



Angela D. Alsobrooks
County Executive

Jonathan R. Butler
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PRINCE GEORGE'S COUNTY GOVERNMENT

Office of Central Services

Glenn Moorehead
Deputy Director

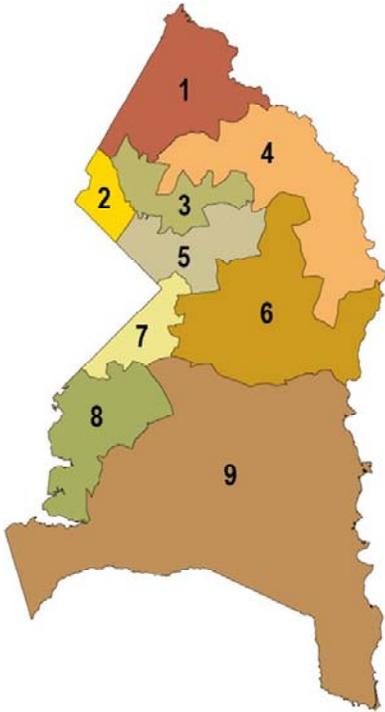
Michael W. Brown
Deputy Director

Addendum No 3 To EXPRESSION OF INTEREST FOR PROPOSAL

Issued: January 3, 2020

This Addendum No 3 is issued and thereby published on the OCS Website on January 3, 2020. Except as modified hereby, the Expression for Interest ("EOI") remains unmodified.

1. Correction made to: **Expression of Interest (EOI) Due Date** from Tuesday, January 6th, 2020 4 P.M. to **Monday, January 6th, 2020 4 P.M.**
2. Similar correction made to: **Timeline (Monday, January 6th, 2020 4 P.M.)**



County-Owned Surplus Real Estate

Prince George's County

Vacant Parcel Properties located throughout Prince George's County

Release Date: November 4, 2019

Submission Deadline: January 6, 2020

Responses are to be sent to the following address:

Office of Central Services

Land Acquisition & Real Property Division

1400 McCormick Drive, Suite 336

Largo, MD 20774

Attn: Land Acquisition & Real Property Division, Administrator

EXPRESSION OF INTEREST FOR PROPOSALS

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Angela D. Alsobrooks
County Executive



**LAND ACQUISITION
& REAL PROPERTY
DIVISION (LARP)**

Questions regarding this Request for Proposals should be submitted via e-mail only to OCS.RealProperty@co.pg.md.us

Respondents shall not direct questions to any other person within the County except as allowed elsewhere in this EOI. Responses to questions will be aggregated and posted on the following website: <http://Centralservices.mypgc.us>.

INTRODUCTION

Prince George's County (the "County"), through the Office of Central Services ("OCS"), seeks to develop the various surplus vacant parcels in response to CR-17-2019, located throughout the County.

Pursuant to Section 2-111.01 of the Prince George's County Code, OCS invites qualified Development Team(s) ("Respondent") to respond to this Request For Expression of Interest Proposals ("EOI") for the disposition and development of these various surplus parcels (the "Surplus Development Parcel" or "Site", See **Appendix J** for Development Parcel Map), totaling approximately 54 individual parcels, pursuant to a fee simple or ground lease transfer.

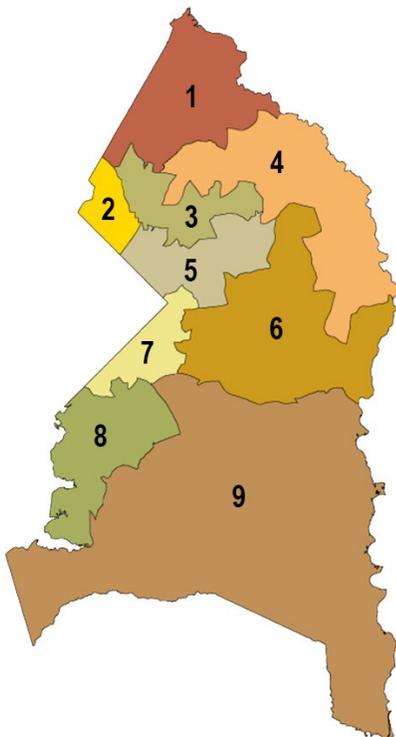
Based on OCS' desire for the Highest and Best uses of these Surplus Development Parcels through the EOI process, OCS is intentionally focused on the desire of the County administration, residents and community members to see projects that reflect the value of these sites to their neighborhoods. The proposal(s) should embody the following:

- a high quality of architectural design,
- a vibrant commercial use that includes neighborhood-serving retail; and
- for residential submissions, a mixed-income residential component that emphasizes affordability

OCS seeks Respondents who will develop the Surplus Development Parcel(s) in keeping with the goals set out in this EOI, and will accept both matter-of-right (conventional zoning) and planned changes to existing zoning. However, OCS encourages Respondents to submit zoning map amendment proposals that maximize the density of the Surplus Development Parcels.

