



State Center

THE
MARYLAND DEPARTMENT OF GENERAL SERVICES
REQUEST FOR QUALIFICATIONS
for
A MASTER DEVELOPER TEAM
STATE CENTER
Baltimore, MD

ISSUE DATE: September 21, 2005



SUMMARY OF THE OFFERING

The State of Maryland seeks a qualified master developer for the main state government complex in the heart of Baltimore. The Project entails Transit Oriented Development (TOD) of an underutilized 25-acre State-owned site that includes 5 buildings and 1,300 parking spaces (see aerial photo). A Request for Qualifications (RFQ) process is being used to select a master developer who will assemble resources that can design, entitle, finance, construct and market mixed-use, mixed-income urban TOD that supports surrounding neighborhood needs.

The State and local stakeholders seek to achieve the most functional TOD for this site. In this regard, the draft *State Center Transit Oriented Development Strategy* at www.mdotrealestate.com was created as part of an on-going planning process. It provides a vision of TOD in a corridor that includes State Center and a framework for disposition of state-owned properties. The estimated value of the State Center build-out (in the *Strategy*) is over \$800 million.

Situated about 1-mile north of Baltimore's Inner Harbor, State Center benefits from all of the City's locational advantages. Baltimore lies 38 miles north of Washington, DC and 95 miles south of Philadelphia. Many people commute between the cities. The metropolitan area includes 2.6 million people who enjoy one of the most affordable lifestyles in the country. State Center functions as a major employment center with over 3,000 state employees and other employers such as Maryland General Hospital adjacent to the site. The State intends to remain a significant presence in the revitalized State Center. The site also has immediate proximity to many of the City's major cultural and educational institutions, e.g., the Myerhoff Symphony and the University of Baltimore. Both the State's Light Rail and Metro systems have stops at State Center. Nearby Penn Station provides inter-city connections as does Interstate and Beltway connections via I-83.

The most current RFQ document is available at the MDOT website (above). **State Center Tours will be offered on October 26th and 28th, 2005. A Pre-submittal Conference is scheduled for October 21, 2005, and Statements of Qualifications are due before November 30, 2005.** Developers interested in this RFQ should contact MDOT and request placement on the RFQ mailing list to insure receipt of amendments and other relevant information. Inquiries should be directed to: Mr. Jim Peiffer at jpeiffer@mdot.state.md.us or toll free at 1-866-242-9405.





State Center Request for Qualifications

September 21, 2005



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Maryland Department of General Services Request for Qualifications

1. The Project

The purpose of this Request for Qualifications (RFQ) is to solicit and select a Master Developer who is capable of comprehensive redevelopment of State-owned properties in the State office complex known as “State Center” in the heart of Baltimore’s Cultural District. As used in this RFQ, the term “Master Developer” indicates a development entity or entities with the capacity and demonstrated experience to acquire the State-owned properties and successfully handle all aspects of the development process, including planning, community involvement, design, negotiation of public/private partnerships, structuring of private and public financing sources, construction, sales and leasing, and ongoing management. It is anticipated that the resulting project will be privately owned and managed.



The Maryland Department of General Services (DGS), in association with the Maryland Department of Transportation (MDOT) and the Maryland Department of Planning (MDP), and in collaboration with the City of Baltimore and neighborhood stakeholders, seeks an experienced Master Developer of mixed-use projects for the redevelopment of underutilized State Center properties in accordance with principles of Transit Oriented Development (TOD). These principles include: development that is physically and functionally integrated with transit; that reduce auto dependency; increase pedestrian/bicycle trips; foster safer station areas; enhance walkable connections to transit stations; provide mixed-use development, including housing and convenience goods and services; offer attractive public spaces; promote and enhance ridership; and encourage revitalization and sound growth. The Federal Transit Administration’s definition is also available at www.fta.dot.gov/library/policy/IFT/iftb.html.

The State through the DGS, with the MDOT and the MDP, has the following objectives:

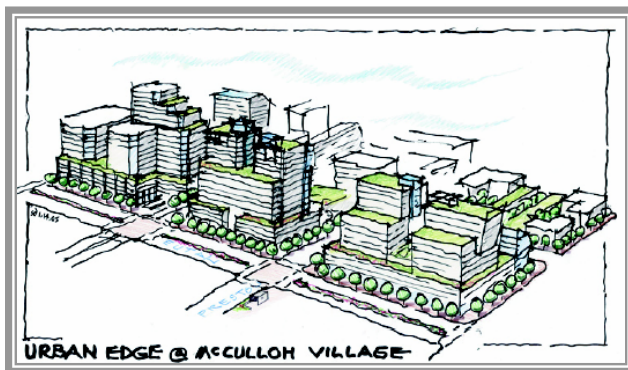
- Develop financially viable projects using private-sector funding sources;
- Create new revenue sources for the public sector;
- Increase Metro and Light Rail ridership;
- Expand State and local property, sales and income tax base;
- Provide a mix of housing for a broad range of incomes, including working families and others of very low, low and moderate incomes; and
- Implement TOD principles.

The State also seeks to ensure that the resulting development reflects a commitment to the following values:

- Affordable Housing
- Green Design
- Senior Friendly Design
- Historic Preservation and Appropriate Design
- Support of Creative Arts and Culture

This specific development project (Project) is an important step in the planning and implementation of the “*State Center Transit Oriented Development Strategy*” (download the document at www.mdotrealestate.com) to encourage TOD and urban revitalization in this area of the City. The opportunity includes the redevelopment of all State owned property in State Center.

The State intends to select a Master Developer with a demonstrated record of accomplishment developing the desired land uses sought by the community, the City of Baltimore and the State. A RFQ process is being used to select a



Master Developer, instead of a more traditional Request for Proposals, in recognition of the need for sustained collaboration between the selected developer, State, City, neighborhood representatives, and other stakeholders in order to formulate a feasible project that can successfully accomplish a wide range of objectives. The Master Developer must assemble resources

and a team that can entitle, design, finance, construct, and market mixed-use, mixed-income urban TOD that supports surrounding neighborhood needs and is acceptable to the various regulatory agencies.

The State seeks to achieve the most appropriate TOD for this site. A significant goal is the integration of the State Center development program with other redevelopment efforts at the adjacent McCulloh Homes and Maryland General Hospital, as well as other nearby properties owned by other institutions and private owners. The draft *State Center Transit Oriented Development Strategy* provides a framework for disposition of State-owned properties and promotion of TOD in the corridor between Penn Station and Pennsylvania Avenue. A potential Master Developer's demonstrated performance in other urban settings and its stated approach to coordination and collaboration with community stakeholders in this area are important evaluation factors for this RFQ.

