

REQUEST FOR PROPOSALS FOR THE LIBERTY AND PARK SITE

**Redevelopment Opportunity for Properties located at
142-144 W. Fayette Street & 102-106 N. Liberty Street**

**RFP Issue Date: Monday, August 23, 2021
Proposals Due: Monday, November 22, 2021**



Colin Tarbert, President & CEO

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I. Equity Statement

The City of Baltimore Development Corporation (BDC) commits to the development of a more equitable economy by supporting emerging commercial corridors and individual businesses in historically disinvested communities of color. Within BDC, we are driven by principles of intentional inclusion and collaboration, and we encourage our partners to do the same.

II. Introduction

The City of Baltimore Development Corporation (BDC), on behalf of the Mayor of Baltimore (the “City”), through this Request for Proposals (RFP), is seeking written proposals from qualified Respondents for the purchase and redevelopment of City-owned property located in the Market Center neighborhood. The intent of this RFP is to promote the redevelopment of these parcels (herein referred to as the “Site”) in a fashion that will achieve the City’s objectives including job creation, tax generation, adaptive reuse, and a redevelopment that fits within the context of the surrounding area.

Immediate Environs

The site is located in the Market Center neighborhood on the westside of downtown Baltimore. The immediate area has experienced tens of millions of dollars of investment in recent years. It is well served by local transit, located two and a half blocks from two light rail stations on N. Howard Street. The site is also near Lexington Market, which is undergoing a completed redevelopment that is scheduled to open in early 2022, and located within walking distance from the Lexington Market and the Charles Center Metro Stations. Additionally, the properties are near several entertainment venues such as Everyman Theatre, the Hippodrome, and Royal Farms Arena, for which the City has just announced redevelopment plans.

Historic Preservation

The Site is located in the Market Center Historic District, a National Register of Historic Places (NRHP) district, as well as the Five and Dime Historic District, a Baltimore City Commission for Historical and Architectural Preservation (CHAP) district.

Incorporation of historic preservation principles in the redevelopment of offered properties is encouraged. Early and frequent consultation with CHAP is strongly encouraged if a development plan proposes to incorporate newly constructed elements into historically contributing properties.

Exterior changes to any property within the Five and Dime Historic District boundaries require CHAP approval as part of Baltimore’s city permit process. Please review the Rules & Regulations and Design Guidelines on the CHAP website. The website also provides information on Historic Tax Credits and Frequently asked questions and can be found at the following address: <http://chap.baltimorecity.gov>

Where feasible, preservation of historically contributing buildings should be given priority.

III. Site Description

The site is located in a Downtown Core Zoning Subdistrict (C-5-DC), and is comprised of five parcels. The parcels are contiguous and bounded by West Fayette Street to the south, Park Avenue to the west, North Liberty Street to the east, and 111 Park Avenue to the north. The properties have a combined land area of approximately 4,923 square feet. The site is described in more detail below and can be viewed in Exhibits A, B, and C.

Property Summary

Address	Land Area SF	Stories	Building SF
142 W. Fayette St	±1,002	4	4,179
144 W. Fayette St.	±1,350	4	6,080
102 N Liberty St.	±1,002	3	3,300
104 N Liberty St.	±828	4	3,000
106 N Liberty St.	±741	4	2,736
Total	±4,923		19,295

IV. Intent of Offering

The City of Baltimore Development Corporation is seeking proposals from qualified developers or interested parties (the “Respondent”), to purchase and redevelop the site, in accordance with the objectives, goals, and regulations as stated herein (the “Proposal”). Respondents must bid on the entire site offering. The goals of the City in offering the site for sale include, but are not limited to, the following:

- A. To Increase place-based economic activity that is in alignment with and inclusive of community goals.

- B. Market-driven project owned and operated by a for-profit entity that produces quality jobs for local residents and generates positive tax revenue for the city,
- C. To increase the stability of property values adjacent to the Site and facilitate connections between the traditional CBD and Lexington Market,
- D. To establish a positive and identifiable image for the Site,
- E. To improve pedestrian circulation within and around the Site,
- F. The Project will achieve the highest quality of architectural exterior/interior design, and best construction practices,
- G. To preserve significant historical and architectural elements of the properties, where feasible,
- H. The architect for the Project should be identified at the submission of the Proposal and shall have demonstrated design excellence,
- I. Respondent(s) will undertake redevelopment of properties in a timely fashion,
- J. To obtain fair market value for the property; and
- K. No discretionary City financial assistance is offered or anticipated for this site.

V. Evaluation Criteria

Proposals shall be evaluated based on, but not limited to, the following criteria:

- A. The scope, quality, and degree to which the Respondent's Proposal addresses the RFP's goals, intents, and terms of offering.
- B. The Project's equity impact and alignment with community needs.
- C. Respondent's ability to provide or obtain sufficient financial resources to start and complete the Project.
- D. Respondent's track record of completing similar projects in a timely fashion, as a gauge for ability to complete the Project within the timetable established in this proposal.
- E. The quality of the proposed development in terms of design, construction, and impact on the surrounding community.

- F. The Project's synergy with the character of the neighborhood.
- G. The Purchase Price and terms to be paid by the Respondent.
- H. Financial returns to the City.
- I. Conformity of the proposed development to the Federal, State, and City laws, ordinances, and regulations.
- J. Job retention and creation.
- K. The extent to which the Proposal complies with and meets the goals of the Employ Baltimore Program and the City's MBE / WBE program.
- L. Respondent(s) will undertake redevelopment of properties in a timely fashion.