The Respondents that present the highest and best fair market offer, while presenting the most innovative and comprehensive solutions, rooted in Policy Focus Areas, may be "short-listed"; and/or a Best and Final ("BAFO") proposal may be requested before a final award selection is made.

SURPLUS DEVELOPMENT PARCELS: COUNCILMANIC DISTRICT DISTRIBUTION



District 1	3 Parcels
District 2	2 Parcels
District 3	2 Parcels
District 4	2 Parcels
District 5	4 Parcels
District 6	2 Parcels
District 7	22 Parcels
District 8	8 Parcels
District 9	9 Parcels

Totaling 54 SDP CR-17-2019

PRINCE GEORGE'S COUNTY POLICY FOCUS AREAS

The County requires that any proposed development program be economically viable to construct and operate. The success of any development project hinges on the inclusion and support of the local community. Respondents are strongly encouraged to work with the Council Representative, local community groups and area residents to understand how the community's preferences, to the extent feasible and practical can be met in the Respondents' proposals. County Policy Focus Areas are listed below:

- **Education**
- **Economic Development**
- **Quality of Life and Environment**
- **Transportation and Infrastructure**
- **Safe Neighborhoods**
- **Youth Development**

supported by a Proficient and Transparent Government

Additional information on the County's legislative policies are located at the Council website <https://pgccouncil.us/305/Legislative-Priorities>

TIMELINE

The County will endeavor to follow the timetable set forth below; however, the activities and timetable represented below are a guideline only and are subject to change at the County's sole discretion and without prior notice.

ACTION	DATE/LOCATION
1. Release of Expression for Interest Pre-Submittal Conference 1 Pre-Submittal Conference 2	Monday, November 4, 2019 by 4:00 P.M. Thursday, November 7, 2019 from 2:00 P.M. – 4:00 P.M. Location: Office of Central Services, Conference Room 308-A, 3rd floor Thursday, November 14, 2019 from 2:00 P.M. – 4:00 P.M. Location: Office of Central Services, Conference Room 308-A, 3rd floor
2. Deadline for Receipt of Written Questions Deadline for Posting of Written Responses to Questions	Thursday, November 21, 2019 by 4:00 P.M. Thursday, November 28, 2019 by 4:00 P.M.
3. Expression of Interest Proposal Due Date Notification of Short Listed Respondent <i>(If Applicable)</i> Request for Best and Final Offer <i>(If Applicable)</i> Best and Final Submission Due Date <i>(If Applicable)</i>	Monday, January 6th, 2020 4:00 P.M. January 13, 2020 January 17 thru February 6, 2020 by 4:00 P.M. February 6, 2020 by 4:00 P.M.
4. Final Selection of Respondent	Thursday, February 13, 2020

EXPRESSION OF INTEREST - PROPOSAL SUBMISSION REQUIREMENTS

OCS is releasing this Expression of Interest on behalf of Prince George's County. The EOI is posted on OCS' website:
<http://Centralservices.mypgc.us>

Proposal Contents

Tab 1: Transmittal Letter

Respondents shall provide a Transmittal Letter with their response. The Transmittal Letter should highlight key components of the Respondent Team's response. In particular it should articulate the following:

1. the vision for the Surplus Development Parcels, which identifies any proposed use(s);
2. how the County and surrounding neighborhood will benefit from the proposed project (i.e., county policy focus areas, economic impact, job creation, public access, etc.); and,
3. how the proposed project fits within the existing neighborhood fabric.

Tab 2: Respondent Team

The Respondent's Project Team should be introduced and described. The "Project Team" is defined as the lead developer plus any other developers, tenants, and key team members, such as architects, engineers, contractors, lenders, attorneys, historians, etc. who are critical for consideration by the County. Respondents should provide an organizational chart and information that clearly explains the relationships, as well as the management structure among team members, their respective roles and contributions to the Project, and the structure of team decision-making.

Respondents shall identify the following key team entities:

Development Partners

Identify any and all development partners for the project. Please identify the following:

1. the decision-making individual for the entity and, if different,
2. the day-to-day lead individual who will be available to respond to questions or requests for additional information.

