protection to the entire building. Water is provided by the City of New York municipal water supply system.

Sewage is managed by an underground sanitary sewer piping and manholes, as well as a 40-gallon grease trap. Sewage flows connect to the City of New York public sanitary sewer system.

Stormwater is managed by a stormwater collection system consisting of roof drains and an exterior basement access area drain at the Main Building. The Site has not historically fallen under the regulatory requirements of the New York State Department of Environmental Conservation (NYS DEC) Municipal Separate Storm Sewer System (MS4) for stormwater management. However, the Site may be subject to such requirements under private party ownership.

Emergency life and safety systems include standpipes, fire alarm, emergency lighting, exit lights, and kitchen hood system. These systems will remain in the building but compliance with applicable law and regulation after conveyance of The Site by the State will be the responsibility of the Designated Developer.

Existing air conditioning and refrigeration systems at the facility are comprised of kitchen refrigeration, domestic type refrigeration, window AC units, and a central chiller system. All portable refrigeration units are expected to be removed from The Site for re-use at other State facilities prior to transfer to the Designated Developer.

The Site operates a 500KW natural gas emergency generator. This emission source is registered with NYS DEC (Registration ID 2-6205-01643/00001) and certain regulatory requirements are mandated. The Site also includes four natural gas boilers/heaters.

G. Environmental Conditions

The Designated Developer will be responsible for conducting all due diligence investigations and remediation, including, but not limited to, environmental site assessments, which include sampling and testing of the soil, sediments, and ground water (if any). No representation or warranty is made nor shall be given by ESD, DOCCS, the State or any other entity as to any environmental condition at or under the Site, which is offered “AS IS” and “WHERE IS.” The term “environmental condition” as used herein includes but is not limited to any hazardous and/or toxic substance as defined in any State or Federal law, rule or regulation, solid waste, petroleum and/or petroleum by-products, endangered species of fauna or flora, archeological feature or artifact or any other matter or site condition which may affect the development of the Site.

The Site is located within the boundaries of the former West 18th Street Manufactured Gas Plant (MGP). See **Appendix B for a Phase I Environmental Site Assessment**. The former MGP was constructed during the 1830s and was operated by the Manhattan Gas Light Company, a predecessor company to Consolidated Edison. The original MGP covered portions of four modern city blocks between West 16th and West 20th Streets, west of 10th Avenue, as well as a small parcel located east of 10th Avenue on West 18th Street, inclusive of the Site. The Site is subject to an Order on Consent with NYS DEC. Details on the former MGP can be found in **Appendix C (Site Management Plan) and Appendix E (Alternatives Analysis Report)**.

The Site formerly included one (1) 7,500-gallon underground Petroleum Bulk Storage (PBS) Tank (ID #001) that is registered with NYS DEC (Registration ID 2-399515). A State Office of General Services (“OGS”) project permanently closed this tank in-place, resulting in its removal from the PBS registration. At this point, the Site no longer has any registered tanks and, as such, no further PBS responsibilities exist at the Site. There are currently no open petroleum spills on file with NYS DEC.

H. Ownership and Taxes

The Site is currently owned by ESD and is thus currently exempt from property taxes. After conveyance, the Site will be subject to New York City real property taxes and charges. Property tax exemptions may be available for eligible Projects or Project components. For details of relevant tax exemption programs, Respondents should consult relevant statutes and rules. Proposals should indicate which tax exemption program(s), if any, Respondents plan to utilize. It is the Designated Developer’s responsibility to apply for and meet the requirements of any specific tax benefit program(s).

IV. DEVELOPMENT OBJECTIVES AND REQUIREMENTS

A. Development Objectives

The primary development objectives for the Project are to provide affordable and supportive housing in partnership with New York State Homes and Community Renewal (HCR), to provide Short Term Transitional Housing in partnership with the New York State Office of Mental Health (OMH), and to improve the wellness and economic opportunities in the neighborhood. ESD is seeking Proposals for a high-quality development that meets the following objectives (the “Development Objectives”):

- Benefit the West Chelsea neighborhood and surrounding communities including benefit to low- and moderate-income individuals and families, and chronically homeless populations;
- Provide permanent low-income affordable housing and at least 60 units of supportive housing targeting families and individuals who are both homeless and who are identified as having unmet housing need, as specified in the RFP;
- Provide 5,000-6,000 square foot condominium to the specifications of OHM, provided in Section IV. B., below;
- Provide community facility use to address demonstrated community needs (in addition to ancillary space serving the supportive housing and the STTR space);
- Provide for adaptive reuse of the historic building and features to the extent feasible;
 - Provide in-kind replacement of the historic façade to the extent feasible; if determined not feasible, provide replacement with compatible substitute material, as determined in consultation with OPRHP;
 - Comply with all OPRHP requirements;
- Incorporate sustainable and resilient building practices in accordance with the goals of the New York State Climate Leadership and Community Protection Act;
- Ensure meaningful participation by Minority Owned Business Enterprises (“MBE”), Women Owned Business Enterprises (“WBE”) and Service-Disabled Veteran-Owned-Business (“SDVOB”);
- Ensure at least 51% Nonprofit Ownership, as compliant with HCR’s SHOP Term Sheet;

The Development Objectives will be effectuated through an ESD General Project Plan (“GPP”) for the Site and a restrictive declaration ensuring compliance therewith.

Manhattan Community Board 4 has put forth recommendations for this Site. Beyond the required Development Objectives listed above, Respondents are encouraged to incorporate community goals into their Proposal:

B. Development Program

Respondents must also include the following the development program in any Proposal. ESD, HCR, and OMH will work in partnership to provide capital and operating funding for the development programs.

- Affordable and Supportive Housing Component
 - Permanently low-income affordable housing units and at least 60 supportive housing units
 - Ensure this component shall equally and proportionally distribute supportive and non-supportive dwelling units throughout the project, with respect to location and access to amenities. Supportive units shall not be isolated to a specific floor, or specific areas in the project.
 - Ensure units comply with financing and program requirements through New York State Homes and Community Renewal (HCR) including 4% Low-Income Housing Tax Credits (LIHTC) (see term sheet: <https://hcr.ny.gov/term-sheet-and-financing-guide>), Supportive Housing Opportunity (SHOP) program (see term sheet: <https://hcr.ny.gov/hcr-supportive-housing-opportunity-program-term-sheet-0>) , and other applicable loan subsidies;
 - The supportive units will require services and operating subsidies, likely through the Empire State Supportive Housing Initiative (ESSHI). The not-for-profit supportive housing partner/ services provider would need to apply successfully under the ESSHI RFP to obtain a conditional ESSHI award. Financing for all aspects of the program is subject to successful applications to applicable RFPs, Budget availability and approval. The supportive housing component must also include space for on-site supportive services, separate and apart from the Short-Term Transitional Residence.