2. The Setting

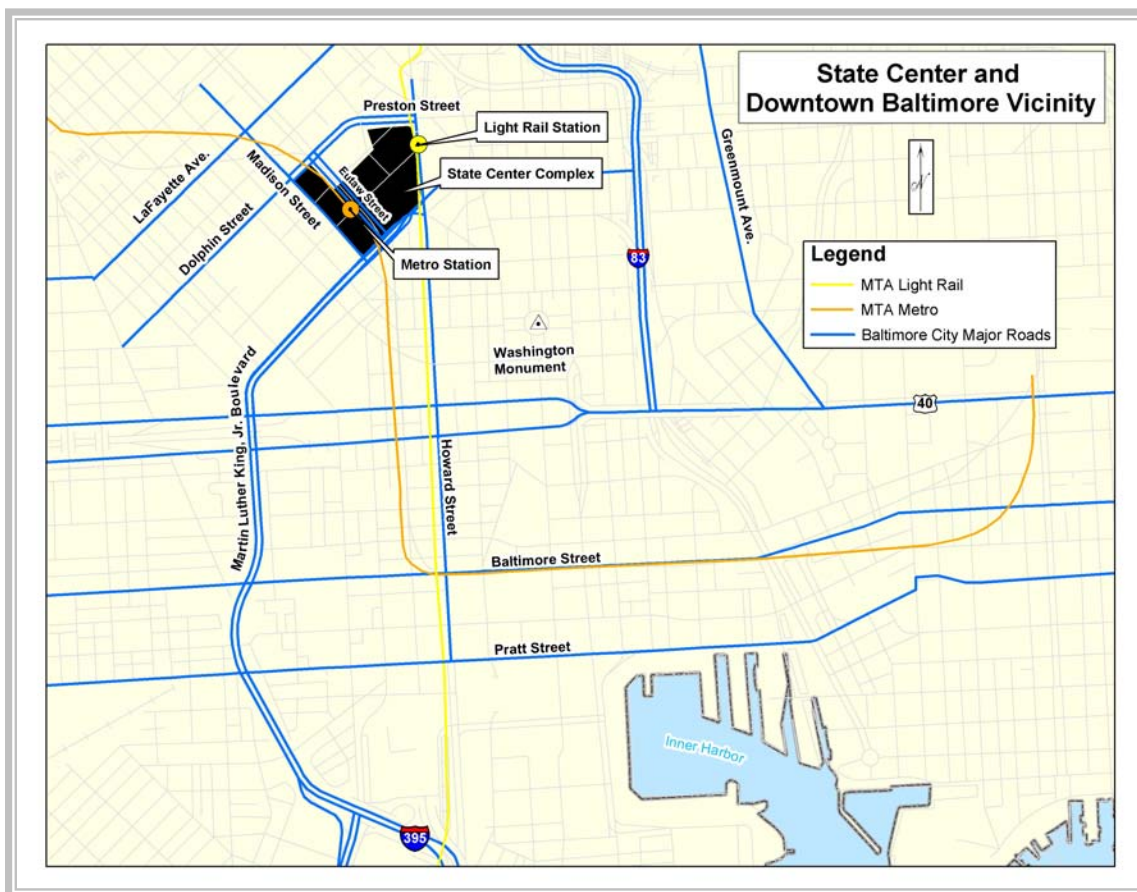
Situated about one mile north of Baltimore's Inner Harbor area State Center benefits from all of the City's locational advantages. Baltimore lies 38 miles north of the US Capitol, Washington, DC and 95 miles south of Philadelphia. Over 2.6 million people reside in the metropolitan area and enjoy one of the most affordable urban lifestyles in the US. A fact that has not gone unnoticed by the many people who live in the City and conveniently commute by train to DC every day. Baltimore



is home to the world-renowned Johns Hopkins Hospital and Medical Institutions, the largest recipient of federal research dollars in the country. The University of Maryland Medical System is located minutes from State Center in newly expanded state-of-the-art facilities. Both institutions have developed bio-tech parks, which, combined with the National Institutes of Health, make the City a life sciences capital. In addition, Baltimore's 13,850 employers make up a diverse economy employing over 285,000 workers.

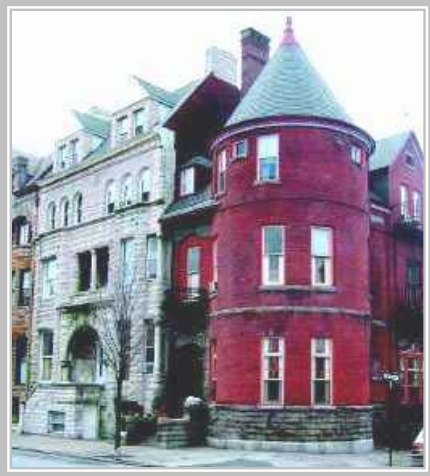
The potential for this site is driven by its function as a major employment node around State Center offices and Maryland General Hospital. It is adjacent to many of the City's major cultural and educational institutions, such as the Meyerhoff Symphony Hall, Lyric Opera House, Maryland Institute College of Art and the University of Baltimore. The area enjoys proximity to the downtown, waterfront, and the neighborhoods of Bolton Hill, Mt. Vernon, Seton Hill, Marble Hill, and Upton (including McCulloh Homes).

The area is transportation rich. Both the *State Center/Cultural Center* Metro Subway and *Cultural Center* Light Rail Stations are within or adjacent to the State Center properties. Martin Luther King, Jr. Boulevard provides direct



access to the west side and downtown. There is a direct connection to I-83, and extensive commercial development is located only a few blocks away along Charles Street. Penn Station located to the northeast provides important inter-city connections including all of the Penn Line trains to Washington, D.C. and Amtrak Acela to Philadelphia, New York City and Boston.

Connections within the City and region are possible via the existing Metro and Light Rail to such places as the BWI (Airport) Employment district, Johns Hopkins (the City's and State's largest employer), and the Baltimore–Washington Corridor and Washington DC (via Penn Station). In fact, State Center and the surrounding neighborhoods are becoming a more important Washington address!



The local street network demonstrates the unusual character of the area. At State Center, the north–south grid of the older City meets the diagonal street grid of the later Bolton Hill and Madison Park neighborhoods. State Center, in the middle, does not form a true crossroads and more often forms a barrier separating neighborhoods.