Tenant Partners

If applicable, identify any proposed tenant(s) for the project.

Financial Partners

If applicable, identify any construction and permanent lenders, major investors, and other key consultants, if any, included in the financing plan.

Design Team

If applicable, identify any architects, engineers, consultants, etc. included as part of the proposed team.

Other relevant team members

If applicable, please identify.

For each team entity identified in the section above, Respondents shall provide the following information for the point-of-contact at each entity:

Name	First and last name
Address	Business address
Telephone Number	Business telephone number
Email Address	Business email address
Title	Business title

Tab 3: Organizational Status, Chart and Bios, (if applicable)

Respondents shall provide the status of the primary entities (developers, tenants, etc., and whether each entity is a corporation, a non-profit or charitable institution, a partnership, a limited liability corporation, a business association, joint venture, or other) indicating under which laws they are organized and operating, including a brief history of each organization and its principals. Respondents shall provide an organizational chart showing key personnel from the primary entities (developers, tenants, etc.) and/or joint venture partners who will be working on the project and a brief bio for each person outlining relevant experience.

Tab 4. Qualifications and Experience

Respondent shall exhibit their ability to deliver an economically viable development projects comparable to the scale and program of Respondent's proposed project, with which the Respondent or their key personnel have had primary involvement. Respondent should include past projects that have a comparable component.

For each relevant project, Respondent shall identify the following:

1. Development Team name;
2. Project name or title;
3. Location or address of project;
4. The names and contact information for team members involved in the project, along with a description of each party's role in the project;
5. Description of project, including use(s), total square footage and number of units, keys, etc. (if applicable);
6. Period of performance;
7. Estimated total development costs, if project is not yet complete, OR actual total development costs, if project is complete;
8. Projected groundbreaking and completion dates, if project is not yet complete, OR actual groundbreaking and completion dates, if project is complete;
9. Proposed OR actual financing structure of the project; and
10. References (at least one per project), including names, mailing addresses, e-mail addresses, telephone numbers.

Tab 5: Project Concept

Respondents shall describe the following in detail:

1. The overall concept and vision for each of the Surplus Development Parcels; and describe how the vision will integrate with and enhance the surrounding community that borders the Surplus Development Parcels;
2. Development plans (Respondents are strongly encouraged to provide conceptual design drawings that are sufficient in detail to be easily evaluated by the County, including elevations and project renderings);
3. Each proposed use for the Surplus Development Parcels and the following for each use, (if applicable):
 - Name of tenant or operator;
 - Current form of agreement with tenant or operator and Letter of Intent (LOI);
 - Approximate square footage and location of the use in the building;
 - Proposed hours of operation;
 - Whether or not the use will be accessible at any time to the public; and
 - Evidence of market demand for each of Respondent's proposed uses.
4. Respondent's property rights in other parcels, if any, that may be accretive to the project;
5. The project's zoning strategies, including a detailed explanation and justification for any proposed variance from the
6. conventional zoning requirements or zoning map amendments. If applicable, Respondents should provide a schedule that fully describes each step in the approval process necessary for entitlements assumed in the response; and
7. If applicable, the phasing plan that describes Respondent's strategy and timing for delivering various components of the project.

Respondents may submit more than one project concept and vision for the Surplus Development Parcels.

Tab 5: Project Budget Sources and Uses

Respondents shall provide a "Sources and Uses" analysis that at a minimum, shall include the following:

1. Uses: A detailed project budget that breaks down all costs to be incurred to construct new improvements on the Surplus Development Parcels including hard costs (including base building costs, contingencies, furniture, fixture, and equipment costs, etc.); softs costs (including architecture fees, engineering fees, professional service fees, development fees, etc.); and acquisition and financing costs.
2. Sources: A breakdown of all funds to be obtained (including equity, debt, fundraised capital, non-County funding, etc.) for the payment of the Uses in the project.

Sources and Uses should not show any gaps or shortfalls. OCS shall not provide any public subsidy to fill funding gaps or shortfalls.

Tab 6: Proposed Financing Strategy and Financial Capacity

In determining economic feasibility, Respondent should take into account all available sources of financing (e.g., tax credits) or other private, state or federal assistance that may benefit the project. Respondents should provide the following:

1. Respondents' equity commitment to the project and the timing/disbursement of that commitment;
2. A proposed project financing strategy, including a listing of all anticipated sources of construction and permanent financing;
3. Detailed description of which, if any, federal government funding sources the Respondent intends to attract to the project.
4. Satisfactory evidence of Respondent's ability to secure project debt and equity, including commitment letters from prospective investors.

