



**GOVERNMENT OF THE DISTRICT OF COLUMBIA**

**REQUEST FOR OFFERS**

**District of Columbia Public Schools (DCPS) Excess Space**

**Walker Jones  
Webb**

Issued by:  
The Government of the District of Columbia by and through  
The Department of General Services

**Offers due by:  
August 31, 2012  
no later than 12:00 p.m. EDT**

**REQUEST FOR PROPOSALS  
TABLE OF CONTENTS**

I. OVERVIEW .....pg. 2

II. DISTRICT GOALS .....pg. 2

III. DESCRIPTION OF PROPOSED REUSE SITES .....pg. 3

IV. REGULATORY FRAMEWORK..... pg. 3

V. SUBMISSION REQUIREMENTS .....pg. 5

VI. EVALUATION PROCESS .....pg. 11

VII. RFO UPDATES AND MODIFICATIONS.....pg. 14

VIII. SELECTION AND NEGOTIATION.....pg. 14

IX. RESERVATION OF RIGHTS AND MISCELLANEOUS PROVISIONS... pg. 15

X. APPENDIX.....pg.18

## **I. OVERVIEW**

The Government of the District of Columbia (“District”), through the Department of General Services (“DGS”), invites interested parties who are “eligible applicants” (defined below) to respond to this Request for Offers (“RFO”) with offers (“Offers”) for reuse of the following former District of Columbia Public School (“DCPS”) assets (“Reuse Sites”) listed below:

- **Walker Jones**
- **Webb**

## **II. DISTRICT GOALS FOR THIS SOLICITATION**

The District’s goal, in issuing this solicitation, is to obtain Offers for reuse of the Reuse Sites from Eligible Applicants. In this solicitation, the District seeks Offers that propose to maximize the following District goals:

- Activate closed DC Public Schools;
- Increase the number of high-performing educational options available to students and families of the District of Columbia;
- Provide space that could be leased by public charter schools;
- Where non-school functions are included, create ancillary uses that are compatible with the primary use of operating a public charter school;
- Promote revitalization of District neighborhoods;
- Optimize the unique amenities within each site (e.g., gymnasiums, auditoriums, cafeterias, playing fields and multipurpose space);
- Promote sustainable development practices that adhere to all District Green standards; and
- Adhere to District area plan (as applicable).

**Additionally, pursuant to the recent IFF study, the District seeks to receive Offers that maximize the following goals:**

- Provide quality educational options to students and families located in those areas with the greatest service gap as defined in “Quality Schools: Every Child, Every School, Every Neighborhood”. This report may be accessed here: <http://dme.dc.gov/DC/DME/IFF+Needs+Assessment+Report>;
- Increase the number of public school seats available in the District of Columbia for special needs students;
- Roughly 74% of DCPS students and 57% of charter school students attend a school easily accessible from their home. Therefore, proposals should maximize access for students that prefer to stay close to home;

- Provide services that will address the needs of the local community; and
- Provide additional high performing pre-school, elementary and/ or high school services and programs.

### III. DESCRIPTION OF PROPOSED REUSE SITE

The District has identified the following space as eligible for reuse and/or redevelopment into non-governmental uses in connection with this RFO:

	School	Square	Lot	Presumed Address	Gross Building Square Feet
1.	<b>Walker Jones</b>	0559	0082 & 0083	Multiple: Generally bounded by First Street, NW, on the east; K Street, NW on the south; New Jersey Avenue, NW, on the west; and, L Street, NW on the north.	84,247 SF (Lot size)
2.	<b>Webb</b>		Par 01410047	1375 Mount Olivet Road, NE	84,400 SF

Respondents are encouraged to attend the site visit to gather further information.

Nothing contained herein or in the attached appendices shall be deemed a representation, warranty or guaranty by the District as to the condition of the Reuse Sites. It is the Respondent’s sole responsibility to confirm all site characteristics, zoning requirements, laws, and regulations prior to Offer submission.

