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**Solicitation Information**  
**December 14, 2017**

**RFQ 7577481**

**TITLE: "Request for Qualifications (RFQ) and Expressions of Interest for Real Estate Development on the URI Kingston Campus under a Ground Lease"**

**Submission Deadline: DATE TIME (Eastern Time)**

Questions concerning this solicitation must be received by the Division of Purchases at [thomas.bovis@purchasing.ri.gov](mailto:thomas.bovis@purchasing.ri.gov) no later than 1/3/2018 at 4 PM Questions should be submitted in a *Microsoft Word attachment*. Please reference the RFQ# on all correspondence. Questions received, if any with responses, will be posted on the Internet as an addendum to this solicitation. It is the responsibility of all interested parties to download this information.

**SURETY REQUIRED: No**  
**BOND REQUIRED: No**

**Thomas Bovis**

**Applicants must register on-line at the State Purchasing Website at [www.purchasing.ri.gov](http://www.purchasing.ri.gov).**

**Note to Applicants:**

Offers received without the entire completed RIVIP Generated Bidder Certification Form attached may result in disqualification.

**THIS PAGE IS NOT A BIDDER CERTIFICATION FORM**

## The University of Rhode Island

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### Request for Qualifications (RFQ) and Expressions of Interest for Real Estate Development on the URI Kingston Campus under a Ground Lease

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Exhibit A – *Hotel Market Analysis and Conclusions, by REVPAR International (11/10/17)*

Exhibit B – *Feasibility Report UCRMD Site Study DBVW/GRA 2017*

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Exhibit D – *Summary of Key Indicative Terms for a Ground Lease*

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## **SECTION 1 - INTRODUCTION**

The Rhode Island Department of Administration/Division of Purchases, on behalf of the University of Rhode Island Department of Campus Planning & Design, is soliciting responses from qualified firms to develop, own and operate commercial real estate assets on leased land located at the Kingston R.I. campus. This Request for Qualifications and the State's General Conditions of Purchase may be obtained at the Rhode Island Division of Purchases internet home page at: [www.purchasing.ri.gov](http://www.purchasing.ri.gov)

This is a Request for Qualifications (RFQ), not an Invitation to Bid. See Exhibit E – *Definitions, Acronyms and Qualifications*. Submittals will be evaluated on the basis of the relative merits of the response and qualifications; there will be no public opening and reading of responses received by the Division of Purchases pursuant to this Request, other than to name submitting Respondents.

The Project will be procured in two phases: (1) the RFQ phase, pursuant to which the University anticipates short listing a select number of qualified Respondents to participate in the second phase; and (2) the Request for Proposals phase, pursuant to which the University anticipates selecting a Respondent for final award of the Project Agreement.

### **A. Instructions and Notifications to Respondents:**

1. Potential Respondents are advised to review all sections of this RFQ carefully and to follow instructions completely, as failure to make a complete submission as described elsewhere herein may result in rejection of the response.
2. Alternative approaches and/or methodologies to accomplish the desired or intended results of this procurement are solicited. However, responses which depart from or materially alter the terms, requirements, or scope of work defined by this RFQ will be rejected as being non-responsive.
3. All costs associated with developing or submitting a response to this RFQ, or to provide oral or written clarification of its content shall be borne by the vendor. The State assumes no responsibility for these costs.
4. All responses should include the Respondent's FEIN or Social Security number as evidenced by a W9, downloadable from the Division's website at [www.purchasing.ri.gov](http://www.purchasing.ri.gov).
5. Vendors are advised that all materials submitted to the State for consideration in response to this RFQ will be considered to be Public Records as defined in Title 38, Chapter 2 of the General Laws of Rhode Island, without exception, and will be released for inspection immediately upon request once an award has been made. However, Information requested relative to Audited Financials and the like that are noted in this request as confidential, and which are noted by the Respondent as proprietary information, shall not be subject to the Public Records Act.

Some information submitted by RFQ respondents may be considered proprietary or involve confidential business/financial information. It is the intention of the University that Information and materials submitted under this RFQ shall be considered to be confidential/privileged commercial and financial information in accordance with the provisions of the Rhode Island "Access to Public Records Act," R.I. Gen. Laws § 38-2-2 (4)(B). That said, final determination of what material is or is not confidential and therefore not subject to public inspection will be made by the Rhode Island attorney general or judge of the superior court should the release of such information be challenged by others.