VI. Zoning and Land Use Regulations

- A. The Site lies within a C-5-DC, Downtown Core Subdistrict zone. The purpose of the C-5-DC Downtown Core subdistrict is to establish standards for structures located within the majority of Downtown, recognizing that this subdistrict is to be the most intensely developed portion of Downtown and is to be predominately pedestrian-oriented in nature.
- B. The Site falls within the Market Center Urban Renewal Plan area. The basic goal of the Market Center Urban Renewal Plan (URP) is to encourage development that is harmonious with the surrounding area, facilitate new opportunities for viable economic development and protect of the area from future blighting influences.

Be advised that all Proposals submitted in response to the RFP shall comply with the City's Zoning Code's C-5-DC district designation, the Market Center URP, the Five and Dime Historic District, and the Market Center National Historic District, or shall clearly identify proposed modifications required to facilitate the Respondent's Proposal.

VII. Development Incentives

- A. This site is within one of Baltimore City's Opportunity Zones, which were enacted into federal law through the Tax Cuts and Jobs Act of 2017 to spur private investment in distressed communities across the United States. The program provides a federal tax

incentive for investors who invest in real estate projects and operating businesses located in designated low-income communities through deferral and partial tax reductions of reinvested capital gains, and forgiveness of tax on new capital gains. For further information regarding Opportunity Zones, please contact:

Benjamin Seigel
Baltimore Development Corporation
36 S. Charles Street, Suite 2100
Baltimore, Maryland 21201
Phone: (410) 837-9305
Email: bseigel@baltimoredevelopment.com

- B. Properties which are preserved in accordance with Baltimore City Historic Preservation Procedures and Design Guidelines may entitle the Respondent to participate in the Property Tax Credit for Historic Rehabilitations and Restorations (“CHAP Credit”). The site may be eligible for the CHAP Credit because the Site is within a historic district on the national register (and CHAP district). The CHAP Credit provides a 10-year reduction in local property taxes. For further information, please contact:

Stacy Montgomery
Commission for Historical & Architectural Preservation (CHAP)
Phone: 410-396-5933
Email: Stacy.Montgomery@baltimorecity.gov

- C. The Maryland Historical Trust offers the Maryland Sustainable Communities Tax Credit. The National Park Service administers the Federal Historic Preservation Tax Incentives Program. The Federal Historic Tax Credits can be combined with the CHAP Historic Tax credit.
- D. The Site may be eligible for the 10-year High Performance Tax Credit (HPTC) for market-rate rental housing. The HPTC is by-right for market-rate residential projects that either meet Baltimore City’s green building standards via the International Green Construction Code (IgCC) or achieve a LEED Silver or equivalent rating and create at least twenty 10 rental units. Please note the rules and regulations for HPTC applicants at:

https://cityservices.baltimorecity.gov/PropertyTaxCredits/Documents/ApartmentTC/Rules_And_Regulations.pdf

The HPTC is by-right but does involve an application process. To create an account access the application on the Department of Finance’s website, visit:

<https://cityservices.baltimorecity.gov/PropertyTaxCredits/Account/Login.aspx?ReturnUrl=%2fPropertyTaxCredits>

- E. The Site is located within an Enterprise Zone (EZ). Businesses within an EZ are eligible for a ten-year credit against local real property taxes on the commercial, non-residential portion of real property improvements (i.e., construction, renovation, expansion). Businesses are also eligible for EZ tax credits if new employees meeting certain requirements are hired. To obtain more information regarding Enterprise Zone tax credits contact:

Shawn Gunaratne
Baltimore Development Corporation
36 S. Charles Street, Suite 2100
Baltimore, Maryland 21201
Phone: (410) 837-9305
Email: sgunaratne@baltimoredevelopment.com

- F. The Site may be eligible for Brownfields Tax Credits. The Brownfields Tax Credits are applied to the incremental value of the baseline real property taxes owed prior to any environmental remediation or construction and the new assessed value once the project is completed. For further information regarding the Brownfields Tax Credits please contact:

Shawn Gunaratne
Baltimore Development Corporation
36 S. Charles Street, Suite 2100
Baltimore, Maryland 21201
Phone: (410) 837-9305
Email: sgunaratne@baltimoredevelopment.com

Respondents that intend to utilize the above tax credits or any other incentive should incorporate the incentives into their sources/uses and pro-forma statements (see Exhibits D and E).

VIII. Standards and Controls

- A. All appropriate provisions of the Zoning Code of Baltimore City, land-use regulations, and building/fire codes of Baltimore City, shall apply to the Project.
- B. The Site is located in a C-5-DC Zoning Subdistrict and the Market Center URP area; any proposed use that is not permitted in this zoning category would require approval from the City of Baltimore and should be clearly identified in the Proposal.

- C. Building height is governed by the applicable Floor Area Ratio (FAR) and any height bonuses as may be permitted by the Zoning Code.
- D. The Site may contain environmental hazards that will require remediation by the Respondent prior to redevelopment. Neither BDC nor the City make any representation, guaranty, or warranty, expressed or implied, concerning any site conditions, including the possible presence of environmentally hazardous materials.
- E. Reliance on public financial assistance, other than any applicable Enterprise Zone Tax Credits, High Performance Market-rate Residential Tax Credits, relevant Historic Tax Credits, or other such available credits, is not offered.
- F. The Respondent understands that the City is offering the Property in an “As-Is” condition. Issues and concerns regarding title will be addressed through the Land Disposition Agreement with the selected Respondent (s). The Respondent is encouraged to conduct such title investigations as it deems necessary in completing the Proposal.
- G. The design/layout of all parking areas, including on-street and off-street, driveways, or entrances/exits shall be approved by BDC and the Department of Transportation (DOT), and in addition shall be reviewed by the Site Plan and Review Committee (SPRC), if required.
- H. Any loading or maneuvering of service vehicles, as well as any other related service activities necessary for development, shall be done entirely within lot lines and shall not impede traffic on or around the adjacent streets. All service areas shall be adequately screened from view at street level and from residential units.
- I. All mechanical equipment, such as television antennas, satellite dishes, or other communications antennas that are visible from adjacent streets shall be screened from view.
- J. No storage of materials, refuse, garbage, unlicensed vehicles, etc., shall be permitted to remain outside structures, except as allowed by Baltimore City regulations. All dumpsters and trash/recycling facilities and equipment shall be screened from view at all times.
- K. Building design must adhere to all Federal, State and local ordinances and the Americans with Disabilities Act, as modified from time to time.
- L. No buildings, structures or parking areas shall be constructed over an easement within the Property without the prior written consent of BDC and the DOT Director.