### IV. REGULATORY FRAMEWORK

In preparing an Offer to this RFO, Respondents should consider all existing land uses, physical conditions, regulatory requirements, and any community preferences. Offers need not conform to existing zoning; provided, however, if a zoning change is necessary, the Offer should describe, in detail, the Respondent’s proposed approach to obtain such zoning change(s) and the estimated timeframe thereof.

#### **Eligible Applicants Right of First Offer**

Pursuant to D.C. Official Code § 38-1802.09 (2007 Supp.)(the “Act”), the right of first offer must be offered to the following described entities (referred to in this RFO as an “**Eligible Applicant**”). An Eligible Applicant is an approved public charter school or a

public charter school whose petition to establish a public charter school has been conditionally approved, under D.C. Code § 38-1802.03 (d)(2)(2007 Supp), as of the date Offers are due in response to this RFO.

An Eligible Applicant has a right of first offer under the Act. In order to exercise the right of first offer under the Act, a Respondent must be an Eligible Applicant as of the date submissions are due under this RFO. An Offer submitted by an Eligible Applicant is its offer to the District pursuant to said right of first offer. All Eligible Applicants may submit an Offer to this RFO. Two or more Eligible Applicants may submit a combined Offer to this RFO.

### **Compliance with Applicable Laws and Related Costs**

If selected, Respondent shall be required to plan, construct and operate the project described in its Offer in accordance with all applicable federal and District of Columbia laws, rules and regulations. Respondent shall further be required to obtain all necessary permits, approvals, and licenses at the appropriate time. Respondent should submit with its Offer a description of all permits, approvals, and licenses expected to be required in connection with its Offer and proposed plans and schedules for obtaining the same. Respondent should indicate in its response its experience and familiarity with such laws and permits at other significant urban reuse projects. All costs associated with complying with applicable laws, rules and regulations, and obtaining all necessary permits, approvals, and licenses shall be borne by Respondent.

### **Certified Business Enterprises and First Source Hiring Requirements**

Respondent shall, after selection and prior to lease execution, execute a Certified Business Enterprise (“CBE”) agreement with the DC Department of Small and Local Business Development, which requires compliance with the District’s “Small, Local, and Disadvantaged Business Enterprise Development and Assistance Act of 2005” (D.C. Official Code §§ 2-218.01 et seq.) (“CBE Program”). Additionally, the Respondent shall, after selection and prior to lease execution, execute a First Source agreement with the DC Department of Employment Services, which further requires compliance with “The First Source Employment Agreement Act of 1984” (codified in D.C. Official Code §§ 2-219.01 et seq.) (“First Source Agreement”). The District’s First Source Program requires that 51% of the new jobs created by a redevelopment project be filled by District residents.

### **Historic Reviews**

To the extent that a Reuse Site is a historic resource, it may be subject to review under Section 106 of the National Historic Preservation Act, 16 U.S.C. 470 *et seq.*, the “Historic Landmark and Historic District Protection Act of 1978,” D.C. Law 2-144, regulations promulgated hereunder and any other applicable historic or preservation law or regulation, in each case as amended. As such, Respondent’s reuse may be subject to review by the DC Historic Preservation Review Board, with regard to designation as a DC

Historic Landmark or location within a Historic District, or by the federal Advisory Council on Historic Preservation. It is Respondent's sole responsibility to ensure that the proposed project adheres to applicable historic regulations.

### **Local Project Review and Local Zoning**

A Respondent will be expected to meet District land use, environmental, planning, zoning, and other regulatory requirements. Please refer to Title 11 of the District of Columbia Municipal Regulations ("DCMR") for a complete list of zoning provisions and requirements. Any Offer must comply with the goals and priorities outlined in the District's Comprehensive Plan, which can be viewed online at: [www.planning.dc.gov](http://www.planning.dc.gov).

### **Green Building Act**

Adherence to the District of Columbia's Green Building Act of 2006 D.C. Official Code 6-1451.01 *et seq.* (2007) is required. An Offer shall meet all requirements of the aforementioned Act for District-owned properties as well as any LEED certification requirements for the construction, rehabilitation and/or renovation of District-owned properties.