6. Interested parties are instructed to peruse the Division of Purchases website on a regular basis, as additional information relating to this solicitation may be released in the form of an addendum to this RFQ.
7. Equal Employment Opportunity (G.L. 1956 § 28-5.1-1, et seq.) – § 28-5.1-1 Declaration of policy – (a) Equal opportunity and affirmative action toward its achievement is the policy of all units of Rhode Island state government, including all public and quasi-public agencies, commissions, boards and authorities, and in the classified, unclassified, and non-classified services of state employment. This policy applies to all areas where State dollars are spent, in employment, public services, grants and financial assistance, and in state licensing and regulation. For further information, contact the Rhode Island Equal Opportunity Office at (401) 222-3090.
8. In accordance with Title 7, Chapter 1.2 of the General Laws of Rhode Island, no foreign corporation, a corporation without a Rhode Island business address, shall have the right to transact business in the State until it shall have procured a Certificate of Authority to do so from the Rhode Island Secretary of State (401-222-3040). This is a requirement only of the successful vendor(s).

## **SECTION 2 - EXECUTIVE SUMMARY**

### **A. Project Vision and Approach**

The University of Rhode Island, part of the Rhode Island Department of Education URI (RIDE) (“URI”) has fee title to a 4.2 acre site located at 85 - 95 Upper College Road, Kingston, RI (the “Site”) and is seeking a qualified commercial real estate developer or developers (hereafter “Developer”) to develop a new 100 guest room hotel, with some extended stay rooms, and a new mixed use retail/office/apartment building on the Site, across from the core historic campus quadrangle, which is in the process of becoming a National Historic Landmark.

This is a unique property with access to a University population over 20,000. Additionally, the subject site is proximate to various other regional demand generators, such as the area beaches in Narragansett and Newport. Overall, the site is an excellent long-term location for a hotel, relative to URI-related demand. Its prominent location along Upper College Road, proximate to the university entrance and in the heart of the campus, is considered attractive and a distinct competitive advantage.

The Site parcels are offered for lease as part of a mixed-use development. The Developer or Developers will own the improvements to the Site but not the real estate. The University will enter into a long-term ground lease of the Site with the Developer. The two lots comprising the Site, Parcel A and Parcel B, may be developed either in whole or separately. Developers may submit a response for a single parcel focused on Parcel A as a hotel, or Parcel B as mixed use. Responses that consider a master mixed-use development for Parcels A and B combined development are also encouraged, and will receive bonus points in the evaluation process. The University believes the marketing efforts by the Developer(s) of Parcels A and B will benefit from URI brand association.

**Respondents may propose alternative uses or site arrangements on or adjacent to the subject site other than those indicated in this RFQ that will successfully serve the University community.**

The project will contribute a village like atmosphere to compliment the significant quality and character of the main campus. The goal of this RFQ is to enter into a ground lease agreement between the University of Rhode Island and a qualified Developer or Developers to achieve this vision.

#### B. Key Components and Process

The key components sought in this request for qualifications and expressions of interest are:

1. Development team financial qualifications
2. Proposed program for the parcels
3. Conceptual design and pro forma
4. Ability to bond the construction of the project
5. Indication of ground rent and major ground lease terms

Respondents shall be evaluated by the point system associated with the technical provisions and Statement of Qualifications ("SOQ") requested in this RFQ. Following the evaluation process, the four top-evaluated qualified Respondents will be invited to make oral presentations to clarify any potential questions the Review Committee may have.

Each of these Respondent teams will be contacted by the RI State Procurement Officer in advance to schedule a precise date and time for an oral presentation. Written materials and other visual aids supporting the oral presentations may be used, provided that any such materials or visual aids shall be retained by the State following the presentation. The Respondent shall make its best efforts to have its proposed Key Personnel and lead representatives of each Major Team Member attend and meaningfully participate in the oral presentation.

Subsequently, URI will seek to issue to those Respondents a Proposal Request for bids to enter into a Project Agreement.

#### C. Mission + Vision of the University Of Rhode Island

URI is the largest of the three institutions of higher education under the Council of Postsecondary Education and has an aggregate student, faculty and staff over 20,000 in spring 2017. Founded in 1892, the University was first chartered as the state's agricultural school. The main campus of the University is located in the historic village of Kingston, in the town of South Kingstown, R.I., an area featuring rural farmlands and preserved open space, close to miles of unspoiled shoreline on Rhode Island's southern coast. With a population of over 30,000, the commercial center of South Kingstown features shopping, restaurants and other amenities while neighboring communities are quiet and picturesque. Several nearby natural areas and state parks provide opportunities for hiking, camping, boating and fishing. The area is rich in culture from its history of agriculture, tourism and marine commerce. Rhode Island's overall economy is based on health care, education, biotechnology, finance and other service industries.

