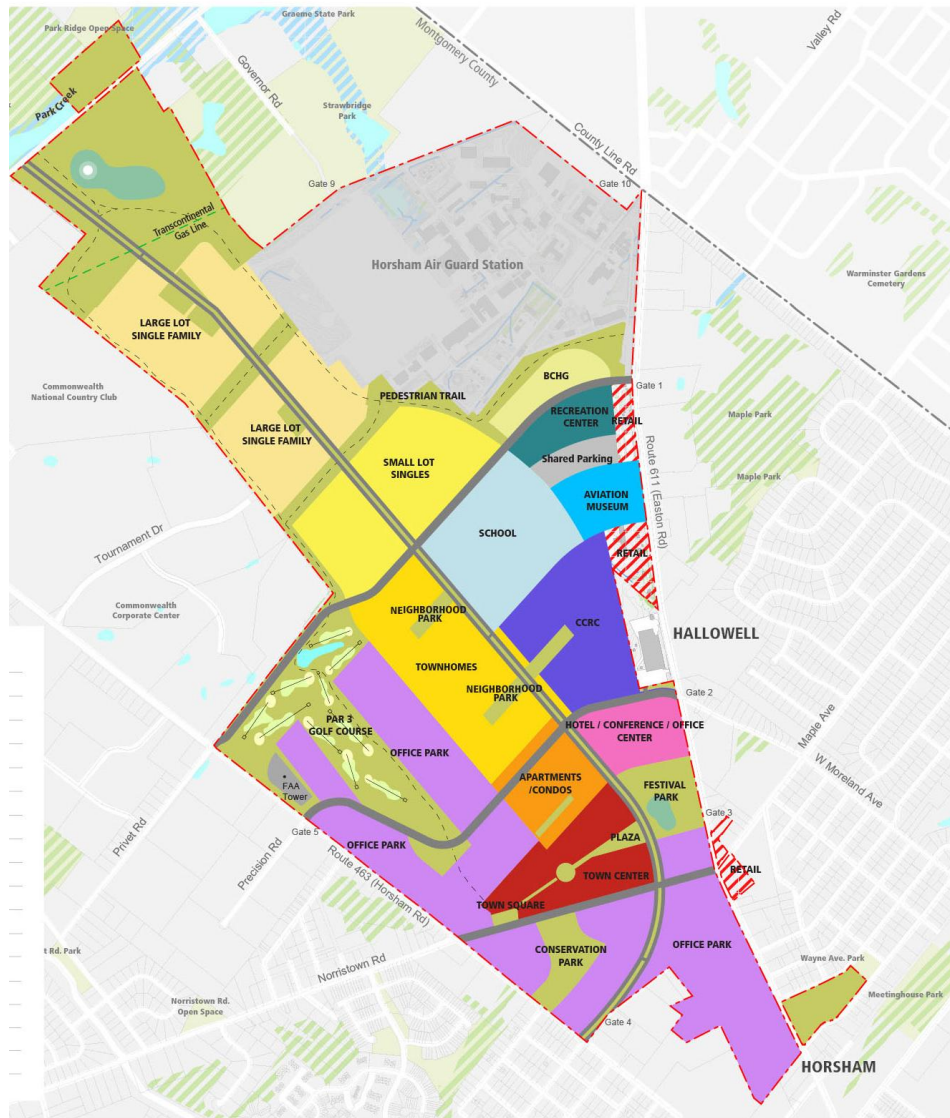

Request for Qualifications (RFQ) for Master Developer Services Former Naval Air Station-Joint Reserves Base Willow Grove (NAS-JRB)



Issuance Date:
January 24, 2014

RFQ Submission Date:
March 31, 2104

For More Information:
www.hlra.org



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1. INTRODUCTION

The Horsham Land Redevelopment Authority (HLRA), seeks Statements of Qualifications (“SOQs”) from qualified real estate development teams (“Respondents”) to respond to this Request for Qualifications (“RFQ”) for the disposition and development of approximately 862 acres (“Site”) located on the property formerly known as the Naval Air Station – Joint Reserve Base (NAS-JRB) Willow Grove, PA upon the HLRA’s acquisition of the Site from the United States Government.

The HLRA invites qualified “Master Developers” to respond to this RFQ for professional services related to the redevelopment of the Site in Horsham Township, Montgomery County, PA, through new construction. Through this RFQ, the HLRA is seeking to prequalify a limited number of Respondents (“Prequalified Respondents”) who will be invited to participate in a subsequent Request for Proposals (“RFP”) process that is expected to commence in the second quarter of the 2014 calendar year.

A comprehensive and thorough Redevelopment Planning process for the former Naval Air Station – Joint Reserve Base Willow Grove property created a vision that considered the input and concerns of the community, the characteristics of the local and regional real estate market, and the development potential for the Site. The vision that emerged from this extensive Redevelopment Planning process was an active, synergistic mix of uses that is integrated with the community, is economically self-sustaining, creates new employment opportunities for Horsham Township and the surrounding communities, provides for a town center and expands the open space for one of the nation’s best small town communities.

The HLRA, the Department of Defense (DOD) recognized Local Redevelopment Authority (“LRA”), commissioned a comprehensive planning effort to prepare a Redevelopment Plan for the NAS-JRB Willow Grove base in January, 2011. The “Redevelopment Plan” as used herein refers to a series of documents including the NAS-JRB Willow Grove Redevelopment Plan and the NAS-JRB Willow Grove Homeless Assistance Submission, which were submitted by the HLRA to the U.S. Navy and the U.S. Department of Housing and Urban Development (“HUD”).



Images above illustrate the vision for the redeveloped Site as depicted in the NAS-JRB Willow Grove Redevelopment Plan.

The Redevelopment Plan addresses the goals of the community and development opportunities on the Site. The Redevelopment Plan was drafted under the direction of the Horsham Township Authority for NAS-JRB Willow Grove, which recommended the establishment of an implementation LRA. The Horsham Land Redevelopment Authority (HLRA) was established in June 2012 by Horsham Township Resolution 2012-2 for the purpose of implementing the Redevelopment Plan. The HLRA was recognized by DOD in August 2012 as the LRA responsible for implementing the Redevelopment Plan.

The HLRA will proceed with the selection of a Master Developer for the Site to implement the Redevelopment Plan including, but not limited to, professional services related to the implementation of the Redevelopment Plan. The goal of the HLRA is to acquire the Site from the US Government via an Economic Development Conveyance (EDC) and then transfer control of the Site to the selected Master Developer for development in accordance with the Redevelopment Plan.

The following are key documents that should be reviewed by all interested respondents:

- [Redevelopment Plan](#) - The Redevelopment Plan can be assessed by visiting the HLRA website link above.
- [NAS-JRB Admin Records](#) - The Navy BRAC PMO East office has placed copies of documents that comprise its Administrative Record on deposit with the Horsham Township Library.
- [Environmental Impact Statement](#) – The Navy EIS documents can be assessed by visiting the Willow Grove EIS website link above.

The HLRA proposes the following timetable as shown below for the selection of the Master Developer. However, the activities and timetable represented here is only a guide and are subject to change under the HLRA’s sole discretion and without prior notice.

