

**District of Columbia  
Department of Housing and Community Development**



**Property Acquisition and  
Disposition Division**

**Florida and Q Street (Square 615) Disposition  
Solicitation For Offers**

To Be Released: July 11, 2014  
Pre-Bid Meeting: August 6, 2014  
Responses Due: October 10, 2014 by 4PM



## Government of the District of Columbia

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### SOLICITATION ORGANIZATION

#### 1 Introduction

- Purpose of Solicitation for Offers
- Development Opportunity
- Agency Goals
- DHCD Funding
- Development Vision

#### 2 Property and Neighborhood Information

- Property Characteristics
- Ownership and Property Conditions
- Comprehensive Plan
- Small Area Plan
- Zoning
- Historic Preservation

#### 3 Selection Criteria

- Development Plan Requirements
- Affordability Requirement
- Green Building Requirements
- Pricing Proposal Requirement
- Community Benefits
- Executive Summary
- Fair Housing Requirement

#### 4 Submission Requirements and Selection Process

- Developer Submissions
- Pre-Offer Procedures
- Selection Process and Evaluation Team
- Selection Process Timetable
- Pre-offer Conference, Questions and Further Information
- Award

#### 5 Reservation of Rights and Miscellaneous Provisions

- District Reservations
- Notice of Modifications
- Changes in Developer Information
- Ownership and Use of Offer
- Restricted Communications
- Non-Binding
- Confidentiality
- Non-Liability
- Other Limiting Conditions



**Government of the District of Columbia**

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**Exhibits**

- Exhibit A – Property Disposition Agreement with form exhibits
- Exhibit B – PADD Residential Design and Performance Standards
- Exhibit C – Sample Certified Business Enterprise Utilization and Participation Agreement
- Exhibit D – First Source Employment Agreement
- Exhibit E – Right of Entry Agreement
- Exhibit F – Developer’s Kit with forms
- Exhibit G – Images & Maps of the Development sites
- Exhibit H - Lead, Asbestos and Structural Reports
- Exhibit I - Green Building FAQs and overview
- Exhibit J - Affirmative Action Plan



## Government of the District of Columbia

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### 1 Introduction

#### 1.1 Purpose of Solicitation for Offers

The Property Acquisition and Disposition Division (“**PADD**”) of the Department of Housing and Community Development (“**DHCD**”) acquires and disposes of vacant and abandoned property. PADD has three main functions:

- Encourage property owners to rehabilitate and/or occupy their vacant residential property;
- Acquire vacant, abandoned and deteriorated properties through negotiated friendly sale, eminent domain, donation or tax sale foreclosure when owners are unwilling or unable to maintain their properties; and
- Dispose of properties in the PADD inventory by selling the properties to individuals or developers to be rehabilitated into high quality affordable and market-rate housing or economic development opportunities in District of Columbia (“**District**”) neighborhoods.

Pursuant to Mayor’s Order 2007-209, dated September 27, 2007, the Mayor of the District of Columbia delegated his authority under the Abatement and Condemnation of Nuisance Properties Omnibus Amendment Act of 2000, as amended, the Vacant and Abandoned Properties Community Development and Disapproval of Disposition of Certain Scattered Vacant and Abandoned Properties Act of 2002, as amended, the Homestead Preservation Act of 1986 and certain portions of the Tax Clarity Act of 2000, as amended to DHCD for the purpose of addressing blight, crime and neighborhood instability caused by vacant, abandoned and deteriorated properties in the District by allowing DHCD to acquire and dispose of such properties for redevelopment.

For this Solicitation for Offers, PADD seeks to develop the following vacant lots 0075, 0152, 0151, 0149, 0150, 0806 and 0825 in Square 00615 and the building on the site at 10 Q Street, Lot 0148 in Square 00615, all located at the intersection of Florida Ave and Q Street, NW. DHCD anticipates that the redevelopment of this property will have a positive impact and continue the revitalization efforts that have begun in Bloomingdale Neighborhood.

#### 1.2 Development Opportunity

In this Solicitation for Offers (the “**Solicitation**”), PADD, under the authority of D.C. Official Code § 42-3171.03 (2009) (the “**Code**”), intends to dispose of certain property and seeks to develop the above mentioned parcel (a



## Government of the District of Columbia

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“**Development Site**”). PADD shall award the Development Site to a developer for the purpose of planning, financing, building and operating a project at the above site. (the “**Project**”). The mix of uses shall include mixed-income housing. Offerors are encouraged to design creative development programs that address the stated preferences of the District and the community stakeholders. PADD is pleased to issue this Solicitation and invites developers to respond to this Solicitation with project proposals (an “**Offer**”).

PADD will evaluate all Offers according to the following selection criteria:

- Development Plan
- Affordability Component (if applicable)
- Pricing Proposal and Financing Plan
- Community Benefits
- Executive Summary

Developers will be expected to participate in a transparent and collaborative process involving the District, PADD, and community stakeholders. Offers submitted in response to this Solicitation shall comply with the requirements set forth in Sections 4 and 5.

### 1.3 Agency Goals

Based on prior experience, PADD has identified the following development standards and goals that contribute to successful projects. This list is not intended to be a substitute for the above selection criteria, but merely a guide for developers as they prepare their Offers. Successful proposals will incorporate the following:

- Vocational training, job creation for District residents, and opportunities for Certified Business Enterprises (“CBEs”);
- Excellent workmanlike construction, quality design and architecture that complements the existing architecture of the neighborhood;
- Adequate financing from pre-development of the project through final completion;
- Community outreach and development coordination;
- The creation of a model for sustainable development; and use of green materials, techniques and systems that meet the Green Building Act of 2006.

\*For this Solicitation, PADD requires at least 15 years of affordability for homeownership and



**Government of the District of Columbia**

40 years for rental housing.

Household Size <sup>1</sup>	120% AMI	100% AMI	80% AMI	60% AMI	50% AMI	30% AMI
1	\$89,880	\$74,900	\$59,920	\$44,940	\$37,450	\$22,470
2	\$102,720	\$85,600	\$68,480	\$51,360	\$42,800	\$25,680
3	\$115,560	\$96,300	\$77,040	\$57,780	\$48,150	\$28,890
4	\$128,400	\$107,000	\$85,600	\$64,200	\$53,500	\$32,100
5	\$141,240	\$117,700	\$94,160	\$70,620	\$58,850	\$35,310
6	\$154,080	\$128,400	\$102,720	\$77,040	\$64,200	\$38,520

AMI for Washington DC MSA 2014

1.4 DHCD Funding

Developers are permitted to request Housing Production Trust Fund (HPTF) available to DHCD to fund affordable housing development. Request for these funds will be evaluated simultaneously with evaluation of the property disposition application. All request for HPTF funds must comply with the HPTF priorities and regulations See <http://www.dcregs.dc.gov/Gateway/ChapterHome.aspx?ChapterNumber=10-B41> for HPTF regulations.