- M. Exterior building materials should be compatible with, and reflect, the characteristics and features required in the URP and consistent with surrounding buildings. Materials conveying permanence are also encouraged.
- N. The design of the Project, including all on-site and off-site improvements will be reviewed and approved in writing by BDC prior to obtaining any other regulatory approvals; in addition, the design may be subject to review and approval by the City's Site Plan Review Committee (SPRC) and the City's Urban Design and Architectural Review Panel (UDARP) and/or Commission for Historical and Architectural Preservation (CHAP) review.
- O. The selected Respondent shall be responsible for obtaining, at its sole cost, all permits, approvals, and engineering and environmental studies as required. All costs (including, but not limited to, "soft costs") of this Proposal and subsequent Project shall be borne by the Respondent.
- P. Proposals should include an identification of signage concepts and areas proposed for signage, and should follow the signage standards put forth in the URP.

IX. Proposal Content and Submission Requirements

All proposals must be received by the Baltimore Development Corporation no later than Noon EST on Monday, November 22, 2021.

One original and two (2) copies of the Proposal and one (1) electronic version of the Proposal on a flash drive are required. All materials must be submitted with a \$400 non-refundable fee payable to the City of Baltimore Development Corporation.

Proposals should be mailed or hand delivered to:

Baltimore Development Corporation
36 South Charles Street, Suite 2100
Baltimore, Maryland 21201
Attention: Kim Clark, Executive Vice President

Proposals must include a table of contents referencing each of the sections listed below in the order indicated.

1. A detailed Project Summary including, but not limited to, the following information:
 - a. Project name;

- b. Narrative Project description;
 - c. Proposed ownership structure, entity or entities, individual members, and ownership percentages;
 - d. Names of Project Team members including the developer(s), architects and engineers of all appropriate disciplines, general contractor or construction manager, real estate consultants, environmental consultants and other professional consultants, and proposed tenants, if any;
 - e. The proposed purchase price, terms of operation if applicable, and any and all conditions of settlement.
2. Concept Plans including:
- a. Elevation plans for the front, side and rear of structures clearly delineating all proposed building materials;
 - b. A massing plan;
 - c. Typical floor plans;
 - d. Concept level plans showing all proposed on-site and off-site construction, if applicable.
3. A detailed Development Schedule from Proposal submission to completion and stabilized occupancy, to include milestones and time frames for negotiations, financing, design and entitlements, construction, and absorption periods.
4. A detailed Project Feasibility Statement defining the marketability of the project including the market assumptions that support cost and revenue projections.
5. Project financial information including:
- a. A detailed Sources and Uses Statement clearly identifying: the amount, source, and terms of all Project financing, and debt and equity for construction and permanent financing phases by funding source. The equity section should also indicate the contributed amount that is owner's equity. Detail the uses of all funds identified in the Sources Statement. (See Exhibit D, Sources and Uses Statement);
 - b. A detailed Development Budget clearly identifying all hard, soft, and financing costs for the development of the Project;

- c. A detailed ten-year Operating Pro-Forma clearly identifying all equity pay-in, revenue sources, expenses, debt service, and sales if applicable. Include all assumptions for revenue and expense increases. Disclose any sale or “Take-Out” of the Project by a third party, and the proposed terms of that sale. Operating Pro-Forma shall indicate appropriate Debt Service Coverage Ratio (DCR) typically required of construction and permanent lenders, as well as developer returns on an Internal Rate of Return (IRR) and cash-on-cash basis, or other returns analysis which clearly indicates the financial feasibility of the Project. **The pro-forma must be provided as a Microsoft Excel file in the electronic submission package.** (See Exhibit E, Operating Pro-Forma)
6. Respondents must disclose whether they are developing for a fee or whether the Respondent will hold the Property for income purposes. If the proposed development is for a fee, the third-party owner must be identified. In either event, all associated development and/or management fees paid to the developer, a subsidiary, or a third party must be disclosed.
7. Evidence and specific terms of all debt and equity financing for the Project. Term sheets or commitment letters from lending or equity sources should be included if available. If Project financing is from corporate or personal sources, identify the source(s) and provide evidence of amounts on hand. Fully document financial capabilities to complete the project. Length of terms, amounts, interest rates, and any intentions for refinancing should be disclosed for all planned financing sources. All financial information shall be treated with the strictest confidence allowed by law. (See Exhibit D, Sources and Uses Statement)
8. Estimates of the number of construction and permanent full-time jobs and full-time-equivalent jobs broken out by industry type with respective estimated annual salaries. As applicable, provide estimates of annual net new real estate, utility, parking, sales, and other taxes to be generated by the Project to the benefit of the City. Underlying assumptions supporting the calculations for these estimates should also be disclosed. (See Exhibit F, Economic Impact Metrics)
9. A completed Equity Impact Assessment (See Exhibit G, Equity Impact Assessment)
10. Submit the Employ Baltimore Certification Statement (see Exhibit H, Employ Baltimore).
11. Sign and Submit the Commitment to Comply form with the City of Baltimore’s Minority and Women’s Business Enterprise Program (See Exhibit I, Commitment to Comply).
12. Provide the following supplemental information:

- a. Detailed narrative statement describing the previous experience of the Respondent and principal Project Team members, especially with regard to projects that are relevant to the development proposed. Emphasize aspects in which the team's qualifications are believed to be exceptional or unique.
- b. A list of examples of relevant projects undertaken by the Respondent including type of development, development cost, when completed, and identification of the Project Manager.
- c. Resumes of the Project Team, including, if applicable, architect, engineers of all appropriate disciplines, contractor and/or construction manager, and real estate management firm.