Tentative Selection Process Timeline

- | | |
|---|-----------|
| • Issuance of RFQ for the Redevelopment of the Site | 1/24/2104 |
| • Pre-response Conference and Site Visit (1:00PM) | 3/11/2014 |
| • Deadline for Questions | 3/21/2014 |
| • SOQ Submission Deadline (Due by 3:00 PM) | 3/31/2014 |
| • Announcement of Prequalified Respondents | 4/16/2014 |
| • Release of RFP to Prequalified Respondents | 4/17/2014 |
| • Schedule Additional Site Visits upon Request | T/B/D |
| • Deadline for Questions | 5/30/2014 |
| • Proposal Submission Deadline (Due by 3:00 PM) | 6/13/2014 |
| • HLRA Presentations by Prequalified Respondents | T/B/D |
| • Begin Negotiations with Top Selected Master Developer Candidate | T/B/D |

The HLRA is using this RFQ process as a means of identifying interested and qualified Master Developer. It is the intent of the HLRA to develop a shortlist of RFQ respondents to whom a subsequent Request for Proposals (RFP) will be issued. Only those firms short-listed from the RFQ process will be permitted to propose in response to the RFP. The RFP process will include submission of detailed proposals to the HLRA, questions from the HLRA to the developers relating to their proposals, developer responses, and face-to-face interviews resulting in the HLRA identifying a preferred developer. It is the HLRA’s intention to enter into exclusive negotiations with the preferred developer resulting in an Exclusive Negotiation Agreement (ENA). If a mutually satisfactory Master Developer Agreement cannot be reached with the preferred developer, HLRA may elect to enter into negotiations with the other respondents as determined by the HLRA or otherwise terminate or restart this procurement process.

There will be a Pre-response Conference and Site Visit held at the site on Tuesday, March 11, 2014 at 1:00 p.m. The conference will start at the Horsham Township Community Center located at 1025 Horsham Road, Horsham, PA 19044. Please register for the conference by contacting Colleen Wilson at: cwilson@horsham.org.

Note that while attendance at the Pre-response Conference and Site Visit is not a condition for offering qualifications, all interested developers are strongly encouraged to attend.

2. DEVELOPMENT OPPORTUNITY

A. PROJECT DESCRIPTION

The purpose of this RFQ is to initiate the process to solicit and select a Master Developer capable of providing professional services and comprehensive redevelopment of the Site. The resulting development should be a vibrant, mixed-use community that is financially self-sustaining. As used in this RFQ, the term “Master Developer” indicates a development entity or team with the capacity and demonstrated experience to acquire the Site from the HLRA and successfully handle all aspects of the development process including planning, design, structuring of financing, permitting, construction, sales and leasing, and ongoing management.

The HLRA intends to select a Master Developer with a demonstrated record of accomplishment developing the desired land uses identified in the Redevelopment Plan. The Master Developer must assemble resources and a team that can provide creative and professional advice and implementation on issues related to design, secure permits, finance, constructs and market a mixed-use development that is substantially compatible with the Redevelopment Plan. The Master Developer must understand the development process in Horsham Township and the unique aspects of redeveloping a former military facility.

B. PROJECT GOALS

The HLRA has developed the following goals for the Site:

Create a sense of place and community — Establish a redevelopment strategy that integrates the Site with the local community including creation of a town center for Horsham Township, and provides public benefits for the surrounding community.

Secure viable sources of water and wastewater services to support development — Construct new water and wastewater infrastructure providing services (including potable water tank) since the Navy’s former utility systems are no longer operational and/or available.

Provide for improved transportation management — Improved transportation management, technology and signal coordination should be used to manage circulation and flows along major corridors and/or through the former base.

Create new jobs and enhance the Regions Tax Revenue — Employment generating uses should be integrated into a larger, mixed use development plan. All employment generating uses should be sensitive to the impacts of traffic congestion and traffic flow around and through the base property and attempt to minimize these impacts. Loss of federally funded Impact Aid to the local school district must be off-set with new development generating tax revenues.

Incorporate the latest green and sustainable design principles — The new buildings, structures and utilities should utilize (where appropriate) designs using LEED certifications, low impact design, complete streets and energy efficiency/renewable energy strategies to address environmental issues, maximizes market viability, minimizes site vacancy, and competitively attracts qualified and quality development partners.

3. GENERAL SITE DESCRIPTION

The former NAS-JRB Willow Grove is located in the suburban Philadelphia region, approximately 20 miles north of the city proper, in Montgomery County near the Bucks County border, in Pennsylvania. The images below (Figures 1 and 2) show the location of and an aerial view of the Site.

Figure 1 - General Site Location

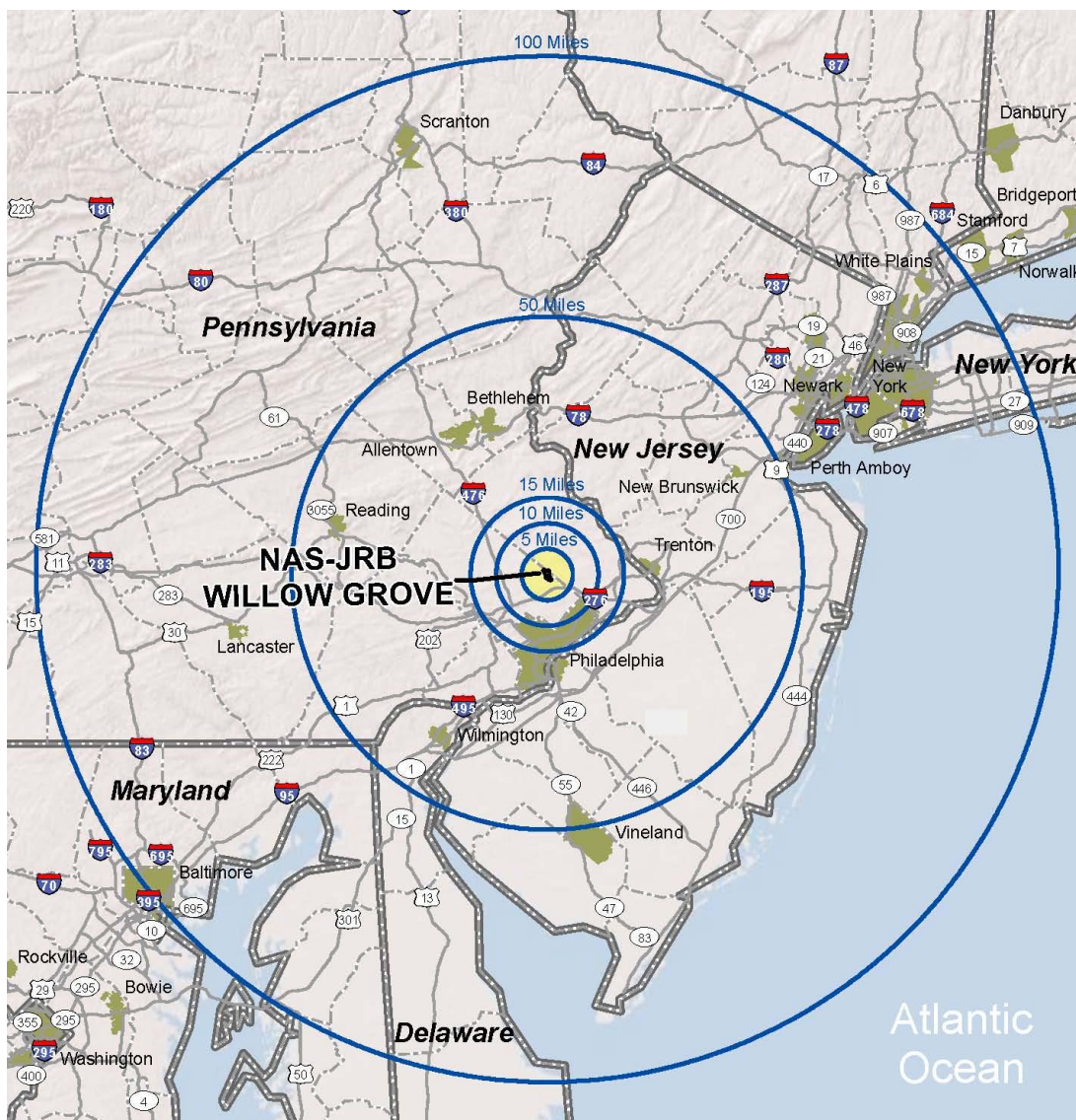
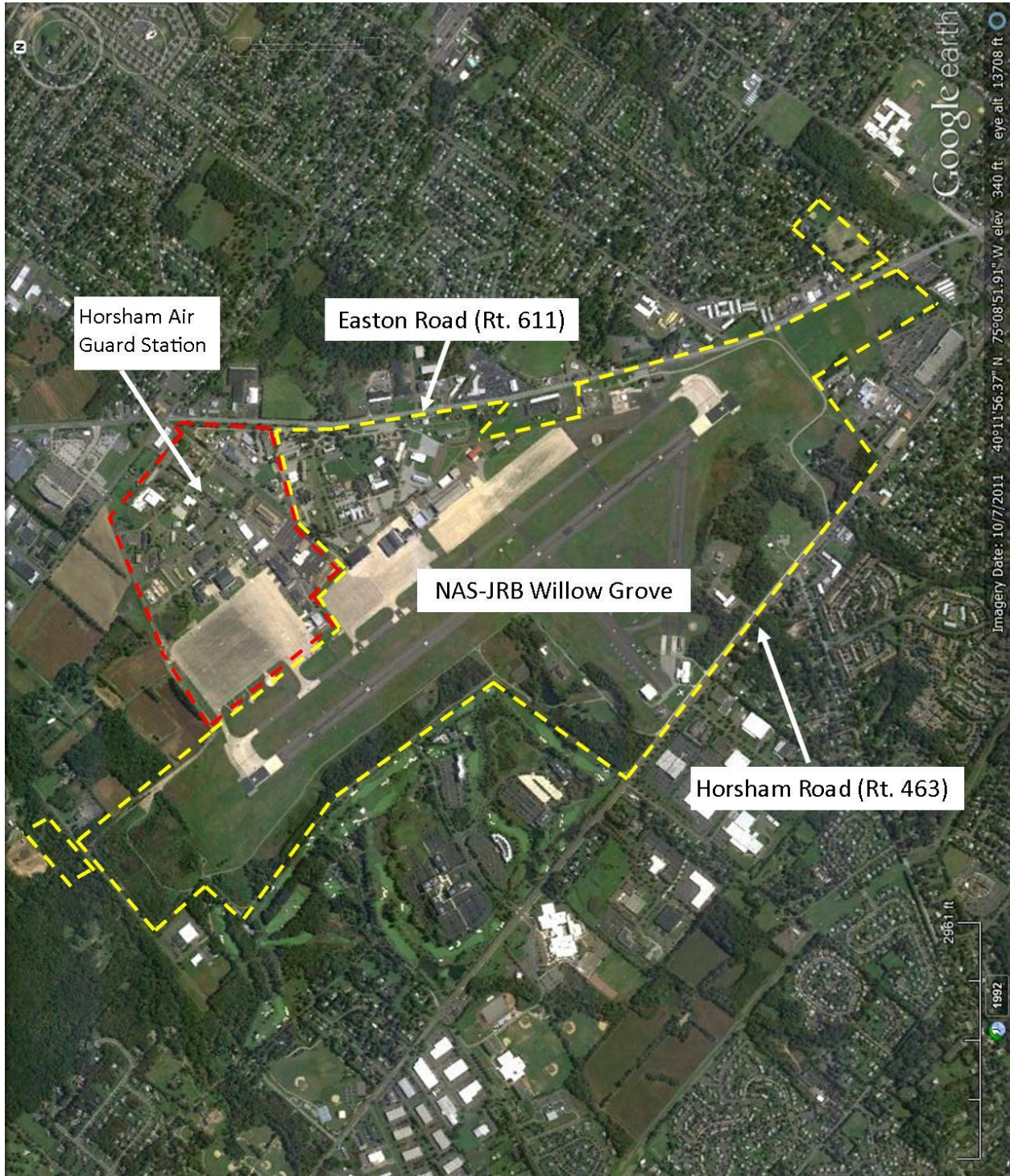


