

Re: Request for Proposal

Purchase of Turnkey Office Building

To Whom it May Concern,

JLL has been authorized on behalf of the New York State Insurance Fund (“Purchaser”) to submit this Request for Proposal. Our client wishes to own and occupy a new office building in the Albany, New York area.

Please respond as a TRACKED REDLINE to JLL’s form:

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| 1. BUILDING NAME / ADDRESS:
 | TBD |
| 1. DEVELOPER/SELLER:
 | Please specify and describe the Developer/Seller ownership entity, all participants and their percent ownership interests as well as who is in control of the entity (and by means of what agreement or documentation). |
| 1. PROPERTY OWNERSHIP:
 | Please confirm that the Developer/Seller owns the property in fee simple. If the Developer/Seller does not own all or a portion of the property, please specify (i) the current owner, (ii) whether a written agreement has been entered into that gives the Developer/Seller the right to develop the property and (iii) the structure of such agreement with specifics (e.g., ground lease, joint venture, option to purchase, etc.).As a condition to Transaction execution, Developer/Seller shall provide assurance satisfactory to the Purchaser that funding for the construction of the Building is in place or will be in place concurrently with the execution of Transaction documents, which assurance shall include the initial closing of a construction loan and/or commitment of equity from creditworthy sources for the entire estimated cost of construction for the Building and a full completion guaranty for construction of the Building from a creditworthy entity acceptable to the Purchaser. |
| 1. OCCUPIER/PURCHASER:
 | New York State Insurance Fund |
| 1. LOCATION
 | Developer/Seller to provide a building, as described herein, located in the Albany, New York area. |
| 1. PREMISES / MEASUREMENT:
 | Purchaser requires an initial occupancy of ~150,000 square feet and will ultimately occupy a total of 175,000 RSF. Developer will have 150K sf built to finish on day one. 25K sf will be left in a gray box condition upon sale date or detailed to be built site plan described in the proposal. Detailed Space program is attached as Exhibit 2.In your response provide floorplans of each floor of the Building, and a site plan of the property that will be conveyed. If the Building is part of a bigger multi-use or multi-building complex, provide a general description of the size and scope of the broader complex, as well as anticipated delivery schedules for each part of the complex. Indicate whether the Building and/or complex is anticipated to have other uses (i.e. hotel, retail, residential, restaurant), what the relative size of those components would be, where they would be located and an indication of ingress/egress and access routes to the different components. Indicate how Purchaser will occupy initial premises and then occupy expansion premises.Describe all land use/zoning entitlements that are required to develop the Building (and complex if the entitlement of the Building is tied to those for a larger complex), and any additional property acquisitions required (i.e. land and/or air rights). Describe any remaining conditions to obtain or use such land use/zoning entitlements (including a detailed timeline for satisfying such conditions and identification of regulatory agencies having jurisdiction.Please provide 800 parking spaces including 10 electric charging stations.Please provide an overview of the parking facilities including the path of access from the garage or parking areas to the building lobby. Developer/Seller shall confirm that the square footage of the Premises will be measured in accordance with single Purchaser BOMA ANSI BOMA ASNI Z265.1-2017. Developer/Seller agrees to provide certification by the Developer/Seller’s architect of the measurement of the Premises. Prior to closing, Purchaser’s architect shall have the ability to confirm such measurement. |
| 1. BUILDING AND FLOOR DETAILS:
 | Please provide a stacking plan of the floors and the entire envelope of the building(s) together with elevations showing the height of each floor of the Building and including proposed dimensions and finishes of the exterior. Building will be turnkey upon sale with the exception of the IT server environment.Please provide CAD drawings for all floors as well as for the lobby and any lower levels of the Building. |
| 1. PROJECT TIMING / DELIVERY:
 | Please confirm process, timing and schedule for development approval and permits.Developer to provide a schedule containing all outside or milestone dates that the Developer believes are critical to facilitate timely occupancy. Please provide details.  |
| 1. BASIS OF DESIGN:
 | Provide with your response to this RFP both schematic plans and a written narrative “Basis of Design” which shall include plans, an architectural description including Zoning and Code analysis and MEP, structural, vertical transportation, and sustainable design criteria for the Building. When finalized, this Basis of Design document shall be an exhibit to any Transaction documents. In developing the Basis of Design, Developer/Seller should reference Exhibit 1 for the Base Building Requirements and Exhibit 2 for the Space Program. |
| 1. DESIGN/CONSTRUCTION:
 | The Purchaser shall have input along the way as it relates to the design of the Building, the selection of the design architect and other professionals and the right to approve design decisions and participate in the design process. The Developer/Seller shall incorporate into the Building design documents (including plans, specifications and performance standards) the Purchaser’s Basis of Design requirements contained in the exhibit to any Transaction documents. Developer/Seller will construct and complete the Building in accordance with the approved design documents (including plans, specifications and performance standards) and a construction schedule to be attached to the Transaction documents (the “Base Building Construction”). The Purchaser and Developer/Seller shall agree on the limited circumstances under which the Developer/Seller may deviate from the design once it has been approved. As part of the milestone timeline, Developer/Seller and the Purchaser shall agree upon separate dates by which the Purchaser can make modifications to Base Building, (i) without cost to the Purchaser, and (ii) with incremental cost or savings to the Purchaser, based upon the modification proposed and estimates to be provided by Developer/Seller, subject to verification by the Purchaser.Developer/Seller agrees to keep the Purchaser informed at all times regarding Building’s core-and-shell design development and construction. The Purchaser shall be regularly (frequency to be agreed upon) updated with all revised backgrounds and surveys. Throughout the performance of the Base Building construction, the Purchaser shall have the right to participate in all design and construction meetings, as well as visit the site to review the progress of the Base Building Construction and compliance with the plans and specifications. Developer/Seller shall keep the Purchaser apprised of the status of the work relative to the construction schedule and other pertinent issues. Developer/Seller will hold regular (frequency to be agreed upon) meetings with and provide information to the Purchaser throughout the design and construction period to:1. Answer all comments and requests for information from the Purchaser's design team;
2. Review any modifications to base building design that would impact the common areas of the Building or the Premises;
3. Provide updates on any design changes that would impact the Purchaser or any core design elements of the Building;
4. If applicable, Consult with the Purchaser on contractor selection including the integrity and safety background of contractors;
