



Washington Convention and Sports Authority
801 Mount Vernon Place, NW
Washington, DC 20001

**REQUEST FOR EXPRESSION OF INTEREST
FOR
RFK STADIUM MARKET HALL DEVELOPMENT PARTNER #18-S-003-487**



The Washington Convention and Sports Authority (t/a Events DC) is soliciting expressions of interest from firms to develop and operate a new Market Hall on the RFK Stadium campus consisting of approximately 65,000 square feet of market, concession and restaurant space. The new Market Hall is intended to be a regional amenity that draws visitors into the District and the RFK Campus as well as an important resource for the neighborhoods surrounding RFK Stadium.

Certain Key Dates

Issued: March 13, 2018
Informational Meeting: March 30, 2018
Response Due Date: 3:00pm, EST, April 30, 2018

Contact:

Name: Kiara Short, Senior Contracts and Procurement Analyst
Email: kshort@eventsdc.com
Phone: (202) 249-3215

EXECUTIVE SUMMARY

The Washington Convention and Sports Authority trading as Events DC (“**Events DC**”) is soliciting qualifications from parties interested in developing and operating a new Market Hall (the “**Market Hall**”) on the Robert F. Kennedy Memorial Stadium Campus (“**RFK Campus**”) located in Washington, DC. The Market Hall is expected to consist of approximately 65,000 square feet of covered and enclosed space that will house concessions, restaurants and multi-function space as well as related areas surrounding the Market Hall that could host larger events and/or open-air community and farmers markets. Events DC has embarked on a long-term effort to re-purpose the RFK Campus in order to make the campus an inviting and active destination for residents of the Washington DC metropolitan area – the overall desire is to create a destination that is evocative of London’s Borough Market, and Lisbon’s River Market, all of which have national and international prominence.

This Request for Expression of Interest (“**RFEI**”) is the second of a series of actions that Events DC will be taking to re-develop the RFK Campus. Earlier this year, Events DC issued a request for proposal to engage a design-builder to complete the design and construction of a multi-purpose sports field complex immediately adjacent to the Market Hall site. The complex is the first element of a 5 to 7-year plan and is expected to cost approximately \$25 million and will accommodate year-round programming.

The Market Hall is a central component of this overall effort. The development partner selected through this RFEI will serve as both the developer and operator of the Market Hall. It is expected that a significant financial investment will be required from the selected partner and that this investment will be recovered through the income that is generated from the Market Hall and its events. However, to the extent the anticipated revenue stream is insufficient to fully fund the required expenditures, Events DC may consider gap funding on a “net cash flow” basis presented in the proposed financing structure and financial gaps identified. Events DC is willing to explore alternative financing approaches as part of this RFEI and encourages creativity from interested development partners both with regard to the potential financial structure and the exact nature of the Market Hall amenity.

A. About Events DC

Events DC is an independent authority of the government of the District of Columbia (“**District Government**”) and operates as a corporate body that has a legal existence separate from the District Government. Events DC was created in October 2009 when the District of Columbia Sports and Entertainment Commission was merged into the Washington Convention Center Authority.

Events DC has the responsibility to, among other things, promote, develop and maintain the District of Columbia as a location for conventions, trade shows, meetings, concerts, sporting and entertainment events, and other special events. In that regard, it owns, manages and/or operates the Walter E. Washington Convention Center, the Carnegie Library, Robert F. Kennedy Stadium, the non-military portions of the District of Columbia Armory, Gateway DC, R.I.S.E Demonstration Center and Nationals Ballpark.

Events DC is governed by a 12-member board of directors appointed in compliance with D.C. Official Code Section 10-1202.05. Its day-to-day operations are managed by its president/chief executive officer, who is employed by, and reports to, the board of directors. Events DC is comprised of three primary divisions: Conventions & Meetings, Sports & Entertainment and Special Events.



B. About the RFK Campus

The RFK Campus consists of approximately 190 acres of contiguous land along the Anacostia River and is prominently located along the District's east-west monument corridor axis. Key District landmarks, including the Lincoln Memorial, Washington Monument, and US Capitol share the same axis. The site is accessible via Independence Avenue SE and C Street NE to the west and the Whitney Young Memorial Bridge to the east, which serves as a primary eastern gateway to downtown DC.