Figure 2 - Aerial Photograph of Site



4. REDEVELOPMENT PLAN SUMMARY

A. OVERVIEW

The NAS-JRB Willow Grove Redevelopment Plan (Figure 3 – Option F, Final Preferred Land Use Plan) represents a culmination of months of research and input from the HLRA Board and Horsham community. The resulting plan seeks a balance of land uses that capitalize on the region's strengths, as well as the needs and wants of the community.

Horsham Township has been recognized by national publications as one of the Best Places to Live in America. CNN Money magazine named Horsham Township as the 34th Best Places to Live in America for 2013. The HLRA seeks a Master Developer that will build on this foundation to create an even more dynamic community balancing work-place, residential and recreational opportunities for the near and long term.

The Redevelopment Plan is focused on the creation of job generating uses through a variety of mixed uses including office parks, a hotel/conference center, low and moderate density residential areas and a Town Center. Possible amenities in the Town Center could include a movie theater, bowling alley, ice skating rink and other retail and restaurant options to serve the Horsham community. The Redevelopment Plan also provides for a school and recreation area, a historical aviation museum, and parks and open space.

Figure 3 – Option F, Final Preferred Land Use Plan

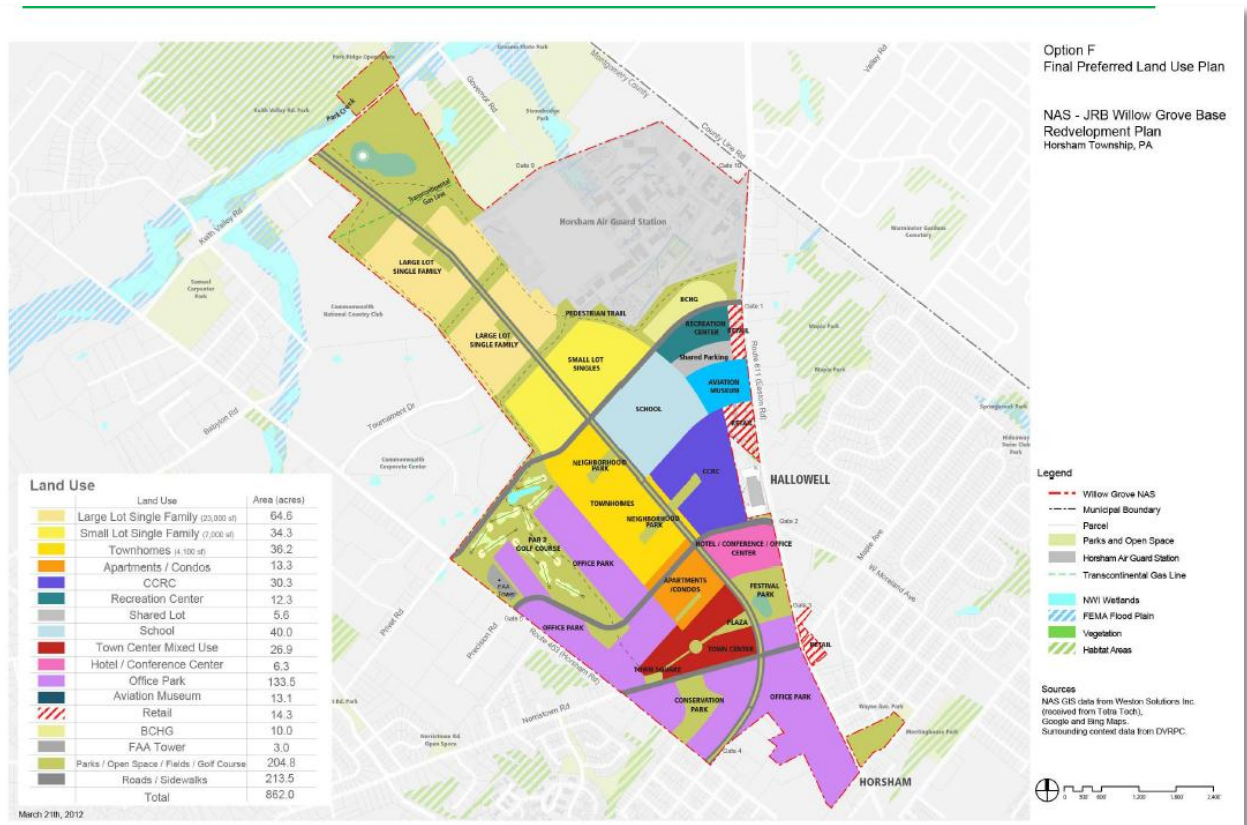


Table 1 below shows allocation of acreage and/or units/building square foot.