The County seeks to evaluate Respondents' ability and willingness to invest sponsor equity and self-fund project predevelopment costs. **Respondents are hereby put on notice that all such money expended is at the sole risk of the Respondent, and under no circumstances shall the County be responsible to reimburse the same.**

Respondents should include the following items:

1. A description of the financial capacity of Respondent's team members in the form of, balance sheets, profit and loss statements, evidence of lines of credit and uncommitted discretionary sources of equity, and/or any other material financial statements; and
2. A description of the amount of sponsor equity committed to the acquisition and development of the parcel.

Tab 7: Project Schedule

Respondents shall identify and describe a timetable and milestones from award through project completion. Respondent is required to complete and submit with the response the "Schedule of Performance" attached in **Appendix C**.

Tab 8: Bid Term Sheet and Statement of Minimum Business Term

Respondents shall complete the Bid Term Sheet and Statement of Minimum Business Term attached as **Appendix A**. The Bid Term Sheet and Statement of Minimum Business Term shall serve as the basis for negotiations of a Land Disposition Agreement with the selected Respondent. The Development Team may propose both or either a ground lease and/or the purchase of a fee interest of the Development Parcels for the County's consideration.

Tab 9: Intent to meet County Goals, Requirements or Focus Areas

Respondents shall provide a summary of their intent to meet County Policy Focus Areas or Initiatives. Summaries should not exceed 1 page.

Submission Directions

The County will determine, at its sole discretion, whether each response received is complete and meets the requirements of the EOI. The decision of the County in this regard is final, and any determination on non-responsiveness will be explained to the applicable Respondent upon request. Responses that do not meet the following requirements will be deemed "Non-Responsive" and will not be considered for selection.

Format

All responses must meet the following format requirements:

1. Response shall be prepared on 8 ½" x 11" letter-size paper, bound length-wise, with tabs to separate sections.
2. Respondents shall submit five (5) hard copies of the response (all marked "COPY"), and one (1) electronic version of the response by **Monday, January 6th, 2020 4:00 P.M.**
3. Responses shall respond to each EOI item in the order outlined below in the "Response Contents" section. Each sub-section must be separated by tabs with sub-section headings.
4. Responses must not exceed a total of fifty pages, including appendices, drawings and renderings, on twenty-five sheets of double-sided paper. Drawing and renderings may be single-sided.

The hard copies and EOI deposit must be marked with "**Surplus CR-71-2019 EOI - [Team-Name]**" and **Map Number** on the envelope and delivered to the following address by the submission deadline:

Ikenna Udejiofor
Administrator | Prince George's County Government
Office of Central Services
Land Acquisition & Real Property Division
1400 McCormick Drive
Suite 336
Largo, MD 20774
ocs_realproperty@co.pg.md.us

Deposit

Amount: 10% of the Total Bid (or Sale Price)
Format: Amount all payments must be made by certified or cashier's check or payable to Prince George's County or Standby, irrevocable letter of credit (See **Appendix G** for form.)
Due at: EOI response submission
Conditions: If a Respondent's response is not selected, the letter of credit shall be returned to the Respondent. If a Respondent's response is selected, the letter of credit will be considered a non-refundable deposit, only to be returned upon the Respondent's successful completion of Closing as determined by the County through the terms of the disposition agreement.

EVALUATION CRITERIA

Successful proposals will demonstrate that the Respondent has:

1. proposed use for the Surplus Development Parcel that is consistent with County's overall policy areas;
2. met the minimum sale price offer set at fair market value, which is determined by an independent appraiser; and
3. the financial capacity and ability to successfully close the transaction and offer an attainable development timeline to convert the Surplus Development Parcel to its optimal utility.

The basis upon which Respondents will be measured includes, but is not limited to, the following:

Attainment of County Policy Focus Areas

The County will more highly rate Respondents who achieve and exceed the following County policy focus areas:

- Maximize the economic value to the County;
- Demonstrate, through entity experience and expertise of proposed key personnel, that they are qualified to execute a development plan for a project of this scale;
- Consider and incorporate stakeholder and community concerns into their project, to the extent practical;
- Improve the quality of life for the surrounding neighborhood; and
- Advance opportunities for local residents and businesses.
- Local hiring and business opportunities. Respondents are encouraged to include in their plans employment and business opportunities for local residents and businesses to participate in the project.

