HILL EAST PHASE II DEVELOPMENT Request For Proposals (RFP)

Questions and Answers Date: January 11, 2020

The Office of the Deputy Mayor for Planning and Economic Development (DMPED) is providing the following modifications to the RFP released on November 20, 2020:

In lieu of a pre-bid meeting for the Hill East Phase II Development RFP, responses to all the questions received by DMPED from the interested parties are as follows:

DEVELOPMENT AND BUNDLES

Question 1: Respondents are instructed to submit one Proposal for either Bundle 1 or Bundle 2, but not both. Respondents must determine to which Bundle they will respond and only include elements and aspects for that Bundle. (Page 3). Does the above statement preclude an entity from joining multiple development teams that are submitting only one proposal (either Bundle 1 or Bundle 2 but not for the same Bundle)? For example, is it permissible for "Entity X" to join a development team that is submitting a response for only Bundle 1 and join another development team that is submitting a response only for Bundle 2? "Entity X" is not the lead developer for both submissions.

Answer 1: To clarify, development teams must determine to which Bundle they will respond and only include elements and aspects for that Bundle. Any entity acting as a developer will be subject to the same limitation and should provide their responses on either Bundle 1 or Bundle 2. But any entity acting as a consultant or contractor for one development team is free to provide the same service to another development team on Bundle 1 or Bundle 2 or both.

Question 2: How should we think about the potential for overlap of uses that could impact one bundle for being unaware of the programming of the adjacent bundle?

Answer 2: Discuss in the response how you would propose coordination with the neighboring bundle.

Question 3: DMPED will allow for a phased development on the site?

Answer 3: Yes, Respondents should provide a detailed construction schedule for the improvements, including for each individual parcel and the public infrastructure, in the applicable Bundle. Because the public infrastructure serves as a common element that connects Bundle 1 and Bundle 2, DMPED expects the selected development teams to give priority to the construction of the public infrastructure work for each Bundle first regardless of the construction timeline for the individual parcels within each Bundle.

Question 4: Has City committed to a phasing schedule of Bundle and/or Parcel delivery?

Answer 4: As part of their proposals, Respondents should provide a detailed phasing plan and construction schedule for the improvements, including for each individual parcel and the public infrastructure, in the applicable Bundle. Because the public infrastructure serves as a common element that connects Bundle 1 and Bundle 2, DMPED expects the selected development teams to give priority to the construction of the public infrastructure work for each Bundle first regardless of the construction timeline for the individual parcels within each Bundle.

Question 5: Are Bundles pad-ready at closing? That is, does developer assume site is fully demolished and grade prior to construction?

Answer 5: Bundles will not be pad-ready at closing. As noted in the RFP, the Development Parcel shall be conveyed in "as-is" condition, without representation or warranty by the District as to physical or environmental condition of the land or any existing structures. Respondents shall be solely responsible for all pre-development and development costs (including demolition of existing improvements, environmental remediation costs, infrastructure relocation costs and due diligence studies such as traffic, geotechnical, storm water management, historic preservation reviews, public infrastructure and other site preparations costs as deemed necessary) and project development costs. Please refer to the Development Parcel Description section of the RFP for more details.

Question 6: How is responsibility shared between Bundle 1 vs Building 2 developer with regards to public Infrastructure design, development, and implementation (i.e. ROW improvements, public utilities)?

Answer 6: Respondents must determine to which Bundle they will respond and only include public infrastructure elements and aspects for that Bundle, see Figure 1 and Figure 3 of the RFP. Please refer to the Site Infrastructure section of the RFP for additional details on coordination with DDOT with regards to infrastructure design, development, and construction. Additionally, once the development teams are selected for each Bundle, they will

have the opportunity to coordinate between themselves regarding the public infrastructure designs and engineering requirements to ensure seamless and consistent flow between the two Bundles.

Question 7: Buildings 1-4 are spread across multiple parcels, how does City propose demolition costs between the varying owners?

Answer 7: Respondents will only be responsible for the demolition and associated costs of any existing improvements within each Bundle they are proposing to develop. Please refer to the Development Parcel Description section of the RFP for more details.

Question 8: The zoning for Parcel F2 is a split between two zones. What percentages of the parcel are in each zone?

Answer 8: Please refer to the D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations, including on Parcel F-2. Additionally, all Respondents shall be solely responsible for coordination with Office of Planning on Development Parcel zoning.

Question 9: Please confirm whether parcel G2 is entirely in zone HE-1 or if it is bifurcated between zones HE-1 and HE-2? If it is bifurcated, please specify the land area in each of those zones?

Answer 9: Please refer to the D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations, including on Parcel G-2. Additionally, all Respondents shall be solely responsible for coordination with Office of Planning on Development Parcel zoning.