Events DC actively promotes and programs RFK Stadium and the surrounding campus and festival grounds. RFK Stadium hosts high school and college football games, international/amateur soccer matches, and music concerts. Each year the Festival Grounds at RFK hosts the Rock 'n' Roll Marathon Finish Festival, and ShamrockFest, in addition to serving as home to the year-round DC Open Air Farmers Market, DC United training complex, and Maloof Skate Park at RFK. In the summer of 2018, DC United will move to their new stadium at Buzzard Point approximately 2 miles southwest of the RFK Campus.



The RFK Campus is bordered by Benning Road and Langston golf course to the north; the Anacostia River, Kingman, Heritage Islands, and Kingman lake to the East; the Reservation 13 - Hill East Waterfront redevelopment area, and DC Armory to the south; and the adjacent neighborhoods of Hill East, Lincoln Park, Kingman Park to the west.

It has excellent connectivity to all modes of transit and is able to handle large-scale events due to its proximity to the Stadium-Armory Metro station located to the southwest, bus and streetcar routes, access to major arterial roadways, and availability of automobile parking. The campus is pedestrian and bicycle accessible from neighboring communities and the adjacent Anacostia Riverwalk Trail, which provides for numerous recreational opportunities. It offers an abundance of wildlife and natural habitat not commonly found in urban areas.

Events DC, on behalf of the District Government, holds title to the RFK Campus through a long-term lease agreement with the federal government that expires in 2038. Events DC and the District Government are currently exploring options for either extending the lease or otherwise retaining control of the campus. The current lease agreement is subject to certain terms and conditions, including that the lands leased shall be used only for (a) stadium purposes; (b) providing recreational facilities, open space, or public outdoor recreation opportunities; or (c) other similar public purposes.

C. Vision for the Future of the RFK Campus

In January 2014, Event’s DC initiated a strategic planning process to examine repurposing the RFK Campus. A team of professionals completed a scope of work that included a visioning session, existing conditions assessment, conceptual programming, budgeting, financial and economic benefits analyses, and extensive community engagement. The effort developed master plan options that were presented to public officials, stakeholders, and community members in January 2017.

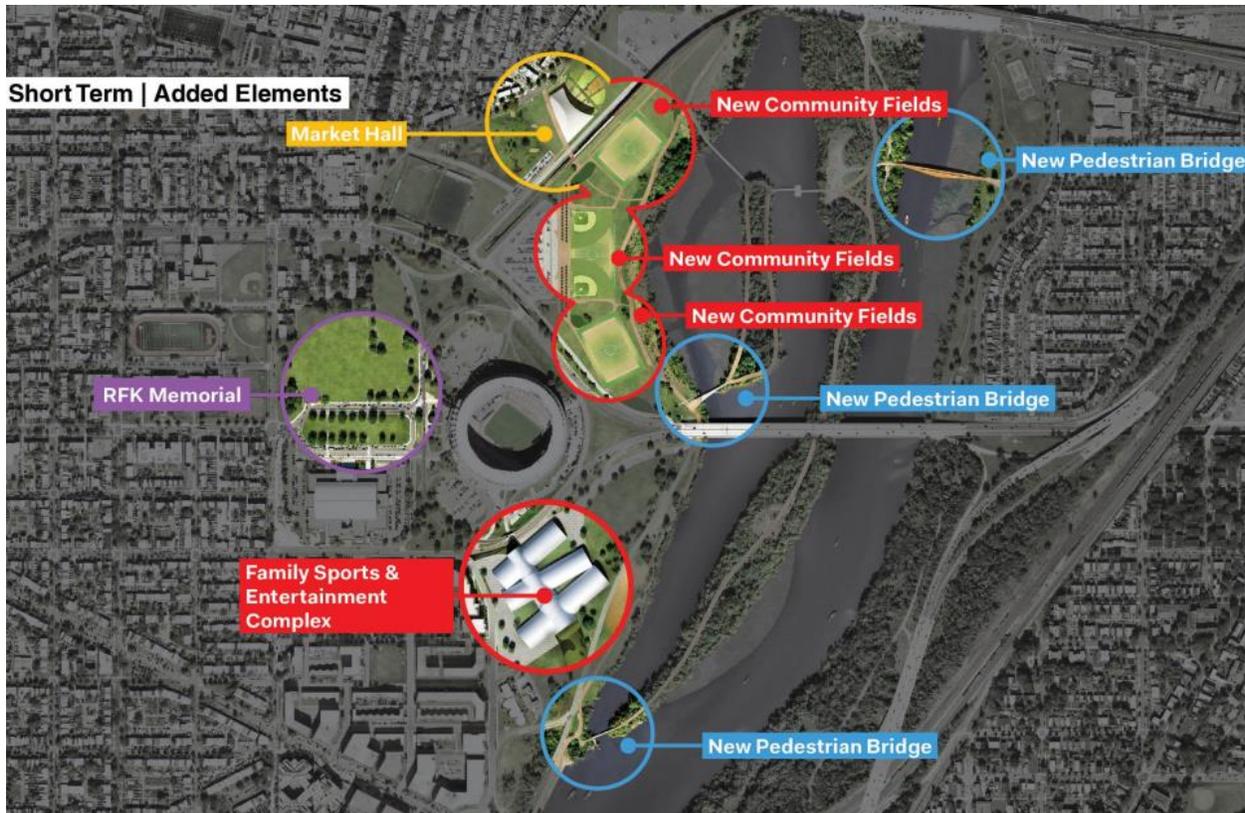
Events DC’s vision for the RFK Campus is to create a revitalized site that celebrates its iconic beauty and history and maintains its strong local identity while also acting as a first-class example of urban living that can attract residents and visitors alike. Future RFK Campus projects will produce substantial economic impact by reinvesting in the city through job opportunities, youth programs, local business development, community benefits, and neighborhood-serving amenities for residents to enjoy.