## **V. SUBMISSION REQUIREMENTS**

This RFO is open to any and all Eligible Applicants.

Respondent may submit an Offer on any, all, and /or a combination of the Reuse Sites. Respondent must submit an Offer on each Reuse Site separately, with specific detail to each site.

Economic analysis and/or real estate advisory services are **not** being solicited as part of this solicitation.

The District strongly urges that an Offer not exceed 25 pages (excluding appendices).

Respondents shall provide five (5) hard copies and one (1) CD ROM of the written Offer in 12 point font size on 8.5" by 11" paper. Each Offer shall be hand-delivered to the location set forth in Section VI.A of this RFO. Electronic and facsimile Offers will not be accepted.

Each Offer shall be submitted in a sealed envelope conspicuously marked: "**Offer in Response to RFO for the Reuse of DCPS Excess Space dated June 22, 2012**".

A Responsive Offer must be timely submitted from an Eligible Applicant and comply with this RFO (a "**Responsive Offer**"). In order to enable the District to fully evaluate Offers, a Responsive Offer should explain, with supporting documents, the Respondent's organizational capacity, experience, and financial resources to implement the proposed vision. Offers should respond to each RFO item in the order outlined below with each item marked by tabs to indicate the section number.

Respondent shall describe, in narrative form, the Respondent's vision for Reuse Site. At a minimum, Offers should include:

**A. Executive Summary**

- A description of how the proposed vision relates to the District goals discussed in Section II;
- Ranking under the Public Charter School Board's Performance Management Framework (PMF). If respondent is an un-tiered school, please provide the school's Accountability Plan and results.
- The proposed gross square footage to be occupied by the charter school, if the Offer is not for the entire building;
- A detailed description of the proposed repair and maintenance program to ensure that the proposed Reuse Site is maintained and kept in a good condition, repair and working order;
- If the Offer contemplates that there will be incidental non-charter school uses, describe in detail those incidental uses and the proposed development program, including gross square footage of each proposed use;
- Site plan indicating proposed location and configuration of all uses;
- Description of how market conditions support proposed vision and development program, as applicable;
- Describe specific neighborhood benefits and community advantages of the proposed reuse;
- Description of the public benefits anticipated from the proposed reuse, such as:
  - number of students to be served
  - ages and grades of students to be served
  - program focus
  - Special Education services to be provided
  - alignment with the District's goals
  - educational support services to be provided
  - educational jobs, training opportunities, construction jobs, permanent jobs to be created
  - estimated annual tax revenue to the District of Columbia
- If the Offer includes construction, description of how the reuse would generate opportunities to hire District residents and contract with local, small and disadvantaged businesses;
- Phasing plan that describes Respondent's strategy and proposed timing of predevelopment activities to construction completion and full occupancy, as applicable; and
- Description of the specific physical improvements proposed for the Reuse Site.

It should be noted that a Respondent shall be required to accept the Reuse Site, including without limitation, any and all improvements, betterments and equipment in its "**As Is**" condition, without warranty, express or implied, by the District as to physical condition

or suitability of the Reuse Site for the Respondent's purpose. The District makes no representations regarding (i) the character or extent of soil or subsurface conditions or (ii) the conditions and existence of utilities that may be encountered during the course of any use or redevelopment of the Reuse Site. Each Respondent should draw its own conclusions concerning conditions that may affect the methods or cost of its Offer.

Moreover, the Respondent, at Respondent's sole cost and expense, shall comply with all environmental laws applicable to the District of Columbia and shall perform all investigations, removal, remedial actions, cleanup and abatement, or other remediation that may be required pursuant to any environmental laws, including without limitation removing or abating any asbestos, asbestos containing materials and/or underground storage tanks, District shall have no responsibility or liability with respect thereto.

Additionally, Respondents shall be responsible for any and all requisite pre-development (including demolition of existing improvements and due diligence studies such as traffic, geotechnical, storm water management and other site preparations, as applicable) and development costs for any redevelopment of part or all of any building or the Reuse Site.