X. Contract Terms and Conditions

- A. Laws: The laws of the State of Maryland shall govern the Contract.
- B. Liability: All Respondents are independent contractors. BDC assumes no liability for the injury to the contractor's agents or employees, unless BDC, BDC's agents or employees cause such injury by gross negligence or intentional acts. The contractor will be liable for any damage caused by negligence of the contractor, its agents or employees. Neither party shall be liable to the other for any incidental or consequential damages arising from the Contract.
- C. Insurance: The selected Respondent will furnish insurance certificates as a condition of the contract award naming the City of Baltimore and the Baltimore Development Corporation as additionally insured. The Respondent must maintain the required coverage throughout the length of the contract. The coverage must contain a 30-day notice of cancellation.

XI. Pre-Proposal Access and Inspection

The Site is available for inspection at the Pre-Proposal Conference, which will be held on September 13, 2021 at 11:30 AM (meeting in front of 142 W. Fayette Street). For further information, please contact:

Kate Howard
Baltimore Development Corporation
36 South Charles Street, Suite 2100
Baltimore, Maryland 21201
E-mail: khoward@baltimoredevelopment.com

XII. Award Procedures

- A. BDC will not be limited solely to the information provided by the Respondent but may utilize other sources of information useful in evaluating Respondent's ability to perform. All proposals submitted in response to this RFP must be mailed or hand delivered. No e-mailed or faxed proposals will be accepted. Proposals arriving after the deadline may not be accepted. Unsolicited amendments to proposals arriving after the Closing Date and time may not be accepted.
- B. Respondents may be required to make a presentation or presentations, at a mutually convenient time, to community stakeholders to obtain feedback prior to final approval by the BDC. All such meetings will be arranged by BDC. The respective community stakeholders may submit written comments about the Project to BDC, to which the Respondent may be required to respond in writing within ten (10) business days.
- C. BDC may convene a Review Panel to evaluate the Proposals. The Review Panel may include members of the BDC Board of Directors and BDC staff, representatives from other City and State agencies, and community stakeholders.
- D. Oral presentations to the Review Panel, or the BDC Board of Directors or staff (or any committee thereof) may be required, for the purposes of clarifying the proposal.
- E. All Requests for Information (RFI) related to the RFP process, the preparation of the Proposal, or the Property shall be made in writing. All responses to the RFI shall be provided by BDC and shall be in writing and delivered to all registered Respondents, or alternatively may be issued as an Addendum to the RFP by BDC. The deadline for receipt of all RFI shall be at least ten (10) days prior to the Closing Date. BDC shall issue all written responses to RFI or shall issue an Addendum at least seven (7) days prior to the Closing Date.
- F. BDC, on behalf of the mayor, or another appropriate designee of the City, will issue an Exclusive Negotiating Privilege (ENP) to the selected Respondent. The Term of the ENP shall be determined by BDC. The ENP will specify the terms and conditions under which the City will negotiate with the selected Respondent, the requirements and the deadlines for commencing and completing said negotiations, and the terms and conditions under which the City will consider entering into a Land Disposition Agreement (LDA) for the development of the Property. A fee will be charged for the ENP. If negotiations have not been completed prior to the termination of the ENP, then the ENP shall expire. BDC may extend the ENP time period if it finds that negotiations are proceeding satisfactorily. Should the parties fail to agree upon the terms and conditions for

- the redevelopment of the Property within the time frame specified in the ENP including any extensions thereof, BDC may cancel negotiations with the first selected Respondent and proceed to negotiate with the next acceptable Respondent, re-solicit for new proposals, or abandon the RFP process.
- G. BDC, on behalf of the mayor, or another appropriate designee of the City, shall issue a Right-of-Entry (ROE) to the selected Respondent setting forth the terms and conditions by which the Respondent may access the Property during the ENP period. A fee for the Right of Entry will be charged. BDC may extend the ROE time period if BDC, in its sole discretion, finds that negotiations are proceeding satisfactorily. Pursuant to the ROE, the selected Respondent, its employees, agents, and representatives, shall be granted entry into the Property for the purposes of generating information on the Property to include, but not be limited to:
- i. Environmental analysis.
 - ii. Parcel surveys, plats, and subdivisions, as applicable.
 - iii. Soil boring data and analysis.
 - iv. Architecture and engineering studies.
- H. Upon the successful completion of negotiations pursuant to the ENP, BDC, on behalf of the mayor, or another appropriate designee of the City, will present a Land Disposition Agreement to the City's Board of Estimates (BOE) setting forth the terms and conditions of sale, respectively, and redevelopment of the Property and any modifications thereto, if required. Decisions regarding the award, sale and redevelopment of the Property shall be made by BDC, or another appropriate designee of the City, and recommended to the Board of Estimates for the City's official approval. Final acceptance of any redevelopment proposal and disposition of the Property is subject to the approval of the Board of Estimates of Baltimore City in its sole discretion.
- I. Upon execution of the Land Disposition Agreement, the Respondent may be required to provide the City with a Purchase Price Deposit. Any Deposit will be credited towards the Purchase Price at Settlement. The Deposit will be retained by the City, should the Respondent fail to settle on the Property due to no fault of the City.