1.5 Development Vision

In this Solicitation for Offers (the “Solicitation”), PADD under the authority of § 42-3171.03 of the D.C. Official Code (the “Code”) intends to dispose of certain properties currently in its inventory. The properties have been arranged in a grouping based on geographic proximity (a “Site Cluster”). This Site Cluster consist of eight properties (each “Property” and collectively, the “Properties”) are adjacent to each other, to allow for continuity in development and design. PADD shall award the properties to a Developer who will acquire the Site Cluster for the purpose of developing, financing, constructing, and owning a mixed use-mixed income multi-family housing and commercial project (the “Project”). PADD is pleased to issue this Solicitation and invites developers (“Developers”) to respond to this Solicitation with project proposals (an “Offer”). PADD will evaluate all Offers according to the following selection criteria: Development Plan Requirement, Pricing Proposal Requirement, Affordability Requirement, and Local, Community, Business, LSDBE and CBE Participation Requirement



**Government of the District of Columbia**

(collectively, the “Selection Criteria”). Developers will be expected to participate in a transparent and collaborative process involving the District, PADD, and community stakeholders. Offers submitted in response to this Solicitation should comply with the requirements set forth in Sections 3 and 4. This disposition meets the Community Development Block Grant (CDBG) national objective of benefiting low and moderate-income persons.

**2 Property and Neighborhood Information**

NoMa is a vibrant, growing neighborhood nestled between Union Station, the U.S. Capitol, Shaw, and the H Street, NE corridor in Washington, D.C. Over the last several years, private developers have invested more than \$5 billion in the 35-block area within the NoMa BID boundary, and have plans to develop more than 20 million square feet of additional office, residential, hotel, and retail space. With a capital investment of \$50 million from the District government in 2013, NoMa will soon have great new parks and public spaces as well. NoMa is home to more than 3,900 terrific new apartments, and more than 40,000 people work here each day.

**2.1 Property Characteristics**

**Site Cluster:**

SSL	Property Address	Property Type	Ward	Zoning	Historic District	Neighborhood
0615, 0075	14 Florida Ave, NW	Vacant	5	C-2-A	NO	Old City 2
0615, 0152	16 Florida Ave, NW	Vacant	5	C-2-A	NO	Old City 2
0615, 0151	4 Q St, NW	Vacant	5	C-2-A	NO	Old City 2
0615, 0149	6 Q St, NW	Vacant	5	C-2-A	NO	Old City 2
0615, 0150	8 Q St, NW	Vacant	5	C-2-A	NO	Old City 2
0615, 0148	10 Q St., NW	Building	5	C-2-A	NO	Old City 2
0615, 0806	12 Q St., NW	Vacant	5	R-4	NO	Old City 2
0615, 0825	14 Q St., NW	Vacant	5	R-4	NO	Old City 2

**Total Estimated Land Area:** 12,042sf

**2.2 Ownership and Property Conditions**

The Development Site is owned by the District. The site will be conveyed at fair market value, based upon an appraisal performed by the District, to the selected offeror(s) for the purposes of developing the site into a residential mixed-use project. The District shall convey the Development Site pursuant to the terms of a Property Disposition Agreement in the form attached hereto as **Exhibit A**



## Government of the District of Columbia

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(“**PDA**”), and the developer shall take title to the Development site “as-is” condition, without any representations or warranties.

The District makes no representations regarding the character of soil or subsurface conditions or the existence, location or condition of any utilities which may serve the Development Site or any Property within such Development Site. The zoning information listed herein is for informational purposes only. PADD makes no representation as to the accuracy of any zoning information. Upon execution of the Right of Entry Agreement, each developer will be provided an opportunity to view the property during the solicitation period. Each developer is strongly encouraged to conduct its own research and should draw its own conclusions concerning the conditions that may affect the methods or cost of development. Developers shall be responsible for all pre-development expenses incurred to assess the conditions of the Property.

### 2.3 Comprehensive Plan

The property is located in an area designated on the Comprehensive Plan Future Land Use Map for moderate density residential development and, for the portion proximate to Florida Avenue NW, mixed low density commercial / moderate density residential development. The entire site is designated on the Generalized Policy Map as being within a Main Street Mixed Use Corridor. The site is within the Comprehensive Plan Near Northwest Planning Area. The Comprehensive Plan is available on the DC Office of Planning website ([www.planning.dc.gov](http://www.planning.dc.gov)).

### 2.4 Small Area Plan

The property is located within the Mid City East Small Area Plan boundary. The small area plan recommends the following:

MCE 3.1 - Pursue a future land use designation change on the west side of North Capitol Street at New York Avenue and North Capitol and Florida Avenue NE, from low density commercial/moderate density residential to moderate density commercial/medium density residential to encourage mixed-use development and create a thriving neighborhood edge with a welcoming physical environment.

MCE 3.3 - When development is achieved through a PUD process, redevelopment of vacant and underutilized properties at the four corners of the intersection of Florida Avenue and North Capitol Street within Mid City East should incorporate ground floor commercial uses with entrances facing sidewalks along or proximate to North Capitol.



## Government of the District of Columbia

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MCE 3.6 -Solicit proposals to redevelop properties controlled by the District into creative mixed-use residential or commercial developments. \* BE1.1, BE2.3, NA2.1, NA 2.2, NA2.4, WT2.2, NA3.5

The DHCD parcels on the south side of Florida Avenue at Q Street NW – Pursue a land use designation change from Moderate Density Residential/ Low Density Commercial to Medium Density Residential/Moderate Density Commercial in an effort to encourage site redevelopment.

For further details goto

<http://planning.dc.gov/DC/Planning/In+Your+Neighborhood/Wards/Ward+5/Small+Area+Plans+&+Studies/Mid+City+East+Small+Area+Plan+Main+Page>

### 2.5 Zoning

The site is split zoned – lots 806 and 825 are zoned R-4, while the remainder of the lots are zoned C-2-A. R-4 is a low to moderate density residential zone which permits single family, duplex, rowhouse, and flat (2 residential units) development by right, but does not permit new multi-family development. C-2-A is a low to moderate density mixed use zone which allows residential multi-family and limited commercial development.

Preference will be given to developers who submit Offers for Projects that may be constructed as a matter of right over those which require regulatory relief. Developers should review all applicable District zoning regulations while preparing their Offers. Please refer to Title 11 of the District of Columbia Municipal Regulations (“**DCMR**”) for a complete list of zoning provisions and requirements. Developers may elect to develop the Development Site and Properties to conform to the existing zoning designation or to apply for a Planned Unit Development (PUD), a zoning variance, or special exception, which may include a request to extend the C-2-A zoning to the R-4 zoned portion of the site. Developers will be responsible for all costs associated with obtaining any zoning relief or change. . A developer should detail its zoning strategy and present an estimated schedule that fully describes each step in the approval process necessary for the entitlements assumed in the Offer.

The zoning regulations are available on the Office of Zoning (OZ) website ([www.dcoz.dc.gov](http://www.dcoz.dc.gov)). Information on any proposed changes to the zoning is also on the OZ website, or may also be obtained from the District’s Office of Planning (<http://planning.dc.gov/planning>). This website may also contain city and



## Government of the District of Columbia

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neighborhood revitalization plans relevant to this Solicitation. All proposals must be consistent with the appropriate plans. Developers must demonstrate this consistency, through narrative and by using relevant land use maps.

### 2.6 Historic Preservation

The parcel found in this Solicitation is not located within a Historic District. All relevant regulations must be followed if the site or any buildings on the site are landmarked or deemed to be eligible for landmarking as a historic resource, or if it is determined that archaeological work is required to be completed prior to any site disturbance. The development plan and budgets should note any associated cost items. Maps, regulations and other information on District historic districts are at [http://planning .dc.gov/DC/Planning/Historic + Preservation](http://planning.dc.gov/DC/Planning/Historic+Preservation).