**Table 1 - Final Preferred Land Use Plan - Option F
Land Use and Building Program**

Land Use	Acres	Units/Building Square Feet
RESIDENTIAL		UNITS
Large Lot Single Family	64.6	90
Small Lot Single Family	34.3	250
Townhomes	36.2	350
Apartments/Condos	13.3	300
Town Center Apartment/Condos	7.9	100
CCRC Independent Living	19.4	141
CCRC Assisted Living/Nursing	8.0	185
Total Residential	183.7	1,416
COMMERCIAL		SQUARE FEET
CCRC Med Office/Amenities	3.0	25,000
Hotel/Conference	6.3	137,000
Town Center Retail/Service/Restaurants	11.0	239,580
Town Center Office	3.0	65,340
Movies/Entertainment	5.0	54,450
Office Park	133.5	1,163,052
Retail	14.3	200,200
Total Commercial	176.1	1,884,622
OTHER USES		SQUARE FEET
Regional Recreation Center	12.3	100,000
Housing for Homeless	10.0	70 (Units)
School	40.0	152,727
Aviation Museum	13.1	200,000
Shared Lot	5.6	--
FAA Tower	3.0	--
Park/Open Space	204.8	--
Roads, Sidewalks, Paths, Etc.	215.5	--
Total Other Uses	502.3	452,727
TOTAL	862.0	1,486 Res. Units/ 1.9 Million Com. SF/ 452,727 Other SF

Source: HLRA and RKG Associates, Inc., 2011

B. REDEVELOPMENT PLANNING PROCESS

The Redevelopment Plan identifies a mixed use plan which is comprised of 100% new construction (due in part by the age and functionality of the existing buildings and structures and the Navy's decision to transfer the water supply wells to the U.S. Air Force and to demolish the on-site sewage treatment plant).

To complete the Redevelopment Plan, the HLRA acting as the LRA, conducted the following activities:

- Identified community goals and objectives;
- Developed Redevelopment Planning concepts based on existing conditions and market and economic conditions of the surrounding communities and the region;
- Evaluated Notices of Interest ("NOI") applicant submissions and recommended Homeless Assistance Providers ("HAP") and Public Benefit Conveyance ("PBC") organizations; and
- Selected and refined the preferred plan to recommend densities, land use types, building realignment, infrastructure, landscape, open space, and phasing strategy.

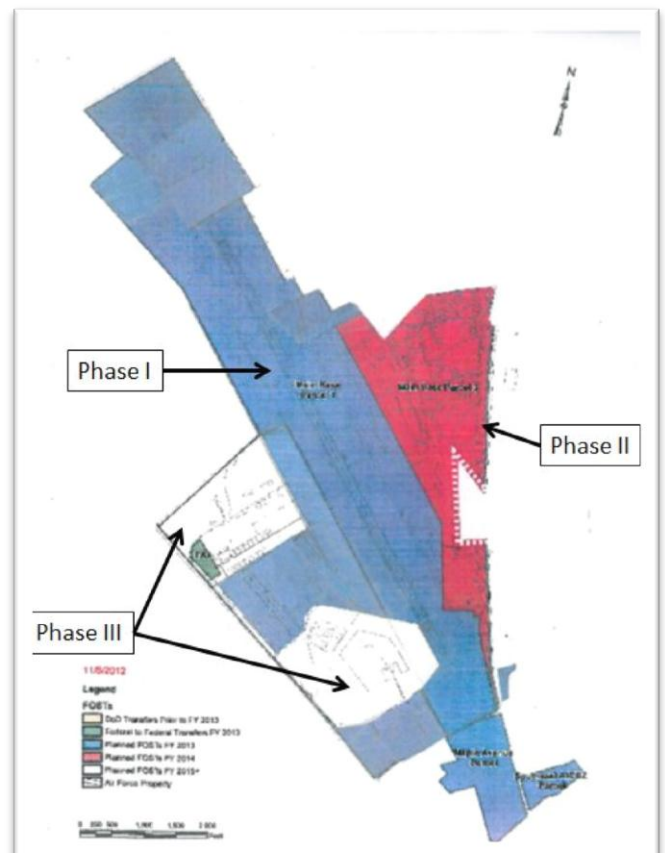
The Final Preferred Land Use Plan graphic (Figure 3 - Option F) shows the various elements identified in the Redevelopment Plan including new development, new roads, a town center and open space. As delineated in the Redevelopment Plan, the proposed development program provides a mix of uses within the Site in order to create a place that is "activated" by a mix of quality open spaces and retail, residential uses with diverse housing options, commercial office and/or institutional space, continuing care/retirement community, cultural and community uses.

Figure 4 – Finding of Suitability to Transfer (FOST)

C. DISPOSITION OF THE SITE

The Master Developer will enter into an Exclusive Rights/Negotiation Agreement with the HLRA until EDC terms with the Navy are finalized and can be incorporated into a Land Disposition Agreement ("LDA"). Actual property transfer from the United States to the HLRA also requires a final Record of Decision (ROD) relating to the Environmental Impact Statement under the provisions of the National Environmental Policy Act (NEPA). The Navy has informally advised the HLRA that they plan to issue Finding of Suitability to Transfer (FOST) (Figure 4) documents in three phases.

The area shown in Phase 1 FOST is expected to be available for transfer to the HLRA following successful negotiations between the Navy and the HLRA on the EDC conveyance and, separately, the issuance of the Record of Decision relating to the National Environmental Policy Act (Environmental Impact Statement). Transfer of the Phase II FOST area is dependent on the Navy's successful completion of a radiological survey (planned for 2014). Exact date is yet to be determined. No date



has been projected by the Navy for transfer of the Phase III FOST area. Simultaneously with the HLRA's acquisition of portions of the Site from the Navy, the HLRA intends to transfer such portions to the Master Developer.

The phasing of the redevelopment will depend on many factors, all related in some way to the regional and national economic situation. The HLRA fully understands the importance of maintaining flexibility in the phasing program in order to capitalize on market demand and other opportunities as they arise.

5. PROPERTY TRANSFER PROCESS

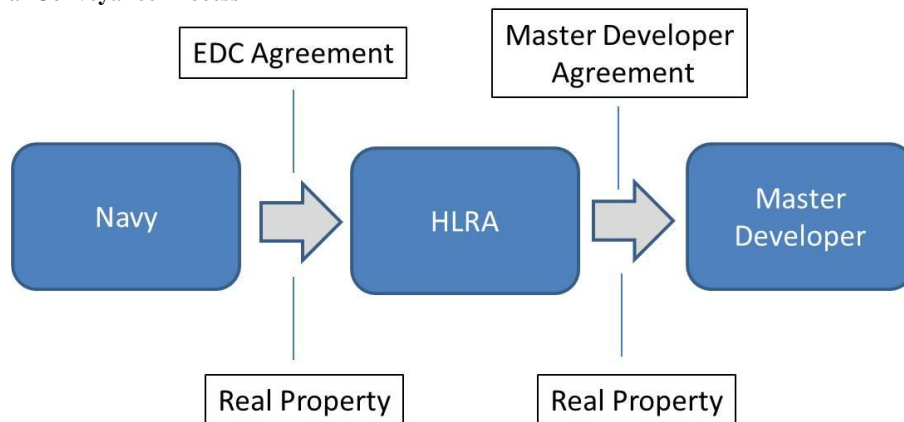
A. PROPERTY TRANSFER UNDER BRAC

Primarily two statutes govern the disposal of base closure property: the Federal Property and Administrative Services Act of 1949 as amended ("Federal Property Act"), and the Base Closure Law which added the option of an Economic Development Conveyance ("EDC"). These statutes provide a method to dispose of surplus federal property to non-federal recipients.