The master plan establishes Events DC’s short-term plan and long-term vision for the property. The short-term plan includes a Market Hall, a Sports & Recreation Complex, an RFK Memorial, multipurpose fields, and pedestrian bridges. In the short-term, the site will be transformed to include park/green space, walking/biking trails, parking, and other general amenities.



The multipurpose fields are currently out to bid and will be delivered first, with their anticipated opening in the Spring of 2019. With the exception of the RFK Memorial, the remaining short-term elements, including the Market Hall, are anticipated to open within five to seven years with the near-term goal of opening the Market Hall in 2020. The short-term development concept is illustrated on the following page.

In the long-term, the RFK Campus will be designed to accommodate “anchor facilities” that build upon the short-term elements. Future anchor facilities could include an NFL stadium or NBA arena, as well as additional sports, recreation, and cultural projects. Events DC is focused on implementing the short-term plan while the long-term vision continues to evolve.



D. Vision for the Market Hall

The goals for the Market Hall are:

Destination Appeal. The Market Hall and the RFK Campus should serve as a year-round destination for the 21 million visitors to the District. Our hope is that a reinvigorated RFK Campus can grow to national and international prominence similar to New York City’s Chelsea Market, London’s Borough Market, and Lisbon’s River Market and that it will draw visitors from across the District and the surrounding regions.

Neighborhood Amenity. Grocery and food offerings are unevenly distributed across the District. In particular, neighborhoods surrounding the RFK Campus have limited access to such options. The Market Hall will bring a permanent source of fresh, prepared, and specialty food items, as well as wellness programming, to underserved communities near the Campus. Pedestrian bridges planned for the Campus will provide improved access for residents east of the Anacostia River.

Plan for the Future. Between 2000 and 2015, the District’s population grew by approximately 100,000 residents. Between 2015 and 2030, the District is expected to see similar growth and will reach a population of over 800,000. During this time, the number of households is expected to grow, with Hill East, the area around the Campus, identified as a high-growth neighborhood. It is expected that median income in the neighborhoods surrounding the RFK Campus continues to rise. This growth in population and income, coupled with the neighborhood’s current limited offerings, should create demand for new food and dining options.

Support Campus Programming. The Market Hall is the only stand-alone food and beverage option planned for the RFK Campus. It will serve visitors utilizing park space, riverfront areas, trails, fields, and islands, as well as those attending festivals and events. The Market Hall will include a distinct mix of

vendors selling staple products (produce, dairy, meat, poultry, and seafood), prepared, specialty foods (baked goods, cheese, coffee, etc.), and non-food wares (hand-made items, art, etc.). These vendors will cater to the millions of people expected to visit a revitalized RFK Campus each year.