## 3 Selection Criteria

### 3.1 Development Plan

Developers are required to submit a development plan that provides a narrative description of the proposed development project for the Development Site or individual Properties. The development plan must be consistent with the agency goals and development vision described in Sections 1.3 and 1.4, and should also incorporate elements that demonstrate the Developer's own vision for the site. At a minimum, development plans must address land use and ownership, zoning, green building, historic preservation, pricing and financing, community benefits, and developer qualifications.

Detailed guidelines and parameters for each of these items are described throughout Section 3.

#### 3.1.1 Land Use and Ownership Model

Developers should submit a brief narrative on the ownership model to be used for any commercial and/or retail units . The narrative should include a description of the Developer's experience with the ownership model proposed.

In narrating the proposed land uses for the site, Developers should follow the guidelines outlined below:



## Government of the District of Columbia

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### 3.1.2 Commercial

This portion of the narrative should describe the type of commercial and/or retail uses, ownership, and rent structure proposed. This section should also include the net versus gross square footage and total commercial units to be produced. Briefly describe the quality and grade of construction materials, equipment, and finishes if providing tenant improvements for each unit. In addition to the above, please provide the following information described below for rehabilitation and restoration work, additions to historic properties, and new construction projects:

- Provide conceptual facades, floor plans showing the location of all commercial units. Site plans should show the relationship between the proposed structure and the structures on the immediately adjacent lots with consideration to existing setbacks and other zoning requirements. Please identify all zoning relief required if proposing something other than a matter of right project;
- Describe the amenities and rent structure;
- Address exterior design issues and parking; and
- Provide a detailed description of the scope of work.

### 3.2 Affordability Requirement

- 3.2.1 No Offer shall be selected unless the Project conforms with the Affordability Covenant attached to the PDA and at a minimum requires at least fifty-one percent (51%) of the Units in the Project be sold or rented to persons with annual household incomes that do not exceed 80% of “AMI” (as defined below). The affordability period for homeownership is fifteen years (15) and forty years (40) for rental projects. AMI is defined as the most current area median household income as established periodically for the disbursements of funds by the Department of Housing and Urban Development (“HUD”) for the Washington DC-Virginia-Maryland metropolitan statistical area, as adjusted for family size.
- 3.2.2 Developer shall demonstrate that all affordable Units to be developed are affordable to persons with incomes at or below 80% of AMI.
- 3.2.3 Preference will be given to Developers with Offers that exceed the minimum required percentages of affordable Units in their Project.



## Government of the District of Columbia

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- 3.2.4 Preference will also be given to Developers that create affordable housing opportunities for homebuyers or renters with incomes at or below 60% of AMI.

The District's IZ program requires new residential development projects of ten or more units, and rehabilitation projects that are expanding an existing building by 50 percent or more and adding ten or more units to set-aside a percentage of the residential floor area for affordable units. Low Density Zones (R-2 to R-5-B, C-2-A, W-1; Stick Built Construction) require greater of 10% of residential floor area ratio (FAR) or 75% of the bonus density"

- 3.2.5 Pursuant to the Affordability Covenant, affordable homeownership Units must be both income and price restricted. In accordance with the Affordability Covenant, the Developer shall set an initial maximum sales price based on the following assumptions: (i) a 5% down payment with an additional 5% equity payment at closing; and (ii) a monthly housing payment of principal, interest, taxes, insurance and condominium fees, if applicable, not exceeding 30% of the maximum allowable monthly gross income, based on the applicable AMI range of a prospective homebuyer, assuming a ninety (90%) percent loan-to-value ratio, thirty (30) years fully amortizing mortgage, with a minimum ten (10) year term, at a then market rate of interest. Please refer to the Developer's Kit attached hereto as Exhibit F for additional guidance.

### 3.3 Green Building Requirements

#### 3.3.1 Green Building Act

In accordance with the Green Building Act of 2006 and the goals of DHCD, all proposals shall comply with the following green building standards for projects of 10,000 SF or more, which involve 15% or more public financing as broadly defined in the Act:

##### 3.3.1.1 Non-residential and mixed use buildings:

All non-residential projects will be required to meet the Leadership in Energy and Environmental Design (LEED) Silver standard, available online at [www.usgbc.org](http://www.usgbc.org).



## Government of the District of Columbia

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An applicant for new construction or substantial improvement of a mixed-use space shall fulfill or exceed the current edition of the LEED standard for commercial and institutional buildings at the certified level for the mixed-use space of the project. Any requirements of § 6-1451.05 shall apply to the mixed-use space of the project. For the purposes of mixed-use space in this paragraph, he term;

(A) "LEED" also includes LEED for Commercial Interiors and LEED for Retail: Commercial Interiors; and

(B) "Certificate of occupancy" refers to the first certificate of occupancy issued for a usable, habitable space at grade or above grade for the mixed-use space of the project.

The following additional standards also apply:

- New construction – Energy Star Target Finder Tool minimum score(75) & annual benchmarking with Energy Star Portfolio Manager (See Energy Star websites in “Additional Resources”)
- Rehabilitation– exempt from Energy Star Target Finder minimum score requirement. However, benchmarking with the Energy Star Portfolio Manager, and the Energy Star Target Finder scoring, are still mandated. Developers must include in their submission:
- Documentation of the findings of the integrated design charrette which has been conducted prior to this submission to consider the most cost-effective ways to integrate required green design elements (**Exhibit I, Form # 9B and #9A**); and
- Submission of “Intended Method of Satisfying Green Communities Criteria” (**Exhibit I, Form #9A and #9B**) with an appropriate minimum score:
- **New construction** - All mandatory criteria and a minimum of 35 points on optional criteria.
- **Substantial and Moderate Rehabilitation** - All mandatory criteria and a minimum of 30 points on optional criteria.

### 3.3.2 Additional Considerations



## Government of the District of Columbia

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- 3.3.2.1 Developers should consider all applicable Federal and District laws and regulations when preparing development plans.
- 3.3.2.2 Developers should conduct their own due diligence, including design and engineering for the Project and will be held accountable for design, cost, and pricing upon submission of an Offer. Developers should include in their Offers the development plan that will work best to achieve the goals of the District and community stakeholders.

### 3.4 **Pricing Proposal Requirement**

- 3.4.1 Offers should propose a total Development Site offer price (the “Offer Price”) with the greatest economic benefit to the District. The Offer Price should be assumed to be equal to the fair market value of the Properties comprising the Development Site, reduced, if necessary, by the amount necessary to make the proposed Project economically feasible. Should the Developer propose a reduced price, a detailed explanation for the requested reduction must be provided.. Please note, in accordance with the Property Disposition Agreement (“PDA”), the Developer is required to provide the District with an initial deposit of at least ten percent (10%) of the assessed value at the time of a fully executed PDA, and a Performance Letter of Credit (as defined in Section 4.5 herein) at closing on the Development Site.
- 3.4.2 The Developer’s Kit must evidence the developer’s ability to pay the Offer Price as calculated through the cash flow analysis (See Exhibit A, Form #10). This is based on the initial commercial rental rates and the total development costs or the rents over the period of holding, expenses, and assumed capitalization rate.
- 3.4.3 Each offer shall contain a statement of proposed financing, which should include development cost budget, amount and sources of debt and equity financing. Developers should provide documentation for funding commitments, and their Offers should evidence a significant amount of “at risk” capital during the pre-development and development process. The Developer should include documentation of all financing and/or investment commitments, terms and covenants, as well as the availability of said funds. The Developer shall not include funds from



## Government of the District of Columbia

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the District operating or capital budget (unless appropriated for such purpose on a multi-year basis) or unidentified Federal funding in its funding plan.