The *State Center Transit Oriented Development Strategy* sets forth a vision that through new TOD at State Center and nearby properties the existing cultural and educational institutions of the Cultural Center can be enhanced and the area diversified so that it becomes one of the City's most attractive arts, entertainment, retail and residential districts. This newly vibrant area would serve to reconnect and reenergize some of the City's most diverse and historically significant communities and resources.

3. The Site

The State Center complex has developed over the last 50 years to a point where it now provides headquarters and back offices for almost 3,500 State employees. The first offices were built in the 1950s and 60s and are beginning to require significant and increasing amounts of maintenance. Between the parking structure and surface lots, the State has approximately 1,300 parking spaces. This capacity must be kept as a part of any redevelopment program.

The State Center complex is the largest concentration of State government offices in Maryland, and it is comprised of approximately 25 acres of land around the *State Center/Cultural Center* Metro Station and across the street from the *Cultural Center* Light Rail Station. The site is surrounded by Martin Luther King, Jr. Boulevard, Howard Street, Hoffman Street and Madison Avenue. The complex has 4 mid-to-high rise State office buildings including:

- 201 West Preston Street

- 300 West Preston Street
- 301 West Preston Street
- 1100 North Eutaw Street



A 650-space parking structure, a chiller plant, and three surface parking areas occupy 5 of the 25 acres. In addition, the State is interested in the redevelopment of the historic 5th Regiment Armory building at the corner of Howard and Preston Streets, after it is vacated by the National Guard, its current occupant. The 5th Regiment Armory is listed on the National Registry of Historic Places. For more information, please refer to www.marylandhistoricaltrust.net.

The State is also interested in a public private partnership with the Master Developer that results in creative approaches to development to ensure maximum return to the State and the City while minimizing direct public financial participation and development risk. **To support this partnership, the State has committed to retaining the entire State workforce at the redeveloped State Center. The State will consider creative options for redevelopment of its existing buildings or occupancy in new privately owned buildings along with other private tenants.** However, it will seek to minimize disruption of productivity and costs of relocating State employees during renovation and/or new construction.

4. Master Developer Responsibilities

The development responsibilities of the Master Developer will be defined and detailed in the development agreement negotiated between the State and the selected Master Developer. An overview of the anticipated responsibilities of the Master Developer is described below and includes but is not limited to:

- A. Master Plan: the Master Developer will be responsible for conducting market research designing and implementing a master plan that exemplifies the vision of the *Strategy*, complements other City of

- Baltimore initiatives, and accomplishes TOD objectives. The Master Plan will be created in consultation and collaboration with the State, City, surrounding neighborhoods and other stakeholders in the State Center area.
- B. Design: the Master Developer will define specific design standards and schemes based on general design parameters identified by the Stakeholders.
 - C. Development Approvals: the Master Developer is responsible for procuring all necessary regulatory approvals, changes to existing Area Plans, environmental documentation, building permits, etc.
 - D. Financing: the Master Developer will be responsible for developing public/private financing structures and obtaining the financing to optimize, if necessary, the use of public funding. The Master Developer will be responsible for financing the entire cost of its project to include: predevelopment costs such as design, engineering, environmental and other studies, entitlements and development costs such as infrastructure, off-site improvements, utilities, and construction costs.
 - E. Construction: the Master Developer will be responsible for the construction of all necessary off-site and selected on-site improvements including streetscapes, parks, utilities and roads, building cores and shells, tenant improvements, fixtures and equipment, and on-site landscaping. The Master Developer will be required to comply with all applicable State and federal regulations regulating prevailing wage and other labor-related issues. The Master Developer will also be responsible for packaging selected land parcels and/or buildings for development by third-party developers or builders.
 - F. Maintenance and Operation: the Master Developer will be responsible for the on-going operation, maintenance and modernization of buildings and grounds in State Center.
 - G. Development Schedule: the Master Developer in conjunction with the stakeholders will be responsible for developing detailed schedules for the numerous planning, design, financing, construction and maintenance activities. This activity includes the coordination of all agencies, consultants, architects, engineers, contractors and property management functions.
 - H. Community Relations: the Master Developer must commit to working collaboratively and cooperatively with adjacent property owners, neighborhoods and stakeholders. This activity includes conducting

strategic community meetings, creating and maintaining comment processes for community involvement in the overall planning, creating and maintaining channels for public information and comment, and working with elected officials and the media.

5. Knowledge of RFQ and Site Investigation

Master Developers who submit a Statement of Qualification (Statement) are responsible for becoming fully informed regarding all circumstances, information, laws and any other matters that might, in any way, affect the Respondent's roles and responsibilities in the project. Any failure to become fully knowledgeable of any other matters that might in any way affect the project shall be at the Respondent's sole risk. DGS, the MDOT and the MDP assume no responsibility for any interpretations made by respondents on the basis of information provided in this offer or through any other sources.

Any inspection or other on-site investigation of facilities during this RFQ process must be coordinated through Mr. Sam Bradner, Maryland Department of Planning, 410.767.4947 or sbradner@mdp.state.md.us. The State office buildings and the 5th Regiment Armory referenced in this RFQ are active operating facilities of the State of Maryland. Each has specific security issues, and all facilities do not want disruptions during the normal course of business.

Due to these security issues, the State will offer 2 tour options of the facilities. **The tours will be held on October 26th and 28th 2005 at 9:00 AM.** Those wishing to participate must contact Mr. Bradner (see above).

Respondents acknowledge that they have acquainted themselves with the available information and have investigated conditions affecting the Project. Except as specifically identified, the DGS, the MDOT and the MDP make no representations about the environmental conditions or the presence or absence of contaminated materials at the site(s) referenced in this solicitation.

6. Submittal Instructions and Contents

This RFQ is **not** conducted under the provisions of Maryland Procurement Law (COMAR Title 21). Please note that Statements in response to this RFQ are sought only from experienced developers of large scale urban mixed use, mixed income projects. Professional service providers, building contractors or others should not respond to this RFQ.

Respondents are asked to carefully review the RFQ. Inquiries should be directed to Mr. Sam Minnitte at sminnitte@mdot.state.md.us or toll free at 1-866-242-9405 or to MDOT, Office of Real Estate, MS 470, 7201 Corporate Center Drive, P.O. Box 548, Hanover Maryland 21076. **Developers interested in this RFQ should contact this office and request placement on the RFQ mailing list or attend the pre-response conference in order to ensure receipt of amendments or other relevant information.** Respondents to the RFQ should limit their submissions to no more than 20 pages, excluding illustrative materials explaining developer ability and experience to develop the proposed concept. All proprietary information should be identified as such by the respondent. One original and 12 copies of the Statements should be submitted. The DGS, the MDOT and the MDP reserve the right to cancel or amend this RFQ, and will announce revisions to it by amendment.