XIII. Schedule of Events

Event:	Due Date:
RFP Issued	Monday August 23, 2021
Pre-Proposal Conference & Site Visit ¹	Wednesday, September 13, 2021,
Request For Information - Deadline	Friday October 1, 2021
RFP Closing Date	Monday, November 22, 2021 at noon
Oral Presentations & Review Panel	To Be Scheduled If Necessary
Award Exclusive Negotiating Privilege	Q1 2022

XIV. Rights Reserved and Administrative Information

- A. Should it become necessary to revise any part of this RFP, provide additional information necessary to adequately interpret provisions and requirements of this RFP, or respond to written inquiries concerning the RFP, BDC reserves the right to issue an Addendum to RFP registrants by posting such Addendum on its web site.
- B. BDC reserves the right to extend any dates in this RFP by a reasonable time period.
- C. BDC reserves the right, in its sole discretion, to recommend the award of a contract related to this RFP based upon the written proposals received by BDC without prior discussion or negotiation with respect to those proposals. All portions of this RFP will be considered to be part of any contract awarded in connection with this RFP and will be incorporated by reference. Any contract awarded in connection with the RFP will be subject to approvals as required by City law, including the final approval by the Board of Estimates of Baltimore City.
- D. As part of the evaluation and development process, BDC specifically reserves the right to review and approve the drawings, plans and specifications for redevelopment with respect to their conformance with the goals and requirements of this RFP. Such review and approval is in addition to all other review and approvals required by Federal, State and City laws, rules, regulations, and ordinances.
- E. BDC reserves the right to turn down any drawings, plans or specifications that are not suitable or desirable for aesthetic or functional reasons. In such instances, BDC reserves the right to take into consideration, but shall not be limited to, the suitability of the schematic drawings, architectural treatment, building plans and

¹ Group will meet in front of 142 W. Fayette Street at 10:00 AM. Durable clothing and sturdy, closed-toe footwear are strongly recommended.

- elevations, materials and color, construction details, access, parking, loading, landscaping, identification signs, exterior lighting, trash collection, street, sidewalks and the synergy of the plan with its surroundings.
- F. BDC reserves the right to accept or reject any and all proposals, at its sole discretion, received as a result of this RFP, to waive minor irregularities, and to conduct discussions with any or all responsive Respondents, to serve the best interests of the City of Baltimore.
 - G. BDC reserves the right to request additional information from any or all Respondents, if necessary, to clarify that which is contained in the Proposal.
 - H. BDC reserves the right to require verbal inquiries to be provided in writing.
 - I. Proposals will not be opened publicly.
 - J. Neither the City of Baltimore, nor BDC shall be responsible for any cost incurred by any Respondent in preparing and submitting a Proposal or by submitting requested supplemental information in response to the RFP.
 - K. The Respondent selected for award agrees that it will comply with all Federal, State and City laws, rules, regulations, and ordinances applicable to its activities and obligations under this RFP and the contract.

XV. Employ Baltimore and Commitment to Comply

In responding to this RFP, the Respondent covenants and agrees to comply with the City's Employ Baltimore Program and Executive Order (see Exhibit G, Employ Baltimore Agreement) and be subject to compliance with Article 5, Subtitle 28 of the Baltimore City Code (2014 Edition) regarding participation by Minority Business Enterprises (MBE) and Women's Business Enterprises (WBE) (see Exhibit H, Commitment to Comply). Respondent covenants and agrees to use all reasonable good faith efforts to meet the Employ Baltimore and MBE/WBE participation goals for this Project. All questions related to the Baltimore City's Employ Baltimore Certification Statement should be directed to:

Yvette Clark or MacKenzie Garvin
Mayor's Office of Employment Development
36 S. Charles Street
Baltimore, Maryland 21201
Phone (443) 984-3014
Email: employbaltimore@oedworks.com

Baltimore Development Corporation
Request for Proposals
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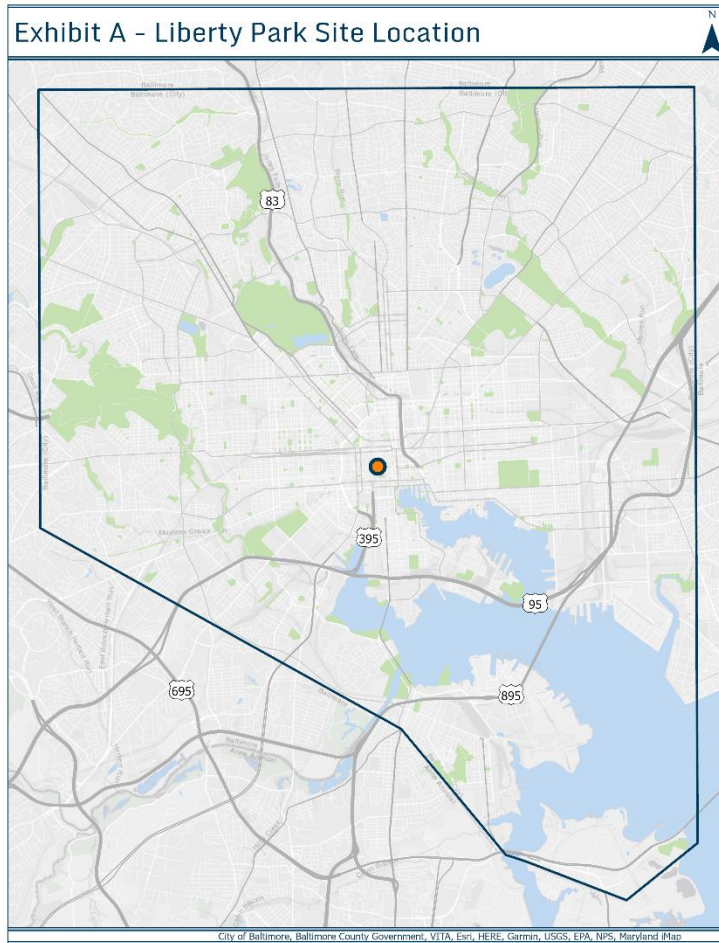
Baltimore City has an interest in and policy of encouraging the equitable utilization of minority-owned businesses and women owned businesses. The selected Respondent is strongly encouraged to make every good faith effort to equitably utilize the services of City certified minority business enterprises (“MBEs”) and women owned business enterprises (“WBEs”). The selected Respondent is encouraged to use the MBE/WBE directory available online at: www.baltimorecity.gov/government/law/mwboo or in print form from the Minority and Women’s Business Opportunity Office to identify available minority-owned and women-owned businesses. Further information can also be obtained by contacting Courtney Billups, Chief of the Minority and Women’s Business Opportunity Office.