### 3.5 **Community Benefits**

The District is committed to maximizing community benefits for its residents. In view of this commitment, Offerors must present:

- Their overall concept and vision for the Site and how the vision will integrate with and enhance the surrounding neighborhood;
- An approach that ensures the meaningful involvement in the development process by stakeholders and members of the local community who might be affected by the Offeror's proposed development; and
- A commitment and plan for maximizing Certified Business Enterprises ("CBEs") participation in the project. Preference will be given to proposals that exceed the District's CBE participating goals.
- A detailed description of the post-award approach and strategies to working with the community and with stakeholders to ensure their meaningful involvement in the development process.

### **First Source Hiring**

Pursuant to Mayor's Order 83-265, DC Law 5-93, as amended, and DC Law 14-24, Respondents recognize that one of the primary goals of the District of Columbia government is the creation of job opportunities for District of Columbia residents. Accordingly, the Respondent selected by the District to negotiate a disposition agreement shall enter into a First Source Agreement, prior to execution of a disposition agreement, with the Department of Employment Services ("DOES") that shall, among other things, require the Respondent to: (i) use diligent efforts to hire and use diligent efforts to require its architects, engineers, consultants, contractors, and subcontractors to hire at least fifty one percent (51%) District of Columbia residents for all new jobs created by the development project, all in accordance with such First Source Employment Agreement and (ii) use diligent efforts to ensure that PADD's goal of at least fifty one percent (51%) of apprentices and trainees employed are residents of the District of Columbia and are registered in apprenticeship programs approved by the DC Apprenticeship Council.



## Government of the District of Columbia

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Respondents must complete the Form of Acknowledgement attached as Appendix B and submit this form with their proposal. Please refer to the following website to find a copy of the First Source Agreement:

[http://does.ci.washington.dc.us/does/frames.asp?doc=/does/lib/does/frames/New\\_FIRST\\_SOURCE\\_EMPLOYMENT\\_PLAN\\_3\\_22\\_11.pdf](http://does.ci.washington.dc.us/does/frames.asp?doc=/does/lib/does/frames/New_FIRST_SOURCE_EMPLOYMENT_PLAN_3_22_11.pdf)

Please contact DeCarlo Washington, Contract Compliance Monitor, at DOES at 202.698.5772, [decarlo.washington@dc.gov](mailto:decarlo.washington@dc.gov), for more information.

### **Certified Business Entity Requirements**

- Developers will be required to comply with all applicable requirements as set forth in the Small and Certified Business Enterprise Development and Assistance Amendment Act of 2013 (D.C. Law 20-108).”
- Developers should provide equity and development opportunities for Local and Small Disadvantaged Business Enterprises (“**LSDBE**”) and contracting opportunities for **CBEs**.
- Developers should provide detailed plans on how residents living near the Development Site will be trained and offered apprenticeships in connection with the Project.
- Developers should include copies of any binding letters of intent (“**LOI**”) between the lead developer and an LSDBE equity partner(s), and an LSDBE development partner(s) and/or a CBE contractor(s).
- Developers who are CBEs shall receive preference in the evaluation process. If the developer or development team is composed of CBE entities, developer shall submit: (1) company name; (2) certification number; (3) status of company; and (4) term of certification for each CBE firm. Proposals should describe the service(s) each team member will provide and the percentage of the total project cost for which each CBE firm is responsible.
- Preference will be given to developers that include local, neighborhood-based businesses. Evidence of the inclusion of such businesses shall be in the form of written confirmation which shall include the scope and details of the said businesses’ involvement in the Project.



## Government of the District of Columbia

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- Preference will be given to developers which provide business owners with businesses located adjacent to the Development Site with opportunities to participate in the Project.

### 3.6 **Executive Summary**

The developer shall provide a summary with a focus on the developer's vision for the Project. In its summary, the developer shall: (1) address how the Project will benefit the existing residents; (2) articulate the developer's vision for the Project; (3) discuss how well the Project fits into the surrounding area landscape; and (4) illustrate the value and types of synergies it will create.

#### 3. 6.1 Team Members.

The developer shall identify the following key team members of the development team: master developer (firm or joint venture partners), CBEs, master plan architect, engineer, financing team (proposed construction lenders, major investors, and other key consultants, if any, related to the financing plan), and legal counsel. For each team member, developer shall identify:

- a. Name, address, telephone number, EIN, and fax number.
- b. Identity of each principal, partner, or entity of said team member and said team member's roles or titles within the entity comprising the developer.
- c. Name, address, telephone number, fax number, and e-mail address of the representative authorized to act on behalf of the developer, who will be available to respond to questions or requests for additional information.
- d. Identification of any affiliation or other relationship between any of the members of the developer and any development company, parent company, or subsidiary.



## Government of the District of Columbia

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- e. Identification of any personal or professional relationship among or between any members of the developer and any person working for, appointed to a position in, or elected to an office of the District or any entity for which there may be a conflict of interest or the appearance of a conflict. The District, in its sole discretion, reserves the right to determine a conflict of interest or the appearance thereof.
- f. A list of the professionals the developer will be employing or retaining for the Project. For each professional firm, developer should include a description of the staff capabilities, the resumes of all professional staff who will be working on the Project, a description of their role on the Project and their past relevant experience.
- g. Satisfactory evidence with respect to the developer and its team members that all tax liabilities and other government impositions are current and that there are no ongoing litigations in which the District is a party that relates to any team member of the developer or to any other entity or individual having a controlling interest in the entity (or entities) that comprise the developer (or, if such litigation exists, the name and civil action number of such litigation and a description of the subject matter of such litigation).
- h. Summary of the experience of the developer or its team members partnering with community groups, institutions, or the District during the planning and redevelopment of a community and experience of team members in developing affordable and/ or federally subsidized housing, including a description of the project, the community partnerships and the actions taken to include the community's input.

### 3. 6.2 Qualifications and Experience. Developer shall identify:

- a. In the developer's summary of projects in **Exhibit F, Form 8**, list three (3) to five (5) relevant projects, which developer or its team members have had primary involvement, which demonstrate success in similar urban mixed use or commercial projects. Favorable consideration will be given to Solicitations that delineate prior successful experience working with PADD or other DHCD



## Government of the District of Columbia

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programs/divisions. For each relevant project, developer shall identify the following:

- Development Team Name
  - Project Name
  - Location/address of Project
  - Status
  - Project Scope (new construction, rehab, commercial, residential, mixed use)
  - Estimated total development cost at time of award or start of the project, actual total development cost, including all changes and exercised options
  - Original start and completion date, current and actual completion date
  - Name and telephone number of persons familiar with the project who may offer performance letters of recommendation and respond to inquiries from the District
- b. An organization chart and a summary of qualifications of the team's senior-level staff who will be directing this project, including a description of their roles and relevant experience.
- c. The status of the developer's organization (whether a corporation, a non-profit corporation or charitable institution, a limited partnership, a limited liability company, or other entity) indicating under which laws it is organized and operating, and a brief history of the organization and its principals. Please include a certificate of good standing from the formation jurisdiction and a certificate of good standing showing that it is registered to do business in the District.
- d. A copy of any written agreement or document creating any entity responding to this Solicitation. The principals, partners, or joint-venture partners who are part of the developer's team must be eligible to transact business both within and with the District.
- e. A statement regarding any debarments, suspensions, bankruptcy or loan defaults on real estate development projects and/or government contracts of developer or any member of the development team.