More specifically, higher ratings will be given to Respondents who achieve and exceed the following County policy goals by:

1. Maximizing the overall economic benefit to the County, including:
 - Maximizing the development envelope such as through assemblage of adjacent land parcels (while still maintaining a Stand-Alone Projects) or maximizing zoning;
 - Maximizing value to the County through land value proceeds (paid by Respondent to County) and incremental property and sales taxes; and
 - Maximizing community benefits, including affordable for a range of income levels (if residential is proposed); and job creation.
 - Incorporate a variety of commercial, retail options that include both neighborhood-oriented retail or services and destination retail;
 - Stimulate pedestrian activity, include, and sustainably landscape the surrounding public space;
2. Seeking the least amount of subsidy (either through a reduction in fair market value or through other County or federal public financing tools) to fill anticipated financing and/or investment gaps in the Project's capital structure.
3. Providing County residents and businesses with opportunities to participate in the Project. Evidence of the inclusion of such businesses shall be in the form of written confirmation from such neighborhood-based businesses which shall include the scope and details of the said businesses' involvement in the Project.

Development Vision

Respondents should propose innovative, market-viable ideas for development of the Surplus Development Parcel. The County encourages Respondents to consider in their vision, the County's Policy Focus areas with respect to promoting vibrancy, growing the commercial tax base. Respondents proposing housing are encouraged to maximize affordability across multiple income levels and provide for a variety of unit types.

Project Financial Feasibility and Team's Financial Capacity

Respondents whose responses satisfy the following criteria may be eligible for higher ratings:

1. Demonstrate that they possess the financial resources to execute the project requirements with no County-based subsidy;
2. Provide funding plans, including sources and uses tables;
3. Display a willingness to provide the County with fair consideration for its real property assets;
4. Demonstrate significant investments of "at risk" capital during the pre-development and development process; and
5. Exhibit a willingness to provide the County with a meaningful guarantee regarding payment and performance through final project completion.

Announcement of Shortlist

Upon review of the responses, OCS and/or the Panel may, at its sole discretion, identify a shortlist of Respondents and has the sole and absolute discretion to conduct discussions with all, or some, of the Respondents on the shortlist via "Best and Final Offer" submissions. OCS will contact all Respondents and inform them of the results of the selection review process.

Best and Final Offer Submission

If Respondents are asked to submit a "Best and Final Offer", Respondents are expected to adhere to the additional guidance provided by OCS and submit a final revised proposal for OCS's final consideration. Upon receiving the "Best and Final Offer", OCS reserves the right to have additional rounds of requests for information, and conduct further discussions and negotiations if the Best and Final Offers lack adequate information to reach a final selection.

TRANSACTION TERMS

Site Conditions

As-Is Condition

The Site shall be conveyed in "as-is" condition, without representation or warranty by the County as to physical or environmental condition of the land or any existing structures.

Soil or Subsurface Conditions

The County makes no representations regarding the character or extent of soil or subsurface conditions or the conditions and existence of utilities that may be encountered during the course of any work, development, construction, or occupancy of the building.

Environmental Remediation

Respondents will be responsible at their sole cost and liability for any environmental remediation that may be associated with removal or disturbance of existing improvements or other preparation of the Site.

Predevelopment and Development Costs

Respondents should draw independent conclusions concerning conditions that may affect the methods or cost of development.

Respondents shall be solely responsible for all pre-development (including environmental remediation costs and due diligence studies such as traffic, geotechnical, storm water management, historic preservation reviews, and other site preparations) and project development costs.

Respondents shall be solely responsible for all costs related to obtaining necessary permits, approvals, clearances, and licenses at the appropriate time, including, without limitation.

The County reserves the right to award multiple properties to a bidder if determined in the best interest of the County. The County will convey the properties described herein to the successful bidder by quit claim deed.

The County reserves the right to place any necessary covenants on the property as necessary, based on the proposed usage described on the bidder's Expression of Interest proposal form.