#### ***B. Description of Respondent***

- The District seeks Responses from highly qualified Eligible Applicants who have a demonstrated track record, experience, resources, and organizational capacity to manage and/or execute the redevelopment of the Reuse Site.
- Respondent's team must include an experienced developer capable of managing the requisite planning, regulatory approvals, and development process required to support the proposed reuse.
- At minimum, each Offer should include:
  - Copy of the executed charter agreement and accountability plan or documentation of conditional approval of the petition for a public charter school
  - Brief organizational description of Respondent (ie. corporation, non-profit or charitable institution, partnership, LLC, etc.) and under which laws it is operating
  - Brief history of the Respondent
  - Certificate of good standing for each jurisdiction (location of RFO school)
  - Legal address of the Respondent
- The Respondent should also state whether it is a certified local, small, or disadvantaged business enterprise.
- The Offer should also identify and provide information about key personnel proposed to implement the project including the following information
  - Title
  - Resume and contact information
  - A description of person's proposed role in the project

- Principal entity and other development team members if any, including the identification of the decision making entity for the Respondent and the day-to-day lead individual;
- Name, address, telephone number, e-mail address, and fax number of the representative authorized to act on behalf of Respondent, who will be available to respond to questions or requests for additional information;
- Design team; and
- Any other relevant team member.

Respondents shall provide a certification noting debarments, suspensions, bankruptcy, or loan defaults on real estate development projects and/or government contracts of Respondent; stating that all tax liabilities and other government impositions are current; stating that there is no ongoing litigation in which the District is a party that relates to any team member; and stating the name of any civil actions or litigation and a description of the subject matter of such litigation.

### ***C. Team Members***

- For each team member Respondent shall identify:
  - Name, address, telephone number, e-mail address, and fax number of each team member, including the identity of each principal, partner, or entity that composes such team member, and such team member's roles or titles within the entity comprising Respondents;
  - Previous experience of team members delivering the types of services that such team members will be providing in the redevelopment and operation of the Reuse Site(s); including at least two professional references;
  - Any personal or professional relationship among or between any team members and any person working for, appointed to a position in, or elected to an office of the District of any entity for which there may be conflict. The District, in its sole discretion, reserves the right to determine a conflict of interest or the appearance thereof;
  - Legal status of each key team member, including the state under whose laws the organization/corporation is organized and operating
  
- Respondents shall provide a certification from each team member:
  - Noting any debarments, suspensions, bankruptcy, or loan defaults on real estate development projects and/or government contracts of any team member;
  - Stating that all tax liabilities and other government impositions are current;
  - Stating that there is no ongoing litigation in which the District is a party that relates to any team member or to any other entity or individual having a controlling interest in the team member (or, if such litigation exists, the

name and civil action numbers of such litigation and a description of the subject matter of such litigation); and

- Providing the names of any member, employee, or agent of the team member who, within three (3) years prior to the publication of this RFO, were District employees, consultants, or contractors to the District.

#### **D. *Qualifications and Experience of Respondent***

- Respondent must demonstrate prior experience and success in the District of Columbia with developing or operating a charter school facility similar to what is proposed in response to this RFO.
- Respondent should provide its ranking under the Public Charter School Board's Performance Management Framework (PMF). If the Respondent is un-tiered, the Offer should include the school's Accountability Plan and results as defined under the PMF.
- Respondent should provide no more than two (2) examples detailing its, or a team member's, experience with comparable projects. Examples of previous experience should include the following information:
  - Demonstration of academic achievement including AYP, DC-CAS scores, enrollment history, and high school graduation rates (if applicable);
  - Description of the school's need: whether the application is to serve a new program, expansion of an existing program, or permanent space for a program currently in temporary space;
  - Reviews and any additional information or documentation Respondent believes is relevant evidence of Respondent's abilities and experience as a public charter school;
  - Narrative description of the project and its impact on the surrounding community;
  - Visual documentation (photos, renderings, etc.);
  - Description of what aspects of the projects (e.g., comparable student and community demographics) make it comparable to Respondent's Offer for the Reuse Site;
  - Professional references (at least one per project, including contact names, email addresses and telephone numbers);
  - Description (including relevant metrics) of the project's non-academic success.
- Experience and capability with respect to the following areas will be viewed favorably during the evaluation process:
  - Successful operation of charter school facilities from a real property operational and management standpoint;
  - Successful operation of charter school facilities from an educational standpoint;
  - Innovative approaches in physical design to reuse of public schools or comparable public assets;