- Short Term Transitional Residence Program
 - General Program Description
 - The Short-Term Transitional Residence is a program that is funded and monitored by the New York State Office of Mental Health (OMH). It will be operated by a non-profit agency that OMH selects through a Request for Proposals (RFP). The goal of the program is to provide a temporary home to individuals who are experiencing street homelessness in New York City and referred by a homeless outreach team. The program provides room and board; peer support and engagement; linkages to

medical, substance use and mental health care; assistance with accessing public benefits, employment, or educational services; and linkages to permanent housing. The residence should have its own private entrance, be handicap accessible, and configured with single bedrooms/baths and shared common spaces such as a kitchen/dining area, living room, lounge area; laundry room; storage space and staff offices. It is estimated that a total of 5,000 to 6,000 square feet should be set aside by the owner/developer for the Short-Term Residence. The layout of the space will be designed by a licensed architect that the non-profit operator selects. OMH recognizes that further discussion will be needed regarding building systems and other features.

- The Service Provider for STTR will be selected by OMH through a competitive RFQ (Request for Qualifications). The Selected Service Provider will purchase the space as a separate condominium.
- Information regarding STTR financial resources can be found here: <https://omh.ny.gov/omhweb/rfp/2022/sttr-ha/#:~:text=The%20Short%2DTerm%20Transitional%20Residences,a%20more%20i%20ndependent%20housing%20setting.>

White Box Requirement

Subject to review and further comment from OMH following a full site inspection, the Premises shall be delivered in “white box condition” with the following items to be provided by Developer’s sole cost and expense, and conveyed as a condominium to the selected STTR service provider:

- Deliver vacant, demised, and in broom-clean condition, with appropriate zoning and certificate of occupancy in place for the Use.
- Floor(s) to be delivered level, smooth, and ready for finishes. Space will be fully demised from adjacent building spaces with perimeter walls, toilet room walls, columns and similar vertical surfaces are to be prime painted.
- Space shall be code compliant. Compliance shall include, but not be deemed limited to, all issues related to entrance, egress, demising partitions, fire suppression, utilities etc.
- Developer will provide an assessment of the roof condition, performed by an independent professional, and any repairs or replacements deemed necessary in such report.
- Provide a minimum of 200-amp 3-phase 4-wire service to disconnect switch, complete with panel and breakers.
- Provide domestic cold water, and, if required by applicable codes a sprinkler line to connection point(s) in the Premises. If the premises is presently fully sprinklered, provide code compliance ‘white box’ sprinkler layout.

- Provide new ADA compliant entry doors. Location, design, and specifications of aforementioned entrance to be mutually agreed upon.
 - Private or restricted use elevator access.
 - Provide capped plumbing stub-ins for domestic water and waste lines for bathrooms, in locations to be mutually agreed upon.
 - All systems, including mechanical, plumbing and otherwise shall be in good working order free from any defects and all warranties for such systems shall be transferred to OMH Provider.
 - Deliver free of any violations and/or Stop Work Order(s) that may prevent OMH Provider from obtaining permits or performing Work in the Premises.
 - Deliver free of asbestos, mold, and any other hazardous materials.
 - HVAC: Developer to install HVAC system of sufficient capacity to service the entire Premises inclusive of ductwork, power and control wiring throughout the Premises pursuant to OMH Provider’s plan. Developer to provide separate toilet exhaust and louvers for outdoor air intake.
- Community Facility Component
 - Provide space and partners to address demonstrated community needs

C. Transaction Structure & Approvals

It is intended that the Site will be conveyed to the Designated Developer at conveyance (“Closing”) for zero dollars (\$0) and that the Designated Developer will hold title during development of the Site. The Designated Developer will acquire fee title to the entire Site (by quitclaim deed), subject to a restrictive declaration requiring development of the Site to conform to the GPP. Subsequently, the Designated Developer will convey the STTR condominium to the designated service provider.

As noted below in Section VIII: Conveyance Process, in order to implement the Project and dispose of the Site, ESD, with the cooperation of the Designated Developer, must comply with legal and regulatory requirements including but not limited to: (i) New York’s State Environmental Quality Review Act and its implementing regulations (“SEQRA”); (ii) Public Authorities Law; (iii) Section 14.09 of the New York State Historic Preservation Act; (iv) State Finance Law; (v) the New York State Urban Development Corporation Act (the “UDC Act”); (vi) the Facilities Development Corporation Act (“FDCA”); and (vii) any actions required to remediate any adverse tax treatment of tax exempt bonds used to finance the original acquisition and improvement of the Site. Such compliance must be completed before conveyance of the Site to the Designated Developer for the Project. ESD may also consult with or otherwise involve other State entities as necessary, including DOCCS, and HCR, and OMH, to review the RFP and select the Designated Developer.

The sale of the Site is subject to approval of the ESD Board of Directors, the Public Authorities Control Board (“PACB”), the Comptroller of the State of New York, and the New York State Attorney General, and certain other consents and approvals required by the FDCA.

Respondent’s financial offer for the Site should assume that the Site, including any and all improvements, buildings and infrastructure, utilities, trade fixtures, machinery and equipment, and personal property at the Site, will be conveyed “AS IS” and “WHERE IS” without any 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 Designated Developer’s purpose.

D. Cost Agreement and Imprest Account

The Designated Developer must enter into agreements with ESD that will require the Designated Developer to pay, from the date of its conditional designation:

- ESD’s ongoing out-of-pocket costs and expenses incurred in connection with the Project and Site disposition to the Designated Developer, including, costs and expenses of environmental consultants and legal counsel; and
- ESD’s administrative fee, paid at Closing, equal to the cost of direct and actual staff time on the project from the time of conditional designation until conveyance, capped at one million dollars (\$1,000,000).

As part of their Proposal, respondents must provide as a signed letter agreement (**the “Cost Letter”**) **provided in Appendix F** pursuant to which the Respondent will pay ESD for ESD’s reasonable out-of-pocket costs and expenses, including without limitation, those for consultants and legal counsel, incurred by ESD in the event the Respondent is selected as the Designated Developer. The signed Cost Letter shall be accompanied by the Respondent’s check in the amount of \$500,000 (“Cost Letter Check”) payable to “NYS Urban Development Corporation d/b/a Empire State Development”. The Cost Letter Check will not be deposited initially. If the Respondent is selected as the Designated Developer to enter negotiations with ESD, the Cost Letter Check will be deposited into an ESD Imprest account (“Imprest Account) for the Designated Developer. If a Respondent is not selected as the Designated Developer, the Cost Letter Check will be returned to the Respondent. ESD will draw on the Imprest Account to pay costs related to the Project. The Cost Letter provides that the Designated Developer will fully replenish the Imprest Account in the amount of \$500,000 each time the balance of the Imprest Account is reduced to below \$100,000. Following Closing, any amount remaining in the Imprest Account and not required to pay outstanding costs will be returned to the Designated Developer.