Embracing Rhode Island's heritage of independent thought, we value:

- Creativity and Scholarship
- Diversity, Fairness, and Respect
- Engaged Learning and Civic Involvement
- Intellectual and Ethical Leadership

Today, URI is the flagship of the Rhode Island public higher education system and a doctoral/Higher Research university. As of February 2017, there are 16,920 full- and part-time students enrolled: 14,801 undergraduates and 3,033 graduates. The University has 3,866 employees, including 1,323 faculty. Students come to URI from 38 U.S. territories and the District of Columbia. In fall 2016, there were 66 countries and regions represented. The university offers 101 undergraduate, 44 masters and 26 doctoral degree programs. URI is accredited by the Commission on Institutions of Higher Education (CIHE) of the New England Association of Schools and Colleges and many of its academic programs also are accredited by professional organizations. The University of Rhode Island has a significant impact on the state's economy. URI is the sixth largest employer in the state, supporting 8,200 jobs and \$3292 million in wages.

Go to <http://web.uri.edu/economic-impact/highlights/> for the full economic impact report.

URI is a key component of the state's economic development strategy which seeks to build stronger connections between URI and industry groups especially in the areas of biotechnology, engineering and marine sciences. State transportation policies and plans are being implemented to closely link URI to the state's business center in Providence, making it easier for students, government officials and business interests to access URI's campus and its many resources as well as better serving tourists and student family or campus event visitors.

#### D. Hotel Market Overview – Parcel A

Parcel A (see Exhibit B – Appendix A, Conceptual Site Layout) will accommodate approximately 80,000 gsf in four stories with retail gross leasable area at grade on roughly 2 acres. Based on research and analysis carried out between 2014 through 2016, there is a robust market to support a 100-room independent, self-service hotel with onsite parking. URI seeks to accommodate university-related conferences, sports and special events, student family visits, and to provide a place where business and industry partners can work together with URI leaders, scientists and researchers to create new economic and learning opportunities that will benefit URI, the state and the region.

URI's consultant, REVPAR International, performed market and financial due diligence studies in the last quarter of 2014 and the second quarter of 2015. REVPAR's study indicates that the proposed project can achieve levels of ROI and NOI sufficient to attract private equity to the project. Projected development costs used in the analysis anticipated an April 2018 opening. A summary of the REVPAR area review, competitive hotel supply, and recommendations are collected in Exhibit A - *Hotel Market Analysis and Conclusions*, by REVPAR International (09/15/16).

The University is in the process of completing nearly \$500 million in capital improvements in new construction for research and education in the Sciences and Engineering in the North District of campus. These facilities are seen as a generator of technology transfer to industry and are a five minute walk from the hotel site. The Fine Arts Center across Bills Road from the hotel generates over 50,000 visits to campus for the theater and music venues, which are planned to be renovated in a \$65 million upgrade over several years beginning in 2018. The Ryan Center, the University's sports arena, is a ten minute walk from the hotel site. The arena seats 7,800 for basketball, and over 5,500 for concerts, family shows, lectures and other community events. It draws on an audience of over 1.4 million people. The campus ring roads are scheduled for upgrades to "Complete Streets" conditions which will facilitate access to the subject site.

Parcel A accommodates approximately 80,000 gross square feet with the following proposed program:

- 100 guest room hotel, including about 10 percent suites and extended stay units
- 3.0 to 3.5 star/diamond level lodging experience
- 5,000 square feet of dedicated flexible meeting space, inclusive of a 3,500 square foot ballroom
- 1,000 square foot multi-purpose space, pre-function space, and a 500-square foot boardroom
- Original concept restaurant and lounge, to include 100 seats in the dining area, 20 to 25 seats bar/lounge, and a private dining room to double as a sales closing room or second boardroom
- A grab-and-go sundry "marketplace" near front desk, and a business center
- Fitness center and swimming pool
- Self-parking on-site

An outdoor courtyard/green space for receptions in good weather could potentially be made available to the hotel for weddings and similar gatherings. The hotel could be operated as an independent venture, but may also be designed for an appropriate flag to allow future conversion to a mid-scale flag in a boutique hotel, soft brand, or lifestyle brand operation.

#### E. Mixed Use Market Overview- Parcel B

Parcel B (see Exhibit B – Appendix A, Conceptual Site Layout) will accommodate 122,000 gsf in four stories with retail gross leasable area at grade and a mix of office and dwelling units (DU) above on roughly 2 acres. The Site accommodates about 76 off street parking spaces with 17 on street spaces reserved for customers of the first-floor retail tenants. Developers may propose for the following potential markets:

##### 1. Residential – Extended Lodging + Short Term Housing:

- Faculty or staff not immediately seeking to purchase a residence in the area
- Visiting professors, scholars, artists in residence, lecturers
- Technology transfer partners interacting with the research community
- Researchers preparing provisions for the NBC research vessel or engaging in research on the Kingston campus
- Returning alumni, conference attendees, and student families
- Apartments with a mix of unit sizes from studio to 2-BR units
- Fitness center, lounge/community space

##### 2. Class 'B' Office – A potential exists for rentable area of 20,000 to 30,000 sf, third-party tenants might include:

- URI Foundation (independent corporation)
- URI Alumni Association (independent corporation)
- Allied private industry partners to research programs

##### 3. Retail - at street level as envisioned in the Design Guidelines

- Boutique retail complementary to retail on campus and of use types acceptable to the University

#### F. Preferred Markets:

The University desires to promote the development of market-rate housing for faculty, staff, and retail at this location.