- Experience implementing public-private partnerships for development of public assets;
  - Experience with community outreach and stakeholder engagement;
  - Experience with fulfilling the requirements of the CBE Program and/or First Source Program or otherwise employing and retaining District residents and utilizing local, small, and disadvantaged business enterprises.
- Respondents should provide an organizational chart showing key personnel or team members who will be working on the project, including a description of their roles and relevant experience.
  - Respondents should provide such other information Respondents believe will assist the District in evaluating the capabilities of Respondents and any other team members who will participate in the project.

### *E. Financial Feasibility*

Respondents should provide financial information so that the District may assess the feasibility of the Respondent's Offer. Please submit the following information:

- **Sources and Uses Budget:** A sources and uses statement that details the anticipated private and public sources of funds for any acquisition, construction, and ongoing maintenance and operational costs for the reuse plan as described in the Offer. Sources and uses should be presented in a clear and readable format, such as a chart or spreadsheet. The information should also include a draft construction budget for reuse, including estimates of hard costs, soft costs (with fees broken out), financing assumptions, and estimated operating expenses (as applicable).
- **Pro Forma:** Respondents should provide an at least 25 year operating pro forma showing all projected revenues and expenses by category. Phasing strategies should be incorporated into the model pro forma so that Respondent's intent with regard to capital improvements and operations are clear. The pro forma should include line items for debt service and capital reserves. The pro forma should be accompanied by a summary of the assumptions used as the basis for such numbers. Respondent should also provide a risk assessment strategy should sources of grant funding (whether for capital or operations) be modified by market or other conditions. This risk assessment should delineate a phasing strategy if applicable.
- **Real Estate:** If Respondent currently leases or owns property in the District, Respondent should state specifically Respondent's plan for its current real estate and its plan for the Reuse Site.
- **Proposed Transaction Structure:** A detailed description of Respondent's proposed transaction structure including a statement of the material lease terms offered by Respondent.

▪ **Respondent financial capacity:**

Each Offer should anticipate a fair market rental rate for each Reuse Site. Respondent shall demonstrate its ability to pay such rate to the District by furnishing:

- Respondent's current balance sheet;
- Audited annual reports for last three years;
- Last three Federal tax returns, if applicable;
- Last three DC tax returns, if applicable;
- Five-Year pro forma detailing among other items the Respondent's capital expenses, occupancy expenses, rent payments, and per student allotment; and
- Explanation, with supporting documentation, of how the Respondent can obtain any necessary financing.

Note that the District may seek additional project financial information from Respondent at any time in the evaluation of RFO responses for the purpose of clarifying project feasibility.

***F. Project Implementation***

Respondent shall identify and describe the following:

- Respondent's timetable and milestones through project completion. Respondent is required to submit as part of the Offer a timetable of completion dates for project milestones ("**Project Schedule**"). The Project Schedule should list each step in the redevelopment process through project completion and when the facility will be fully operational;
- Respondents ability to mobilize and commence predevelopment activities immediately upon selection in order to meet the Project Schedule submitted by the Respondent;
- Respondent's ability and plan to guarantee to the District that Respondent's milestones will be met.