E. MWBE and SDVOB Subcontractor Interest

New York State certified Minority- and Women-Owned Businesses and Service-Disabled Veteran Owned Businesses may request that their firm's contact information be included on a list of firms interested in serving as a subcontractor for this procurement. The listing will be publicly posted on ESD's website for reference by the bidding community. A firm requesting inclusion on this list should send contact information and a copy of its NYS certification to: 2023Bayview@esd.ny.gov

Nothing prohibits an M/WBE Vendor from proposing as a prime contractor.

V. REQUIRED PROPOSAL COMPONENTS

The following must be submitted with all Proposals responding to the RFP. ESD reserves the right, in its sole discretion, to reject any Proposal that is deemed incomplete or nonresponsive to the RFP requirements. ESD also reserves the right, in its sole discretion, to reject any and all Proposals, and to proceed (or not proceed) with the development of the Site without completing this RFP process.

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

In addition to the forms required as described later in Section XIII, Procurement Forms and Requirements, each complete Proposal must contain the following elements (the "Technical Proposal"):

A. Project Description

The project description should include a detailed narrative describing all relevant aspects of the Project. The description should address:

- Proposed development program and a description of how the Project will advance the Development Objectives set forth in this RFP;
- Type, height, bulk, and size (gross and net square footages) of the development;
- A list of proposed partners or tenants and any letters of credit or intent from potential tenants, including proposed community facilities and how such tenants align with the Development Goals;
- Total Development Cost, including all hard costs, soft costs, contingencies, and escalations
- Estimated number of direct and indirect permanent and construction jobs estimated to be created by the Project; and
- A detailed plan on how Respondent would meet a 30% MWBE goal and a 6% SDVOB goal for the Project.

B. Site Plan and Architectural Design

Each respondent must include:

- A site analysis;

- A summary of the proposed building program for the Project with gross and net square footages for each use including 5,000-6,000 sf for the STTR;
- At a minimum, a set of concept sketches of the proposed Project and a set of schematic renderings of the proposed Project showing the principal elevations and massing, floor plans, streetscape, landscape plans, entry features and signage;
- A description of the proposed exterior materials and other relevant specifications; and
- A description of sustainable and resilient features that will be incorporated into the Project during construction and operation—including a strategy for addressing the site’s flood vulnerability.
- A description of the extent of the preservation of the historic structure and integration into the new structure.

C. Zoning Calculation

Respondents must submit a zoning analysis showing all calculations of proposed preliminary gross square feet, zoning equivalencies, and proposed uses. Respondents must identify all desired zoning overrides, and any required permits and authorizations to effectuate the Project.

D. Development Timeframe

Respondents must submit a development timeline (including phasing, if applicable), identifying the estimated length of time to reach key milestones, including commencement and completion of design; financing; commencement and completion of construction; and operational stabilization for the development program. Any contingencies that may affect this timeline should be identified.

E. Local Hiring Plan

Respondents should include a narrative as part of the Proposal describing their commitment to local hiring, including an explanation of how the Project will create jobs for local residents and a summary of which community organizations Respondents will partner with in order to maximize local hiring.

F. Respondent Qualifications

Each Respondent must demonstrate sufficient financial resources and professional ability to develop the Site in a manner consistent with its Proposal. To be considered a “Qualifying Organization,” Respondent firms or joint ventures of firms (“Respondent Teams”) must demonstrate collectively significant experience, expertise, and capacity in:

- Developing and operating residential or mixed-use projects that incorporate affordable housing, supportive housing, and community space;
- Equity investments in substantial rehabilitation or ground-up real estate development projects;
- At least two (2) completed similar development projects in the last ten years with accompanying references; an
- At least two (2) projects in the last seven years for which Respondent acted as a developer and/or principal operator of buildings incorporating affordable housing and community space;
- Experience with historic preservation/adaptive re-use;
- Experience developing in flood-prone areas

ESD reserves the right to determine whether a Respondent satisfies these requirements based on the experience of the Respondent Team’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) may participate in a submission as part of a Respondent Team that includes a Qualifying Organization.

Each proposal must also 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 requirements should be addressed:
 - Experience developing and managing affordable housing: Respondent Team members should describe their previous experience as principal developer and/or operator of large developments incorporating affordable housing.
 - Experience developing and operating community facilities: Respondents should describe their previous experience acting as principal developer and/or operator of community facilities that were part of a mixed-use development or stand-alone projects.
 - Other experience that makes the Respondent Team uniquely suited to plan, develop, and manage the proposed project.
 - Qualifications and work experience in historic preservation/ adaptive reuse
 - Experience of Respondent Team and Individual Team Members working with ESD or ESD-Financed Projects

- Name, address, phone number and email of each member of the Respondent Team. Respondents must also provide their Federal Employer Identification Number (“EIN”) and identify a primary contact person.
- A list of 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 the Project
- Demonstrate that the Respondent Team and All Individual Team Members have the financial capacity to complete the project on time.
- Summaries of comparable projects completed by members of the Respondent Team. For each project, the following information is requested:
 - Name of Respondent Team member;
 - Project name;
 - Current status of project / completion date or anticipated completion date;
 - Project description;
 - Location;
 - Total Development Cost;
 - Reference (name, email, telephone number); and
 - Relevance to RFP;
- Documentation addressing whether any participating member of the Respondent Team, has been involved in any litigation or legal dispute against the State or any agency, department, authority or subdivision of the State or any litigation or legal dispute regarding a real estate venture during the past five years.
- Description of any prior RFPs for which Respondent has been selected, but which have not resulted in a successfully developed project.
- Description of work by the Respondent Team or any Individual Team Member on any current ESD or ESD-financed project which is ongoing.
- A complete list of ESD or ESD-Financed projects worked on by the Respondent Team or any Individual Team Member in the past 5 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 XII, Procurement Forms and Requirements of this RFP.

Please note the following entities and individuals are precluded from responding to this RFP and from participating as part of any Respondent Team, unless otherwise authorized by ESD:

- Any consultant firm that has provided professional services to ESD or DOCCS in connection with the Project;

- 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 ESD determines in its 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 ESD, then ESD may provide written authorization that such firm, entity or employee may respond to the RFP or participate on a Respondent team.