The master plan program calls for 65,000 square feet of market space and seating to service the visitors drawn to the Campus. The master plan also identified options for an adjacent farmers market, urban farm, and community gardens. Initial renderings of the Market Hall are provided below. The renderings below are being offered to show the “look and feel” that is desired by Events DC for the Market Hall rather than as a definitive design or operational concept.



E. Development Partner Expectation

Events DC will serve as Master Developer of the RFK Campus and will develop certain elements of the short-term plan, including the multipurpose fields. Other projects, such as infrastructure and/or parking, may be delivered through Events DC, public agencies, utilities, and/or private partners. For the Market Hall, Events DC seeks a development partner with the capital, development and management expertise, and creativity to act as a sub-developer. The selected development partner will be required to deliver and operate the project in a manner that advances Events DC’s vision for the RFK Campus as outlined in the Executive Summary, Section D. The Market Hall must draw visitors from across the District and regionally while also serving the surrounding communities and support the campus’ food and beverage programming needs.

Events DC desires to select a development partner based on the responses that are submitted in response to this RFEI, but reserves the right to implement a two-step process, if necessary, to select a development partner. Upon receipt of submissions in response to this RFEI, Events DC will meet with the firms who most appropriately and accurately respond to the objectives outlined in this document. Events DC will then either negotiate directly with select development partners from the RFEI or select a development partner through a potential step two of this exercise in order to develop a definitive set of transaction documents under which the development partner will design, build, finance, operate and maintain the Market Hall.

Given the legal restrictions imposed by the underlying ground lease, it is expected that the possessory interest in the land will be transferred through a long-term license agreement with a term of approximately 20 years (including the development period). The exact nature of the transaction will be developed based on the information provided by respondents to this RFEI, but in principal Events DC is willing to consider responses which contemplate: (i) While a fully financially sustainable project is preferred, Events DC will consider providing a specified amount of gap funding for portions of the development costs; and (ii) granting of extension periods if Events DC is able to extend the ground lease with the federal government. Respondents should describe the financial expectations and requirements as part of the response to this RFEI.

SECTION 1 SUBMITTAL PROCESS

A. Submittal Requirements

Organizations or firms that are interested in serving as the development partner for the Market Hall should submit the information described in this **Section 1**. **Section 2** of this RFEI describes the key dates associated with the selection process. Responses should include the following:

- 1. Form of Offer.** The response should include an offer letter that is substantially in the form of Attachment 1 (the “Form of Offer”). The Form of Offer should be delivered on the respondent’s letterhead, signed by an individual who is duly authorized by the respondent to execute the statements, agreements and understandings set forth therein. Among other things, each respondent shall acknowledge the terms and conditions of this RFEI, that it is not subject to Events DC’s procurement rules, and that the respondent is submitting the offer and undertook the work necessary to prepare the response at the respondent’s own risk and expense. Submissions which do not contain the required Form of Offer will not be considered.
- 2. Executive Summary.** The response should include an executive summary of no more than 3 pages that serves as an executive summary for the response and which sets forth the respondent’s vision for the project and the experience, ability and expertise in developing similar venues. Finally, the statement should also acknowledge respondent’s review of all aspects of the RFEI, information provided by Events DC, and any addenda issued.
- 3. Development Partner Experience.** For each of the development partner’s key entities (i.e. developer, operator, designer and builder), please provide a 2 to 3 page narrative that addresses, as to such constituent entity, the following:
 - a. Firm overview and history.
 - b. Number of employees. If the firm has multiple offices, please present this information as to the firm and the office that will have oversight over the project. If personnel will be drawn from other offices, please explain.
 - c. A description of the firm’s key business lines and its core competencies.
 - d. A description of the firm’s business volume over the last five (5) years. Describe the firm’s backlog (i.e. the number and volume of projects to which it is already committed) for the next 5 years.
 - e. A listing of all similar projects on which the firm has worked over the last ten (10) years.
 - f. A list of any contracts or projects that have resulted in litigation or where the firm’s contractual counter-party has alleged a default under a project.
 - g. Any potential conflicts of interest
- 4. Key Personnel.** Provide resumes for the key personnel that will be assigned to the project. No more than nine (9) such resumes should be included and the personnel and disciplines so selected will be considered by Events DC in assessing the respondent’s understanding of the project and its vision. Please provide the percentage of each such person’s time that would be devoted to the project. If the time commitment is expected to vary by phase, please so describe. Explain the projects to which such individual is already committed and describe how the proposed time commitment relates to these obligations.
- 5. Sample Projects.** Provide at least five (5) case studies or project descriptions of permanent markets and/or relevant hospitality, retail, or entertainment projects. Events DC is interested in each respondent’s ability to create and sustain an newly established venue that has a sense of place and to understand the qualitative and quantitative impacts of the projects so implemented by the respondent. At a minimum, the project descriptions should include identification of:

- a. The role played in each project (master developer, sole developer, etc.) along with the roles played by key staff.
 - b. The timeline of the development including all approvals processes and phases of construction.
 - c. The transaction structure and financing methods.
 - d. Key lessons learned and their relevancy to the Market Hall.
 - e. Value returned to the project owner.
- 6. Preliminary Project Plan & Vision.** Please provide a description of your vision for the Market Hall, what it can accomplish and how such vision would be implemented. If the vision contemplates phasing, please explain the phasing and the triggers associated with each new phase. Events DC is mindful of the early stage of the project and the limited information available to respondents, but believes that these visioning statements and plans are essential to evaluating potential development partners. This plan should include:
- a. A description of the nature and feel of the Market Hall once it is developed. Sketches or similar graphic media are desired.
 - b. A description of the types of activities that you would bring to the Market Hall.
 - c. A high level schedule that show the overall development for the Market Hall including key milestone dates such as design, entitlement, financial close, construction, commercial operation. To the extent that you envision a phased approach, describe the timing of the phases and how the Market Hall would evolve during such phases.
 - d. A summary of the financial model on which your vision is based which should include how the Market Hall would be funded, the nature of the investment that may be required by Events DC, and the manner in which operating costs and revenues would be handled.
 - e. Provide any information or documentation the respondent believes to be missing from the RFEI to make the project successful for Events DC.
- 7. Summary Financial Information.** Please provide an overview of your firm's financial position and how it has changed over the last five (5) years. This should include the firm's current balance sheet as well as a description of how the costs described in the preliminary project plan would be financed. To the extent there have been any material changes in the firm's financial position over the last five (5) years, please so describe. This information should be summary in nature, appropriate for the size of the firm, and will be used by Events DC to determine whether the response submitted by the respondent is viable. If Events DC desires to proceed with a respondent or if Events DC determines that additional information is required, it will so advise the respondent. Respondents should describe any financial defaults of bankruptcies encountered by the firm, its principal owners or affiliates during the last ten (10) years.

Respondents should provide ten (10) spiral-bound hard copies and one digital copy of the response. The financial information requested in item 6 should be included in a separate volume, of which only three (3) copies are required. All responses will be considered public records and are subject to the requirements of the Freedom of Information Act and other applicable laws. Financial and other proprietary information should be so marked in the response and every effort will be made to protect such information from disclosure; however, such information may be made available if so required by Events DC's FOIA officer or a court of competent jurisdiction.

B. Point of Contact

Responses should be submitted electronically via APEX. Must register in the Events DC procurement system, APEX (www.wcsapex.com).

Hard copy responses must be submitted to:

Washington Convention and Sports Authority
Office of Contracting and Procurement, East Mezzanine
801 Mount Vernon Place, NW
Washington, DC 20001
Attn: Kiara Short

C. Due Date

Unless otherwise extended by Events DC, the response should be submitted no later than April 30, 2018 at 3:00 PM EST. In order to ensure that all interested parties are provided with similar information, any questions or requests for additional information should be presented in writing to the point of contact described above. Events DC will endeavor to answer pertinent questions no later than April 9, 2018.

SECTION 2 SCHEDULE

The schedule for this RFEI and subsequent RFP if necessary is as follows:

RFEI Distribution	March 13, 2018
Informational Meeting and Campus Tour	March 30, 2018
RFEI Questions Due	April 9, 2018
Information to Questions Provided	April 13, 2018
Responses Due	April 30, 2018 at 3:00 PM ET
Shortlist Notified (if required)	May 14 to May 18, 2018
Private Meetings with Events DC (if required)	Week of May 21, 2018
RFP Distribution (if required)	TBD

An informational meeting and site tour will be held on March 30, 2018 at 2:00 PM EST at RFK Stadium located at 2400 E. Capitol Street SE, Washington, DC 20003. Notification of intent to attend should be provided to Kiara Short via email at kshort@eventsdc.com.