The URI Department of Housing and Residential Life houses approximately 6200 students on the Kingston campus, and will add 500 additional beds for fall 2019, serving the undergraduate population, and a limited number of graduate students. The goals for the Parcel B site are to meet demands for the other market segments suggested above, not the student population currently served by Housing and Residential Life. Undergraduate housing will not be permitted in this location.

**Faculty/Staff Housing:** Faculty, staff and visitors arrive on the campus on a continuous basis year round, but the rental market only turns over once yearly in the early spring, consistent with the academic calendar. Fee ownership housing is absorbed by the robust tourist summer rental market making it difficult to find a home for sale. Alternatives to For-Sale housing in the form of rentals would fill this gap.

**Retail:** URI currently has limited retail on campus at the URI Memorial Union. . While the services and dining choices available on campus appeal to college students, they do not meet the needs of faculty, alumni retirees, and/or inn visitors, such as an original concept dining restaurant or boutique retail. In order to support the proposed uses in this RFQ, new retail amenities should be integrated into the Site. The retail component should enhance the marketability of the hotel and residential units.

### SECTION 3 – DESIGN GUIDELINES

**Character and Quality:** The vision for the proposed development is one of high quality. Recognizing that that market forces and project budgets inform material selection, methods and appearance, URI has created design guidelines that are intended to aid the developer in creating an environment that is appropriate to the campus. See Exhibit C - *Design Guidelines for the Upper College Road Mixed Use Development (8/16)*.

The goal of the design guidelines for the URI Campus Commons is to provide a clear set of principles to guide building and streetscape design for mixed-use development. The guidelines establish preferred scale, relationships between buildings and streets, and other attributes. They must conform to streetscape elements such as signage, lighting, and street furniture. Exceptions for retail and hotel signage may be proposed.

URI shall retain design review rights including the right to review and approve schematic design, design development and 100% construction plans and specifications

**Sustainability:** The University of Rhode Island is committed to sustainability and developing a campus that is energy and resource efficient and that respects the surrounding natural environment. The project should meet requirements for United States Green Building Council (USGBC) LEED with a minimum of Silver certification.

### SECTION 4 - SITE

The subject site is across the street from the historic quadrangle, which is in the process of obtaining National Landmark Status. Parcel A is approximately 2 Acres. Parcel B is approximately 2 Acres. See Exhibit B – *Feasibility Report UCRMD Site Study DBVW/GRA 2017*

The Developer shall demolish and remove at their cost the existing structures on the site in preparation for site improvements and new construction



The Developer will be responsible for contracting for and installing any utilities required for the operation of the building(s) or other essential site improvements.

**Storm water Management:** A combination of vegetated and subsurface structures are anticipated to treat site runoff and meter flow rates discharged into the existing closed drainage systems. The project will conform to environmental regulations, examples of which are cited in Exhibit B.

#### **SECTION 5 - OPERATIONS**

The developer and its subcontractors will be operating the hotel and, if so proposed, the mixed used building on the neighboring parcel for the term of the ground lease – 39 years. As the proposed location is central to the URI campus, it is essential that the facility be operated and maintained in a manner that will enhance and not detract from the look and feel of the campus. The Developer and the University will negotiate in the ground lease performance standards for the operation and maintenance of the properties which establish acceptable performance and contain penalties for failure to achieve them. The Ground Lease will also establish standards for the condition in which the buildings are to be returned to the University at the end of the 39-year lease, and establish the related reserves that will be required to ensure that funds are available to deliver the buildings in that condition.

#### **SECTION 6 - GROUND LEASE**

**Ground Lease:** URI will enter into a long-term ground lease with the selected Developer that shall be negotiated between the Developer and the Owner.

##### **A. Indicative Terms and Conditions of the Ground Lease**

It is proposed that, if a Ground Lease is entered into as a result of successful negotiations, the selected Developer will be required to sign a Ground Lease with the State of Rhode Island and Providence Plantations. This agreement will contain the provisions outlined in Exhibit D – *Summary of Key Indicative Terms for a Ground Lease*.

##### **Developer Responsibilities:**

The University currently anticipates that the general scope of the Developer's responsibilities under the Ground Lease will be as follows:

- a) **Planning:** The Developer will be responsible for planning the Project.
- b) **Programming:** The Developer will be responsible for developing, in coordination with the University's Office of Campus Planning and Design, detailed program documents for all facilities required for the Project.
- c) **Design:** The Developer will be responsible for all aspects of the predevelopment investigation and design of the Project, which must comply with the provisions of the Ground Lease as well as all applicable laws and regulations and will be subject to University approval within pre-established parameters.
- d) **Professional Services:** The Developer will be responsible for providing all professional services necessary to implement the Project, which will be more fully defined in the Ground Lease.