The "Base Closure Law" (Defense Base Closure and Realignment Act of 1990, as amended (10 U.S.C. §2687 note)) allows several methods of property transfer for former military bases. Federal regulations cite that the Secretary of Defense may transfer real property and personal property to a Local Redevelopment Agency (or "LRA") for purposes of job creation on the subject installation. Such a transfer is identified as an 'economic development conveyance (EDC)'. An LRA is the only entity able to receive property under an EDC. The HLRA has been recognized as the LRA for the redevelopment of the former NAS-JRB Willow Grove.

The Federal Conveyance Process (Figure 5) illustrates the conveyance process of the property from the Navy to the HLRA acting as the LRA, and the development agreement between the HLRA and the Master Developer.

Figure 5 – Federal Conveyance Process



The HLRA plans to acquire the Site through an EDC. An EDC is made to a local redevelopment authority for purposes of generating new employment. An EDC permits the Navy to convey the property to the LRA for consideration at or below market value. The law also provides flexibility regarding the form of consideration.

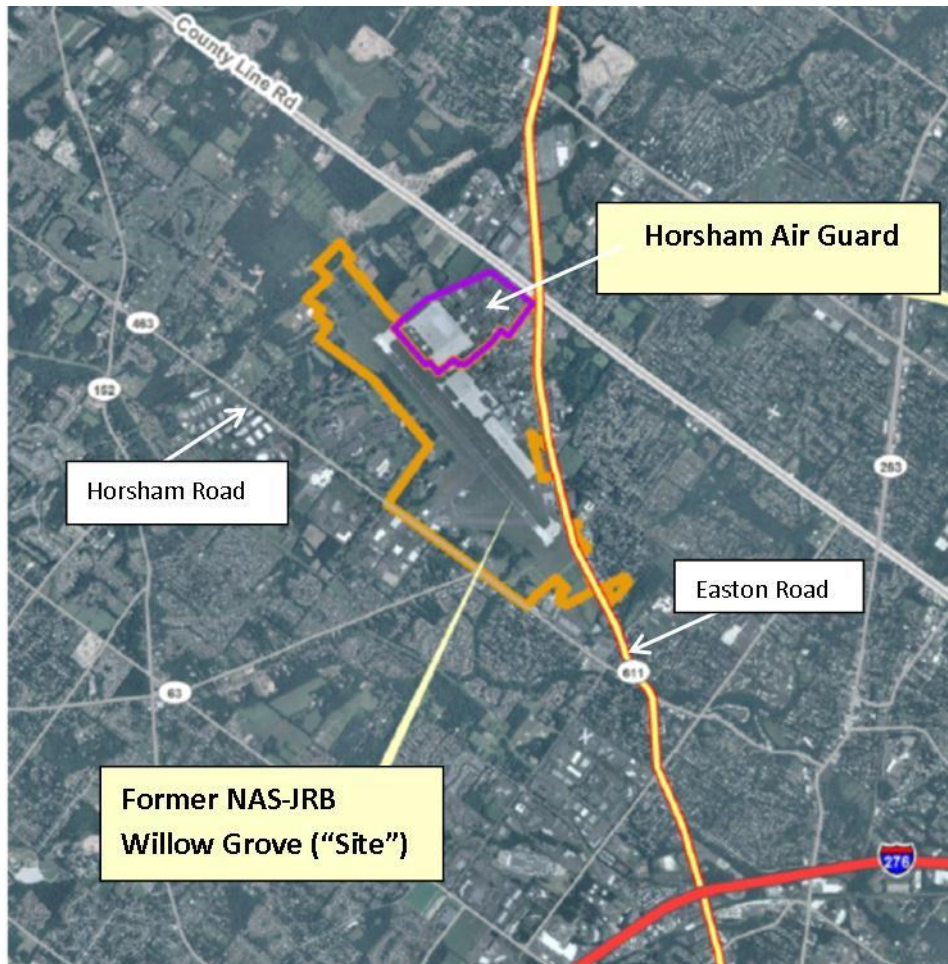
The Navy has removed all personal property from the base. The EDC conveyance will consist of real property only.

6. DETAILED DESCRIPTION OF THE SITE

A. SITE DESCRIPTION

Roughly rectangular in shape, NAS-JRB Willow Grove (Figure 6) is bordered by Route 611 (Easton Road) on the east and south, Horsham Road on the west and south, and Keith Valley Road to the north. The surplus property available at NAS-JRB Willow Grove encompasses approximately 862 acres and includes both improved and unimproved land. Most of NAS-JRB Willow Grove is bounded by a chain-link fence topped by barbed wire. The primary base entrance was located along the eastern edge of the property and is accessed by way of Pennsylvania State Route 611. Route 611 is a primary four-lane traffic artery dominated by commercial and light industrial buildings near the project area. The former NAS-JRB Willow Grove facility primarily consists of buildings and structures associated with its former use as a military airfield (a use which has been discontinued and will not be included in the redevelopment).

Figure 6 – NAS-JRB Willow Grove



Immediately adjacent to and north of the Site is the Horsham Air Guard Station, a military enclave dedicated to training and other operational functions of the Pennsylvania Air National Guard. The Horsham Air Guard Station is not part of the Navy’s surplus property and will remain in operation. There are no flight operations at the Horsham Air Guard Station.

B. SURROUNDING AREA

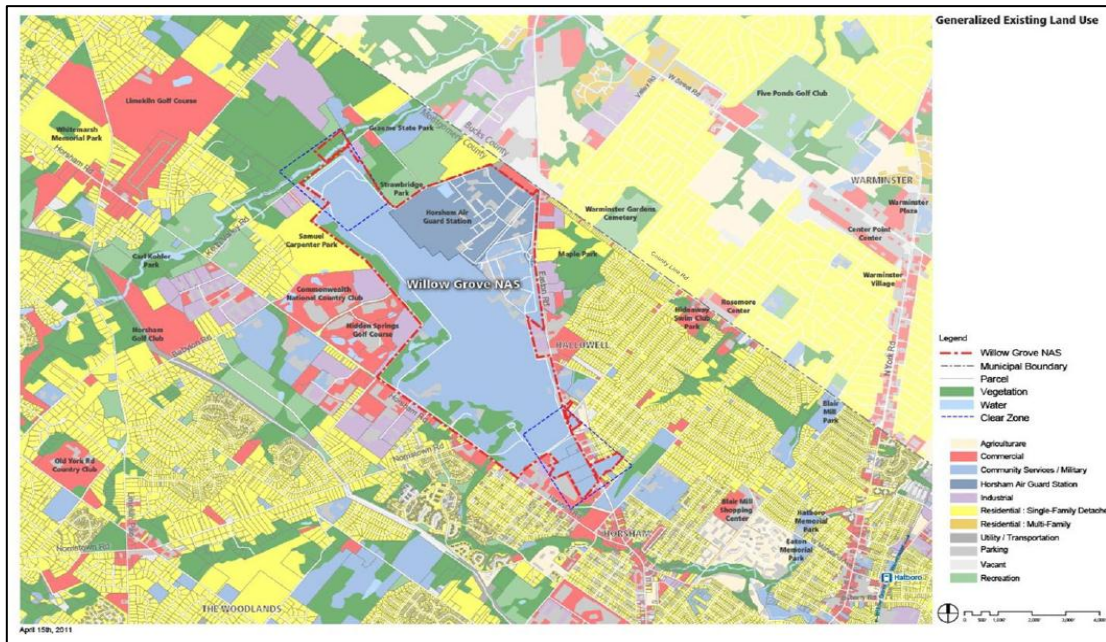
The private land uses surrounding the base are generally characterized by a variety of uses (Figure 7 – Generalized Existing Land Use).