SECTION 3 BASIS FOR SELECTION

Events DC considers this RFEI to be a development opportunity, and as such, it is not being issued under and is exempt from its procurement regulations. Any firm that submits in response to this RFEI will be deemed by Events DC to have agreed with such understanding, and to the maximum extent permitted by law, shall waive any right to challenge the selection process under Events DC's procurement regulations.

A. Criteria

Events DC desires to meet with select development partners that provide the most value to Events DC, the District and its residents. Such a determination is complex and involves the assessment off numerous variables and considerations including:

- The degree to which the Market Hall will help to anchor the RFK Campus and help to establish it as a new destination in the District of Columbia;
- The viability of the response;
- The ability of the respondent to implement the project vision in the timeline proposed. This element includes both the technical competence of the respondent and its team members as well as the challenges inherent in the response;
- The degree to which the Market Hall will serve the needs of the surrounding community;
- Proposed financial subsidy (if any) and the extent to which it can be funded by Events DC;
- The extent to which the Market Hall will provide economic opportunity to local businesses and residents; and
- The environmental attributes of the response and its consistency with the District's long-term environmental goals.

While all of the considerations set forth above are of significant importance to Events DC, they are ranked in their general order of importance with the first ranked criteria being considered the most important. Potential respondents are advised, however, that no one factor is outcome determinative and that Events DC will consider all of the factors when evaluating proposals submitted in respond to this RFEI and that Events DC will select the development proposal that provides the overall best value to Events DC and the District of Columbia after considering all of the factors.

B. Rejection of Responses

Events DC reserves the right, at its sole and absolute discretion, to reject any response it deems incomplete or unresponsive to the submission requirements. Events DC also reserves the right, at its sole and absolute discretion, to reject all responses and re-advertise at a later date.

C. Award on Initial Responses/Best and Final Offer

Events DC reserves the right to make the final development selection on the basis of initial responses without discussions with the respondents. Accordingly, initial responses should contain their best terms from the standpoint of the evaluation factors identified in this RFEI. However, Events DC also reserves the right, in its sole and absolute discretion, to conduct discussions with all, or some, of the respondents and solicit revised responses and "Best and Final" offers in order to make a final selection on the basis of such revised responses.

D. Negotiations

If selected for negotiations, a respondent will enter into negotiations with Events DC over the terms of the definitive transaction documents. If Events DC and the selected respondent are unable to execute such documents within a reasonable time period or if a selected respondent insists upon a term or condition that is unacceptable to Events DC, Events DC may, in its absolute and sole discretion, terminate negotiations and select a different respondent who responded to this RFEI; re-issue the RFEI; issue a modified RFEI, or take such other measures as it deems reasonable, appropriate, or necessary. All costs incurred by the Respondents in responding to this RFEI and in performance of due diligence and predevelopment work shall be at respondents' sole cost and expense. Under no circumstances shall Events DC be required to reimburse a respondent for costs incurred in preparing a response to the RFEI, and by submitting a response, a respondent waives any claim that it may have to seek recover from Events DC for such costs.

SECTION 4 TERMS & CONDITIONS

A. Ownership and Use of Responses

All responses shall be the property of Events DC. Events DC may use any and all ideas and materials included in any response, whether the response is selected or rejected.

B. Restricted Communications

Upon release of this RFEI and until final selection, respondents shall not communicate with Events DC staff about the RFEI or issues related to the RFEI except as permitted under this RFEI.

C. Selection Non-Binding

The selection of a respondent indicates only Events DC's intent to negotiate with such respondent, and the selection does not constitute a commitment by Events DC 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 Events DC for any costs or liabilities incurred as a result of responding to this RFEI.

D. Confidentiality

Responses and all other information and documents submitted in response to this RFEI are subject to the District's Freedom of Information Act (D.C. Official Code § 2-531 et seq.) ("FOIA"), 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 (e.g., 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).

If respondents provide information that they believe is exempt from mandatory disclosure under FOIA (“exempt information”), Respondents shall include the following legend on the title page of the response:

“THIS RESPONSE CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE UNDER THE DISTRICT’S FREEDOM OF INFORMATION ACT.”

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

“THIS PAGE CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE UNDER THE DISTRICT’S FREEDOM OF INFORMATION ACT.”