LaShella Miller, Acting Chief
Minority and Women’s Business Opportunity Office
City Law Department
City Hall, First Floor
100 North Holliday Street
Baltimore, Maryland 21202
410-396-4355

XVI. Exhibits

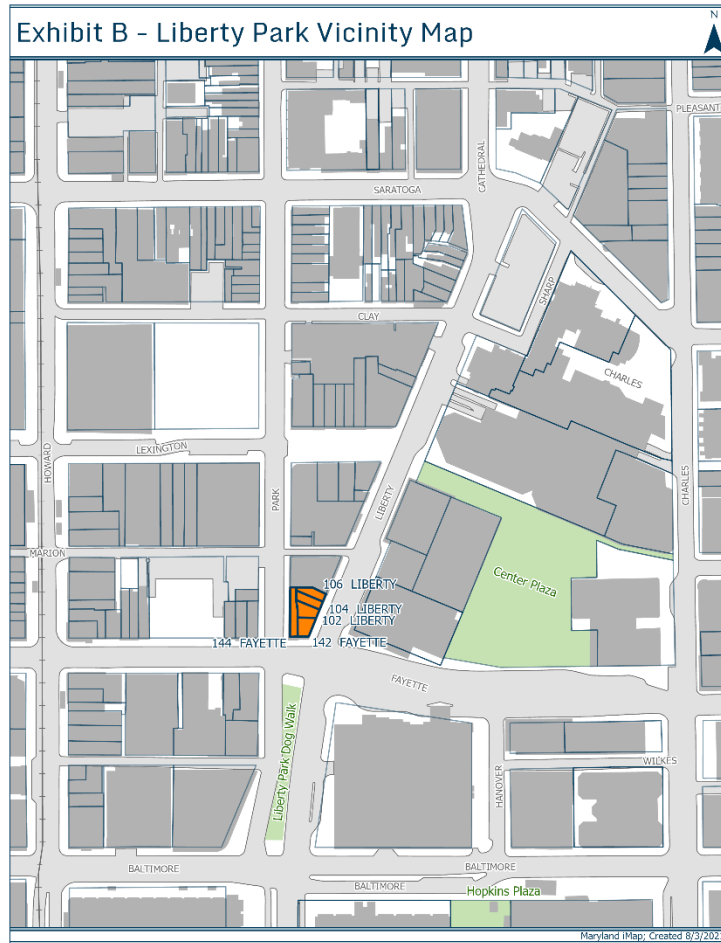
Exhibit A	Location Map
Exhibit B	Vicinity Map
Exhibit C	Aerial Site Map
Exhibit D	Sample Sources & Uses Statement
Exhibit E	Sample Pro Forma
Exhibit F	Sample Economic Impact Summary
Exhibit G	Employ Baltimore Certification Statement
Exhibit H	Commitment to Comply Form

**EXHIBIT A
LOCATION MAP**



Baltimore Development Corporation
Request for Proposals
142-144 W. Fayette Street & 102-106 N. Liberty Street