5. Incorporate in the procurement process the Purchaser’s requirements for testing and balancing, commissioning, warranties, QA/QC and vendor maintenance agreements. Developer/Seller will providing maintenance on the following systems for 1-year from possession date: HVAC, Elevator, Fire and Burglar alarm, and Building Management System;
6. Provide updates on procurement and construction activities and schedule;
7. Coordinate design and construction of any of the Purchaser's base building modifications and enhancements;
8. Provide updates on testing, balancing and commissioning and coordinate with the Purchaser’s commissioning agent. Commissioning of all equipment to ensure proper operation and energy efficiency, in accordance with BuildSmart 2025 initiatives.
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| 1. PURCHASE PRICE:
 | Please specify the proposed price for the building, complete interiors fit-out and property. |
| 1. GREEN INITIATIVE / SUSTAINABILITY:
 | Developer/Seller to provide design which complies with the New York BuildSmart 2025 initiative, including designing the building to be carbon neutral or be capable of achieving carbon neutrality. Costs related to the BuildSmart 2025, sustainability, and carbon neutral design should be detailed separately in the Developer/Sellers fee schedule.Please provide a description of any Green Initiative or Sustainability program currently in place at the Building or which will be in place in the near future (indicate projected date).  |
| 1. LEED CERTIFICATION:
 | The Building must be constructed to achieve “Gold” LEED Certification  |
| 1. STRUCTURAL/ LATENT DEFECTS:
 | Developer/Seller, at Developer/Seller’s sole cost and expense, shall be 100% responsible for repair of any and all structural defects including roof and flooring and/or latent defects in the Building over the primary lease term and the extension periods (including earthquake damage). Further, Developer/Seller’s cost for repair of any and all structural and/or latent defects shall be excluded from operating expenses which would otherwise be passed through to Purchaser. |
| 1. ADA COMPLIANCE:
 | The building will be constructed to be ADA compliant. |
| 1. ENERGY
 | The building will be constructed to operate with a great dependency of renewable energy sources. |
| 1. ENERGY STAR RATING
 | The property shall have an Energy Star Rating. |
| 1. BUILDING SECURITY / SAFETY:
 | Please explain the Building's overall security plan and capabilities, paying particular attention to after-hours access to the Premises and the ability to limit access to the Premises, even during normal operating hours. As this is a critical security operation for Purchaser, please describe the Building's proposed adjustments to the security systems/procedures in detail. The safety of employees and visitors during the evening hours is a major concern, especially as they relate to parking area access. Please address the safety of employees during the evening hours to and from remote parking areas. |
| 1. AMENITIES:
 | Please describe in full detail access and availability of the following:1. Proximity to child care
2. Proximity to public transit
3. Proximity to main arteries
4. Proximity to restaurants and shopping/services
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| 1. BROKERAGE COMMISSION:
 | In the event that a fully executed Purchase ensues, Developer/Seller shall compensate Jones Lang LaSalle Brokerage, Inc. (“Broker”) with a full market commission for Broker’s role as Purchaser’s representative, pursuant to a separate agreement between Developer/Seller and Broker. |
| 1. NON-BINDING:
 | The terms of the RFP (except for the terms of the section entitled “Confidential” and “Additional Terms, Conditions & Appendices” below, which shall constitute a binding obligation of Developer/Seller upon Developer/Seller’s execution of contract) and all subsequent correspondence shall not be binding upon anyone; Developer/Seller and the Purchaser shall only be bound in the event that Transaction documents are fully executed and delivered. |
| 1. CONFIDENTIAL:
 | Purchaser’s Non-Discloure Agreement will be required upon award (Attachment 3). |
| 1. DELIVERY CONDITION OF SPACE:
 | Please review and respond to the following RFP addenda:* Exhibit 1 – Base Building Definition
* Exhibit 2 – Space Program
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| 1. PARTICIPATION OF NYS MINORITY & WOMEN BUSINESS ENTERPRISES (MWBE)
 | It is the policy of NYSIF to encourage the greatest possible participation by Minority and Women-Owned Business Enterprises (MWBE) as Bidders, subcontractors and suppliers on its procurement contracts, consistent with New York State laws. Bidder/Contractor is encouraged to make good faith efforts to promote and assist in the participation of MWBEs on the Contract for the provision of services and materials. The directory of New York State Certified MWBEs can be viewed at: <https://ny.newnycontracts.com/>. |
| 1. PARTICIPATION OF SERVICE-DISABLED VETERAN OWNED BUSINESSES (SDVOB)
 | Article 17-B of the New York State Executive Law provides for more meaningful participation in public procurement by certified Service-Disabled Veteran-Owned Businesses (“SDVOBs”), thereby further integrating such businesses into New York State’s economy. NYSIF recognizes the need to promote the employment of service-disabled veterans and to ensure that certified service-disabled veteran-owned businesses have opportunities for maximum feasible participation in the performance of NYSIF contracts. In recognition of the service and sacrifices made by service-disabled veterans and in recognition of their economic activity in doing business in New York State, Bidders/Contractors are strongly encouraged to consider SDVOBs in the fulfillment of the requirements of the Contract. Such participation may be as subcontractors or suppliers, as protégés, or in other partnering or supporting roles. Bidder/Contractor is encouraged to make good faith efforts to promote and assist in the participation of SDVOBs on the Contract for the provision of services and materials. The directory of New York State Certified SDVOBs can be viewed at: <https://ogs.ny.gov/veterans/>.Bidder/Contractor is encouraged to contact the Office of General Services’ Division of Service-Disabled Veteran’s Business Development at 518-474-2015 or VeteransDevelopment@ogs.ny.gov to discuss methods of maximizing participation by SDVOBs on the Contract.  |
| 1. NEW YORK STATE LABOR LAW AND PREVAILING WAGE
 | Services under this contract that are covered under Article 8 and/or Article 9 of the New York State Labor Law must be paid in accordance with NYS Prevailing Wage. It is the responsibility of the Prime Contractor to ensure that all personnel are paid in accordance with the appropriate prevailing wage and supplement schedules, where applicable. Certified Payroll Records must be submitted throughout the duration of the work. |
| 1. ADDITIONAL TERMS, CONDITIONS & APPENDICES
 | Exhibits A, B, and C are attached by reference and incorporated into this solicitation. These Exhibits should be retained for future reference. Do not return to as part of the proposal submission.The following appendices must be completed and returned with the proposal submission. These appendices are attached at Attachment 1 of this proposal.Appendix E Vendor Responsibility Questionnaire Appendix H Procurement Lobbying LegislationAppendix V Vendor Assurance of No Conflict of Interest or Detrimental EffectAppendix X EO 177 Certification: Prohibiting State Contracts With Entities That Support DiscriminationThe following appendices will be required at the time of award, and are attached at Attachment 2 of this proposal.Appendix D Questionnaire “Nondiscrimination In Employment In Northern Ireland: MacBride Fair Employment Principles” Appendix F NYS CertificationsAppendix M Participation by Minority & Women-Owned Business Enterprises Requirements & Procedures (Form 102 Attached Separately)Appendix N ST-220CA, ST-220TDAppendix S Use of Service-Disabled Veteran-Owned Business Enterprises in Contract PerformanceAttachment 3 Non-Disclosure Agreement (NDA) |