Question 10: On Parcel B1 it is stated that St. Coletta's School currently uses some of the land. What are the expectations (if any) of continued use granted to the school? Is there an existing easement or covenant for a specific number of parking spaces to be replaced or provided?

Answer 10: Currently, St. Coletta of Greater Washington uses a portion of Parcel B-1 to park their school buses and cars. Any development on this parcel will need to be coordinated with St. Coletta of Greater Washington. Respondents submitting Proposals for Bundle 1 are expected to provide at least one parking solution as part of their Proposals that accommodates the parking needs of St. Coletta of Greater Washington and minimizes the impact on the school operations.

Question 11: The RFP references the size of the parcels being large enough for the development of a hospital should there be a future need. Outside of the parcels referenced in bundles 1& 2 of the RFP, does the city find a need for and is planning to have a hospital built on the site?

Answer 11: Any future development on Bundle 1 and Bundle 2 on the Hill East site will be consistent with the Master Plan and zoning requirements

Question 12: Have any plans for the redevelopment of the RFK site progressed?

Answer 12: Please contact EventsDC for questions regarding RFK.

Question 13: Is Large Tract Review process required? If not required due to the size of the combined parcels could that be a possible choice?

Answer 13: Each Respondent should consult with their zoning attorney to determine the zoning process and need for large tract review based on their proposal for a Development Parcel.

AFFORDABLE HOUSING AND FINANCE

Question 14: In the Affordable Housing section, it says the following: "Any proforma included as part of respondents Proposal may only include non-competitive, by-right financing sources," but later in the same section it says, "if respondent assumes and award of HPTF or 9% LIHTC financing, Respondent should factor this uncertainty and timeline into its proposal." Are Respondents able to assume HPTF or not assume HPTF?

Answer 14: Respondents should not assume HPTF. Respondents should provide a full standard pro forma with all the elements one would reasonably expect for a real estate project of this size. Respondents should use a Residual Land Value calculation to reflect what the land is worth based on what they estimate it will cost to develop.

Question 15: The RFP says not to include competitive financing sources. It later makes mention of LIHTC and Tax Exempt Bonds, but it's unclear if Tax Exempt Bonds and 4% LIHTC is considered competitive, or "as of right". Please clarify.

Answer 15: Please refer to the issuing agencies' documentation to determine whether a source of funding is competitive or non-competitive.

Question 16: Are there available funds from the Housing Production Trust Fund to be used on this project?

Answer 16: Respondents should not assume HPTF. Respondents should provide a full standard pro forma with all the elements one would reasonably expect for a real estate project of this size. Respondents should use a Residual Land Value calculation to reflect what the land is worth based on what they estimate it will cost to develop.

Question 17: How do Inclusionary Zoning requirements intersect with affordability rates on parcels within the Bundles?

Answer 17: As noted in the RFP, all parcels within Bundle 1 and Bundle 2 are subject to the various affordable housing requirements imposed by: (1) the Inclusionary Zoning program, (2) the affordable housing requirements under D.C. Official Code § 10–801, as may be amended or restated, , and (3) to the extent applicable, the affordable housing requirements under D.C. Official Code § 2–1226.01 through §2-1226.41, as may be amended or restated, together with any regulations promulgated thereunder (collectively, the "AWI Act"). All responses will need to comply with the various affordable housing laws and, in case of doubt, follow the more stringent requirements. Please refer to the Affordable Housing section of the RFP for more details.

Question 18: How is public infrastructure development funded? Is it expected to be paid for by the developer or is TIF/PILOT available?

Answer 18: Respondents should account for all public infrastructure improvements that may be necessary or advantageous to serve the parcels comprising the applicable Bundle and incorporate an adequate infrastructure budget as part of their proposals. Respondents should provide a full standard pro forma with all the elements one would reasonably expect for a real estate project of this size. Respondents should use a Residual Land Value calculation to reflect what the land is worth based on what they estimate it will cost to develop. The Residual Land Value discussed will reflect your ability to fund vs. what you determine you are not able to fund. Teams are encouraged to consider the long term value of the site when contemplating current funding requirements.

DAVIS BACON

Question 19: Are Davis Bacon wage rates a requirement for the entirety of the project or just for ROW enhancements?

Answer 19: Respondents should consult with their legal counsel to determine if, and to what extent, the Davis-Bacon Act is applicable to their proposed development project based on their proposal funding plan.

Question 20: Under what circumstances Davis Bacon wages required for the General Contractor?

Answer 20: Respondents should consult with their legal counsel to determine if the Davis-Bacon Act is applicable to their proposed development project based on the proposal funding plan.