G. Financial Information

Respondents must submit a ten-year pro-forma (“Pro-Forma”) statement, provided in Excel and “live-linked,” including:

- Statement of assumptions on which all calculations are based;
- Sources and uses of funds;
- Construction budget;
- Operational budgets, including contributions to capital reserve;
- Detailed description of proposed equity investment and construction and permanent financing, including a detailed breakdown of all sources of equity and terms, including required return for equity as well as interest rate and term for financing;
- Information regarding minimum financial returns sought and all necessary capital investments over time and reserves and debt service payments associated with all financings; and
- Proposals should comply with all terms of any HCR or OMH subsidy program utilized. Refer to Section IV B. Development Programs for program
- Letters of interest and/or intent from lenders and, if applicable, equity investors.
- 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 that describe the financial strength of the Respondent should be provided including but not limited to:
 - 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.

Respondents should include a brief summary that explains at a high level how the Respondent would approach the financing of the Project, including reference to any expected abatements or tax credit program equivalents. If a Proposal is contingent on receiving financing or abatements, the Respondent should include proposed terms for such financing in its Proposal.

In addition, Respondents must submit a Cost Letter, Cost Letter Check and evidence of Respondent's commitment to pay, from the date of its selection as Designated Developer: (i) ESD's out-of-pocket costs and expenses incurred in connection with the Project and the disposition of the Site, including, without limitation, costs and expenses of environmental consultants and legal counsel; and (ii) ESD Administrative Fee as described in Section VI: Development Objectives & Requirements.

VI. SELECTION CRITERIA

ESD shall establish a selection committee to evaluate Proposals. When reviewing Proposals, the selection committee will consider the following criteria and assign point values to each Proposal based on their evaluation. The maximum number of points any Proposal may receive is 100.

Proposals may be reviewed by ESD, OMH, HCR, and other State officials.

Criteria		Achievable Points
Development Concept and Program	<ul style="list-style-type: none"> • Responsiveness to the Development Goals and Programs • Proposed development plan’s program of use, site plan, project design (including attractiveness and buildability), incorporation of sustainable and resilient building practices, and incorporation of historic preservation elements • Architectural designs sensitive to the historic nature of the existing building • Range of incomes served by Project • Short Term Transitional Residence use provides ample kitchen, dining and living space to facilitate skill building, group activities, and recreational opportunities • Community facility that is responsive to demonstrated community needs; • Responsiveness to Manhattan Community Board 4’s Bayview Redevelopment Plan. 	Up to 35 points
Respondent Qualifications	<ul style="list-style-type: none"> • Experience, financial capabilities and qualifications of the Respondent Team and all Individual Team Members in developing, financing, leasing, operating and managing projects of similar size and/or with similar combinations of uses, specifically with experience in supportive housing 	Up to 30 points

	<p>development, historic preservation/adaptive reuse, and development in flood-prone areas.</p> <ul style="list-style-type: none"> • Evidence for financial capability to execute the project • Experience of all Respondent Team Members including Individual Team Members with ESD or ESD-Financed Projects 	
Financial Feasibility	<ul style="list-style-type: none"> • Financial feasibility of the Project; competitiveness of proposed financial terms to New York State. • Most competitive purchase price for Short Term Transitional Residence condominium to OMH-selected Service Provider 	Up to 25 points
Diversity Practices	<ul style="list-style-type: none"> • ESD's Office of Contractor and Supplier Diversity will score the Diversity Practices Questionnaire (Appendix G). Up to 10 points will be awarded based upon the contents of the Diversity Practices Questionnaire submitted by each Respondent to the RFP. 	Up to 10 points

ESD reserves the right to conduct in-person interviews with or pose questions in writing to individual Respondents in order to clarify the content of Respondents' Proposals and to ensure a full and complete understanding of each Proposal. ESD will undertake to pursue uniformity in questioning Respondents to the extent practicable, but ESD may ask different or additional questions to different Respondents in the context of any individual interview or in writing. Respondents who are invited for an interview will receive additional instructions upon their invitation.

ESD reserves the right, in its sole discretion, to reject any Proposal that is deemed incomplete or nonresponsive to the RFP requirements. ESD also reserves the right, in its sole discretion, to reject any and all Proposals, and to proceed (or not proceed) with the development of the Site without completing this RFP process.

In evaluating the capabilities of Respondents, ESD may use any and all information available, including information not provided by Respondents. Proposals should clearly and concisely state the unique capabilities, experience, and advantages of Respondent and demonstrate Respondent's capability to satisfy the requirements and objectives set forth in this RFP. ESD further reserves the

right to ask additional written or oral clarifying questions to all Respondents or to a subset of Respondents.

ESD anticipates that a single Respondent will be conditionally designated based upon the evaluation committee's determination of the best Proposal, and as further described in Section VIII: Disposition Process.

VII. DEVELOPER DUE DILIGENCE

Respondents should assume that the Site, including land, improvements, and any supporting building infrastructure, will be disposed of "AS IS" and "WHERE IS" without any express or implied warranties, guarantees, or representations as to quantity, quality, title, character, physical and environmental condition, size, or kind, or that the same is in condition or fit to be used for the Respondent's purpose.

Information regarding the RFP will be posted on the ESD website (<https://esd.ny.gov/doing-business-ny/requests-proposals>). Respondents are encouraged to check for updates. Prospective Respondents should notify ESD of their interest as soon as possible in order to ensure that they receive all updates associated with this RFP by sending an email to 2023Bayview@esd.ny.gov

Respondents must rely solely on their own independent research and investigations for all matters, including, but not limited to: encumbrances, including easements; costs; including taxes; title; survey; development; financing; construction; and remediation. Respondents should not rely on the information provided in connection with this RFP. ESD make no representation or warranty concerning the accuracy or utility of information posted or otherwise provided to potential or actual Respondents.