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

Although Events DC will generally endeavor not to disclose information designated by respondents as exempt information, Events DC will independently determine whether the information designated by respondents is exempt from mandatory disclosure. Moreover, exempt information may be disclosed by Events DC, at its discretion, unless otherwise prohibited by law, and Events DC shall have no liability related to such disclosure.

E. Disclosure

By responding to this RFEI, respondents are representing and warranting the following to Events DC:

The compensation to be requested, offered, paid or received in connection with this RFEI 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 RFEI or otherwise;

No person or entity currently or formerly employed by Events DC or the District Government or otherwise involved in preparing this RFEI on behalf of Events DC: (i) has provided any information to respondents that was not also available to all entities responding to the RFEI; (ii) is affiliated with or employed by respondents or has any financial interest in respondents; (iii) has provided any assistance to respondents in responding to the RFEI; or (iv) will benefit financially if respondents are selected in response to the RFEI; and

Respondents have not offered or given to any officer or employee of either Events DC or the District Government any gratuity or anything of value intended to obtain favorable treatment under the RFEI or any other RFEI, or contract, and respondents have not taken any action to induce any District officer or employee to violate the rules of ethics governing Events DC and its employees. Respondents have not and shall not offer, give, or agree to give anything of value either to Events DC or any of its employees, agents, job shoppers, consultants, managers, or other person or firm representing Events DC, 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 RFEI. As used herein, “anything of value” shall include but not be limited to any (a) favors, such as meals, entertainment, and transportation which might tend to obligate such an employee to respondent, and (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.

F. Reservation of Rights

Events DC reserves the right, in its sole discretion and as it may deem necessary, appropriate, or beneficial to Events DC with respect to the RFEI, to:

- Cancel, withdraw or modify the RFEI prior to or after the response deadline;
- Modify or issue clarifications to the RFEI prior to the response deadline;
- After review of one or more responses, Events DC may request submission of additional information from some or all respondents;
- Events DC may request one or more respondents to modify its response(s), provide additional information, or provide a “Best and Final Response” for Events DC’s review;
- Enter into negotiations with one or more respondents based on responses submitted in response to the RFEI;
- 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 Events DC and respondents during the course of best and final negotiations between Events DC and the respondents;
- Reject any responses it deems incomplete or unresponsive to the RFEI requirements;
- Reject all responses that are submitted under the RFEI;
- Terminate, in its sole and absolute discretion, negotiations with any respondent if such respondent introduce comments or changes to a development agreement that are inconsistent with its previously submitted response materials;
- Modify the deadline for responses or other actions; and (i) reissue the original RFEI, (ii) issue a modified RFEI, or (iii) issue a new RFEI or similar document, whether or not any responses have been received in response to the initial RFEI.

G. Certified Business Enterprises

The below represents the minimum CBE required by law. On this project, Events DC has a preference to maximize CBE participation, ideally 100%. The respondent selected by Events DC shall comply with the requirements of the Small and Certified Business Enterprise Development and Assistance Act of 2005, D.C. Official Code §§ 2-218.01 et seq. (“CBE Act”). Pursuant to D.C. Official Code §10-801(b)(6) and the CBE Act, the selected respondent shall subcontract to Small Business Enterprises (“SBEs”) at least 35% of the total development budget. If there are insufficient qualified SBEs to fulfill the 35% requirement, the requirement may be satisfied by subcontracting 35% to qualified Certified Business Enterprises (“CBEs”). A CBE respondent selected is not required to comply with the 35% SBE subcontracting requirement if substantially the entire development project is performed using its own organization and resources. Pursuant to §2-218.49a of the CBE Act, Small Investors, Disadvantaged Investors, or Certified Equity Participants shall invest at least 20% of the total sponsor equity, excluding debt financing, mezzanine financing, or other equity contributions by limited or institutional investors; and, in addition to complying with the general 35% SBE subcontracting provisions, at least 20% of the dollar volume of non-construction development goods and services shall be subcontracted to SBEs, and if there are insufficient qualified SBEs to fulfill this requirement, then the requirement may be satisfied by contracting 20% of that dollar volume to any qualified CBEs. If the entity that controls the development project is an entity tax-exempt under 26 U.S.C.S. § 501(c), or other not-for-profit entity, such entity is exempt from the equity and development participation requirements, pursuant to §2-218.49a of the CBE Act, set forth above. The District’s Department of Small and Local Business Development (“DSLBD”) determines which entities are certified as SBEs, CBEs, Small Investors, Disadvantaged Investors, and Certified Equity Participants pursuant to

the CBE Act. Respondents are encouraged to exceed the District's SBE/CBE subcontracting and participation requirements.