Commercial uses are predominant along Horsham Road (Route 463) and Easton Road (Route 611). Examples of retail and commercial establishments along these corridors include convenience stores, moving and truck rental facilities, and sandwich shops and restaurants, among others. There is a minimal amount of residential development immediately abutting the Site. However, just behind the main roads there are several established, single family neighborhoods, as well as park land and other uses (Map 4-1). The complete list of existing land uses in the surrounding area includes: institutional, public education, light industrial, commercial, corporate office, residential (single family detached and multi-family), recreation and golf courses and parkland.

Immediately to the upper-west of the NAS-JRB Willow Grove property is a corporate office park known as Commonwealth Corporate Center. This business park shares its site with Commonwealth National Country Club. The Hatboro-Horsham High School and other office and retail uses are located across Horsham Road. To the north of the Site the major land uses include local and state parkland, undeveloped land parcels zoned for residential and business park, the Warrington Crossing Shopping Plaza, the Horsham sewer plant and smaller areas of residential, office and light industrial uses. On the northeast edge of the property is the Horsham Air Guard Station, which is a military enclave that will remain in operation.

Along Easton Road, Maple Avenue, and a portion of Horsham Road (to Norristown Road), the predominant land uses are commercial, including offices, retail and vacant land within and associated with the airport clear zone. The highest concentrations of residential, both in multi-family and single family, are found to the south and southeast in the nearby town of Upper Moreland. The land area located within the airport clear zones (which were associated with the Navy's military airfield operations) are controlled by a restrictive development easement that was obtained by the Navy. Horsham Township removed a restrictive overlay zoning district (Airport Crash and Noise Overlay District) in 2013.

Figure 7 – Generalized Existing Land Use

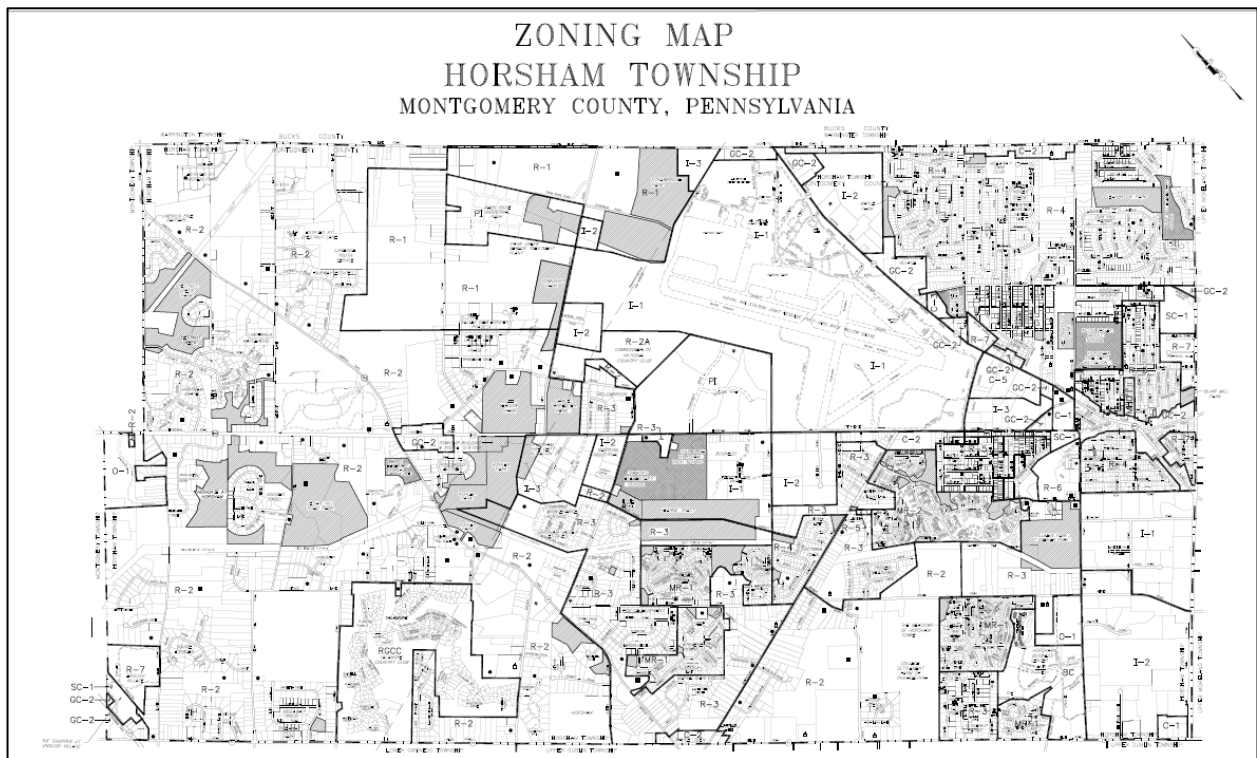


C. CURRENT ZONING CLASSIFICATIONS

The current zoning classification for the surplus property at the former NAS-JRB Willow Grove is I-1 Industrial. It is anticipated that Horsham Township will modify/change the zoning of the property to closely match the preferred Redevelopment Plan at a later date. Horsham Township is a home rule charter municipality in the Commonwealth of Pennsylvania. All zoning and land development entitlements are under the purview of the Horsham Township Council. Horsham Township Council has, and continues to support the vision as described in the Redevelopment Plan.

The majority of the land immediately adjacent to the Site is zoned light industrial and commercial. However, the northwest area adjacent the Site is zoned residential (Figure 8 – Zoning Map). There is also a portion of residentially- zoned land surrounding part of the northern portion of the Site. In keeping with the context of the area, the preferred land use plan incorporates residential uses in the northern portion of the Site.

Figure 8 – Zoning Map



D. HISTORIC PRESERVATION AND CULTURAL RESOURCES

As part of the BRAC process, the Navy has completed an architectural assessment of the existing buildings and structures at NAS-JRB Willow Grove and a sub-surface archaeological survey of the Site.

In 2011, the Navy proposed to the Commonwealth of Pennsylvania’s Historical & Museum Commission that the main base at NAS-JRB Willow Grove contained no individually National Register-eligible architectural resources nor does the assembly or any portion of resources on the main base constitute an eligible historic district. In October 2011, the Commonwealth of Pennsylvania’s Historical and Museum Commission concurred with the Navy’s determination.

In August 2012, the Navy completed a Phase 1 Archaeological Survey of the NAS-JRB Willow Grove Main Base.

Details on these assessments and survey is contained in the Navy's Draft Environmental Impact Statement (available at <http://www.willowgroveeis.com/EISDocuments.aspx>)

E. UTILITIES

As part of the BRAC process, the Navy removed all personal property from all buildings and placed the buildings and utility systems in a BRAC Maintenance Service Level III layaway status ("Cold Iron" – all utilities disconnected and properly terminated). In addition, the Navy transferred to the U.S. Air Force, the real estate on which the water supply wells, the sewage treatment plant and the central boiler plant were located. The on-site sewage treatment plant was demolished.

A key sustainability goal of the Redevelopment Plan is to create a flexible and innovative infrastructure that can easily evolve with technology and market demands, and is scalable and adaptable in the future. The HLRA believes that none of the current utility systems installed and operated by the Navy are suitable for reuse in the Redevelopment of the Site due to their age, current conditions and lack of compliance with applicable codes.

F. ENVIRONMENTAL CONDITIONS

There is considerable amount of information available concerning the Navy's past operational practices which have impacted the environment at the Site and the Navy's continuing environmental remediation program.

