This Amendment Number 3 is issued by e-mail on March 2, 2016. Except as modified hereby, the Request for Proposals (“RFP”) remains unmodified.

**Item #1:** Sign-in Sheet and Business Cards

Please see Attachment 1

**Item #2:** Preproposal Conference Meeting Minutes

Please see Attachment 2

**Item #3:** Preproposal PowerPoint Presentation

Please see Attachment 3

- End of Amendment No. 3 –
Attachment 1
Sign-in Sheet and Business Cards
<table>
<thead>
<tr>
<th>NAME</th>
<th>COMPANY</th>
<th>TELEPHONE</th>
<th>EMAIL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Staudinger</td>
<td>CH2M</td>
<td>202-313-4605</td>
<td><a href="mailto:Richard.Staudinger@CH2M.com">Richard.Staudinger@CH2M.com</a></td>
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<td>410-649-1970</td>
<td><a href="mailto:javerza@gilbanecco.com">javerza@gilbanecco.com</a></td>
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<tr>
<td>Chris Lannin</td>
<td>Allan Myers</td>
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<td>Kim Kohr</td>
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**St. Elizabeths East Campus Stage 1 Phase 1 Infrastructure Improvements**

**Pre-proposal Conference and Site Visit**

**March 2, 2016**
Attachment 2
Preproposal Conference Meeting Minutes
1. A non-mandatory preproposal conference for the above-referenced solicitation was held on Wednesday, March 2, 2016 at 10:00 a.m.

2. The preproposal conference began with introductions of the following individuals:
   a. Jamar Spruill – DGS (Contract Specialist)
   b. Thomas Bridenbaugh – Leftwich, LLC (Procurement and Real Estate Advisory Consultant)
   c. Vanessa Simmons – DGS (Project Manager)
   d. Jeff Bonvechio – DGS (Deputy Director Capital Construction)
   e. Richard Staudinger – CH2M (Engineer)
   f. Martine Combal – DMPED (Deputy Director of Real Estate)
   g. Huntae Kim – DDOT (Project Manager)

3. An overview of the overall plan for the St. Elizabeths East Campus development as well as the specific Project details was provided through a slideshow presentation (to be posted on the DGS website).
   a. In general, the Project includes construction of a new infrastructure network to provide a complete street system within the East Campus, including: Urban local roadways; New wet and dry utilities; Landscaping Right of Way; LID Drainage Features; and Bicycle/ pedestrian facilities. Network will be constructed in two phases, with Stage 1 Phase 1 commencing Summer 2016 (NTP-1 to be issued in early May for completion of the 100% design).
   b. Access (particularly maintaining continual access to the hospital) will be important during this Project.
   c. There are three key milestone dates for this Project:
      i. Late July 2016: NTP-2 issued by DGS for start of construction of roads & utilities.
      ii. September 2017: Utilities and Roads in place to E&SA facility.
      iii. Summer 2018: Completion of construction of roads & utilities for Stage 1 Phase 1

4. The delivery method, contract terms, and incentives were discussed:
   a. DGS is looking for a “turnkey” relationship with the Design-Builder, whereby the Design-Builder will take on as much of the schedule and financial risk as possible. CH2M’s contract will be assigned to the selected Design-Builder (the contract will be provided by amendment). Offerors should not contact CH2M
during the bid process. All questions should be directed to the Contract Specialist (Jamar Spruill).

b. The Design-Build form of contract was issued with the RFP and that represents the business deal DGS wishes to enter into. If Offerors would like to request modifications to this agreement, they will need to be submitted with their proposal so that DGS can evaluate Offerors fairly. Requesting a modification does not mean that DGS will accept such request.

c. Offerors are encouraged to review the evaluation factors and subfactors in Section D of the RFP, and be sure to address each subfactor in their proposal. DGS will score proposals in accordance with these factors and subfactors.

d. There is an Incentive Fee of $400,000 at risk in this contract, which can be earned by accomplishing four objectives:
   i. Forty Percent (40%) of the Incentive Fee shall be earned for achieving substantial completion of the project no later than July 31, 2018 regardless of the reason failure to achieve timely completion;
   ii. Thirty five Percent (35%) of the Incentive Fee shall be earned if the final contract price does not exceed the original contract price by more than three percent (3%) (i.e. if the total value of change orders (and irrespective of their cause) are less than 3%);
   iii. Ten Percent (10%) of the Incentive Fee shall be earned based on construction quality; and
   iv. Fifteen Percent (15%) of the Incentive Fee will be earned if the contractor is able to commence construction on or before July 31, 2016.

e. There will be liquidated damages if the Project is late.