- e) Construction: The Developer will be responsible for construction and commissioning of the Project.
- f) Utilities: The Developer will be responsible for installation of all utilities necessary to build and operate the Project.
- g) Permits/Approvals: The Developer will be responsible for obtaining all permits and approvals from the Authority Having Jurisdiction (AHJ) necessary for construction and operation of the Project.
- h) Finance: The Developer will be responsible for providing financing for the Project, including any required debt and equity.
- i) Taxes. The Developer will be responsible for any taxes levied on the Project, including but not limited to State, local and fire district taxes.
- j) Lifecycle Maintenance: The Developer will be responsible during the term of the Ground Lease for lifecycle maintenance, including capital refurbishment and replacement, necessary to sustain the Project at the level of operation described in the Ground Lease.
- k) Facility Management Services: The Developer will be responsible during the term of the Ground Lease for management, maintenance and repair of the facilities and associated infrastructure and certain FF&E, including (A) the operation, maintenance and repair of the facilities and associated infrastructure and maintenance and repair of FF&E and (B) other services such as grounds maintenance, parking, dining and housing on the site.
- l) Handback: The Developer will be responsible for ensuring that the Project is returned to the University following the completion of the term of the Ground Lease in the condition specified in the Ground Lease.

Negotiations may be undertaken with Developers whose responses show them to be qualified, responsible, and capable. The proposed Project and Development Framework will be essential to the award of the Ground Lease. Terms and conditions are negotiated upon issuance of intent to award to the Developer. However, some of the terms are not negotiable as the Developer is required to do business with the State. Prohibited contract clauses include assignment clauses, jurisdictional law of the contract, attorney's fees, court costs, entry of judgment, indemnity and hold-harmless clauses, arbitration clauses, payment in advance and payment of insurance.

The Site parcels will be leased "as is" in their present condition and will be subject to the applicable State, University and AHJ laws, rules, regulations and policies and subject to the Development Framework.

Environmental mitigation measures, inasmuch as any may be required, shall be managed and paid for by the Developer.

#### **SECTION 7 - STRUCTURE OF THE TRANSACTION**

The transaction is structured as a ground lease.

#### **SECTION 8 - TECHNICAL PROVISIONS AND EVALUATION CRITERIA**

##### **A. Confidentiality**

RFQ#

The Confidential section of your response shall be separately bound in a sealed envelope. The information relative to Audited Financials as requested below is confidential and shall not be subject to the Public Records Act as follows:

Some information submitted by RFQ respondents may be considered proprietary or involve confidential business/financial information. It is the intention of the University that Information and materials submitted under this RFQ shall be considered to be confidential/privileged commercial and financial information in accordance with the provisions of the Rhode Island "Access to Public Records Act," R.I. Gen. Laws § 38-2-2 (4)(B). That said, final determination of what material is or is not confidential and therefore not subject to public inspection will be made by the Rhode Island attorney general or judge of the superior court should the release of such information be challenged by others.

**B. Required Technical Provisions - Qualifying responses shall contain at a minimum the following:**

#	Qualifications	Points
<b>I Prerequisites</b>		pass/fail
1	No Title 11 or any bankruptcy act of the United States Code filings, corporate reorganizations - past ten (10) years - see Section 11 for language.	yes/no
2	Have the ability to obtain Eligible Surety for the project cost - see Section 11 for language.	yes/no
<b>II Experience, Team Quality, and Financial Strength</b>		<b>40</b>
<b>3 Real Estate Partner Information – Public</b>		
a	Corporate Profile/History	1
b	Experience and Expertise in hospitality and/or mixed-use projects, as applies to project type.	6
c	Extent and depth of experience of Respondent’s management team and Key Personnel	6
d	Proposed subcontractors for operation and maintenance of the facilities (hotel operator, office/retail/residential operator)	2
<b>4 Real Estate Partner Information – Confidential (see Section 8 A)</b>		
a	Audited Financial Statements - Provide financial statements for Respondent, each Equity Member, each Major Non-Equity Member and each Financially Responsible Party for the three (3) most recently completed fiscal years. In each case, if the entity is a consortium, partnership or any other form of a joint venture, provide financial statements for all such members. For entities that are fund managers of an investment fund, provide the financial statements for the fund manager, the limited partnership(s) constituting the investment fund, and the general partner(s) of the investment fund. See Exhibit E for qualifications.	12
c	Litigation or liens - past 5 years	2
<b>5 Project Team – Public</b>		
a	Project Staff (Internal)	2
b	Extent and depth of relevant experience of the Major Non-Equity Members in successfully carrying out projects of comparable scale and complexity, including: programming and design of individual building projects of comparable scale and complexity, including: Architect/Engineer/Site/Civil team and other consultants.	3
c	Demonstrates experience working with General Contractor, Construction Manager, or Design/Build method of delivery on buildings to scale of the Project, on time and on budget.	3
<b>6 References – Public</b>		
a	Private or public organizations with whom the Developer has engaged leasehold real estate development in past 8 years.	3
<b>III Project Vision, Approach and Program</b>		<b>20</b>
<b>1 Proposed Project Description – Public</b>		
a	A Project narrative of the Development Framework referencing retail, office, dwelling unit mix, and/or suites, guest rooms, type and character of retail, parking, amenities, etc.	6