The entire base was listed on the National Priorities List (NPL or "Superfund") in September, 1995 (USEPA ID #PAD987277837). The Navy's response to known or threatened releases of hazardous substances, pollutants, or contaminants is managed by the Navy's Installation Restoration (IR) program. Current IR program status at NAS-JRB Willow Grove is detailed in annual "Site Management Plans" which are available in the Navy's Administrative Record (maintained at the Horsham Township Library and accessible at <http://www.horshamlibrary.org/WillowGroveNASAdminRecord.html>).

Pursuant to the Comprehensive Environmental Response, Compensation and Liability Act 42 U.S.C. §9620(h)) and Section 330 of the FY93 National Defense Authorization Act (Public Law No. 102-484, as amended), the Navy will retain certain obligations relating to any environmental contamination remaining on the property after conveyance to the HLRA.

F. REUSE OF EXISTING FACILITIES/DEMOLITION

A detailed evaluation by prior consultants has determined that there is no likely scenario where existing buildings and structures will be re-used in the redevelopment. It is anticipated that all current buildings and structures will be demolished by Master Developer. Use of reclaimed and re-purposed materials from the demolition is highly encouraged.

7. MASTER DEVELOPER RESPONSIBILITIES

The responsibilities of the Master Developer will be defined and detailed in a Land Disposition Agreement (LDA) negotiated between the HLRA and the selected Master Developer. An overview of the anticipated responsibilities of the Master Developer is described below and includes, but is not limited to:

- **Property Acquisition:** The Master Developer will be expected to coordinate with the HLRA for the acquisition of the property from the United States (Navy).
- **Master Plan:** The Master Developer will be responsible for conducting market and financial feasibility research and analysis, designing and implementing a master plan that exemplifies the overarching vision of the Redevelopment Plan and accomplishes the community and sustainability goals for the Site.
- **Design:** The Master Developer will define specific design standards and schemes based on the design guidelines provided by the HLRA.
- **Proposed Amendments to Horsham Township Regulations:** The Master Developer will propose amendments (acceptable to the HLRA and Horsham Township) to the Horsham Township Subdivision and Land Development Ordinance and Zoning Ordinances related to the redevelopment of the former base consistent with the NAS-JRB Willow Grove Redevelopment Plan.
- **Development Approvals:** The Master Developer is responsible for procuring all regulatory approvals, environmental documentation, land development approvals, building permits and other approvals and permits necessary for the redevelopment of the Site.
- **Financing:** The Master Developer is responsible for devising a financing structure and obtaining the financing for the development. The Master Developer will be responsible for financing the entire cost of its project, including predevelopment costs, such as design, engineering, legal, environmental and other professional expenses, and entitlements, and development costs such as demolition, infrastructure, off-site improvements, utilities and construction.
- **Construction:** The Master Developer will be responsible for the construction and coordination of all necessary off-site and selected on-site improvements including streetscapes, parks, utilities and roads, building cores and shells, tenant improvements, fixtures and equipment, and on-site landscaping. The Master Developer will be required to comply with all applicable local, state and federal regulations. The Master Developer will also be responsible for packaging selected land parcels and/or buildings in the event of development by third party developers or builders.
- **Maintenance and Operation:** The Master Developer will be responsible for the ongoing operation and maintenance of buildings, infrastructure, and grounds at the Site throughout all phases of development.
- **Sustainability:** The Master Developer will develop flexible and innovative infrastructure that responds to the Redevelopment Plan Sustainability Goals and can easily evolve with technology and market demand.

- **NOI Users:** The Master Developer will coordinate development associated with accommodating the approved Homeless Assistance Provider and Public Benefit Conveyance organizations on the Site. These independent users should be incorporated into the overall redevelopment plan for the Site.
- **Development Schedule:** The Master Developer will be responsible for developing detailed schedules for the planning, land development approval, design, financing, construction and maintenance activities. This activity includes the coordination of all agencies, consultants, architects, engineers, contractors and property management functions.
- **Engage the Community:** The Master Developer must commit to working cooperatively with adjacent property owners, neighborhoods and stakeholders. This activity includes working with elected Horsham Township officials and Township staff.
- **Coordinate with the HLRA:** The Master Developer will need to work with the HLRA to implement the Redevelopment Plan.
- **Transportation:** The Master Developer will need to coordinate with PADOT and/or Horsham Township (where applicable) on all new road designs and public space improvements, as well as implementing the recommending transportation improvements plan.
- **Mass Transportation:** The Master Developer and the HLRA will jointly coordinate with the Southeastern Pennsylvania Transportation Authority (SEPTA) concerning expansion of mass transportation facilities to the Site.

8. KNOWLEDGE OF RFQ AND SITE INVESTIGATION

Respondents who submit a SOQ are responsible for becoming fully informed regarding all circumstances, information, laws and any other matters that might in any way affect the Respondent's roles and responsibilities in the project. It is the responsibility of each Responder to assure themselves that information contained herein is accurate and complete. Any failure to become fully knowledgeable of any other matters that might, in any way, affect the project will be at the Respondent's sole risk. The HLRA assumes no responsibility for any assumptions made by Respondents on the basis of information provided in this RFQ or through any other sources.

9. HLRA REQUIREMENTS

A. RESERVATION OF RIGHTS

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

- Cancel, withdraw or modify the RFQ prior to or after the response deadline;
- Modify or issue clarifications to the RFQ prior to the response deadline;
- After review of one or more responses, request submission of additional information from some or all Respondents;
- Waive administrative and/or otherwise immaterial deficiencies in the responses from some or all Respondents;
- Reject any responses it deems incomplete or unresponsive to the RFQ requirements;
- Reject all responses that are submitted under the RFQ;
- Modify the deadline for responses or other actions;

- Reject any responder who does not, at the sole discretion of the HLRA, share the goals and objections of the HLRA or will be unlikely to work with the HLRA or the Township to successfully implement the Redevelopment Plan; and
- Reissue the RFQ, issue a modified RFQ, or issue a new RFQ, whether or not any responses have been received in response to this initial RFQ.

B. CONFLICT OF INTEREST DISCLOSURE

By submission of a SOQ, Respondents shall be deemed to represent and warrant the following to the HLRA:

- a. No person or entity employed by the HLRA or otherwise involved in preparing this RFQ on behalf of the HLRA: (i) has provided any information to Respondents that was not also available to all entities responding to the RFQ; (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 RFQ; or (iv) will benefit financially if Respondents are selected in response to the RFQ; and
- b. Respondents have not offered or given to any HLRA officer or employee any gratuity or anything of value intended to obtain favorable treatment under the RFQ or any other solicitation or other contract, and Respondents have not taken any action to induce any HLRA officer or employee to violate the rules of ethics governing the HLRA and its employees. Respondents have not and shall not offer, give, or agree to give anything of value either to the HLRA or any of its employees, agents, job shoppers, consultants, managers, or other person or firm representing the HLRA, 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 RFQ. As used herein, “anything of value” shall include but not be limited to any (a) favors, such as meals, entertainment, and transportation (other than that contemplated by this RFQ, if any, or any other contract with the HLRA) which might tend to obligate a HLRA 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 HLRA contract.

C. ONGOING REPORTING

Respondents shall report to the HLRA 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’s employee, officer, agent, subcontractor, labor official, or other person for any purpose which may be related to the procurement of the RFQ by Respondents, or which may affect performance in response to the RFQ in any way.

D. MISCELLANEOUS PROVISIONS

The Master Developer may be required to execute documents including non-collusion affidavits, Workman’s Compensation Act affidavits, Evidence of Insurance, Equal Opportunity and Non-Discrimination Clause certifications and other similar documents.