Statements should be sealed, marked and addressed as directed in the Statement Form. Statements may be mailed or delivered in person to the MDOT, Office of Real Estate, MS 470, 7201 Corporate Center Drive, P.O. Box 548, Hanover Maryland 21076 no later than 3 p.m. (local time) on November 30, 2005.

Respondents are advised that the DGS with the MDOT and the MDP shall not be liable at any time for any costs associated with or related to the Project, which are incurred by any submitter during any phase of this RFQ or subsequent amendment or cancellation.

The schedule of activities for this solicitation is:

Solicitation Issue/Advertising Date	September 21, 2005
Pre-Submittal Conference	October 21, 2005
Statement Inquiry Deadline	November 4, 2005
Statement Receipt Closing Date	November 30, 2005
Shortlist Interviews	December, 2005
Award Exclusive Negotiating Right	January 31, 2006

A pre-submittal conference will be conducted at 1:30 p.m. on October 21, 2005 in the first floor auditorium of the DGS located at 300 W. Preston Street, Baltimore, Maryland 21201. Attendance at the pre-submittal conference is not mandatory, but is strongly recommended.

Statements submitted in response to this RFQ shall include a complete response to the requirements in this Section in the order presented. The information should be presented in 8.5" X 11" size and should have tabs keyed to

the requirements outlined in this Section. Statements should be a straightforward delineation of the Respondent's capability to satisfy the intent and requirements of this RFQ, and should not contain redundancies and conflicting statements. An officer authorized to make a binding commitment for the Master Developer making the Statement shall sign the Statement Form.

Contents

Statements must include the following to be deemed responsive for evaluation: Statement Affidavit (Appendix 1), and Statement Form (Appendix 2) and all of the following items (6A-E, please refer to Section 7 for the evaluation criteria that correspond to the following submittal items):

- A. Cover Letter** – The Statement must include a cover letter transmitting the Statement and acknowledging receipt of any and all amendments to the RFQ issued. The letter should be addressed to:

Mr. Samuel F. Minnitte, Jr.
Director, Office of Real Estate
Maryland Department of Transportation
7201 Corporate Center Drive
PO Box 548
Hanover MD 21076

The letter should also introduce the Master Developer's project team. The *Project Team* is defined as the lead developer plus any other developers and key team members such as architects, engineers, economists, contractors, bankers, etc. who are critical for consideration by the State. Provide complete information that explains the relationship between team members and their respective roles and contributions. An organization chart would be an appropriate attachment to the cover letter.

Please identify the existing commitments of the Project Team to other development projects, as measured by the number and type of projects and proposed development programs and dollar value. Discuss how the team members would manage the additional work that would result if the team is selected for exclusive negotiations by the state.

Please provide the names and phone numbers of public agency references for at least three completed public/private mixed use

development projects for which the Project Team acted as a master developer and that are comparable to the project envisioned in the draft *State Center Transit Oriented Development Strategy*. For each reference, indicate the contact person's role in the completed project and the time period of their involvement. Also provide names and phone numbers for at least two major tenant references that are large "anchor-tenants" in projects developed and managed by the lead developer.

The cover letter should include the statement that the Project Team is willing to complete the Project as defined in this *RFQ*. Respondents are also advised to include a statement that the Project will conform to all applicable Federal, State and County laws and ordinances, and that they accept responsibility to ensure compliance with applicable Federal, State and County laws.

The cover letter must also include a statement that the firm is not in arrears in the payment of any obligation due and owing to the State of Maryland, including tax payments and employee benefits and that it shall not become so during the term of the agreement if selected; a statement that the Statement is valid for a minimum of 240 days from the date of submission; a statement that the proposing Developer will negotiate in good faith with the State and the City of Baltimore, and a statement that the firm grants to the State a non-exclusive right to use, or cause others to use the contents of its Statement, or any part thereof, for any purpose.

- B. **TOD Strategy Implementation** – The Statement should include a summary that demonstrates the Project Team's understanding of the draft *State Center Transit Oriented Development Strategy* and a description of how they intend to integrate the physical, managerial and financial components required to ensure the success of its Development Program.

- C. **Conceptual Approach & Methodology** – Respondents are requested to demonstrate their understanding of this program by submitting a conceptual approach and methodology for project implementation. This narrative of no more than 20 pages should articulate the Respondent's methods and approach of engaging both partners and area stakeholders to create a feasible, high-quality, mixed use, infill

development that advances the goals of the draft *State Center Transit Oriented Development Strategy*.

The Respondent should discuss their approach and methods to ensure a project design that creates high-quality places, is sensitive to adjacent neighborhoods, includes “green building” design and construction methods for the site and individual buildings and is sensitive to the needs of special populations such as children, the disabled, and seniors. The narrative must include information regarding an approach and methods to involve the Stakeholders in the design and management of the Project, an approach to community and stakeholder collaboration, and an approach to predevelopment activities and phasing, construction, marketing and lease-up, and operations.

The narrative of the Respondent’s approach and methods should also include how opportunities for the creation of affordable housing will be examined, and a job training strategy aimed toward disadvantaged area residents in the project will be addressed. In addition, describe the prospective approach to include Minority Business Enterprises in the project.

D. Experience and Background – Given the unique nature of the Project and its utmost importance to the State and City, it is essential to fully understand the experience and capabilities of all key members of the Project Team.

1. Provide a summary of the lead developer’s experience in managing large, complex projects that required interaction with a broad range of interested parties from both the public and private sectors.
2. The following information is required for each key member of the Project Team and respondents are requested to highlight projects where members of the Project Team have previously collaborated:
 - a. Description of experience within the most recent ten-year period related to: transit development projects in urban settings; City of Baltimore projects; DGS/MDOT/MDP projects; and major mixed use and mixed-income redevelopment projects that are similar in

nature to the draft *State Center Transit Oriented Development Strategy*.