DC WATER

Question 21: Provide clearer utility drawings that clearly indicate locations, depth of existing DC Water infrastructure (including meter vaults, storm line routing, outfall location).

Answer 21: Attached is the PDF copy of the DC Water Sewer Line Map (January 2019) to serve as a general guide. Please note that DMPED makes no representations or warranties as to the accuracy of the information contained in the map and the infrastructure and/or its location that may have changed. Respondents shall be solely responsible for coordination with DC Water to determine the location of DC Water improvements, including water lines, sewer lines, and storm water lines that are located within the applicable Development Parcel.

Question 22: The DC waterline runs under Bundle 1 and Bundle 2; is there a preferred route for the new DCW alignment? Does developers tie-in to existing or coordinate relocation with adjacent parties? Is there a lead developer on this effort?

Answer 22: All Respondents shall coordinate with DC Water with regards to their existing improvements on the Development Parcels, including water lines, sewer lines, and storm water lines, that may have to be relocated, redesigned, or realigned in accordance with DC Water's requirements.

Question 23: Is there a utility report that states how the water and sewer lines originating offsite but traveling through the site are to be handled during construction? For example, is there guidance or expectations that these lines continue to be in service while on-site construction (i.e. utility work) is underway?

Answer 23: All Respondents shall coordinate with DC Water with regards to their existing improvements including water lines, sewer lines, and storm water lines that are located within and surrounding Bundle 1 and Bundle 2. Additionally, Respondents will also coordinate with DC Water regarding the wet utility designs, approvals and construction plan.

Question 24: Are there any SWM requirements outside of standard DOEE requirements? E.g. Accommodating runoff from other sites, additional retention or treatment?

Answer 24: As noted in the RFP, the Development Parcels shall be developed in compliance with the District's Green Building Act of 2006, as amended, codified in D.C. Official Code §6-1451.01, et seq., the AWI Act, to the extent applicable, and the storm water management regulations published in Chapter 5 of Title 21 of the DCMR and Chapter 31 of Title 20 of the DCMR. Proposals shall be based on these regulations. Specific design criteria are stated in the Storm Water Guidebook which is available online at doee.dc.gov/publication/stormwater-guidebook. Please refer to the Sustainability and Green Building Requirements section of the RFP for more details.

Question 25: Do standard DC Water system availability meter-fees apply for this project?

Answer 25: All Respondents shall coordinate with DC Water directly for any information about the DC Water system meter-fees.

ENVIRONMENTAL AND EXISTING CONDITIONS

Question 26: When was the last Environmental Impact Study completed? Has it expired?

Answer 26: As noted in the RFP, the Development Parcel shall be conveyed in "as-is" condition, without representation or warranty by the District as to physical or environmental condition of the land or any existing structures. Respondents shall be solely responsible for all pre-development activities including due diligence studies such as traffic, environmental assessments, archeological, and geotechnical. The selected development

team will be expected to undertake their independent environmental assessments and investigations and will undertake appropriate remediation action on the applicable Development Parcel as part of their development.

Question 27: Are there any current and valid environmental or hazmat studies performed on the buildings that need to be demolished?

Answer 27: As noted in the RFP, the Development Parcels shall be conveyed in "as-is" condition, without representation or warranty by the District as to physical or environmental condition of the land or any existing structures. Respondents shall be solely responsible for all pre-development activities including due diligence studies such as traffic, environmental assessments, archeological and geotechnical. The selected development team will be expected to undertake their independent environmental assessments and investigations and will undertake appropriate remediation action on the applicable Development Parcel as part of their development.

Question 28: Please provide CAD files of existing conditions (e.g. survey CAD or PDF plans of site).

Answer 28: Attached is the PDF copy of the "Hill East Existing Conditions Map (April 2007)" to serve as a general guide. Please note that DMPED makes no representations or warranties as to the accuracy of the information contained in the map and the conditions that may have changed. The selected development team will be solely responsible to undertake their own independent due diligence on the applicable Development Parcel and determine the accuracy of the current site conditions.

Question 29: Please provide a CAD file of the site plan / boundary survey map with property lines and proposed grading.

Answer 29: Attached are the PDF copies of the 1) Development Parcel Block and Street Plan (June 2006) and 2) Hill East Street Grading Plan (July, 2007) to serve as a general guide. Please note that DMPED makes no representations or warranties as to the accuracy of the information contained in the plans and the conditions that may have changed. The selected development team shall be solely responsible to undertake their own independent due diligence on the applicable Development Parcel and determine the accuracy of the property boundary lines and site grading.

Question 30: Are there are significant underground structures that will need to be rerouted prior to removal (e.g. communications ductbank)?