**EXHIBIT B
VICINITY MAP**



**EXHIBIT C
AERIAL SITE MAP**

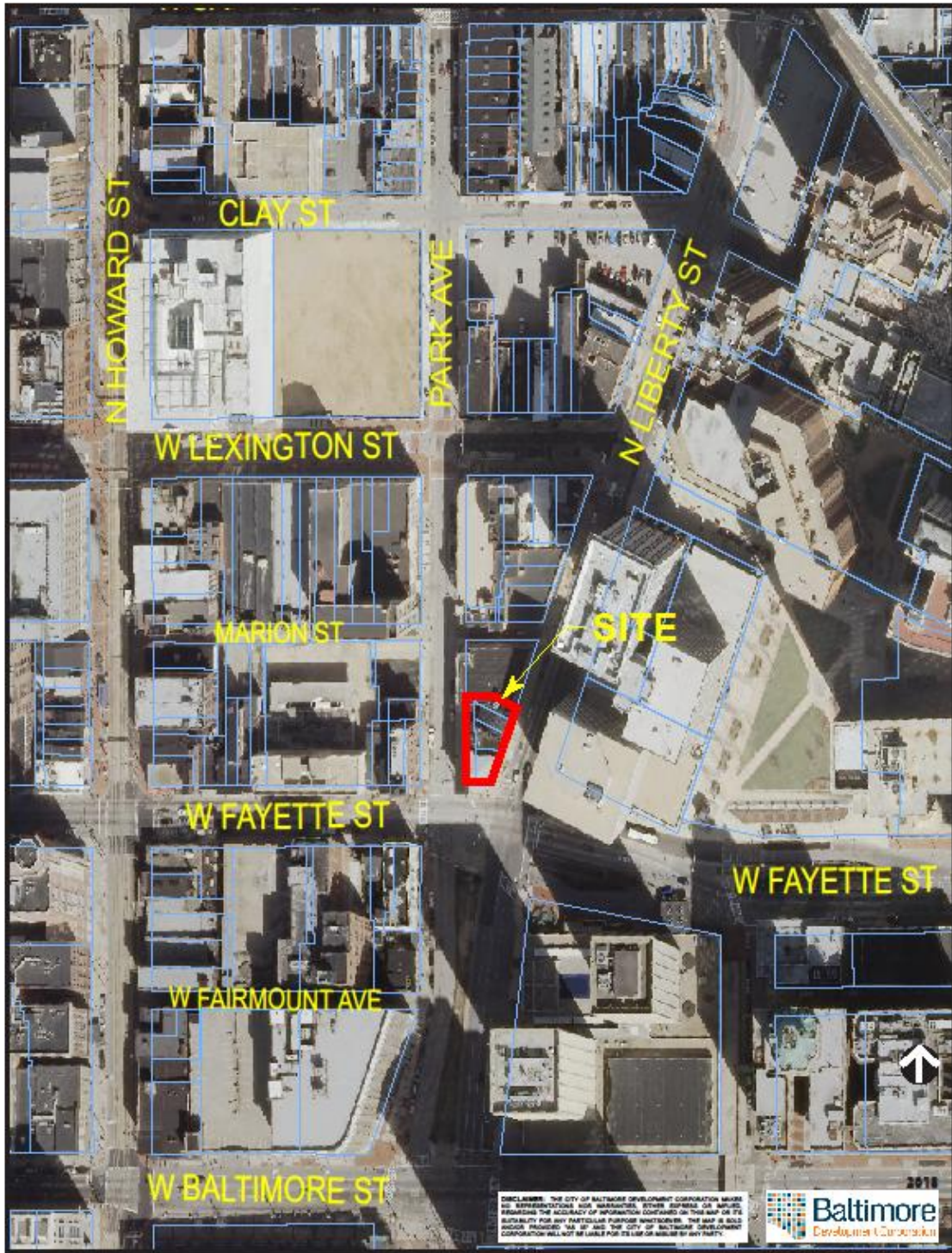


EXHIBIT D: Sources and Uses Statement (To be completed by Respondent)

Please provide supportive documentation for all Sources including Letters of Commitment from lending institutions, bank statements, etc. Specific terms of all debt and equity financing should also be disclosed. A sample statement follows; respondents should add a new line for each additional source:

Uses

	\$	% of Total
Land & Acquisition	-	-
Soft Costs	-	-
Hard Costs	-	-
FFE	-	-
Marketing Costs	-	-
Tenant Costs	-	-
Financing Fees	-	-
Developer's Fee	-	-
Total Project Uses	-	-

Sources

	\$	% of Total	Interest Rate
Developer Equity	-	-	-
Institutional Equity	-	-	-
Primary loan	-	-	-
Secondary loan 1	-	-	-
Secondary loan 2	-	-	-
Tax Credits (please specify entity)	-	-	-
Tax Credits (please specify entity)	-	-	-
Other sources (please describe)	-	-	-
Total Sources	-	-	-

EXHIBIT E: Operating Pro Forma (To be completed by Respondent)

Please provide an attachment including a summary of any assumptions including rent per month per unit size, vacancy allowance, inflation rates, etc. A sample pro forma follow:

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
Revenue										
Residential Rent										
Commercial Rent										
Parking Income										
Developer Fee (%)										
Other Revenue (specify):										
Total Gross Revenue										
Deductions from Revenue										
Vacancy Losses										
Collection Losses										
Other Deductions (specify):										
Total Effective Revenue										
Expenses										
City of Baltimore Real Property Taxes										
State of Maryland Real Property Taxes										
Personal Property Taxes										
Parking Taxes										
Payroll and Fringe Benefits										
Repairs and Maintenance										
Common Area Maintenance (CAM)										
General/Administrative										
Management Fee										
Utilities										
Security										
Insurance										
Other Mgmt Costs (specify):										
Other Expenses (specify):										
Total Expenses										
Net Operating Income										
Debt Service										
Primary Lender: (_____)										
Secondary Lender: (_____)										
Other Debt Service: (Lender name: _____)										
Total Debt Service										
CASH FLOW										

EXHIBIT F: Economic Impact Metrics (To be completed by Respondent)

Please provide an attachment including a summary of, and underlying assumptions for, projected economic impacts, including the following:

Construction Period

Permit Fees	(\$)
Transfer Taxes	(\$)
Recordation Taxes	(\$)
Total Construction Payroll	(\$)
Average Construction Salary	(\$)
% Construction workers that are City Residents	(%)
% of Employment for Certified MBEs	(%)
% of Employment for Certified WBEs	(%)

Post-Construction

Permanent Employees (Full-time)	(#)
Permanent Employees (Part-time)	(#)
% of Permanent Employees that are City Residents (Full-time)	(%)
% of Permanent Employees that are City Residents (Part-time)	(%)
Residents	(#)
% of Residents that are <i>New</i> City Residents	(%)
Net New Taxes Generated to the Benefit of the City (List/Describe)	(\$)

EXHIBIT G: Equity Impact Assessment (To be completed by Respondent)

1. Team

Please submit an organizational table displaying each of your team members in this project using this template below.

Team Position	Name/Firm	MBE (Y/N)	WBE (Y/N)	Baltimore City Based (Y/N)
Equity Investor(s)				
Developer				
General Contractor				
Architect				
Consultant (Other)				

2. Establish Desired Impact Goals

Please indicate which of the following racial equity opportunity areas this project will impact.