- b. Demonstration of experience in completing projects of the scale and complexity envisioned in the draft State Center Transit Oriented Development Strategy on budget and on schedule.
 - c. Demonstration of experience, expertise and creativity with sale/leasebacks, capitalized leases, or other structures that allow institutional or public agency owners to realize the value of owned property, access private capital for facility renovation, and convert facilities to modern mixed use developments with a combination of public and private uses.
 - d. Extent of the experience of specific individuals on the Respondent's proposed project team in public/private development projects, including transit oriented development.
 - e. Demonstrated ability to structure public/private development projects to reduce the public partner's capital investment and associated risk, particularly for infrastructure improvements.
3. Resumes of all key Project Team members to be involved in the Project are required and should include: education and professional licensing qualifications, relevant experience, and details regarding the specific role proposed for the Project.
 4. Projects included for reference should be described only once and the description should include: Project size in total land and building area; project scope; project location; development value; project length from inception to completion; roles of Project Team member or members during project execution, and client reference name, phone number and authorization to contact given references.
 5. Respondents should identify with specificity any other relevant organizational, consultant or other available resources that will be committed to the Project.

- E. Financial Capability** – Given the complex nature of the Project, the State must understand the Master Developer’s financial capability to undertake and successfully complete the Project.
1. Describe the Project Team’s experience in obtaining private equity and debt for public/private developments similar in scale to the draft *State Center Transit Oriented Development Strategy*.
 2. Indicate the source(s) of both debt and equity financing for each reference project stated above and describe the Respondent’s commitment and capability to provide capital for this Project.
 3. Indicate the amount of immediately available financial resources to fund the costs associated with negotiation of development agreements, obtaining entitlements and other approvals, and other predevelopment activities.
 4. Please provide the names and phone numbers of two commercial bank references, two financial partner references, and two major tenant references.
 5. **Under separate cover and marked confidential**, provide current audited financial statements of the respondent and principal participants in the business entity to be formed for this Project.

7. Selection of Master Developer

Statements will be reviewed by an Evaluation Committee composed of representatives from the State agencies, the City of Baltimore, surrounding neighborhoods, and other stakeholders. The DGS with the MDOT and the MDP reserves the right to contact respondents with requests for clarification or additional information, or to arrange other follow up activities it deems appropriate.

Selection of a Master Developer will be based on: the quality, clarity and thoroughness of the submitted Statement and its compatibility with the RFQ's stated objectives, statements of intent, and submission requirements, plus the results of information gathered from interviews with shortlisted respondents and client reference checks. Statements will also be reviewed with emphasis on their consistency and compatibility with the draft *State Center Transit Oriented Development Strategy*.

The following criteria, corresponding to the categories of the required submittal contents as set forth in Section 6, will be used to evaluate Respondents' Statements. The weighted score for each category is indicated in parentheses.

- A. Cover Letter / Comprehensive Project Team (5%)
 - 1. Completeness of information on proposed project team, and explanation of relationships between members that clearly depicts the roles and contributions of various members.
 - 2. Availability of project team members, and the effectiveness of their plans for balancing the workload associated with a potential State Center project with other existing commitments.
 - 3. Strength of the recommendations provided by references for the Respondent.

- B. Approach to TOD Strategy Implementation (10%)
 - 1. Narrative demonstrating the potential to create feasible high-quality mixed-use infill development that advances the goals of the Strategy and stakeholders, including the State.

C. Conceptual Approach & Methodology (25%)

1. Narrative outlining Respondent's approach to integrating the *Strategy* into the physical, financial, project management, and other aspects of its eventual development program.
2. Narrative outlining Respondent's experience and proposed approach and methods to working with multiple stakeholders, including State and City agencies, private citizens, business owners, and institutions, as well as managing the development process, in a manner that advances the goals of the *Strategy*.
3. Narrative must describe the Respondent's experience and approach to affordable, mixed-income housing in the project.
4. The narrative must outline the Respondent's experience and approach to establish a jobs training strategy and employment opportunities for disadvantaged area residents. Also the level of commitment to involvement of Minority Business Enterprises (MBEs) in the project.
5. The narrative must detail the Respondent's approach to ensure a project design that creates a high-quality place, is sensitive to adjacent neighborhoods, and includes "green building" design and construction methods for the site and individual buildings, and is sensitive to the needs of special populations such as children, the disabled, and seniors.

D. Experience and Background (40%)

1. Demonstrated experience as a Master Developer working with public entities to structure and implement large scale urban mixed use redevelopment in the past 10 years that are comparable to and include the uses envisioned in the *Strategy*.
2. Demonstrated experience in completing projects of the scale and complexity envisioned in the *Strategy* on budget and on schedule.
3. Demonstrated experience, expertise, and creativity with creative sale/leasebacks, capitalized leases, or other structures that allow institutional or public agency owners to realize the value of owned property, access private capital for facility renovation, and

convert facilities to modern mixed-use development with a combination of public and private uses.

4. Demonstrated experience in working with mixed-income, mixed-finance developments that meet stakeholder goals.
5. Extent of the experience of specific individuals on the Respondent's proposed project team in public/private development projects, including transit oriented development.
6. Demonstrated ability to structure public/private development projects to reduce the public partner's capital investment and associated risk, particularly for infrastructure improvements.

E. Financial Capacity (20%)

1. Demonstrated ability in previous projects of the scale envisioned in the Strategy to obtain private equity and debt for development via public/private partnerships.
2. Demonstration of sufficient and immediately available financial resources to fund the costs associated with negotiation of development agreements, obtaining entitlements and other approvals, and other predevelopment activities.
3. Quality of documentation of available financial resources and ability to obtain private equity and debt, through audited financial statements, references, or other sources.

Once it has completed this solicitation process, the DGS with the MDOT and the MDP will be available to debrief Master Developers who have submitted Statements. The DGS with the MDOT and the MDP will not share information from Statements made by other respondents.

8. Shortlist Consideration

The State reserves the right to accept, reject, and/or interview any or all qualified respondents. The State intends to select a limited number of respondents for interviews. Qualified respondents shortlisted for interview include those responsible respondents who submit Statements initially judged by the Contract Officer and Evaluation Committee to be reasonably susceptible of

being selected for award. Shortlisted Respondents selected for interview shall be notified of the time, date and location for oral presentations. Upon completion of the interview process, the State reserves the right to immediately enter into negotiations with a selected respondent.

9. Security

A performance security will be required from the successful respondent in the amount of \$100,000.00. Within fifteen (15) days of notification of selection, the respondent shall pay the security. It will be credited to the Respondent's equity investment requirement under the development agreement with the State. In the event that the State and the respondent negotiate in good faith but are unable to reach an agreement, then the security shall be refunded to the Respondent. In the event the parties are unable to reach agreement for any other reason, the security shall remain the property of the State of Maryland.

Acceptable forms of performance security include U.S. Treasury Bonds, bank letters of credit, cashier's checks, certified checks, money orders, and certificates of deposition (interest may be made payable to respondent's account). Attorneys-in-fact who sign required Statement and performance bonds must file with such bonds a certified copy of their power of attorney to sign them.