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| 1. CRITICAL DATES & PROPOSAL SUBMISSION
 | Critical Dates: RFP Release: October 2, 2020Inquiries Due: October 26, 2020Responses to Inquires: November 4, 2020Proposal Due: November 25, 2020 at or before 5:00 pm ESTProposal Submission:Bidders assume all risks for timely, properly submitted deliveries. Bidders are strongly encouraged to arrange for delivery of bids to NYSIF prior to the date of the bid opening. LATE BIDS will be handled in accordance with Exhibit B, clause 9.Submission of proposals may be completed either electronically to Ellen.Herman@am.jll.com or a hard copy may be mailed to the address outlined below. If a hard copy is submitted, it should include one (1) exact electronic copy (CD/DVD-rom or USB flash drive) of the proposal.Hand Deliveries / US Postal Service / Courier:An envelope and/or package containing a bid should be clearly marked as follows, and shall be delivered to:Jones Lang LaSalle Brokerage, Inc. Attn: Ellen Herman, Executive Vice PresidentBid # 2020-105-RE330 Madison AvenueNew York, NY 10017 |

This request for proposal is in no way an offer or guarantee and Purchaser shall have no obligation to consider or act on any proposal. The parties shall only be bound to those terms which may be mutually agreed to at a later date pursuant to a written Purchase and Sale agreement signed by Developer/Seller and Purchaser.

Sincerely,

Ellen Herman

Cc: JLL team