5. Economic inclusion goals were discussed. The Department desires to maximize the participation of District residents and businesses in the Project, with a particular focus on Ward 7 and 8 businesses and residents.
   a. Thirty Five Percent (35%) of the Contract Work (by dollar volume) must be awarded to entities that are certified as Small Business Enterprises by the District of Columbia Department of Small and Local Business Development.
   b. Offerors must submit a Wards 7 & 8 Inclusion Plan demonstrating the extent businesses and residents from Wards 7 & 8 will be involved. This will be evaluated as part of Offerors’ proposal.
   c. There is a Forty Percent (40%) District Workforce Utilization Goal.
   d. DGS also desires that the community immediately surrounding the site be involved in the performance of the work to the greatest extent practicable and has set a goal of 10% resident participation from residents of Wards 7 and 8.
   e. The District’s First Source Employment law applies, and 51% of new hires for this Project must be District residents.
   f. Davis-Bacon wage rates are applicable.

6. A One or more Amendments to the RFP will be issued which will include the following additional information:
   a. Sign-In Sheet from the preproposal conference/site visit.
   b. Preproposal conference meeting minutes
7. Questions:
   a. A question was asked about existing private utilities to be relocated.
      i. As shown on the drawings, there is a 14” water line that might need to be
         relocated, and a DC Water tank that will need to be kept in place until a
         new tank is installed. There is also the possibility of some utility
         relocation near the WMATA station, however, this should fall in Phase 2.
         Everything else on site is either shut off or abandoned.
   b. Follow up with respect to private utilities and the Design-Builder’s responsibility
      was asked.
      i. CH2M pointed to the drawings, but gave a brief overview of the general
         scope of work involved here, and the process by which the utility
         companies would be on-site to inspect and complete their portion of the
         work. It was noted that Washington Gas is designing their own system and
         the Design-Builder will need to coordinate with them.
   c. A question was asked with respect to the right-of-way/right-of-entry.
      i. All property is owned by the District and DMPED will issue right of entry,
         so there will be no right-of-way issues. It was also noted that no new
         reports as to existing conditions have been prepared since the last time this
         Project was out for procurement. The applicable reports are referenced in
         the RFP.
   d. A question was asked about access roads.
      i. Access will be a key issue in this Project and the responsibility of the
         Design-Builder.
   e. A question was asked about CH2M’s design fees and the limited NTP-1.
      i. DGS will provide the CH2M contract by amendment. It includes design
         through CA services. For the NTP-1, DGS will issue a letter contract
         under $1 million so that the design can advance past the 65% drawings
         while the full contract is submitted for Council approval.
   f. A question was asked about the Wards 7 & 8 participation requirements.
      i. Offerors are required to submit with their proposals a Wards 7 & 8
         Inclusion Plan showing how businesses and residents from those wards
         will be involved. This plan will be evaluated as part of the award process.
         DGS has established a 10% District resident participation from Wards 7 &
         8 – Offerors are asked to include an estimate of the anticipated hours to be
         worked by Ward 7 & 8 residents on the Project, broken out by trade, as part
         of their bid.
   g. A question was asked about DGS’ adjustment to a 200-point evaluation scale, and
      whether the 12 CBE preference points will be adjusted upward (otherwise
      resulting in a disincentive to CBEs).
      i. This adjustment was done by the Contracts & Procurement Department,
         and further information about the change will be provided by amendment.
Attachment 3
Preproposal PowerPoint Presentation
St. Elizabeths East Stage 1 Phase 1 Infrastructure RFP

March 2, 2016
Agenda – Preproposal Conference and Site Visit

1. DGS Team Introductions – 10:00 AM
2. Safety Moment
3. St Elizabeths East Overview
4. Stage One Infrastructure Improvements
   1. Role of the D.C. Department of General Services and D.C. Department of Transportation
   2. Timeline for Stage 1 Phase 1 Contract
5. Limits of Stage 1 Phase 1 – what is included in the RFP
6. What is different from previous solicitation?
7. What will Stage 1 Phase 2 cover?
8. RFP Inclusionary Goals
9. Questions
10. Site Visit
DEPARTMENT OF GENERAL SERVICES TEAM

DGS is the lead agency for the RFP
DDOT is the technical lead for the Roadways
DMPED is the master developer of East Campus

Christopher Weaver  
DGS -Director

Jeff Bonvechio  
DGS -Deputy Director, Capital Construction

Yinka Alao  
DGS- Associate Director Contracts & Procurement

Vanassa Simmons  
DGS – St Elizabeths Project Manager

Jamar Spruill  
DGS – Contracting Specialist

Huntae Kim  
DDOT – Project Manager

Sarosh Olpadwala  
DMPED - Director of Real Estate

Martine Combal  
DMPED – Deputy Director of Real Estate
St. Elizabeths East - Phase One 5 Year Plan