RESERVATION OF RIGHTS & MISCELLANEOUS PROVISIONS

Reservation of Rights

The County reserves the right, in its sole discretion and as it may deem necessary, appropriate, or beneficial to the County with respect to the EOI, to:

- Cancel, withdraw, or modify the EOI prior to or after the response deadline;
- Modify or issue clarifications to the EOI prior to the response deadline;
- After review of one or more responses, request submission of additional information from some or all Respondents;
- Request one or more Respondents to modify its response(s), provide additional information, or provide a BAFO response for the County's review;
- Enter into negotiations with one or more Respondents based on responses submitted in response to the EOI;
- Begin negotiations with the next preferred Respondent in the event that a development agreement cannot be executed within the allotted period of time for negotiations with a prior selected Respondent;
- Make and memorialize modifications to any response in the form of a Memorandum of Understanding between the County and Respondents during the course of BAFO negotiations between the County and the Respondents;
- Reject any responses it deems incomplete or unresponsive to the EOI requirements;
- Reject all responses that are submitted under the EOI;
- Terminate negotiations with a Respondent if such Respondent introduces comments or changes to a development agreement or any other documents the County and Respondent negotiates that are inconsistent with its previously submitted response materials; and
- Modify the deadline for responses or other actions; and (i) reissue the original EOI, (ii) issue a modified EOI, or (iii) issue a new EOI, whether or not any responses have been received in response to the initial EOI.

No assignment of Purchase and Sales Contract or Land Disposition Agreement may be made without the prior written approval of County.

Miscellaneous Provisions

Notice of Modifications

OCS will post on its website, <http://Centralservices.mypgc.us> any notices or information regarding cancellations, withdrawals, and modifications to this EOI (including modifications to the deadlines included herein). Respondents shall have an obligation to periodically check the website for any such notices and information, and the County shall have no duty to provide direct notice to Respondents.

Change in Respondents' Information

If after a Respondent has submitted a response to the County, information provided in such response changes (e.g., deletion or modification to any of Respondents' team members or new financial information), Respondents must notify the County in writing and provide updated information in the same format for the appropriate section of the EOI. The County reserves the right to evaluate the modified response, eliminate Respondents from further consideration, or take other action as the County may deem appropriate. The County will require similar notification and approval rights of any change to Respondents' response or development team following award, if any.

Selection Non- Binding

The selection by the County of a Respondent indicates only the County's intent to negotiate with a Respondent, and the selection does not constitute a commitment by the County to execute a final agreement or contract with the Respondent. Respondents therefore agree and acknowledge that they are barred from claiming to have detrimentally relied on the County for any costs or liabilities incurred as a result of responding to this EOI.

Brokers and Agents

Respondents acknowledges that neither the County nor any broker, agent or employee of County has made any representation or promise with respect to the Surplus Development Parcel or Site which shall be construed as creating any relationship between Respondents and County. County and Respondent each warrants and represents that it has not procured the service of and broker for brokerage services related to the procuring of this Surplus Development Parcel, except as provided in a separate agreement in which Respondent acknowledges and agrees it shall pay a commission or fee due to Respondent's broker.

Respondents warrants, indemnifies and represents that the County has not procured the services of any broker for brokerage services related to the procuring said parcel.

OTHER LIMITING PROVISIONS

Withdrawal & Cancellation

If at any time after the County selects a Respondent and executes a disposition agreement with such Respondent and the Respondent does not proceed with the project, then the Respondent must notify the County in writing and provide reasons for its decision. The selected Respondent wishing to withdraw may be subject to the loss of part or all of any deposits previously provided to the County and may be responsible for certain costs previously waived by the County, in addition to any other remedies available to the County under the disposition agreement, or by law. If the County is unable to convey the Surplus Development Parcel for any reason, all deposits will be returned to the Respondent and the County shall be released from any and all further liability.

"Stand-Alone" Projects

The development of the Site is expected to be a "stand alone" project, in that Respondents are prohibited from cross-collateralizing and cross-defaulting the Site, or any portion thereof, with any other assets. Moreover, Respondents are prohibited from assigning, pledging, hypothecating, or otherwise transferring its interest in the net cash flows or ownership in the Site and project in part, or in whole, without prior County approval. Any additional debt shall require prior written County approval.

APPENDICES

APPENDIX A	BID SHEET AND STATEMENT OF MINIMUM BUSINESS TERM
APPENDIX B	FORM IRREVOCABLE LETTER OF CREDIT
APPENDIX C	SCHEDULE OF PERFORMANCE
APPENDIX D	CERTIFICATE OF GOOD STANDING
APPENDIX E	FORM W-9
APPENDIX F	CERTIFICATE OF INSURANCE
APPENDIX G	AFFIDAVIT
APPENDIX H	LIMITED LIABILITY COMPANY ACKNOWLEDGEMENT
APPENDIX J	SURPLUS DEVELOPMENT PARCEL OR SITE
APPENDIX K	MASTER RIGHT OF ENTRY PERMIT
APPENDIX L	APPRAISAL
APPENDIX M	ELECTRONIC SIGNATURE AGREEMENT

TIMELINE

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