**VI. EVALUATION PROCESS**

***A. Deadline for Submission of Proposals***

RFO responses are due by **12:00 p.m. EDT, August 31, 2012, 2012**. Any submissions received after 12:00 p.m. will not be considered, without any exceptions. Respondents are required to deliver their Offers to:

The District of Columbia Department of General Services  
ATTN: Althea O. Holford  
2000 14<sup>th</sup> Street, NW

8<sup>th</sup> floor  
Washington, DC 20009

***B. Timetable for Evaluation of RFO Responses***

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

<b>Issuance of RFO:</b>	<b>6/22/12</b>
<b>Pre-Submission Meeting:</b>	<b>6/27/12- 12Noon – Reeves Center 2<sup>nd</sup> Floor Community Room</b>
<b>Site Visit:</b>	<b>6/28/12 – 11AM -2PM – Webb School 6/28/12 – 3PM – 5PM – Walker Jones Site Additional site visit of the Webb School TBD</b>
<b>Offers Due</b>	<b>8/31/12 – 12 Noon – Reeves Center 8<sup>th</sup> Fl.</b>

**THE SCHEDULED SITE VISITS WILL BE THE ONLY TIME THE REUSE SITE WILL BE ACCESSIBLE FOR VISITATION DURING THE RFO PERIOD.** Respondents are encouraged to bring any member of the project team it deems necessary to the site visit.

***C. Evaluation Criteria***

A selection panel will be established to review and evaluate the Offers (**the "Selection Panel"**). The composition of the Selection Panel will be determined by the District, in its sole discretion. In addition, the Selection Panel may consult with professional consultants for technical assistance. All Responsive Offers received will be considered by the District. The Selection Panel, however, will evaluate responses submitted in response to this RFO in the context of the evaluation criteria and questions noted below:

- **Educational Vision**
  - Is the Respondent a Tier 1 operator or a high-performing, un-tiered operator on the Public Charter School Board's Performance Management Framework (PMF)?
    - If un-tiered, does the Respondent show evidence of high-performance on its Accountability Plan?
    - Does the Offer reflect the goals listed in Section II of this RFO?

- Does Respondent describe a viable charter school program that would appropriately supplement or enhance District educational opportunities?
  - Does the Respondent's Offer present an opportunity to close the service gap in the District of Columbia as defined in the Quality Schools report released by the Deputy Mayor for Education?
  - Is the Respondent's educational program unique?
  - Does the Respondent's Offer serve a population of students that are currently underserved?
  - Does the Respondent present evidence of strong academic performance?
  - Where the Respondent consists of two or more Eligible Applicants, the Educational Vision and educational performance of each Eligible Applicant will be evaluated separately.
- **Project Vision**
    - Does the Offer seize upon the uniqueness of the Reuse Site location, needs and interests of the community it serves?
    - Does the Offer present ties to a current District community?
    - Is the Offer currently connected to the community surrounding the Reuse Site and/or Ward?
    - Has respondent interacted with residents, businesses, non-profits and/or other organizations to shape its Offer?
- **Capability of Respondent**
    - Is the Respondent a high-performing charter school operator as defined by the Public Charter School Board?
    - Has Respondent demonstrated its ability to execute the vision outlined in its Offer?
- **Past Experience with Similar Project(s)**
    - Does Respondent have prior experience successfully implementing comparable projects?
- **Financial Feasibility**
    - Is the Respondent's proposed vision (including timing and financing assumptions) financially viable?
    - Does Respondent offer a reasonable transaction structure?
    - Is Respondent's offer in line with the District's current lease structure for Reuse Sites?
- **Community Objectives**
    - The District has completed public surplus hearings on each Reuse site. Through those hearings the community expressed desires for each site. A composite list of the community comments are

included in the Appendices of this RFO. Is the Offer in line with the described community objectives?

- Does Offer maximize community involvement?

- **Best Interest of the District**

- Does the Offer address a District need?
- Does the Offer require District subsidy?
- Will the Offer create District jobs?
- Is the Offer unique to the District?
- Is the Respondent's Offer in the best interest of the District?

## **VII. RFO UPDATES AND MODIFICATIONS**

DGS will post on its website at <http://DGS.dc.gov> any notices or information regarding cancellations, withdrawals, modifications to deadlines, and other modifications to this RFO. Respondents shall have an obligation to check the website for any such notices and information, and the District shall have no duty to provide direct notice to Respondents.