VIII. CONVEYANCE PROCESS

The following is a summary description of the conveyance process. After a review of the Proposals, ESD intends to conditionally designate one Respondent or Respondent Team as the Designated Developer. The Designated Developer and ESD will sign a non-binding term sheet regarding key aspects of the Project and disposition of the Site, and the Designated Developer will enter into separate agreements with ESD regarding payment by the Designated Developer of costs and expenses as described in Section IV, Development Objectives & Requirements. In implementing the Project, including the conveyance process, ESD intends to:

1. conduct a SEQRA-compliant environmental review of the Project, which may require preparation of either an environmental assessment (“EA”) or environmental impact statement (“EIS”);
2. prepare, in accordance with the UDC Act and in consultation with the Designated Developer (and after the Designated Developer has formed an HDFC), a GPP for the Project and, if a zoning override is proposed, ESD design controls (“Design Guidelines”) that will be utilized in lieu of zoning requirements for the proposed development of the Site;
3. assist OGS and DOCCS, as necessary, in obtaining any necessary consents and approvals;
4. present to ESD’s Directors the GPP for adoption and for issuance of a determination pursuant to SEQRA or, if applicable, acceptance of the Draft EIS (“DEIS”) (subsequent to the formation of an HDFC by the Designated Developer pursuant to UDC Act § 10[a][2] (Unconsolidated Laws § 6260[a][2])); obtain authorization from ESD’s Directors to hold a public hearing and receive public comment on the GPP and, if applicable, the DEIS;
5. give prior notice of and conduct a public hearing to present and receive public comments on the GPP and, if applicable, the DEIS;
6. review public comments received at the hearing and during the public comment period; respond to them as may be appropriate; prepare a Final EIS (“FEIS”) if applicable; request ESD’s Directors to affirm or modify the GPP and adopt findings under the UDC Act and SEQRA as necessary and authorize the proposed transactions with the Designated Developer regarding the disposition and development of the Site;
7. if necessary, present the proposed disposition of the Site for Project purposes to the PACB for approval and obtain all necessary approvals from other governmental entities as described above in Section III.C. of this RFP or as otherwise required by law; and
8. finalize a purchase and sale agreement and all transaction documents with the Designated Developer and record the executed quitclaim deed and restrictive declaration (regarding the Project’s conformance to the GPP) in the Office of City Register.

IX. PROPOSAL SUBMISSION INSTRUCTIONS

Schedule A of this RFP states standard requirements that must be included in every contract entered into with ESD. The successful Respondent must agree to abide by these requirements and provide any information requested by ESD in connection with these requirements. Accordingly, Respondent should complete and submit the items listed below, in the order in which they are listed. Failure to submit any of the requirements below may result in the rejection of a Respondent’s proposal.

- i. <https://esd.ny.gov/sites/default/files/Conflict-of-Interest-Attestation-June-2019.pdf>, submit with proposal
- ii. [State Finance Law §§139-j and 139-k forms](#), submit with proposal

- iii. [Vendor Responsibility Questionnaire](#), submit with proposal or submit online (and include copy of submitted form with proposal)
- iv. <https://esd.ny.gov/sites/default/files/IranDivestmentActLanguage-corp-info.pdf>, submit with proposal
- v. <https://esd.ny.gov/sites/default/files/EO16-certification.pdf>
- vi. <https://esd.ny.gov/sites/default/files/EO-177-Certification.pdf>
- vii. Non-Discrimination and Contractor & Supplier Diversity Requirements, submit with proposal
 - o [OCSD-1 - MWBE and SDVOB Participation / EEO Policy Statement](#)
 - o [OCSD-2 - Staffing Plan](#)
 - o [OCSD-4 - MWBE and SDVOB Utilization Plan](#)
- viii. [Encouraging the Use of NYS Businesses in Contract Performance Form](#), submit with proposal
- ix. Certification under State Tax Law Section 5-a [220-CA](#) or [Affidavit](#), submit with proposal
- x. [W-9 Form](#), submit with proposal

Additional information about these items, and ESD’s procurement requirements, can be found in Section IX of this RFP (“Procurement Forms and Requirements”).

A. Proposal Submission

Firms submitting proposals are indicating their acceptance of the conditions in this RFP. Submission of proposals in a manner other than as described in these instructions (e.g., facsimile, hardcopies, emails) will not be accepted. When submitting proposals, Respondents must comply with the following:

- Proposals must be uploaded to the Dropbox prior to the deadline as indicated in the Table of Events/Schedule of Dates: **Please send your proposal to the following Dropbox link:**

<https://www.dropbox.com/request/ld1WjSfkogL8LdVxBkZY>

- o Proper format: Please create a folder with: Respondent’s name – Bayview RFP – Date of Submission. example: ABC Inc. – Bayview RFP – 12.13.23
- o Included in that main folder should be two sub-folders, one for the Administrative Proposal and the other for the Technical Proposal. The main folder should be uploaded to the Dropbox by choosing the following option: “Add Files -> folders from computer”. All documents in the two sub-folders should be properly labeled.
- Respondents should send their Cost Letter Check (as described in Section IV: Development Requirements D. Cost Agreement & Imprest Account) to the following address:
 Empire State Development

633 Third Avenue, 37th Floor
New York, NY 10017
Attn: Stacey Teran
Re: Bayview Correctional Facility RFP Cost Letter

Late proposals will not be considered for award.

B. Questions

Questions or requests for clarification regarding the RFP should be submitted via email, citing the RFP page and section in accordance with the schedule in Section II (Schedule of Dates) to 2023Bayview@esd.ny.gov

Questions will not be accepted orally, and any question received after the deadline may not be answered. The comprehensive list of questions/requests for clarifications and the official responses will be posted with this RFP.

C. Site Visit

Optional Site visit hosted by ESD will be scheduled for the October 18, 2023. Respondents are not required to attend. Respondents who wish to attend must RSVP 2023Bayview@esd.ny.gov on or before October 10, 2023. When signing up to attend, please provide the name of the Respondent, and the name, title, telephone number and email address of all representatives who are attending. ESD reserves the right to limit the number of visitors on Site visits and to require such procedures as necessary to ensure the safety and security of visitors. **No more than two people per Respondent Team may attend the Site tour.**

ESD reserves the right to modify this RFP schedule at their 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: <https://esd.ny.gov/doing-business-ny/requests-proposals>.

X. GENERAL PROVISIONS

The issuance of this RFP and the submission of a response by a Respondent or the acceptance of such a response by ESD does not obligate ESD in any manner. ESD reserves the right to:

- i. amend, modify or withdraw this RFP;
- ii. revise any requirement of this RFP;

- iii. require supplemental statements or information from any responsible party;
- iv. accept or reject any or all responses hereto;
- v. extend the deadline for submission of responses hereto;
- vi. negotiate potential contract terms with any Respondent;
- vii. communicate with any Respondent to correct and/or clarify responses which do not conform to the instructions contained herein;
- viii. cancel, or reissue in whole or in part, this RFP, if ESD determines in its sole discretion that it is its best interest to do so; and
- ix. extend the term of any agreement on terms consistent with this RFP.