## Government of the District of Columbia

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- f. References for the developer and its team members, including names, addresses, and telephone numbers. References should be prepared to respond to inquiries regarding the design, financing, and development of prior projects.
- g. List of all current projects in the developer's pipeline and a disclosure of all current or pending DHCD financing or other DHCD related projects.
- h. Such other information developer believes will assist the District in evaluating the capabilities of the developer, the design architect, and any other team member who will be participating in the Project. The District may request additional information from the authorized representatives, if deemed necessary, to facilitate the consideration of the developer's submissions.

### 3. 6.3 Implementation Strategy.

Developer shall identify and describe:

- a. Any possible difficulties implementing the Project outlined in the Offer and possible solutions for those difficulties.
- b. Any required zoning changes and/or approvals, and proposed schedule of obtaining the required approvals.
- c. Developer's plan to guarantee the implementation of the development plan, demonstrating the following:
  - Developer's willingness to assume the risk of pre-development work;
  - Developer's phasing plan, if any, for the redevelopment;
  - Developer's timetable and milestones for the next 24 months, including ability to mobilize and commence development programming immediately upon selection;
  - Developer's time and financial commitment to guarantee to the District that Developer's milestones will be met;
  - Developer's property rights on parcels within close proximity to the Development site, if any; and
  - Developer's approach and strategies to working with the community to ensure meaningful involvement in the



## Government of the District of Columbia

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development process and mitigation of any negative impact of the potential development project on the surrounding community. Please see the Development Schedule Worksheet included in the Developer's Kit (**Exhibit F, Form #3**).

### 3.6.4 Financial Capacity and Framework.

Developer shall include the following:

- a. A description of the financial capacity of developer and its team members, including, but not limited to, audited financial statements (balance sheets, profit and loss statements, statements of cash flows), letters of credit and lines of credit.
- b. A description of the nature and share of each team member's financial investment in the acquisition and redevelopment of the Development Site.
- c. A proposed financial structure between developer and the District. The developer should assume the following:
  - In general, the Offer Price should be assumed to be equal to the fair market or assessed value of the Properties comprising the Development Site, reduced, if necessary, and explained by the amount necessary to make the proposed Project economically feasible.
- d. A proposed financing plan for the overall proposed redevelopment, including a listing of all anticipated sources of financing (pre-development, land acquisition, construction and seller financing, if any). Developer should provide sufficient detail for the District to determine the feasibility of the proposed financing plan, including:
  - An estimate of proposed pre-development costs and statement of capacity to carry said costs, how said costs will be paid for and how said costs will be factored into the financing of the Project;
  - Statement of the proposed financial structure, including penalties for lack of performance;
  - Satisfactory evidence of the developer's ability to secure financing for the Project; and,



## Government of the District of Columbia

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- Specifics as to the sequencing of the development process including the proposed sources and uses of funds (submitted on CD in Excel), including the timing of the funding commitments to the Project.
- e. Functional pro forma model(s), such as the guides provided in the Developer's Kit as **Exhibit F, Form #5 or #6**, with detailed underlying assumptions (submitted on CD in Excel) which calculates the internal rate of return, return on equity and return on cost. A developer may submit their own pro forma model, so long as it includes at a minimum the information provided as applicable in **Forms #5 and #6**.
- f. Detailed development budget, provided in the Developer's Kit as **Exhibit F, Form #4**, (submitted on CD in Excel) for the proposed Project plan(s) which includes a summary and cost breakdown of each line item.
- g. Submission of a proposed Schedule of Performance in the form attached hereto and included in the Developer's Kit (**Exhibit F, Form #3**) which details each step in the development process.

### 3.6.5 Conflict of Interest

In its response to this Solicitation, developer should represent and warrant the following to the District:

- a. The Offer has been developed and provided independently and without consultation, communication or other interaction with any other competitor for the purpose of restricting competition related to this Solicitation or otherwise.
- b. No person or entity employed by the District or otherwise involved in preparing this Solicitation on behalf of the District (i) has provided any information to developer which was not also available to all entities responding to this Solicitation, (ii) is affiliated with or employed by developer or has any financial interest in developer, (iii) has provided any assistance to developer in responding to this Solicitation, or (iv) will benefit financially if developer is selected in response to this Solicitation.



## Government of the District of Columbia

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- c. The developer has not offered or given to any District officer or employee any gratuity or anything of value intended to obtain favorable treatment under this Solicitation or any other solicitation or other contract, and developer has not taken any action to induce any District officer or employee to violate the rules of ethics governing the District and its employees. Developer has not and shall not offer, give or agree to give anything of value either to the District or any of its employees, agents, job shoppers, consultants, managers or other person or firm representing the District, or to a member of the immediate family (i.e., a spouse, child, parent, brother or sister) of any of the foregoing. Any such conduct shall be deemed a violation of this Solicitation. As used herein, "anything of value" shall include but not be limited to any (a) favors, such as meals, entertainment, transportation (other than that contemplated by this Solicitation, if any, or any other contract with the District), etc., which might tend to obligate a District employee to developer, or (b) gift, gratuity, money, goods, equipment, services, lodging, discounts not available to the general public, offers or promises of employment, loans or the cancellation thereof, preferential treatment or business opportunity. Such term shall not include work or services rendered pursuant to any other valid District contract.
- d. The developer shall report to the District directly and without undue delay any information concerning conduct which may involve: (a) corruption, criminal activity, conflict of interest, gross mismanagement or abuse of authority; or (b) any solicitation of money, goods, requests for future employment or benefit of thing of value, by or on behalf of any government employee, officer or public official, any developer employee, officer, agent, subcontractor, or labor official, or other person for any purpose which may be related to the procurement of this Solicitation by developer, or which may affect performance in response to this Solicitation in any way.

### 3.6.6 Developer's Kit

**NOTE: DEVELOPER'S KIT NOT REQUIRED IF APPLYING FOR DFD FUNDING**

A sample of each of the required evaluation spreadsheet is available in **Exhibit F**.



## Government of the District of Columbia

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**Note:** This tool kit is included for the sole purpose of serving as a model for putting together your proposal to the solicitation. Please modify the spreadsheets as needed to fit your proposal.

### **A. Property Identification Spreadsheet – Form #1**

*For a Development Site with multiple units, list each unit separately designated as “a”, “b” etc. For example, three units developed on “Development Site #2” would be identified as unit 2A, 2B and 2C. Once a unit is listed under a Development Site identification number, use the same number throughout the proposal.*

This spreadsheet should also be used to identify which units are affordable, designated income levels, projected sales price / initial rents housing type (single family detached, semi-detached, row house or multifamily) as well as the ownership type (rental, homeownership, condo, co-op).

### **B. Affordability Spreadsheet – Form #2**

### **C. Development Timeline Spreadsheet – Form #3**

Please identify the projected month and year in which the following will occur: (1) permits obtained, and (2) closing on construction financing (3) finishing construction and (4) marketing to the initial tenants and buyers. The timeline should take into account, where applicable, any board of zoning adjustments action required. PADD requires that whenever feasible, affordable units must be constructed prior to constructing market rate units.

### **D. Sources and Uses Spreadsheet – Form #4**

This spreadsheet is to be used to list project assumptions, sources and terms of funds available. A project budget is also included to document the uses.

### **E. Rental Operating Proforma – Form #5 – Use as a guide**

This form must be used if the developer proposes developing rental units. This form documents the net operating income and the developer’s ability to pay for the Development site.