10. Agreement and Schedule

Respondent(s) recommended for award as a result of this solicitation will enter into a written development agreement with the State. Any formal contract becomes final only upon approval by the Maryland Board of Public Works and, where applicable, the Federal Transit Administration and the US Department of Labor. Standard contract provisions required in any negotiated lease/contract/lease-sale/development agreement will include:

- Officials Not to Benefit
- Right-of-Entry
- No assignment without State prior approval
- No claims for noise/vibration
- Dispute Resolution
- Default and Termination Provisions
- Contamination
- Applicable Terms and Conditions of the solicitation and any amendments

- Standard clauses normally associated with commercial lease agreements, including but not limited to provisions for rent, lease term, condemnation, liens, renewal term, determination of rent, late payment penalty and no subordination of the State's fee interest.

11. Indemnification

The Master Developer awarded a contract for the Project will save and keep harmless and indemnify the State of Maryland, DGS, MDOT, MDP, DLLR, Maryland Military Department their officers, agents and employees against any and all liability, claims, and cost of whatsoever kind and nature (including reasonable attorney fees and court costs) arising or alleged to have arisen from injury, including personal injury to or death of person(s), and for loss or damage to any property, occurring in connection with or arising out of activities to be performed under the contract, and any acts of selected Master Developer in connection with activities to be performed under the contract resulting in whole or in part from acts, errors, or omissions of the Master Developer by its employees, agents or representatives, and any Project Team subcontractors of the selected Master Developer and their employees.

The selected Master Developer shall be responsible for and must make good at its own expense all damage to State property caused by its acts, or those of its employees, subcontractors or subcontractors' employees in connection with the contract.

12. Insurance

The selected Master Developer shall carry and maintain in full force and effect for the duration of the contract, and any supplements thereto, the insurance coverage specified below, and any other covered specified by the State in amounts designated in the contract documents. The Master Developer shall submit to DGS a certificate of insurance indicating the existence of coverage required by this provision. An insurance company authorized to do business in the State of Maryland and approved by DGS shall issue policies.

The State reserves the right to review the foregoing insurance requirements as they relate to specific site development(s) and make necessary

adjustments including but not limited to adding requirements for railroad protective liability and pollution legal liability.

13. Disclosure and Use of Data

Issuance of this RFQ places no obligation on the State to proceed with any offering of the State's property. Response to the RFQ does not entitle a respondent to any right with respect to the State's property.

Respondents under this RFQ should clearly identify any proprietary or confidential commercial data that they do not want disclosed, duplicated or used outside of the DGS, MDOT and the MDP for any purpose other than to evaluate the Statement. If a contract is awarded on the basis of the Statement, the DGS with the MDOT and the MDP shall have the right to duplicate, disclose and use Statement information.

14. Order of Preference

Any changes to this RFQ will be made by addenda issued by the State. The addenda will be considered part of the RFQ document and will prevail over inconsistent or conflicting provisions contained in the original RFQ document. Addenda will be available for download from the www.mdotrealestate.com website. All firms that have previously registered will be notified that an addendum is available for download. In the event of an inconsistency between the provisions of this solicitation, the inconsistency shall be resolved by giving precedence in the following order: Request for Qualifications, State Center and Appendices, and contract terms and conditions whether incorporated by reference or otherwise. Incorporation by reference includes terms and conditions of the solicitation and any amendments thereto; all provisions of Respondent Statements in response to the solicitation and amendments thereto; all applicable State, County and federal laws, statutory and regulatory provisions and orders, are incorporated by reference and made a part of contracts recommended for award as a result of this solicitation.

15. Protest Policy

Protests relating to this solicitation or the award of a contract must be filed in accordance with Title 15, Subtitle 2, Part III of the State Finance and Procurement Article, Annotated Code of Maryland, and COMAR Title 21 (State Procurement Regulations), Subtitle 10, Administrative and Civil Remedies.

16. Owner Limitations

The State reserves the right to terminate a selected Master Developer for the following reasons:

- Bankruptcy declaration by the selected Master Developer or any individual or entity holding ownership interest in the project;
- Failure to receive prior written approval from the State to alter the ownership structure of the selected Master Developer that include altered percentages of ownership by approved individuals or entities or a change in the ownership that results in replacing approved individuals or entities;
- Failure to receive prior written approval from the State to alter the Project Team structure of the selected Master Developer that includes key individuals or team members that results in replacing approved individuals or entities;
- Failure to receive prior written approval from the State if the selected Master Developer assigns its position or its interests in a State property to another business entity, and
- Willful misrepresentation of any material fact in the selected Master Developer's Statement.

17. Books and Records

The selected Master Developer shall be required to permit access at reasonable times and places by State staff, or any duly authorized representative, to any books, documents, papers and records including certified financial statements of the Master Developer which are directly pertinent to an awarded contract. The purpose of this access is to audit, inspect, examine, excerpt, copy and transcribe documents.

The selected Master Developer shall retain all records, including MBE documentation for three (3) years after submission of any statement required for determining the Master Developer's obligations under an agreement.

18. Laws and Regulations

All respondents to this solicitation shall be responsible to fully inform themselves of the applicable State of Maryland, Federal and jurisdictional laws and regulations governing the services to be provided under a negotiated contract or agreement.

SUBMIT THIS AFFIDAVIT WITH STATEMENT

Appendix 1: Affirmations

STATEMENT AFFIDAVIT

A. AUTHORIZED REPRESENTATIVE

I HEREBY AFFIRM THAT:

I am the [title] _____ and the
duly authorized representative of [business]
_____ and that I possess the
legal authority to make this Affidavit on behalf of myself and the business for which I am acting.