ESD may exercise the foregoing rights at any time without notice and without liability to any responding firm or any other party for its expenses incurred in preparation of responses hereto or otherwise. All costs associated with responding to this RFP will be at the sole cost and expense of the Respondent.

All information submitted in response to this RFP is subject to the Freedom of Information Law ("FOIL"), which generally mandates the disclosure of documents in the possession of ESD upon the request of any person unless the content of the document falls under a specific exemption to disclosure. In addition, Proposals may be discussed at meetings of the ESD Directors, which meetings are subject to the Open Meetings Law.

ESD reserves the right, in its sole discretion, to retain and use all the materials and information, and the ideas and suggestions therein, submitted in response to this solicitation (collectively, the "Response Information") for any purpose. By submitting a Proposal, each Respondent waives any and all claims against ESD relating to ESD's retention or use of the Response Information.

XI. PROCUREMENT REQUIREMENTS

This section contains additional information about the forms that are required to be included in each Respondent's Proposal pursuant to Section V: Required Proposal Contents of this RFP, as well as information about ESD's procurement requirements.

Respondents must complete and submit the items listed below. Failure to submit any of the requirements below may result in the rejection of a Proposal.

i. Conflicts of Interest

Respondent must attest it has read, understood and will comply with the following provisions <https://esd.ny.gov/sites/default/files/Conflict-of-Interest-Attestation-June-2019.pdf>. ESD shall

have the right to disqualify any respondent to this RFP or terminate any contract entered into as a result of this RFP should ESD determine that the Respondent has violated any of these requirements.

- A. Gifts and Offers of Employment:** Respondent has not and shall not during this procurement and during the negotiation of any contract resulting from this procurement, offer to any employee, member or director of ESD, any gift, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be inferred that the offer was intended to influence said employee, member or director, or could reasonably be expected to influence said employee, member or director, in the performance of the official duty of said employee, member or director or was intended as a reward for any official action on the part of said employee, member or director. Respondent may not make any offers of employment or discuss the possibility of such offers with any employee, member or director of ESD who is involved in this procurement and/or resulting contract negotiation within at least 30 days from the time that the employee's involvement in this matter closed.

- B. Disclosure of Potential Conflicts:** Respondent shall disclose any existing or contemplated relationship with any other person or entity, including relationships with any member, shareholders of 5% or more, parent, subsidiary, or affiliated firm, which would constitute an actual or potential conflict of interest or appearance of impropriety, relating to other clients/customers/employers of the Respondent or former officers and employees of ESD, in connection with your rendering services enumerated in this RFP. If a conflict does or might exist, Respondent must describe how it would eliminate or prevent it.

- C. Disclosure of Ethics Investigations:** Respondent must disclose whether it, or any of its members, shareholders of 5% or more, parents, affiliates, or subsidiaries, have been the subject of any ongoing investigation or disciplinary action by the New York State Commission on Public Integrity or its predecessor State entities (collectively, "Commission"), and if so, a description must be included indicating how any matter before the Commission was resolved or whether it remains unresolved.

ii. 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 above; the completion by Respondents of the Offeror Disclosure of Prior Non-Responsibility Determinations, and the Offeror’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 Offeror Disclosure of Prior Non-Responsibility Determinations, and the Offeror’s Affirmation of Understanding and Agreement pursuant to State Finance Law as part of their submittal. Copies of these forms are available at:

https://esd.ny.gov/CorporateInformation/Data/RFPs/RequiredForms/SF_Law139_JK.pdf.

The Procurement Requirements also require ESD staff to obtain and report certain information when contacted by 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 Respondent is found to have knowingly and willfully violated the State Finance Law provisions, that 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 referenced on the cover of this RFP.

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/Data/RFPs/RequiredForms/PermissibleContactsPolicy_Jan2007.pdf.

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.

iii. Vendor Responsibility Questionnaire

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 Respondent, if any, shall include clauses providing that the Respondent 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 register in the State's Vendor Responsibility System (“Vend-Rep System”). The Vend-Rep 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 Vend-Rep System or may choose to complete and submit a paper questionnaire. Please include a copy of your Vend-Rep submission receipt or paper questionnaire with your proposal.

To enroll in and use the Vend-Rep System, see the System Instructions available at www.osc.state.ny.us/vendrep. For direct Vend-Rep 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 Vend-Rep 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).”

iv. 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 Respondent and each person signing on behalf of any Respondent 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 Respondent is not on the list created pursuant to paragraph (b) of subdivision 3 of section 165-a of the State Finance Law."

v. Executive Order 16

In accordance with New York State Executive Order 16 (“EO-16), all Respondents must certify that they are in compliance with EO-16 prohibiting State Agencies and Authorities from Contracting with Businesses in Russia. EO-16 will remain in effect while sanctions imposed by the federal government are in effect.

“By submission of a bid, each Respondent and each person signing on behalf of any Respondent 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 Respondent is in compliance with EO-16.”

The required certification for can be found at:

<https://esd.ny.gov/sites/default/files/EO16-certification.pdf> and must be signed and included in all Proposals.

vi. Executive Order 177

In accordance with New York State Executive Order 177, all Respondents must certify that they are in compliance with the New York State Human Rights Law which prohibits discrimination and harassment based on a protected class, and which requires reasonable accommodation for persons with disability or pregnancy related conditions.

The required certification for can be found at:

<https://esd.ny.gov/sites/default/files/EO-177-Certification.pdf> and must be signed and included in all Proposals.

vii. Non-Discrimination and Contractor & Supplier Diversity Requirements

CONTRACTOR REQUIREMENTS AND PROCEDURES FOR PARTICIPATION BY NEW YORK STATE-CERTIFIED MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISES AND EQUAL EMPLOYMENT OPPORTUNITIES FOR MINORITY GROUP MEMBERS AND WOMEN

Pursuant to New York State Executive Law Article 15-A and Parts 140-145 of Title 5 of the New York Codes, Rules and Regulations ESD is required to promote opportunities for the maximum feasible participation of New York State-certified Minority and Women-owned Business Enterprises (“MWBEs”) and the employment of minority group members and women in the performance of ESD contracts.

Business Participation Opportunities for MWBEs

For purposes of this solicitation, ESD hereby establishes an overall goal of 30 percent for MWBE participation, 15 percent for New York State-certified Minority-owned Business Enterprise (“MBE”) participation and 15 percent for New York State-certified Women-owned Business Enterprise

("WBE") participation (based on the current availability of MBEs and WBEs). A contractor ("Contractor") on any contract resulting from this procurement ("Contract") must document its good faith efforts to provide meaningful participation by MWBEs as subcontractors and suppliers in the performance of the Contract. To that end, by submitting a response to this RFP, the respondent agrees that ESD may withhold payment pursuant to any Contract awarded as a result of this RFP 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 evaluate a Contractor's "good faith efforts," refer to 5 NYCRR § 142.8.