H. First Source

Pursuant to DC Code § 10-801(b)(7) and the Workforce Intermediary Establishment and Reform of the First Source Amendment Act of 2011 (D.C. Law 19-84, D.C. Official Code §§ 2-219.01 et seq.) and the rules and regulations promulgated thereunder and Mayor's Order 83-265, respondents recognize that one of the primary goals of the District Government is the creation of job opportunities for District of Columbia residents. Accordingly, the respondent selected by Events DC 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) hire and 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) ensure that 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 as required under D.C. Official Code §§ 32-1401 et seq. Collective bargaining agreements shall not be the basis for the waiver of these requirements.

I. Sustainability and Green Building Requirements

The Market Hall shall be developed in compliance with the District of Columbia's Green Building Act of 2006, codified in D.C. Official Code 6-1451.01 et seq. (2012) and the District's storm water management regulations published in Chapter 5 of Title 21 of the DCMR and Chapter 31 of Title 20 of the DCMR, as the same may be amended. Respondents' responses shall be based on these regulations. Specific design criteria are stated in the Storm Water Guidebook which is available online at <http://doee.dc.gov/publication/stormwater-guidebook>.

The Sustainable DC Plan has been established to ensure that the District is the healthiest, greenest, and most livable city in the nation. The Plan encompasses 32 goals and 31 targets, and offers 143 specific actions in the areas of the built environment, energy, food, nature, transportation, waste and water. The Sustainable DC Plan is found at <http://www.sustainabledc.org/about/sustainable-dc-plan/>. Respondents should review the plan and highlight their qualifications and experience in developing sustainable projects, if any, in their response.

Furthermore, as outlined in the Sustainable DC Plan, the District of Columbia has committed to improving the performance of existing buildings and ensuring the highest standards of green building design for new construction. By 2032, the city has committed to retrofit 100% of existing commercial and multi-family buildings to achieve net-zero energy standards and meet net-zero energy use standards with all new construction projects.

The existing laws and regulations, including the Green Building Act of 2006, the DC Green Construction Code, and the updated stormwater regulations, among others, provide a strong foundation for the broader sustainability goals of the District. However, in order to achieve the targets set forth in the Sustainable DC Plan, the DC government plans to lead by example and give consideration for projects that are exceeding the basic legal requirements and forging a path towards true sustainability. Therefore, in this RFEI, preference may be given to projects that:

- Exhibit a commitment to environmental performance beyond the requirements set forth in existing laws and regulations, including commitments to LEED certification at the Platinum level or higher; or

- Surpass basic LEED certification by designing to achieve net zero energy “ready” buildings (deep efficiency with energy use intensities below 30 kBtu/square foot/year), net zero energy (either produced onsite and/or from newly installed renewable energy in the region), net zero waste (meaning above 90% diversion of waste both during construction and when occupied), and / or the processing of stormwater for the 1.7 inch stormwater or higher, and a collection and reuse of rainwater and greywater onsite;
- Design and construct the project to achieve either full or Petal certification under the Living Building Challenge program. The Living Building Challenge is the most rigorous building performance standard. Projects achieving full certification demonstrate a connection to nature and place, net-positive energy generation, net-zero water use, healthy and active design, integration of ecologically responsible material, and equitable development strategies.

DC-specific market analysis reveals that there are strong financial incentives for building deeply green, utility efficient buildings with renewable energy systems. The Net Zero and Living Building Challenge Financial Study: A Cost Comparison Report for Buildings in the District of Columbia found a 3-year simple payback for typical multifamily or office new construction when incorporating deep energy efficiency and then achieving net zero energy by deploying renewables. A national study of solar financial incentives also lists DC as one of the top cities to invest in solar photovoltaics.

To build capacity for this type of deep green building, the DC government has a range of initiatives that include financial assistance resources for potential project teams. These include the DC Sustainable Energy Utility, DC PACE Program, RiverSmart Communities, RiverSmart Rewards, RiverSmart Rooftops and the Stormwater Retention Credit Trading programs.

[END]