- b Project plans and massing drawings demonstrating the Development Framework scale and program fit on the Site. Include a Site Plan, First Floor and Typical Floor Plan, massing views and perspectives. 6
- c Project Delivery Schedule with key milestone between start and completion dates. 3
- Extent to which the Project Approach Reflects a clear and effective operational and reporting structure and approach, including subcontracting and project. 3
- d Management and oversight 2

**IV Project Pro Forma 20**

- 1 Financing and Transaction Structure – Public**
- a Describe proposed financing for the development of the Project, including identification of funding sources and all parties involved in any capacity with the financing of the development of the Project (i. e., equity/debt participants) 10
- b Anticipated costs, including hard and soft costs for construction and the total project. 4
- c Description of potential construction and permanent funding sources. 4
- d Capital asset maintenance schedule. 2

**V Ground Lease 20**

- 1 Proposed Financial Terms of the Ground Lease – Public**
- a Minimum Unsubordinated Ground Rent (\$/FAR sf) 5
- b Periodic Escalations (inflation protection) (%) 5
- c Term Sheet that outlines the proposed terms of the Ground Lease consistent with Exhibit D. 5
- d Payment terms: initial period and percentage of gross revenues. 5

**Bonus Points: Firms that express interest in combining Parcels A + B as a single development will be awarded 10 additional points.**

**SECTION 9 - RESPONSE SUBMISSION**

**A. Required Technical Response**

Respondents are required to include the Technical Provisions material outlined in Section 8 in order to be evaluated by the associated point system, and shall note those sections that are open to public record and those documents not subject to the Public Records Act, as qualified in Section 8.

**B. Questions**

Offerors are encouraged to submit written questions to the Division of Purchases. **No other contact with State parties will be permitted.** Interested Respondents may submit responses covered by this Request on or before the date and time listed on the cover page of this solicitation. Responses received after this date and time, as registered by the official time clock in the reception area of the Division of Purchases will not be considered. Responses (**an original plus seven copies**) should be mailed or hand- delivered in a sealed envelope marked **“RFQ 7577481”**

to:

**RI Department of Administration, Division of Purchases 2nd floor,  
One Capitol Hill  
Providence, RI 02908-5855**

NOTE: Responses received after the above-referenced due date and time will not be considered. Responses misdirected to other State locations or those not presented to the Division of Purchases by the scheduled due date and time will be determined to be late and will not be considered. Responses faxed, or emailed, to the Division of Purchases will not be considered. The official time clock is in the reception area of the Division of Purchases.

C. Response Contents

Responses shall include the following:

1. A completed and signed R.I.V.I.P generated bidder certification cover sheet downloaded from the RI Division of Purchases Internet home page at [www.purchasing.ri.gov](http://www.purchasing.ri.gov).
2. A completed and signed W-9 downloaded from the RI Division of Purchases Internet home page at [www.purchasing.ri.gov](http://www.purchasing.ri.gov).
3. A separate Technical Response as described in Section 8 above.

Eight (8) bound hard copies of responses are required. Respondents are further requested to provide their response in **electronic format (CD-Rom, disc, or flash drive)**. Microsoft Word / Excel OR PDF format is preferable. Two electronic copies are requested; one for the State and one for the University, which shall be placed in the response marked "original".

All costs associated with developing or submitting a response to this RFQ, or to provide oral or written clarification of its content shall be borne by the vendor. The State assumes no responsibility for costs.

D. Disclosure of Response Contents

Cost and price information provided in responses will be held in confidence and will not be revealed or discussed with competitors, except to the extent required by law. All other material submitted becomes the property of the University and may be returned only at the University's option. Responses submitted to the University may be reviewed and evaluated by any person other than competing bidders at the discretion of the University. The University has the right to use any or all ideas presented in any response to the RFQ. Selection or rejection of the response does not affect this right. Where confidential or proprietary information is required, or should the Respondent deem it necessary to submit such matter, mark each page/section in large bold type (**PROPRIETARY INFORMATION**) and submit in a separate, sealed envelope.