The respondent understands that only sums paid to MWBEs for the performance of a commercially useful function, as that term is defined in 5 NYCRR § 140.1, may be applied towards the achievement of the applicable MWBE participation goal. The portion of a contract with an MWBE serving as a supplier that shall be deemed to represent the commercially useful function performed by the MWBE shall be 60 percent of the total value of the contract. The portion of a contract with an MWBE serving as a broker that shall be deemed to represent the commercially useful function performed by the MWBE shall be the monetary value for fees, or the markup percentage, charged by the MWBE.

In accordance with 5 NYCRR § 142.13, the respondent further acknowledges that if it is found to have willfully and intentionally failed to comply with the MWBE participation goals set forth in a Contract resulting from this RFP, such finding constitutes a breach of contract and ESD may withhold payment 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 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 bid or proposal, a respondent agrees to demonstrate its good faith efforts to achieve the applicable MWBE participation goals by submitting evidence thereof through the New York State Contract System ("NYSCS"), which can be viewed at <https://ny.newnycontracts.com>, provided, however, that a respondent may arrange to provide such evidence via a non-electronic method by contacting the Office of Contractor and Supplier Diversity ("OCSD") at OCSD@esd.ny.gov.

Additionally, a respondent will be required to submit the following documents and information as evidence of compliance with the foregoing:

- A. An MWBE Utilization Plan with their bid or proposal. Any modifications or changes to an accepted 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 for review and approval.

ESD will review the submitted MWBE Utilization Plan and advise the respondent of ESD 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 OCSD 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. Failure to file the waiver form in a timely manner may be grounds for disqualification of the bid or proposal.

ESD may disqualify a respondent as being non-responsive under the following circumstances:

- a) If a respondent fails to submit an MWBE Utilization Plan;
- b) If a respondent fails to submit a written remedy to a notice of deficiency;
- c) If a respondent fails to submit a request for waiver; or
- d) If ESD determines that the respondent has failed to document good faith efforts.

The successful respondent 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 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 on the Contract.

The successful respondent will be required to submit a quarterly MWBE Contractor Compliance & Payment Report to ESD, 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 bid or proposal in response to this solicitation, the respondent agrees with all of the terms and conditions [**SCHEDULE B - PARTICIPATION BY MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISES: REQUIREMENTS AND PROCEDURES**](#). The respondent is required to ensure that it and any subcontractors awarded a subcontract 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 respondent, 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.

The respondent will be required to submit a Minority and Women-owned Business Enterprise and Equal Employment Opportunity Policy Statement, OCSD-1, to ESD with its bid or proposal.

If awarded a Contract, respondent shall submit a Workforce Utilization Report and shall require each of its Subcontractors to submit a Workforce Utilization Report, in such format as shall be required by ESD on a MONTHLY basis during the term of the Contract.

Pursuant to Executive Order #162, contractors and subcontractors will also be required to report the gross wages paid to each of their employees for the work performed by such employees on the contract utilizing the Workforce Utilization Report on a quarterly basis.

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 Contractor and subcontractors 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 Contract, leading to the withholding of funds, suspension or termination of the Contract or such other actions or enforcement proceedings as allowed by the Contract.

The required forms can be found at the following web addresses:

Form OCSD-1: <https://esd.ny.gov/sites/default/files/OCSD-1-Policy-Statement.pdf>

Form OCSD-2: <https://esd.ny.gov/sites/default/files/OCSD-2-Staffing-Plan.pdf>

Form OCSD-3:

<https://esd.ny.gov/sites/default/files/OCSD-3-Workforce-Utilization-Report.xlsx>

Form OCSD-4: <https://esd.ny.gov/sites/default/files/OCSD-4-Utilization-Plan.pdf>

Form OCSD-5: <https://esd.ny.gov/sites/default/files/OCSD-5-Waiver-Request-Form.pdf>

Form OCSD-6: <https://esd.ny.gov/sites/default/files/OCSD-6-Compliance-Report.pdf>

In the event that the above links are unavailable or inactive, the forms may also be requested from OCSD at OCSD@esd.ny.gov.

PARTICIPATION OPPORTUNITIES FOR NEW YORK STATE CERTIFIED SERVICE-DISABLED VETERAN OWNED BUSINESSES

Article 17-B of the New York State Executive Law provides for more meaningful participation in public procurement by certified Service-Disabled Veteran-Owned Businesses (“SDVOB”), thereby further integrating such businesses into New York State’s economy. ESD recognizes the need to promote the employment of service-disabled veterans and to ensure that certified service-disabled veteran-owned businesses have opportunities for maximum feasible participation in the performance of ESD contracts.

In recognition of the service and sacrifices made by service-disabled veterans and in recognition of their economic activity in doing business in New York State, Respondents are expected to consider SDVOBs in the fulfillment of the requirements of the Contract. Such participation may be as subcontractors or suppliers, as protégés, or in other partnering or supporting roles.

Contract Goals

- A. ESD hereby establishes an overall goal of 6% for SDVOB participation, based on the current availability of qualified SDVOBs. For purposes of providing meaningful participation by SDVOBs, the Respondent/Contractor should reference the directory of New York State Certified SDVOBs found at: <https://online.ogs.ny.gov/SDVOB/search>. Questions regarding compliance with SDVOB participation goals should be directed to the Designated Contacts. Additionally, following Contract execution, Contractor is encouraged to contact the Office of General Services’ Division of Service-Disabled Veterans’ Business Development at 518-474-2015 or VeteransDevelopment@ogs.ny.gov to discuss additional methods of maximizing participation by SDVOBs on the Contract.
- B. Contractor must document “good faith efforts” to provide meaningful participation by SDVOBs as subcontractors or suppliers in the performance of the Contract.

SDVOB Utilization Plan

- A. In accordance with 9 NYCRR § 252.2(i), Respondents are required to submit a completed SDVOB Utilization Plan on Form OCSD-4.
- B. The Utilization Plan shall list the SDVOBs that the Respondent intends to use to perform the Contract, a description of the work that the Respondent intends the SDVOB to perform to meet the goals on the Contract, the estimated dollar amounts to be paid to an SDVOB, or, if

not known, an estimate of the percentage of Contract work the SDVOB will perform. By signing the Utilization Plan, the Respondent acknowledges that making false representations or providing information that shows a lack of good faith as part of, or in conjunction with, the submission of a Utilization Plan is prohibited by law and may result in penalties including, but not limited to, termination of a contract for cause, loss of eligibility to submit future bids, and/or withholding of payments. Any modifications or changes to the agreed participation by SDVOBs after the Contract award and during the term of the Contract must be reported on a revised SDVOB Utilization Plan and submitted to ESD.