E. OTHER INFORMATION

- Notice of Modifications
HLRA will provide to all firms requesting the RFQ package, any notices or information regarding cancellations, withdrawals, modifications to deadlines, and other modifications to this RFQ
- Change in Respondents' Information
If after Respondent has submitted a SOQ, information provided in that SOQ changes, Respondents must immediately notify HLRA in writing and provide updated information. HLRA reserves the right to evaluate the modified response, eliminate Respondents from further consideration, or take other action as the HLRA may deem appropriate. HLRA will require similar notification and approval rights of any change to Respondents' response or Project Team following selection, if any.
- Restricted Communications
Upon release of this RFQ and until final selection, Respondents shall not communicate with HLRA or HLRA staff about the RFQ or issues related to the RFQ except as permitted under this RFQ.
- Selection Non-Binding
The selection by the HLRA of Prequalified Respondents indicates only the HLRA's intent to permit the Prequalified Respondents to continue with the process outlined herein, and the selection does not constitute a commitment by the HLRA to execute a final agreement or contract with the Prequalified Respondents. Respondents therefore agree and acknowledge that they are barred from claiming to have detrimentally relied on the HLRA for any costs or liabilities incurred as a result of responding to this RFQ.
- Confidentiality
All proposals, documentation and other information submitted in response to this RFQ shall become the property of the HLRA and may be available to the general public as required by applicable law including the Pennsylvania's Act 3 of 2008 (Right to Know Law). The HLRA does not guarantee the confidentiality of submissions.
- Non-Liability
By participating in the RFQ process, each Respondent agrees to hold the HLRA, its officers, employees, agents, representatives, and consultants harmless from all claims, liabilities, and costs related to all aspects of this RFQ.
- Costs of Responding to the RFQ
All costs in responding to this RFQ shall be borne by the Respondent.

10. SELECTION PROCESS & SUBMISSION REQUIREMENTS – RFQ PHASE

A. MASTER DEVELOPER SOLICITATION PROCESS

A three-phase process has been established by the HLRA for soliciting a Master Developer for the Site.

- **Phase I** involves this RFQ. The intent of this phase is to identify candidates who have the proven capacity, track record, and interest to develop the Site. The intent of this first phase is to obtain substantiated evidence of performance capacity and the capability to complete an undertaking of this magnitude, along with verification of prior or present involvement in projects similar to the redevelopment of the Site. Prequalified Respondents will be identified in this phase, and will be invited to respond to a subsequent RFP.
- **Phase II** the RFP phase, will require preparation and submission of detailed project and participant information that will provide sufficient basis for the HLRA to assess the responsiveness to the RFP, adherence to the vision set forth in the Redevelopment Plan, market feasibility, innovative ideas, strength of community benefits, and strength of the financial response (the “Proposal”). Prequalified Respondents who intend to submit Proposals will be required to present their qualifications and redevelopment concepts prior to final selection.
- **Phase III** will involve execution of an Exclusive Negotiation Agreement between the HLRA and the Master Developer with the intent to enter into a Master Developer Agreement upon successful negotiations with the Navy on the EDC conveyance.

The Submission Requirements and Selection Criteria sections of the RFQ only address the RFQ phase and do not address the future RFP requirements. Requirements for the subsequent RFP phase will be made available at the appropriate time to the Prequalified Respondents.

B. SUBMISSION REQUIREMENTS

The SOQ must include the following to be deemed responsive for evaluation in Phase I:

1. Transmittal Letter

The SOQ must include a cover letter transmitting the submission and acknowledging receipt of any and all amendments to the RFQ issued. The letter should be addressed to:

Mr. Michael McGee
Executive Director
Horsham Land Redevelopment Authority
1025 Horsham Road
Horsham, PA 19044

2. Project Team

The Respondent’s Project Team should be introduced and described. The “Project Team” is defined as the lead developer plus any other developers and key team members, such as architects, engineers, contractors, lenders, attorneys, historians, etc. who are critical for consideration by the HLRA. Respondents should provide information that explains the relationship among team members, their respective roles and contributions to the project, and the overall management of the team. The response should clearly identify the point of contact for the Project Team and identify the lead entity responsible for the overall project.

3. Experience and Background

Given the unique nature of the Site redevelopment and its utmost importance to the HLRA, it is essential to fully understand the accomplishments, experience and capabilities of all key members of the Project Team. The following must be included in this order:

- a. Provide a summary of the lead developer's experience in managing large, complex projects that required interaction with a broad range of interested parties from both the public and private sectors.
- b. The following information is required for each key member of the Project Team and respondents are requested to highlight projects in which members of the Project Team have previously collaborated:
 - i. Description of experience within the most recent ten-year period related to major mixed-use redevelopment projects that are similar in scope to redevelopment at NAS-JRB Willow Grove.
 - ii. Demonstrated experience in completing projects of the scale and complexity envisioned in the Redevelopment Plan on budget and on schedule.
 - iii. Demonstrated experience with redevelopment of former military and other federally owned properties.
 - iv. Extent of the experience of specific individuals on the Respondent's proposed Project Team in public/private development projects.
 - v. Demonstrated ability to structure public/private development projects to minimize the public partner's capital investment and associated risk, particularly for infrastructure improvements.
 - vi. Resumes of all key Project Team members to be involved in the project are required and should include: education and professional licensing qualifications and relevant experience.
 - vii. Respondents should identify any other relevant organizational, consultant or other available resources that could be committed to the project.

4. Financial Capability

The Respondent must also describe and list in their submission the following information:

- a. The team's ability to arrange financing for large scale redevelopment projects;
- b. Two examples of projects in the last five years similar in scope and scale to his project, with brief descriptions of such projects and their financing structure; as well as
- c. Two financial references.

Respondents may receive a stronger evaluation in the evaluation process depending on the level of detail and commitment relative to the project financing. More financing details will be required as part of the RFP submission.

5. References

The Respondent shall provide references including names and contact information for recent projects accomplished by the Project Team. Information shall be provided identifying project location, scope, development costs, dates of development and other information as appropriate.

C. SHORT LIST EVALUATION AND SELECTION CRITERIA

Each SOQ will be thoroughly evaluated on the basis of Project Team experience and demonstrated ability to manage and complete a project of the scale and complexity envisioned for the Site. The basis upon which Respondents will be measured includes, but is not limited to, the following:

- a. Experience and background of the Project Team with an emphasis on experience in completing successful similar projects;

- b. Understanding and acknowledgement of Master Developer responsibilities as set forth in this RFQ;
- c. Financial capability and level of financial commitment.; and
- d. Completeness of Project Team with regard to the project elements described herein, including, but not limited to, mixed-use development and redevelopment of former military facilities.
- e. Ability to work with the HLRA and Horsham Township on the successful implementation of the Redevelopment Plan.

D. SUBMISSION INSTRUCTIONS

Ten (10) hard copies and one (1) electronic version on CD-ROM in .pdf format, of the SOQ with the envelope marked with the statement of “NAS-JRB Willow Grove Redevelopment Statement of Qualifications” and the name of the Respondent, must be submitted to and received by **3:00 PM on March 31, 2014**.

Responses must be delivered to the following address:

Mr. Michael McGee
Executive Director
Horsham Land Redevelopment Authority
1025 Horsham Road
Horsham, PA 19044

Tel: 215-643-3131

E. QUESTIONS

Potential respondents shall submit questions on this RFQ to Colleen Wilson at cwilson@horsham.org by **March 21, 2014**. Potential Respondents shall not direct questions to any other person within the HLRA. Responses shall be posted on the www.hlra.org website.

F. ADDITIONAL INFORMATION LINKS

HLRA website:

www.hlra.org

Horsham Township:

www.horsham.org

NAS-JRB Willow Grove Redevelopment Plan:

<http://www.hlra.org/nas-jrb-willow-grove/redevelopment-plan.aspx>

Navy Environmental Impact Statement (EIS) Website:

<http://willowgroveeis.com/>

Willow Grove NAS-JRB Admin Record:

<http://www.horshamlibrary.org/WillowGroveNASAdminRecord.html>