SECTION 10 – SCHEDULE

<b>Responses Due:</b>	8 weeks after RFQ issuance date
<b>Technical Committee Evaluation:</b>	4 weeks
<b>Oral Presentations:</b>	4 weeks
<b>Anticipated RFP Issuance:</b>	8 Week

**SECTION 11 - EVALUATION AND SELECTION**

**A. Technical Review Committee:**

Responses will be reviewed by a Technical Review Committee comprised of staff from state agencies and the University of Rhode Island. The Technical Review Committee may select Respondents to participate in on-campus interviews to clarify the required technical provisions.

**B. Prerequisites**

Respondents answering in the negative to any question on Prerequisites will be omitted from further technical review:

		YES	NO
1	The Respondent, Equity Member, or any Affiliate has not sought protection under any provision of any bankruptcy act within the past ten (10) years (measured from the date of issuance of this RFQ) defined as follows: "Affiliate" means and includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving the Respondent, any Equity Member or any Major Non-Equity Member as a joint venture or partner and not to activities of other joint venture or partners not involving the Respondent, any Equity Member or any Major Non-Equity Member), and any Financially Responsible Party, that, (a) within the past five years (measured from the date of issuance of this RFQ) have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management, operation or maintenance for any project listed by an entity as a qualifying experience in response to this RFQ.	<input type="checkbox"/>	<input type="checkbox"/>
2	Is the Respondent or any Affiliate able to obtain an Eligible Surety performance bond for the project cost that is either greater than the project cost submitted; or \$20 million if related to parcel A, \$35 million if related to parcel B, or \$55 million if related to parcels A + B combined.	<input type="checkbox"/>	<input type="checkbox"/>

Responses and SOQ will be reviewed and scored based on the criteria outlined in Section 8 - Technical Provisions and Evaluation Criteria:

Technical Review Committee Assessment Criteria	Possible Points
II. Experience, Team Quality, and Financial Strength	40 Points
III. Project Vision, Approach and Program	20 Points
IV. Project Pro Forma	30 Points
V. Ground Lease	20 Points
Total Possible Technical Points	100 Points

**Bonus Points: Firms that express interest in combining Parcels A+ 10 as a single development will be awarded 10 additional points**

C. Conditions

*The University of Rhode Island reserves the exclusive right to select the individual(s) or firm (vendor) that it deems to be in its best interest to accomplish the Project Approach as specified herein; and conversely, reserves the right not to select any response(s).*

Applicants may be required to submit additional written information or be asked to make an oral presentation before the technical review committee to clarify statements made in their response. Notwithstanding the above, the State reserves the right not to award this contract or to award on the basis of cost alone, to accept or reject any or all responses, and to award in its best interest.

Responses found to be technically or substantially non-responsive at any point in the evaluation process will be rejected and not considered further.

The State's General Conditions of Purchase contain the specific contract terms, stipulations and affirmations to be utilized for the contract awarded to the RFQ. The State's General Conditions of Purchases/General Terms and Conditions can be found at the following URL:

<https://www.purchasing.ri.gov/RIVIP/publicdocuments/ATTA.pdf>

**End RFQ**

## Exhibit E – Definitions, Acronyms and Qualifications

**Affiliates** means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities, except as otherwise expressly provided in this RFQ.

**Architectural Team** means the architectural team (which may be comprised of one or more firms) of the Respondent/Developer primarily responsible for design of the Project.

**Developer** means the developer, if any, to whom the RFP is issued in accordance with this RFQ.

**Development Framework** is an illustrative outline set forth in Exhibit B – *Feasibility Report UCRMD Site Study DBVW/GRA 2017* and Exhibit C – *Design Guidelines for a New Campus Commons*

**Eligible Surety** is a bonding surety licensed in the State, listed on the U.S. Department of the Treasury's "Listing and Approved Sureties" (found at [www.fms.treas.gov/c570/c570.html](http://www.fms.treas.gov/c570/c570.html)), rated "A" or higher by at least two nationally recognized rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group) or rated least A-, X or higher according to A.M. Best's Financial Strength Rating and Financial Size.

**Equity Member** means (i) each entity with a direct equity interest in the Respondent (whether as a member, partner, shareholder, joint venture member or otherwise) and (ii) each entity proposed to have a direct equity interest in the Respondent/Developer.

**Financially Responsible Party** has the following meaning: If Financial Statements of a parent company, affiliate company or investment fund (if the relevant entity is a fund manager) (a "Financially Responsible Party") are provided to demonstrate financial capability of the Respondent or any Equity Member or Major Non-Equity Member, an appropriate letter from the applicable Financially Responsible Party must be provided confirming that it will financially support all the obligations of Respondent, Equity Member or Major Non-Equity Member, as applicable, with respect to the Project. This letter must be signed by the chief executive, chief financial officer, treasurer (or equivalent position or role) of the Financially Responsible Party.