## **VIII. SELECTION AND NEGOTIATION**

While the District, through DGS, may enter into negotiations with one or more Respondent(s) based on Offers submitted in response to this RFO, this RFO does not commit DGS or the District to select any Respondent or to enter into negotiations with any Respondent that may respond. The District reserves the right to reject any Offer, or part of an Offer, to amend this RFO, or to reject all Offers and re-issue a RFO at a later date, each at its sole discretion.

The District will determine, in its sole discretion, whether each Offer received in response to this RFO is a Responsive Offer. For any Offer that is considered to be non-responsive, the Respondent will be notified in writing within ten business days after the submission deadline. The decision of the District in this regard is final and will be explained to the Respondent upon request.

Based upon responses, the District, in its sole and absolute discretion, may choose to:

1. Require oral presentations by Respondents;
2. Select a short list of Respondents and require additional information from the short-listed Respondents or that they modify their Offers or provide a 'Best and Final Offer' for the District's review;
3. Enter into exclusive negotiations with one or more selected Respondent(s) without requesting more detailed information or selecting a short list of Respondents;
4. Request more detailed information leading to final Respondent(s) selection; and/or
5. Take no action on the responses received.

Following receipt of additional information, if requested, the Selection Panel may select, in its sole and absolute discretion, one or more Responsive Offer(s), as modified or otherwise, to recommend to the Mayor, who, in his absolute discretion, may accept or reject the Selection Panel's recommendations.

Upon recommendation by the Selection Panel, and if approved by the Mayor, DGS shall notify the selected Respondent(s), if any.

If one or more Respondent(s) is thereby chosen for commencement of negotiations, the selected Respondent(s) may be requested by the District to proceed to negotiate final terms consistent with the Respondent's proposed terms or to revised terms. If the District and the selected Respondent are unable to agree on the final terms within ninety (90) calendar days, the District, in its absolute and sole discretion, may terminate negotiations and select a different Respondent that responded to the RFO, re-issue the RFO, or take such other measures as it deems reasonable, appropriate, and/or necessary.

## **IX. RESERVATION OF RIGHTS AND MISCELLANEOUS PROVISIONS**

### ***A. Rights Reserved***

The District reserves the right to:

- Cancel or withdraw the RFO at any time prior to or after the submission deadline;
- Issue modifications or clarifications to the RFO prior to the submission deadline;
- Reject any submission it deems incomplete or unresponsive to the submission requirements;
- Reject all submissions that are submitted under the RFO;
- Modify the deadline for submissions or other actions; and/or
- Reissue the RFO or a modified RFO whether or not any submissions have been received in response to the initial RFO issuance.

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

### ***B. No Conflicts of Interest***

In its response to this RFO, the Respondent should represent and warrant the following to the District:

- No person or entity employed by the District or otherwise involved in preparing this RFO on behalf of the District (i) has provided any information to potential Respondents which was not made available to all entities potentially responding

to this RFO, (ii) is affiliated with or employed by or has any financial interest in any potential Respondent, (iii) has provided any assistance to potential Respondent in responding to this RFO, or (iv) will benefit financially if any Respondent is selected in response to this RFO.