B. AFFIRMATION REGARDING BRIBERY CONVICTIONS

Neither I, nor to the best of my knowledge, information, and belief, the above business, or any of its officers, directors, partners, or any of its employees directly involved in obtaining or performing agreements with public bodies, has been convicted of, or has had probation before judgment imposed pursuant to Article 27, Section 641 of the Annotated Code of Maryland, or has pleaded nolo contendere to a charge of, bribery, attempted bribery, or conspiracy to bribe in violation of Maryland Law, or the law of any other state or federal law, **except as follows** [indicate the reasons why the affirmation cannot be given and list any conviction, plea, or imposition of probation before judgment with the date, court, official, or administrative body, the sentence or disposition, the name(s) of person(s) involved, and their current positions and responsibilities with the business]:

C. AFFIRMATION REGARDING OTHER CONVICTIONS

I FURTHER AFFIRM THAT:

Neither I, nor to the best of my knowledge, information, and belief, the above business, or any of its officers, directors, partners, or any of its employees directly involved in obtaining or performing agreements with public bodies, has:

- (a) been convicted under state or federal statute of a criminal offense incident to obtaining, attempting to obtain, or performing a public or private agreement or contract, fraud,

embezzlement, theft, forgery, falsification or destruction of records, or receiving stolen property;

- (b) been convicted of any current violation of a state or federal antitrust statute;
 - (c) been convicted under the provisions of Title 18 of the United States Code for violation of the Racketeer Influenced and Corrupt Organization Act, 18 U.S.C. §§1961, et seq., or the Mail Fraud Act, 18 U.S.C. §§1341, et seq., for acts arising out of the submission of statements for a public or private agreement or contract;
 - (d) been convicted of a violation of the State Minority Business Enterprise Law, Section 14-308 of the State Finance and Procurement Article of the Annotated Code of Maryland;
 - (e) been convicted of conspiracy to commit any act or omission that would constitute grounds for conviction or liability under any law or statute described in subsection (a), (b), (c), or (d) above;
 - (f) been found civilly liable under a state or federal antitrust statute for acts or omissions in connection with the submission of statements for a public or private agreement or contract;
 - (g) admitted in writing or under oath, during the course of an official investigation or other proceedings, acts or omissions that would constitute grounds for conviction or liability under any law or statute described above, **except as follows** [indicate reasons why the affirmation cannot be given, and list any conviction, plea, or imposition of probation before judgment with the date, court, official or administrative body, the sentence or disposition, the name(s) of the person(s) involved and their current positions and responsibilities with the business, and the status of any debarment]:
-
-

D. AFFIRMATION REGARDING DEBARMENT

I FURTHER AFFIRM THAT:

Neither I, nor to the best of my knowledge, information, and belief, the above business, or any of its officers, directors, partners, or any of its employees directly involved in obtaining or performing agreements with public bodies, has ever been suspended or debarred (including being issued a limited denial of partnership) by any public entity, **except as follows** [list each debarment or suspension providing the dates of the suspension or debarment, the name of the public entity and the status of the proceedings, the name(s) of the person(s) involved and their current positions and responsibilities with the business, the grounds of the debarment or suspension, and the details of each person's involvement in any activity that formed the grounds of the debarment or suspension]:

E. AFFIRMATION REGARDING DEBARMENT OF RELATED ENTITIES

I FURTHER AFFIRM THAT:

1. The business was not established and it does not operate in a manner designed to evade the application of or defeat the purpose of debarment pursuant to Sections 16-101, et seq., of the State Finance and Procurement Article of the Annotated Code of Maryland; and
2. The business is not a successor, assignee, subsidiary, or affiliate of a suspended or debarred business, **except as follows** [you must indicate the reason(s) why the affirmations cannot be given without qualification]:

F. SUB-CONTRACT AFFIRMATION

I FURTHER AFFIRM THAT:

1. Neither I, nor to the best of my knowledge, information, and belief, the above business, has knowingly entered into a contract with a public body under which a person debarred or suspended under Title 16 of the State Finance and Procurement Article of the Annotated Code of Maryland will provide, directly or indirectly, supplies, services, architectural services, construction related services, leases of real property, or construction.

G. AFFIRMATION REGARDING COLLUSION

I FURTHER AFFIRM THAT:

Neither I, nor to the best of my knowledge, information, and belief, the above business has:

1. Agreed, conspired, connived, or colluded to produce a deceptive show of competition in the compilation of the accompanying Statement that is being submitted; and

2. participated in the formation of this RFQ.

FINANCIAL DISCLOSURE AFFIRMATION

I FURTHER AFFIRM THAT:

I am aware of, and the above business will comply with a requirement that every business that enters into contracts, leases or other agreements with the State of Maryland or its agencies during a calendar year shall, within 30 days of the time when the aggregate value of the contracts, leases, or other agreements reaches \$100,000, file with the Secretary of State of Maryland certain specified information to include disclosure of beneficial ownership of the business.

POLITICAL CONTRIBUTION DISCLOSURE AFFIRMATION

I FURTHER AFFIRM THAT:

I am aware of, and the above business will comply with, the provisions of Article 33, Sections 14-101 through 14-104 of the Annotated Code of Maryland, which require that every person that enters into contracts, leases or other agreements with the State of Maryland, including its agencies or a political subdivision of the State, shall file with the State Administrative Board of Election Laws a statement disclosing contributions in excess of \$500 to a candidate for elective office in any primary or general election.

DRUG AND ALCOHOL FREE WORKPLACE

I CERTIFY THAT:

1. By submission of its Statement, the business, if other than an individual, certifies and agrees that, with respect to its employees to be employed under any contract resulting from the solicitation, the business shall:
 - a. Maintain a workplace free of drug and alcohol abuse during the term of the contract;
 - b. Publish a statement notifying its employees that the unlawful manufacture, distribution, dispensing, possession, or use of drugs, and the abuse of drugs or alcohol is prohibited;
 - c. Prohibit its employees from working under the influence of drugs or alcohol;
 - d. Not hire or assign to work on the contract anyone whom the business knows, or in the exercise of due diligence should know, currently abuses drugs or alcohol and is

not actively engaged in a bona fide drug or alcohol abuse assistance or rehabilitation program;

- e. Promptly inform the appropriate law enforcement agency of every drug-related crime that occurs in its workplace if the business has observed the violation or otherwise has reliable information that a violation has occurred;
- f. Establish drug and alcohol abuse awareness programs to inform its employees about:
 - (i) The dangers of drug and alcohol abuse in the workplace;
 - (ii) The business' policy of maintaining a drug and alcohol free workplace;
 - (iii) Any available drug and alcohol counseling, rehabilitation, and employee assistance programs; and
 - (iv) The penalties that may be imposed upon employees who abuse drugs and alcohol in the workplace.
- g. Provide all employees engaged in the performance of the contract with a copy of the statement required by §J(2)(b), above:
- h. Notify its employees in the statement required by §J(2)(b), above, that as a condition of continued employment on the contract, the employee shall:
 - (i) Abide by the terms of the statement; and
 - (ii) Notify the employer of any criminal drug or alcohol abuse conviction for an offense occurring in the workplace not later than 5 days after a conviction;
- i. Notify the contract officer within 10 days after receiving notice under §J(2)(h)(ii), above, or otherwise receiving actual notice of a conviction;
- j. Within 30 days after receiving notice under §J(2)(h)(ii), above, or otherwise receiving actual notice of a conviction, impose either of the following sanctions or remedial measures on any employee who is convicted of a drug or alcohol abuse offense occurring in the workplace:
 - (i) Take appropriate personnel action against an employee, up to and including termination; or
 - (ii) Require an employee to satisfactorily participate in a bona fide drug or alcohol abuse assistance or rehabilitation program; and
- k. Make a good faith effort to maintain a drug and alcohol free workplace through implementation of §(2)(a)-(j), above.