**Note:** A developer may submit their own pro forma model, so long as it includes at a minimum the information provided as applicable in **Forms #5 and #6**.



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**Government of the District of Columbia**

**F. Land Residual Spreadsheet – Form #6 – Use as a guide**

This spreadsheet is a summary of the overall project budget and documents the developer’s ability to pay for the Development Site. Under certain limited circumstances, developers may be able to request a change in the initial sales price for the market rate units following the award of a Development Site. In these instances, if the revised Land Residual Spreadsheet shows an increase in the land residual, the District shall be entitled to fifty percent (50%) of the increase in the land residual at the time of sale if the developer receives prior written approval for a revised initial sales price. PADD will exempt any property bought at the fair market value from any sharing of future increased profits or land residual.

After the award of properties, PADD will not approve sales price increases for any affordable units, unless the AMI has been adjusted during the period of the solicitation submission and review.

**Note:** A developer may submit their own pro forma model, so long as it includes at a minimum the information provided as applicable in **Forms #5 and #6**.

**G. PADD Residential Design & Performance Standards – Form #7**

Please identify the level of finish, equipment, appliances, and products to be used in the development.

**H. Summary of Projects – Form #8**

Provide details of projects currently under construction, including original and estimated start dates, estimated completion date, project scope, and estimated cost.

**I. Checklist to satisfy Green Communities Criteria, 2011 – Form #9A (if applicable)**

A guide to complete the checklist is attached in the Developer’s Kit. For more information, please go to [www.greencommunitiesonline.org](http://www.greencommunitiesonline.org).

**J. Green Development Plan, – Form #9B (if applicable)**

This form must be used to document the design charrette. For more information, please go to [www.greencommunitiesonline.org](http://www.greencommunitiesonline.org).



## Government of the District of Columbia

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**Note:** Offerors must provide evidence of compliance with the District of Columbia's Green Building Act of 2006, as well as any LEED certification requirements for the construction, rehabilitation, or renovation of District public assets, as applicable.

### 3.7 Section 3 Fair Housing Requirement

Developer shall comply with the following:

- 3.7.1 Section 3 of the Housing and Urban Development Act of 1968 (12 U.S.C. 1701u) and implementing regulations at 24 CFR Part 135. During construction of the project, developer will comply with and cause its successors, assigns and agents to comply with 24 CFR Part 135. The Section 3 requirement applies to assistance that exceeds \$200,000.00 or where the contract or subcontract exceeds \$100,000.00.
- 3.7.2 All Section 3 covered contracts must include the following clause in its entirety:
  - 3.7.2.1 The work to be performed under this contract is subject to the requirements of Section 3 of the Housing and Urban Development Act of 1968, as amended, 12 U.S.C. 1701u (Section 3). The purpose of Section 3 is to ensure that employment and other economic opportunities generated by HUD assistance or HUD-assisted project covered by Section 3, shall, to the greatest extent feasible, be directed to low- and very low- income persons, particularly persons who are recipients of HUD assistance for housing.
  - 3.7.2.2 The parties to this contract agree to comply with HUD's regulations in 24 CFR Part 135, which implement Section 3. As evidenced by their execution of this contract, the parties to this contract certify that they are under no contractual or other impediment that would prevent them from complying with the part 135 regulations.
  - 3.7.2.3 The contractor agrees to send to each labor organization or representative of workers with which the contractor has a collective bargaining agreement or other understanding, if any, a notice advising the labor organization or workers' representative of the contractor's commitments under this



## Government of the District of Columbia

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Section 3 clause, and will post copies of the notice in conspicuous places at the work site where both employees and applicants for training and employment practices can see the notice. The notice shall describe the Section 3 preference, shall set forth minimum number and job titles subject to hire, availability of apprenticeship and training positions, the qualifications for each; and the name and location of the person(s) taking applications for each of the positions; and the anticipated date the work shall begin.

3.7.2.4 The contractor agrees to include this Section 3 clause in every subcontract subject to compliance with regulations in 24 CFR Part 135, and agrees to take appropriate action, as provided in an applicable provision of the subcontract or in this Section 3 clause, upon a finding that the subcontractor is in violation of the regulations in 24 CFR part 135. The contractor will not subcontract with any subcontractor where the contractor has notice or knowledge that the subcontractor has been found in violation of the regulations in 24 CFR part 135.

3.7.2.5 The contractor will certify that any vacant employment positions, including training positions, that are filled (1) after the contractor is selected, but before the contract is executed, and (2) with persons other than those to whom the regulation of 24 CFR part 135 require employment opportunities to be directed, were not filled to circumvent the contractor's obligations under 24CFR part 135.

3.7.2 Noncompliance with HUD's regulations in 24 CFR part 135 may result in sanctions, default under the Loan Documents, and debarment or suspension from future HUD-assisted contracts.

3.7.3 The First Source Program which requires that contractors and subcontractors of a government-assisted project totaling \$100,000 or more comply with the District's goals for the recruitment, referral and placement of D.C. residents. See D.C. Law 5-93, as amended, D.C. Official Code 2-219.01 *et seq.*



## Government of the District of Columbia

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3.7.3 The Federal statutory and regulatory requirements of the Davis Bacon Act (40 USC Section 276a-276a-7).

### 4 Submission Requirements and Selection Process

#### 4.1 Developer Submissions

Any developer may submit an Offer on the Development site(s) offered pursuant to this Solicitation. The Development site shall be awarded as listed in this Solicitation. No substitution of properties will be permitted.

#### 4.2 Pre-Offer Procedures

- A pre-bid meeting will be held in accordance with the schedule in Section 4.4. For those who intend to respond to this Solicitation, attendance at the pre-bid meeting is strongly encouraged. The purpose of this meeting is to provide a forum for all concerned parties to discuss the Development Sites and to network with PADD and other real estate professionals. In the event that any discussions or questions at the pre-proposal conference require official additions, deletions, or clarifications of this Solicitation, or any other document, PADD, in its sole discretion, will address such revisions in writing and make such revised Solicitation available at PADD's offices and on the DHCD website.
- Any developer that wants to visit any Properties or Development Sites prior to the date of submission must sign and return the Right of Entry Agreement attached hereto as Exhibit E (the "Right of Entry Agreement"). Any site visits to a Property or Development Site must be in accordance with the Right of Entry Agreement and the developer must inform PADD prior to accessing the properties. Developer shall conduct any inspection activities in accordance with the Right of Entry Agreement and shall hold PADD and the District harmless from and against any and all liabilities, actions, claims, suits, losses, judgments and damages caused by entry onto the Properties. Please note that the Right of Entry Agreement terminates at 3 p.m. on September 26, 2014, after



## Government of the District of Columbia

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which time no developer shall have any right to visit any Property or Development Site in connection with this Solicitation.

- 4.2.1 Offers shall be submitted as follows:
- a. Developers shall respond to each item included in Section 5 in the order it is presented and separate each item with tabs marked to indicate the section number. Developers should include site plans, tables, charts, and any other applicable documents, to the extent possible.
  - b. At a minimum, Offers for each Development Site should address all of the submission requirements listed in Section 5 and stated in this Solicitation. Offers submitted without addressing all such items may be deemed incomplete and therefore, may be rejected and withdrawn from consideration.
  - c. All Offers shall be typed in 12-point font on 8½” x 11” standard letter-size paper, bound on the long side, with material on one side only and tabs to separate sections.
  - d. Each Offer shall not exceed 25 pages, not including credit references, LOIs, renderings, excel-based worksheets/models, tables, charts, etc.
  - e. Offer materials will not be returned.
  - f. Four (4) printed, bounded copies of each Offer must be submitted along with an electronic copy (a complete PDF File) along with the Developer Kit on compact disc (CD) to PADD at the address below by October 10, 2014 (**the “Submission Date”**):

Housing Resource Center, Ground Floor  
Department of Housing and Community Development  
1800 Martin Luther King Avenue, SE, 3rd Floor  
Washington, DC 20020  
202-478-1355 (office)  
202-654-6161 (fax)  
Attn: Michael Woodson



## Government of the District of Columbia

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No Solicitation shall be accepted after 4:00 p.m. on the Submission Date. There will be no exceptions to this policy.