- The Respondent has not offered or given to any District officer or employee any gratuity or anything of value intended to obtain favorable treatment under this RFO or any other solicitation or other contract, and Respondent has not taken any action to induce any District officer or employee to violate the rules of ethics governing the District and its employees. Respondent has not and shall not offer, give or agree to give anything of value either to the District or any of its employees, agents, job shoppers, consultants, managers or other person or firm representing the District, or to a member of the immediate family (*i.e.*, a spouse, child, parent, brother or sister) of any of the foregoing. Any such conduct shall be deemed a violation of this RFO. As used herein, “anything of value” shall include but not be limited to any (a) favors, such as meals, entertainment, transportation (other than that contemplated by this RFO, if any, or any other contract with the District), etc., which might tend to obligate a District 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. Such term shall not include work or services rendered pursuant to any other valid District contract.
- The Respondent shall report to the District directly and without undue delay any information concerning conduct which may involve: (a) corruption, criminal activity, conflict of interest, gross mismanagement or abuse of authority; or (b) any solicitation of money, goods, requests for future employment or benefit of thing of value, by or on behalf of any government employee, officer or public official, any Respondent employee, officer, agent, subcontractor, or labor official, or other person for any purpose which may be related to the procurement of this RFO by Respondent, or which may affect performance in response to this RFO in any way.
- Neither Respondent or any subcontractor or affiliate thereof, nor any employee of any of them, shall retain any material or items of any kind salvaged from the Reuse Site at issue in this RFO as memorabilia or souvenirs or otherwise.

***C. Change in Respondent Information***

If information provided in a submission changes (*e.g.*, change or addition to any of the Respondent’s team members or new financial information) the Respondent shall provide updated information in the same format for the appropriate section of the RFO may consider the modified submission.

***D. Ownership and Use of Submissions***

All submissions shall be the property of the District. The District may use any and all ideas in any submission, whether the submission is selected or rejected. No Respondent shall be entitled to compensation or reimbursement of costs in connection with their submission of a response to this RFO.

***E. Further Efforts***

The RFO Review Panel may request that Respondents clarify their submissions and/or submit additional information pertaining to their submissions; the RFO Review Panel may request best and final submissions from any Respondent and/or request an oral presentation from any Respondent.

***F. Restricted Communications***

Upon release of this RFO, potential Respondents shall not communicate with the Review Panel or any District staff about the RFO or issues related to the RFO except as authorized in this RFO or in public meetings called in connection with this RFO.

***G. Confidentiality***

Submissions and all other information submitted in response to this RFO 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. An example of an exemption category is "trade secrets and commercial or financial information obtained from outside the government, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained." If a Respondent provides information that it believes is exempt from mandatory disclosure under FOIA ("exempt information"), the Respondent shall include the following legend on the title page of the submission:

**THIS PROPOSAL CONTAINS INFORMATION THAT IS EXEMPT FROM  
MANDATORY DISCLOSURE UNDER THE DISTRICT'S FREEDOM OF  
INFORMATION ACT**

In addition, on each page that contains information that the Respondent believes is exempt from mandatory disclosure under FOIA, the Respondent 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, the Respondent shall also specify the exempt information and shall state the exemption category within which it believes the information falls. The District will generally endeavor not to disclose information which in the opinion of the District is exempt from disclosure. The District may, in its discretion, contact the Respondent to provide notice that their submission materials have been requested and

provide the Respondent with the opportunity to further identify exempt information. The District will independently determine whether any information, whether designated by the Respondent or not, is exempt from mandatory disclosure. The District has the ultimate decision as to whether information is exempt from disclosure. Moreover, exempt information may be disclosed by the District, at its discretion, unless otherwise prohibited by law, and the District shall have no liability related to such disclosure.

#### ***H. Non-Liability***

By participating in the RFO process, the Respondent agrees to hold the District, its officers, employees, agents, representatives, and consultants harmless from all claims, liabilities, and costs related to all aspects of this RFO.

#### ***I. Questions***

Any questions regarding this RFO should be submitted via e-mail to Althea O. Holford at [althea.holford@dc.gov](mailto:althea.holford@dc.gov). To ensure questions are received and properly processed, all emails should be sent with the subject line: *Re: DC Reuse June RFO-2012*. Respondents shall not direct questions to any other person affiliated directly or indirectly with the District. Responses to Respondent questions will be compiled and posted to DGS' website at: <http://DGS.dc.gov>. All questions are to be received no later than Friday August 17, 2012. Responses to questions received will be posted no later than the close of business Wednesday August 22, 2012.

## **X. APPENDIX**

Appendices A- D

Reuse Sites - Include (as available):

- Summary of public hearings
- Aerial photo, site summary and neighborhood context
- Floor plans
- Area Plan