2. If the business is an individual, the individual shall certify and agree as set forth in §J(4), below, that the individual shall not engage in the unlawful manufacture, distribution, dispensing, possession, or use of drugs or the abuse of drugs or alcohol in the performance of the contract.
3. I acknowledge and agree that:
 - (a) The award of the contract is conditional upon compliance with this certification;
 - (b) The violation of the provisions of this certification shall be cause to terminate the contract or agreement for default. The violation of the provisions of this certification in connection with the contract may, in the exercise of the discretion of the Board of Public Works, result in suspension and debarment of the business.

CERTIFICATION OF CORPORATION REGISTRATION AND TAX PAYMENT

I FURTHER AFFIRM THAT:

1. The business named above is a (Maryland _____) (foreign_____) corporation registered in accordance with the Corporations and Associations Action, Annotated Code of Maryland, and that it is in good standing and has filed all of its annual reports, together with filing fees, with the Maryland State Department of Assessments and Taxation, and that the name and address of its resident agent filed with the State Department of Assessments and Taxation is:

Name: _____

Address: _____

[If not applicable, so state]

2. Except as validly contested, the business has paid, or has arranged for payment of, all taxes due the State of Maryland and has filed all required returns and reports with the Comptroller of the Treasury, the State Department of Assessments and Taxation, and the Employment Security Administration, as applicable, and will have paid all withholding taxes due the State of Maryland prior to final settlement.

CONTINGENT FEES

I FURTHER AFFIRM THAT:

A. The business warrants that it has not employed or retained any person, partnership, corporation, or other entity, other than a bona fide employee, bona fide agent, bona fide

salesperson, or commercial selling agency working for the business, to solicit or secure this Agreement, and that it has not paid or agreed to pay any person, partnership, corporation, or other entity, other than a bona fide employee, bona fide salesperson, or commercial selling agency, any fees or other consideration contingent on the making of this Agreement.

B. For breach or violation of this warranty the Administration shall have the right to terminate this Agreement without liability and, in its discretion, add to the price or consideration, or otherwise recover, the full amount of such fee, commission, percentage, brokerage fee, gift or contingent fee. [no fee proposed until after selection]

ACKNOWLEDGEMENT

I ACKNOWLEDGE THAT this affidavit is to be furnished to the Procurement Officer and may be distributed to units of: (1) the State of Maryland; (2) counties or other subdivisions of the State of Maryland; (3) other states; and (4) the federal government. I further acknowledge that this Affidavit is subject to applicable laws of the United States and the State of Maryland, both criminal and civil, and that nothing in this Affidavit or any Agreement resulting from the submission of this Statement shall be construed to supersede, amend, modify or waive, on behalf of the State of Maryland, or any unit of the State of Maryland having jurisdiction, the exercise of any statutory right or remedy conferred by the Constitution and the laws of Maryland with respect to any misrepresentation made or any violation of the obligations, terms and covenants undertaken by the above business with respect to (1) this Affidavit, (2) the Agreement, and (3) other Affidavits comprising part of this Contract.

I DO SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THIS AFFIDAVIT ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE, INFORMATION, AND BELIEF.

Date: _____ By: _____

(Authorized Representative and Affiant)

Printed or Typed Name

SUBMIT THIS AFFIDAVIT WITH STATEMENT

Appendix 2: Submittal Form

Form 2

STATE OF MARYLAND
DEPARTMENTS OF GENERAL SERVICES AND TRANSPORTATION
REQUEST FOR QUALIFICATIONS
STATE CENTER

PROPOSAL FORM

Date of Solicitation: September 15, 2005

Project: Request for Qualifications, State Center

In compliance with your General Solicitation of the above date, the undersigned hereby proposes to furnish all services, labor, equipment and materials to perform all work for completion of a proposed Project at State Center in strict accordance with the terms of this Request for Qualifications for the consideration herein proposed, and agreed that, upon written acceptance of this Statement, mailed or otherwise furnished in compliance with this Solicitation, (s)he will within the times required by this Solicitation, execute all agreements and other documents required by the solicitation to be executed, and furnish and maintain such security for performance and payment as required in this Solicitation.

The undersigned agrees that if awarded a contract(s), (s)he will meet all requirements set forth in the Solicitation as may be amended and any resultant contract including all aspects of appendices.

The undersigned acknowledges receipt of the following amendments to the Solicitation (give number and date of each).

Amendment Number _____, dated _____.
Amendment Number _____, dated _____.
Amendment Number _____, dated _____.

Failure to acknowledge receipt of all amendments may cause a Statement(s) to be considered not responsive and would require rejection of the Statement.

By signing and dating this Statement form, each respondent certifies that:

- It is not included in any Federal, State or local listings of debarred or ineligible contractors;
- It has not employed or retained any company or persons other than bona fide employees working for the respondent and its subcontractors as identified in the Statement to solicit or secure this contract;

- It has not paid or agreed to pay any company or person other than bona fide employees working for the respondent and its subcontractors as identified in the Statement any fee, commission, percentage, or brokerage fee contingent upon or resulting from the award of this contract;
- Neither it nor any of its employees, representatives or agents have offered or given gratuities (in the form of entertainment, gifts or otherwise) to any director, officer or employee of the State of Maryland, Maryland Department of General Services, Transportation or Planning with the view toward securing favorable treatment in the evaluation, awarding, amending, or the making of any determination with respect to the Statement consideration and the performing of the contract, and
- It agrees to furnish information relating to these representations and certifications as requested by the contracting and legal officers of the State.

The respondent represents as part of its offer that:

It operates as () an individual, () a partnership, () a corporation incorporated under the laws of the State of _____, or () other business entity. If other business entity, explain

In witness whereof, the respondent has executed this Statement for this _____ day of _____, 2005.

Respondent:

Firm Name

Signature Date

Address

City & State

Zip Code

Telephone No.

Facsimile No./E-Mail Address

Representative Authorized to Act on
Respondent's Behalf

Alternate Authorized Representative

Corporate
Seal