- 4.2.2 While the District, through PADD, may enter into negotiations with one or more developers based on offers submitted in response to this Solicitation, this Solicitation does not commit PADD or the District to select any developer or to enter into negotiations with any developers that may respond. The District reserves the right to reject any Offer it deems incomplete or unresponsive to the submission requirements, to amend this Solicitation or to reject all Offers and re-issue a Solicitation at a later date at its sole discretion.
- 4.2.3 After review of one or more Offers, the District may request submission of additional information from some or all of the developers, within the District's sole discretion.
- 4.2.4 Team members may participate in submissions from more than one developer. If a developer wishes to change the composition of the proposed development team at any time in the selection process after it has submitted its offer to the District, the developer must notify the District in writing. The District reserves the right to evaluate the proposed change to the development team and eliminate the developer from further consideration. The District will require similar notification and approval rights of any change to the development team following the award.

### 4.3 Selection Process and Evaluation Team

- PADD will determine in its sole discretion whether each Offer received in response to this Solicitation is complete according to the guidelines set forth herein (a "**Responsive Offer**"). Any developer that submits an incomplete and unresponsive Offer will be notified by PADD in writing after the submission deadline. The decision of PADD in this regard is final and will be explained to the developer upon request.
- A selection panel selected by PADD will be established to review and evaluate the Responsive Offers and to select one or more of the Responsive Offers.
- The selection panel will evaluate each Responsive Offer based on the information requested in this Solicitation. The selection panel may in



## Government of the District of Columbia

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its sole discretion request that one or more developers modify their Offers, provide additional information or provide a “best and final offer” for the selection panel’s review.

- Once the selection panel has selected the winning developer(s), it will inform PADD and the Director of DHCD of its recommendations. Once the Director has approved the decision of the selection panel, PADD will notify the selected developer(s).
- Any selected developer that elects to withdraw an accepted Offer will be precluded from responding to and applying for any DHCD requests for proposals and/or solicitations for a period of one (1) year. Such penalty period shall run one (1) year from the date of withdrawal.

### 4.3.1 All Offers will be evaluated for Market Feasibility and Policy Priorities.

Offers that do not meet median requirements for Financial and Economic Feasibility and Capacity of Development and Management Team will be considered unresponsive. Any developer that submits such an unresponsive offer will be notified by PADD in writing after the submission deadline. The decision of PADD in this regard is final and will be explained to the developer upon request.

Median requirements for Financial and Economic Feasibility are: There is a good likelihood that the project will proceed into construction within 180 days of a receiving a DHCD commitment. Long term financial sustainability of the project is likely. Letters of commitment or interest from all financial sources expected to participate are included.

Median requirements for Capacity of Development and Management Team are: Most development team members demonstrate a successful track record in projects of similar size, scale, type and complexity to the proposed project. There is no more than one critical capacity gap which the development team is in the process of filling.



## Government of the District of Columbia

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### 4.4 Selection Process Timetable

PADD shall select the winning Offer within forty five (45) days of the submission deadline and notify the selected developer by award letter. The selection process will follow the schedule outlined below. All offers must be submitted to PADD by **4.00 p.m., October 10, 2014.**

Action	Development Site Award Timeline
Release Date	July 11, 2014
Pre-Bid Meeting	August 6, 2014
Submission Deadline	October 10, 2014 by 4PM

These above-referenced dates are estimated timelines and shall not be binding on PADD or District.

### 4.5 Pre-offer Conference, Questions and Further Information

Any questions regarding this Solicitation should be submitted in writing via e-mail to [Michael.Woodson@dc.gov](mailto:Michael.Woodson@dc.gov) or fax to 202-645-6727. Responses to questions and other clarifications will be emailed to all developers and posted on the DHCD website.

### 4.6 Award

- Following receipt of notification from the District of the selection, the selected Offeror shall execute another right of entry agreement with the District to allow the selected Offeror to begin due diligence and sites studies.
- The District, through DHCD, and the selected Offeror shall execute a conditional property disposition agreement (“PDA”) which shall incorporate the requirements contained in the Solicitation, the minimum term sheet, and such other terms as may be required by DHCD or may be agreed upon by DHCD and the selected Offeror. The sole condition of the PDA shall be the satisfaction of a public hearing requirement on the award which shall take place within approximately forty five (45) days after the execution of the conditional PDA. After the public hearing is held and the CBE and First Source requirements are met, the conditional PDA shall no longer be conditional and shall be in full force and effect.
- If DHCD and the selected Offeror are unable to execute a conditional PDA within seven (21) business days after Offerors receipt of notification



## Government of the District of Columbia

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of selection, DHCD, in its sole and absolute discretion, may terminate negotiations and select a different Offeror from among the Offerors who submitted offers to the Solicitation, or reissue this Solicitation or take such other measures as it deems reasonable or appropriate.

- If DHCD terminates negotiations, DHCD shall be entitled to pursue any and all legal and equitable remedies available.
- At Closing, developer shall deliver to District a deposit to secure developer's performance of developer's obligations under the Construction Covenant in the form attached to the PDA (the "Performance Bond"). The Performance Bond can be in the form of: (a) a letter of credit from a reputable bank, in the amount of one hundred percent (100%) of the cost of the Improvements as shown on the Project Budget, or (b) a payment and performance bond from a reputable surety company and such bond shall be: (i) in an amount that is one hundred percent (100%) of the cost of the Improvements as shown on the Project Budget, (ii) be issued by an entity satisfactory to the District, (iii) be in form and substance satisfactory to the District, and (iv) name the District as an obligee, or (c) a cash reserve in the amount of twenty percent (20)% of the cost of the Improvements as shown on the Project Budget to be held in escrow by a title company chosen by the District, to secure the developer's performance of its obligations under the Construction Covenant. The District shall also require that an affiliate of the developer, approved by the District, execute a Development and Completion Guaranty in the form attached to the PDA guaranteeing the completion of the Project in accordance with the Construction Covenant.
- A developer shall be expected to close on a Development Site no later than forty-five (45) days after the satisfaction of the public hearing condition pursuant to the PDA. Closing for the Property shall occur only after all the zoning approvals and building permits have been obtained.
- The developer shall be expected to complete construction within 24 months of closing on the acquisition of the Property or Development Site, unless special circumstances such as the Board of Zoning Adjustment ("BZA") requirements dictate a longer period.



## Government of the District of Columbia

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### 5 Reservation of Rights and Miscellaneous Provisions

#### 5.1 District Reservations

The District reserves the right to:

- Cancel or withdraw the Solicitation prior to or after the submission deadline;
- Modify or issue clarifications to the Solicitation prior to the submission deadline;
- Reject any submission it deems incomplete or unresponsive to the submission requirements;
- Consider a submission that is incomplete or unresponsive to the submission requirements;
- Reject all submissions that are submitted under the Solicitation for any reason; and,
- Modify the deadline for submissions or other actions.