**Financial Statement** is qualified to include:

- i. Opinion Letter (Auditor's Report) for audited financial statements
- ii. Balance Sheet
- iii. Income Statement
- iv. Statement of Changes in Cash Flow
- v. Footnotes audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP) or International Financial Reporting Standards (IFRS) for audited financial statement. In addition, Financial Statements must meet the following requirements:

a. **GAAP/IFRS:** Financial Statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP) or International Financial Reporting Standards (IFRS). If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required.

b. **U.S. Dollars:** Financial statements should be provided in **U.S. dollars** if available. If financial statements are not available in U.S. dollars, Respondent must include summaries of the Income



Statements, Statement of Changes in Cash Flow and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.

c. **Audited:** Financial Statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financials are not available for an entity, the SOQ shall include unaudited financial statements for such entity, certified as true, correct and accurate by the chief executive, chief financial officer or treasurer (or equivalent position or role) of the entity.

d. **English:** Financial Statement information must be prepared in English.

e. **Newly Formed/Wholly-Owned Subsidiary Entity:** If the Respondent, Equity Member of Respondent, Major Non-Equity Member or Financially Responsible Party is a newly formed entity or a wholly-owned subsidiary entity and does not have independent financial statements, financial statements for the equity owners of such entity shall be provided (and the entity shall expressly state that the entity is a newly formed entity or a wholly-owned subsidiary entity, as applicable, and does not have independent financial statements). The entity that provides the financial statements shall be a Financially Responsible Party.

f. **SEC Filings:** If any entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.

**Key Personnel** means the key personnel of the Respondent for the Project

**Lead Contractor** means the lead contractor (if a consortium, partnership or any other form of a joint venture, all such members) of the Respondent/Developer responsible for construction of the Project.

**LEED** means the green building certification program, "Leadership in Energy & Environmental Design."

**Major Team Members** means the Equity Members and the Major Non-Equity Members, and "**Major Team Member**" means any of them.

**Other Identified Non-Equity Member** has the following meaning:

(a) Identify all Major Non-Equity Members and any other team members that Respondent wishes to identify (e.g., legal advisors) in its SOQ at this time ("**Other Identified Non-Equity Member**"). For each Major Non-Equity Member and Other Identified Non-Equity Member of Respondent, identify the entity's role and the entity's legal nature and state of organization. Respondents shall not include more than one of each Major Non-Equity Member (provided that the foregoing does not preclude a Major Non-Equity Member from being a consortium, partnership or any other form of joint venture or team, as applicable, as contemplated in the RFQ).

(b) If any of the Major Non-Equity Members is a consortium, partnership or any other form of joint venture, the SOQ shall contain an executed teaming agreement, but if an executed agreement does not yet exist, the SOQ shall contain a summary of the key terms of the anticipated teaming agreement.

**Preferred Respondent** means a Shortlisted Respondent selected for award of the Project Agreement, based on evaluation criteria and processes set forth in the RFP.

**Project** means the project consists of the comprehensive development of commercial real estate buildings, utilities and infrastructure, outdoor recreation areas and open space areas, with associated roadways, parking, and landscaping.

**Project Agreement** means the project agreement to be awarded to the selected Developer for the comprehensive development of the Project, as more particularly described in the RFP.

**Project Approach (Financial)** means the financial project approach submittal required under Section 8 of the RFQ.

**Project Approach (Technical)** means the technical project approach submittal required under Section 8 of the RFQ.

**Project Documents** means the list of available documents in the RFQ attached Exhibits. The University makes no representation or warranty as to the completeness or the accuracy, utility, completeness or relevance of any document contained thereon. Respondents shall not be entitled to rely on such documents and shall use or elect not to use them at their sole risk.

**Site** means the project site or parcels for the Project as described in Section 4 of the RFQ.

**Proposal** means a detailed proposal submitted by a Shortlisted Respondent in response to the RFP.

**Respondent** means companies, teams, joint ventures, partnerships or consortia submitting an SOQ.

**Review Committee or Technical Review Committee** means a review board established by RI State Purchasing and URI with authority to review, conduct hearings and issue decisions with respect to responses submitted for the RFQ.

**RFQ** means this request for qualifications and expressions of interest issued by the University of Rhode Island, as amended by any addenda.

**Shortlisted Respondent** means any Respondent shortlisted by URI the Project in accordance with the process set forth in this RFQ.

**SOQ** means Statement of Qualifications.

**Technical Provisions** means the technical provisions setting forth the technical requirements for the Project and the Development team qualifications, which will be provided in the RFQ.

**University** means The University of Rhode Island and the Rhode Island Board of Education Council on Postsecondary Education.