- EDUCATION – Increasing access to quality, affordable education for residents regardless of socioeconomic standing, race, gender or disability.
- COMMUNITY DEVELOPMENT & IMPROVEMENT – Extending the capacity for an existing community development organization or otherwise improving the daily quality of life for the residential and commercial community.
- COMMUNITY WEALTH BUILDING – Facilitating the creation of generational community financial literacy and wealth through ownership structures, community-based equity funds, community land trust, or other similar community-based efforts.
- PUBLIC HEALTH – Increasing access to quality, affordable healthcare for all community residents, regardless of economic disparities.
- CRIMINAL JUSTICE – Introducing and/or amplifying community-based methods of justice, including restorative justice and community mediation.

- WORKFORCE DEVELOPMENT – Utilizing existing programs for training, mentoring, and placement into livable-wage employment for community residents.
- HOUSING – Increasing quality, affordable housing options for community residents.
- ENVIRONMENTAL SUSTAINABILITY – Utilizing practices that reduce waste and minimize the carbon output during construction and operation of the project.
- OTHER (PLEASE DESCRIBE)

Please describe in detail how your project will affect each of the boxes checked above.

3. Community Engagement

What stakeholders and community organizations have you identified surrounding this project?

How will you partner with stakeholders and community organizations for long term positive change?

Please describe your strategies for community engagement in the following areas:

- Partnership. Any organizations that you may engage for planning, design, or other advisory purposes.
- Policy. Any internal policies pertaining to equity that you currently uphold or anticipate.
- Program. Any planned programming that may be integral or relevant to the continual community engagement with the project.

4. Evaluate Impacts & Communication

- How will you evaluate and report impacts on racial equity at the time of the project's delivery?
- How will you retain stakeholder participation and ensure internal and public accountability?
- What resources, partnerships, support, or services can BDC provide to better assist this project's community engagement?

EXHIBIT H

Employ Baltimore
CERTIFICATION STATEMENT

Contracting City Agency	Bid Number	Bid Due Date

To promote the commitment to utilize ***Employ Baltimore*** to meet employment needs, all businesses awarded contracts, franchises and development opportunities with the City of Baltimore, shall comply with the terms of the Executive Order as described in the bid specification. Under this agreement, contract awardees will complete and submit this certification statement with the bid package.

Excluded from this Executive Order are professional service contracts, emergency contracts, and contracts for \$49,999.00 or less.

Additionally, companies awarded construction contracts of \$ 300,000 or more that fully participate in the ***Employ Baltimore*** program and submit and comply with the certification statement, may receive an early release of or reduction in the retainage fee assigned to the contract.

CERTIFICATION STATEMENT

As a representative of _____, I

(NAME OF COMPANY) (PRINT NAME and
TITLE)

Certify that a company representative will schedule a meeting with the Mayor's Office of Employment Development within two weeks of contract award to review the workforce plan required for this contract.

If there is a need for additional employees, I agree to post the new job openings with MOED's One Stop Career Center Network for seven (7) days prior to publicly advertising these openings. I agree to interview qualified Baltimore City residents referred from MOED. I agree to submit an Employment Report on June 30th and December 31st identifying the total number of workers on this project and total number of Baltimore City residents on payroll during each year of the contract and at the contract completion as a condition of release of the final payment or any retainage due.

Name: _____ Telephone: _____

Company Address _____ Email: _____

Yvette Clark or MacKenzie Garvin
Mayor's Office of Employment Development
36. S. Charles Street
Baltimore, Maryland 21201
Phone 443-984-3014. • Fax 443-220-0510
employbaltimore@oedworks.com

EXHIBIT I

COMMITMENT TO COMPLY WITH THE MINORITY AND WOMEN'S BUSINESS ENTERPRISE PROGRAM OF THE CITY OF BALTIMORE

In consideration for receiving fiscal assistance from or through the City of Baltimore, the Developer covenants and agrees to comply with Article 5, Subtitle 28 of the Baltimore City Code (2007 Edition) regarding participation by Minority Business Enterprises (MBE) and Women's Business Enterprises (WBE) in its development of the Project known as _____ . Developer covenants and agrees to use all reasonable good faith efforts to meet the overall MBE participation goal and the overall WBE participation goal for the Project. The dollar amounts of the overall MBE goal and the overall WBE goal will be calculated using the following percentages:

MBE 27%

WBE 10%

Prior to the commencement of construction, Developer agrees to submit to the City written documentation, including executed contracts, service agreements, or utilization commitment forms which shall identify the particular minority and women's business enterprises (i) contracting directly with the Developer, or (ii) subcontracting with prime contractors who have contracted directly with the Developer. The executed contracts, service agreements, or utilization commitment forms submitted to the City shall specify the dollar value of the participation, the type of work to be performed, and such other information as may be reasonably required by the City.

In the event that after reasonable and good faith efforts to meet the goals, Developer is able to demonstrate to the satisfaction of the City that sufficient qualified and willing MBE's and WBE's are unavailable in the market area of the Project as defined by City law, then the Developer may request a waiver or reduction of the MBE and/or WBE goals.

The City's Minority and Women's Business Opportunity Office (MWBOO), or its successor, is designated to administer the provisions of the law on behalf of the City. Developer shall comply with the rules and regulations of the MWBOO or its successor in meeting the requirements of the law.

Baltimore Development Corporation
Request for Proposals
142-144 W. Fayette Street & 102-106 N. Liberty Street

COMMITMENT TO COMPLY WITH THE
MINORITY AND WOMEN'S BUSINESS ENTERPRISE PROGRAM
OF THE CITY OF BALTIMORE

THE UNDERSIGNED DO SOLEMNLY DECLARE AND AFFIRM THAT THEY
ARE AUTHORIZED TO MAKE THIS COMMITMENT.

FOR: _____

BY: _____

BY: _____

DATE: _____

Chief, Minority and Women's Business Opportunity Office

Anticipated Starting Date of Construction

Date: _____