The District may exercise one or more of these rights, in its sole discretion, as it may deem necessary, appropriate, or beneficial to the District.

#### 5.2 Notice of Modifications

The District shall post on its website (<http://dhcd.dc.gov>) notices or information regarding cancellations, withdrawals, modifications to deadlines, and other modifications to this Solicitation. Developers shall have an obligation to check the website for any such notices and information and the District shall have no duty to provide direct notice to developers.

#### 5.3 Changes in Developer Information

If information provided in a submission changes (e.g., change or addition to any of the developer's team members or new financial information), the developer shall provide updated information in the same format for the appropriate section of the Solicitation and the District may consider the modified submission. Developer may not change the composition of its team at any time without the District's prior written approval, in its sole discretion, provided; however, that nothing shall prohibit short-listed developer teams from (i) adding new CBE parties to their teams or (ii) increasing the level of CBE equity participation on their teams.

#### 5.4 Ownership and Use of Offers



## Government of the District of Columbia

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All Offers shall be the property of the District. The District may use any and all ideas in any Offer, whether the Offer is selected or rejected.

### 5.5 Restricted Communications

Upon release of this Solicitation and until selection of a developer, developers shall not communicate with PADD staff about the Solicitation or issues related to the Solicitation except as authorized in this Solicitation.

### 5.6 Non-Binding

The selection by the District of a developer indicates only an intent by the District to negotiate with the developer and the selection does not (i) constitute a commitment by the District to execute any agreement with the developer or (ii) confer onto developer any property right, interest or expectancy.

### 5.7 Confidentiality

5.7.1 Offers and all other information submitted in response to this Solicitation are subject to the District's Freedom of Information Act ("**FOIA**") under D.C. Code § 2-531 et seq., (2008 Supp.), which generally mandates the disclosure of documents in the possession of the District upon the request of any person, unless the content of the document falls within a specific exemption category. Section 2-534 of the D.C. Code states that information may be exempt from disclosure, if it is "trade secrets and commercial or financial information obtained from outside the government, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained."

5.7.2 If a developer provides information that it believes is exempt from mandatory disclosure under FOIA, the developer shall include the following legend on the title page of the submission:

**THIS PROPOSAL CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE UNDER THE DISTRICT'S FREEDOM OF INFORMATION ACT ("FOIA").**



## Government of the District of Columbia

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In addition, on each page that contains information that the developer believes is exempt from mandatory disclosure under FOIA, the developer shall include the following separate legend:

**THIS PAGE CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE UNDER THE DISTRICT'S FREEDOM OF INFORMATION ACT ("FOIA").**

On each such page, the developer shall also specify the exempt information and shall state the exemption category within which it believes the information falls.

PADD has the right to independently determine whether the information designated by the developer is exempt from mandatory disclosure, and shall comply with all applicable FOIA laws and court orders regarding the disclosure of any information that is determined not to be exempt. Moreover, exempt information may be disclosed by PADD, at its discretion, unless otherwise prohibited by law, and the District shall have no liability related to such disclosure.

### 5.8 Non-Liability

By participating in the Solicitation process, the developer agrees to hold the District, its officers, employees, agents, representatives, and consultants harmless from all claims, liabilities, and costs related to all aspects of this Solicitation, including but not limited to any costs of rezoning, site studies, appraisals, or surveys.

### 5.9 Other Limiting Conditions

- The Project is expected to “stand alone,” thus, the developer is prohibited from cross collateralizing and cross defaulting the project with any other assets. Moreover, the developer is prohibited from assigning, pledging, hypothecating or otherwise transferring its interest in the ownership of the Project in part, or in its entirety, without prior written District approval. Any additional debt shall require prior written District approval.
- Under no circumstances shall the District be liable for any real estate brokerage commissions, finder’s fees or other forms of compensation related in any way to activities undertaken by any person as a result of this Solicitation.



## Government of the District of Columbia

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- The District has the right to begin negotiations with the next preferred developer in the event that a PDA cannot be executed within the allotted period of negotiations with a prior selected developer. The District may terminate such negotiations if the developer introduces comments or changes to a PDA that are inconsistent with previously submitted offer materials.
- The District fully expects and requires that the selected developer will not alter the proposed Project, including its proposed construction schedule and process. However, should certain deteriorating market conditions warrant a Project alteration, the District, in its sole discretion, may authorize such an alteration. As a general matter, the District will consider such alterations, if it believes such market conditions would impact all other developers that submitted offers in response to this Solicitation.
- The District reserves the right to memorialize modifications to any proposal in a written agreement between the District and developer where such modifications arise in the course of best and final negotiations between the parties.
- Developers are hereby advised that the District is subject to various laws, rules, policies and agreements that impose ethical constraints upon, among other situations: (i) current District employees and consultants with respect to developers (and members of their teams) on projects where such employee/consultant had “personal and substantial” participation or official responsibilities and (ii) current and former District employees and consultants with respect to post-employment restrictions.
- Members of developers (whether corporate or individual) are prohibited from conducting any negotiations for employment or consulting agreements (or other forms of financial benefits) with any current District employees/consultants who are “personally and substantially” participating on this Project or from hiring any such employees/consultants, during the conduct of this competition.
- Members of developers (whether corporate or individual) must disclose in their initial offers the names of employees (or consultants retained for this project) who, within the immediate past three years, were District employees/consultants. On a going forward basis, members of developers will be required to provide the District with notice of updates within five (5) days of any new hires/retained consultants.



## **Government of the District of Columbia**

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- Failure to comply with either of these obligations may result, in the District's sole discretion, in the disqualification by developer from the solicitation or rescission of a selection or agreement with the District.
- Developers must immediately disclose the existence of any employment discussions or consulting agreements with or hiring of current District employees that occur contrary to the prohibition in section 5.9.7. Notwithstanding such disclosure, the District reserves the right to disqualify or rescind award to a company whose member(s) section 5.9.7.



**Government of the District of Columbia**

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**Exhibit A**

**PROPERTY DISPOSITION AGREEMENT**



**Government of the District of Columbia**

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**Exhibit B**

**PROPERTY ACQUISITION AND DISPOSITION DIVISION  
RESIDENTIAL DESIGN & PERFORMANCE STANDARDS**



**Government of the District of Columbia**

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**Exhibit C**

**SAMPLE CERTIFIED BUSINESS ENTERPRISE  
UTILIZATION AND PARTICIPATION AGREEMENT**



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**Exhibit D**

**FIRST SOURCE EMPLOYMENT AGREEMENT**



**Government of the District of Columbia**

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**Exhibit E**

**RIGHT OF ENTRY AGREEMENT**



**Government of the District of Columbia**

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**Exhibit F**

**THE DEVELOPER'S KIT**

**The following exhibit includes a number of helpful forms to prepare an Offer that is responsive to this Solicitation.**

**NOTE: DEVELOPER'S KIT IS NOT REQUIRED IF APPLYING FOR DFD FUNDING**



**Government of the District of Columbia**

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**Exhibit G**

**IMAGES OF THE DEVELOPMENT SITES**



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**Exhibit H**

**LEAD, ASBESTOS AND STRUCTURAL REPORTS (AS APPLICABLE)**



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**Exhibit I**

**GREEN BUILDING FAQs and OVERVIEW**



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**EXHIBIT J**

**AFFIRMATIVE ACTION PLAN**