- C. ESD will review the submitted SDVOB Utilization Plan and advise the Respondent/Contractor of ESD acceptance or issue a notice of deficiency within 20 days of receipt.
- D. If a notice of deficiency is issued, Respondent/Contractor agrees that it shall respond to the notice of deficiency, within seven business days of receipt, by submitting to ESD 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/Contractor and direct the Respondent/Contractor to submit, within five business days of notification by ESD, a request for a partial or total waiver of SDVOB participation goals on OCSD-5. Failure to file the waiver form in a timely manner may be grounds for disqualification of the bid or proposal.
- E. ESD may disqualify a Respondent's bid or proposal as being non-responsive under the following circumstances:
 - (a) If a Respondent fails to submit an SDVOB Utilization Plan;
 - (b) If a Respondent fails to submit a written remedy to a notice of deficiency;
 - (c) If a Respondent fails to submit a request for waiver; or
 - (d) If ESD determines that the Respondent has failed to document good faith efforts.
- F. If awarded a Contract, Contractor certifies that it will follow the submitted SDVOB Utilization Plan for the performance of SDVOBs on the Contract pursuant to the prescribed SDVOB contract goals set forth above.
- G. Contractor further agrees that a failure to use SDVOBs as agreed in the Utilization Plan shall constitute a material breach of the terms of the Contract. Upon the occurrence of such a material breach, ESD shall be entitled to any remedy provided herein, including but not limited to, a finding of Contractor non-responsibility.

Request for Waiver

A. Prior to submission of a request for a partial or total waiver, Respondent/Contractor shall speak to the Designated Contacts at ESD for guidance.

B. In accordance with 9 NYCRR § 252.2(m), a Respondent/Contractor that is able to document good faith efforts to meet the goal requirements, as set forth in clause IV below, may submit a request for a partial or total waiver on Form OCSD-5, accompanied by supporting documentation. A Respondent may submit the request for waiver at the same time it submits its SDVOB Utilization Plan. If a request for waiver is submitted with the SDVOB Utilization Plan and is not accepted by ESD at that time, the provisions of clauses II (C), (D) & (E) will apply. If the documentation included with the Respondent's/Contractor's waiver request is complete, ESD shall evaluate the request and issue a written notice of acceptance or denial within 20 days of receipt.

C. Contractor shall attempt to utilize, in good faith, the SDVOBs identified within its SDVOB Utilization Plan, during the performance of the Contract. Requests for a partial or total waiver of established goal requirements made subsequent to 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 on the Contract.

D. If ESD, upon review of the SDVOB Utilization Plan and Monthly SDVOB Compliance Report (OCSD-6) determines that Contractor is failing or refusing to comply with the contract goals and no waiver has been issued in regards to such non-compliance, ESD may issue a notice of deficiency to the Contractor. The Contractor must respond to the notice of deficiency within seven business days of receipt. Such response may include a request for partial or total waiver of SDVOB contract goals.

Waiver requests should be sent to OCSD.

Required Good Faith Efforts

In accordance with 9 NYCRR § 252.2(n), Contractors must document their good faith efforts toward utilizing SDVOBs on the Contract. Evidence of required good faith efforts shall include, but not be limited to, the following:

(1) Copies of solicitations to SDVOBs and any responses thereto.

(2) Explanation of the specific reasons each SDVOB that responded to Respondents/Contractors' solicitation was not selected.

(3) Dates of any pre-bid, pre-award or other meetings attended by Contractor, if any, scheduled by ESD with certified SDVOBs whom ESD determined were capable of fulfilling the SDVOB goals set in the Contract.

(4) Information describing the specific steps undertaken to reasonably structure the Contract scope of work for the purpose of subcontracting with, or obtaining supplies from, certified SDVOBs.

(5) Other information deemed relevant to the waiver request.

Monthly SDVOB Contractor Compliance Report

In accordance with 9 NYCRR § 252.2(q), Contractor is required to report Monthly SDVOB Contractor Compliance to ESD during the term of the Contract for the preceding month's activity, documenting progress made towards achieving the Contract SDVOB goals. This information must be submitted using form OCSD-6 available on the ESD website and should be completed by the Contractor and submitted to ESD, by the 10th day of each month during the term of the Contract, for the preceding month's activity to: OCSD@esd.ny.gov.

Breach of Contract and Damages

In accordance with 9 NYCRR § 252.2(s), any Contractor found to have willfully and intentionally failed to comply with the SDVOB participation goals set forth in the Contract, shall be found to have breached the contract and Contractor shall pay damages as set forth therein.

viii. 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 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, accessible here: <http://esd.ny.gov/CorporateInformation/Data/ENCOURAGINGUSEOFNEWYORKSTATEBUSINESSES/ENCONTRACTPERFORMANCE.pdf>.

ix. 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.

x. Schedule A

Following final selection of a Respondent, ESD will prepare a contract defining all project terms and conditions and the Respondent's responsibilities in conformance with Schedule A. A sample can be found at: https://esd.ny.gov/sites/default/files/ScheduleA-Services_Materials-3818.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 successful Respondents will need to accept these terms prior to contract execution.

xi. 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 (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 selected Respondent will be required to provide the following insurance (at a minimum and to the extent applicable):

- Commercial General Liability of \$1 million per occurrence and \$2 million in the aggregate;

- In the event that you are using a vehicle in business, Commercial Automobile insurance with a limit of not less than \$1 million;
- Excess Liability - \$5 million;
- Must show evidence of Worker's Compensation & Employer's Liability insurance at State statutory limits;
- Must show evidence of Disability insurance coverage at State statutory limits;

NYS Urban Development Corporation d/b/a Empire State Development (ESD) must be named as additional insured on a primary and non-contributory basis on all of the following policies: Commercial General Liability and Auto Liability. All policies above should include a waiver of subrogation in favor of ESD.

xiii. W-9 Form

Provide a completed W-9 form (<https://www.irs.gov/pub/irs-pdf/fw9.pdf>), submit with proposal.

Appendix A - Site Field Guide

Appendix B - Phase 1 Environmental Site Assessment

Appendix C - Site Management Plan

Appendix D - Bayview Elevations

Appendix E - Alternatives Analysis re[pair

Appendix F - Cost Letter

Appendix G - Diversity Practices Questionnaire