**Anticipated 5-Year Use Map**

<table>
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<tr>
<th>Color</th>
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<tbody>
<tr>
<td>Blue</td>
<td>Phase 1 Development Residential - Townhomes/Multifamily</td>
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<tr>
<td>Red</td>
<td>Phase 1 Development Mixed Use</td>
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| Purple| Buildings In-Use  
- Gateway DC  
- RISE Demonstration Center |
| Green | Events DC’s Planned Development  
- Washington D.C. Entertainment and Sports Complex |

**Phase One Key Features:**

- **Mixed-Use (Parcel 17)**  
  +30,000 SF of Retail; 171,000 SF of Office; 30,000 SF Innovation Greenspace

- **Townhomes (Parcel 10/14)**  
  +60 homes Townhomes (30% affordable); +15 live-work-units

- **Multi-family (Parcel 11)**  
  250 units multifamily units (80% affordable) in 6 historic buildings and one center amenity building; +14,000 SF innovation/arts/culture space

- **Entertainment (Parcels 9/12)**  
  5,000 seat Entertainment and Sports Arena for use as a concert/entertainment venue, Wizards Training Facility and arena for Mystics and other sports teams
East Campus Existing Conditions: Primarily a vacant historic campus, except Gateway DC and the R.I.S.E. Demonstration Center

Underlying Zoning: StE District

Buildable Envelope: +5 million square feet (multiple parcels)

- Office: 1.8 million SF, including 500,000 SF of “Innovation Hub” space
- Residential: 1,300 units
- Retail: 206,000 SF
- Hospitality: 330,000 SF
- Civic & Educational: 250,000 SF for non-commercial activity centers
Construction of a new infrastructure network to provide a complete street system within the East Campus, including:

- Urban local roadways
- New wet and dry utilities
- Landscaping Right of Way
- LID Drainage Features
- Bicycle/pedestrian facilities

Network will be constructed in two phases, with Stage 1 Phase 1 commencing Summer 2016.
## STAGE 1 PHASE 1 TRANSPORTATION INFRASTRUCTURE AND UTILITIES IMPROVEMENTS

### PROJECT SCHEDULE MILESTONES

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<tr>
<td>August 2015</td>
<td>Cancellation Of Previous Solicitation For Infrastructure Improvements</td>
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<tr>
<td>Early December 2015</td>
<td>65% Plans Completed For DDOT &amp; DOEE Reviews</td>
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<tr>
<td>February 12, 2016</td>
<td>Issuance Of Design Build Request For Proposals (RFP) By DGS For Roads &amp; Utilities</td>
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<tr>
<td>April 5, 2016</td>
<td>RFP Due Date For Bids To DGS</td>
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<td>Early May 2016</td>
<td>Notice To Proceed (NTP-1) Issued For 100% Plans</td>
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<tr>
<td>Late July 2016</td>
<td>NTP-2 Issued By DGS For Start Of Construction Of Roads &amp; Utilities</td>
</tr>
<tr>
<td>September 2017</td>
<td>Utilities and Roads in place to E&amp;SA facility</td>
</tr>
<tr>
<td>Summer 2018</td>
<td>Completion Of Construction Of Roads &amp; Utilities For Stage 1 Phase 1</td>
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What does the RFP Cover?

- Terms of Contract
- Wet and dry utilities and roadways as depicted on following slides
- What is different from the 2013 solicitation?
  - DGS is the lead agency
  - Intermediate (65%) level plans are completed and approved by Stakeholders
  - Reduced Footprint primarily to reduce impacts to WMATA Congress Heights Metro station
  - Demolition of buildings 119 and 124 handled separately by DGS
  - Final Design Contract transfers to DB Contractor
  - MOU/MOA's to be signed prior to award
  - DOEE approval of 65% plans and MEP drainage design
  - Staging and interim milestone for the E&SA facility – graphics
STAGE 1 PHASE 1 INFRASTRUCTURE PROJECT LIMITS
STAGE 1 PHASE 1
PROPOSED UTILITIES
STAGE 1 PHASE 1 - ROADWAY / TYPICAL SECTIONS
STAGE 1 PHASE 1
MOT – 1
STAGE 1 PHASE 1
MOT - 2
STAGE 1 PHASE 1
MOT – 3
STAGE 1 PHASE 1
MOT - 4
LANDSCAPE CONCEPT

LOW IMPACT DEVELOPMENT STREETScape

CONCRETE SIDEWALKS, GRANITE CURBS & BRICK GUTTER

UNIQUE NEIGHBORHOOD BIKE RACK

UNIQUE NEIGHBORHOOD CROSSWALKS
STAGE 1 PHASE 2 INFRASTRUCTURE

POTENTIAL PROJECT LIMITS