Answer 30: As noted in the RFP, the Development Parcels shall be conveyed in "as-is" condition, without representation or warranty by the District as to physical or environmental condition of the land or any existing structures. The selected development team shall be solely responsible to undertake their own independent due diligence and investigations of the applicable Development Parcel.

Question 31: Parcel C states that there is an existing portion of Building 9's foundation and road improvements. Provide Building 9 information/drawings for building 9 with road improvements to understand slab and foundation thicknesses.

Answer 31: Please refer to the MAPS section of the RFP for details on Parcel C and existing portion of building 9 and make appropriate assumptions with regards to slab and foundation thickness. Upon selection, the selected development team shall be solely responsible to undertake their own independent due diligence and investigations of existing site conditions.

Question 32: What does it mean that the only the north wing of Anne Archbold Hall will be demolished?

Answer 32: Please refer to the Historic Preservation and Archeological Requirements section of the RFP for more details. Additionally, please refer to the Master Plan that is available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront. Respondents shall be solely responsible to undertake their independent due diligence and investigations of Parcel C in coordination with Historic Preservation Review Board ("HPRB") staff.

Question 33: Which green building rating systems may be used? For example, may Enterprise Green Communities be used in reflect of the parcels current status of being DC-owned?

Answer 33: The Development Parcel shall be developed in compliance with the District's Green Building Act of 2006, as amended, codified in D.C. Official Code §6-1451.01, et seq., the AWI Act, to the extent applicable, and the storm water management regulations published in Chapter 5 of Title 21 of the DCMR and Chapter 31 of Title 20 of the DCMR. Please refer to the Sustainability and Green Building Requirements section of the RFP for more details.

PLANNING AND ZONING

Question 34: What weight does the 2008 Hill East Master Plan have on the evaluation of the RFP design responses? Have there been major modifications to the entitlements process?

Answer 34: As required under the RFP, all development plans shall comply with the Hill East Master Plan. Respondents should also review the various Citywide elements of the Comprehensive Plan and the Capitol Hill Area Element (chapter 15) for a full understanding of goals and objectives for Hill East, the surrounding neighborhoods, and the District of Columbia as a whole. Respondents should conduct their own research on the entitlement process or modification they seek based on their proposals.

Question 35: Parcel E is planned to be an open space, who are the approval authorities for this design?

Answer 35: Please refer to the Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for Parcel E. Respondents shall be responsible for coordinating with Office of Planning and Department of Parks and Recreation for design development on Parcel E.

Question 36: Will this public space (Parcel E) be under public or private ownership?

Answer 36: Public space on Parcel E will be owned, constructed, maintained, and operated privately by the selected development team.

Question 37: Are accessory structures allowed on Parcel E?

Answer 37: Please refer to the Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for Parcel E. Additionally, Respondents shall be responsible for coordinating with Office of Planning and Department of Parks and Recreation for design development on Parcel E.

Question 38: Please provide confirmation on the zoning allowed on Parcel E – Designated Green Space; can Zoning Floor Area from Parcel E be transferred to Parcels C or H?

Answer 38: Please refer to the D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations, including use, building bulk, siting regulations, design guidelines, and review process for individual parcels.

Question 39: Please provide examples of recreation uses

Answer 39: Please refer to the Master Plan and the Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for possible recreation uses.

Question 40: Please provide examples of Community Amenities

Answer 40: Please refer to the Master Plan and the Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for possible community amenities.

Question 41: Will new roadways be public or private with public easements?

Answer 41: Please refer to the Site Infrastructure section of the RFP for details on coordination with DDOT with regards to infrastructure design, development, and construction. New roadways will be constructed by the selected development team at their sole cost and expense in coordination with DDOT and pursuant to DDOT standards. During construction phase the new roadways will be privately owned. Upon completion of construction of the new roadways they will be inspected to meet DDOT standards and, if satisfactory, accepted by DDOT as public right of way.

Question 42: Will any roads or public areas detract from the site areas contributable to FAR?

Answer 42: To clarify FAR from roadway land area do not benefit any individual parcel. Conversely, the future roadway land area does not detract from the site area for any individual parcel. Please refer to the Development Parcel Description section of the RFP for details on the Development Parcels. Additionally, please refer to the Master Plan and the D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations, including use, building bulk, siting regulations, design guidelines, and review process for individual parcels.

Question 43: Will buildings with underground parking be able to potentially connect underground beneath any roads or park spaces?

Answer 43: No. Please refer to the development requirements in the Master Plan, the Hill East Draft Design Guidelines, and HE District zoning regulations for more details.

Question 44: The zoning regulations say: 2815.5 Loading berths shall not front onto a primary or secondary street. 2815.6 No driveway or garage entrance providing access to parking or loading areas shall be permitted from a primary or secondary street. Block H is surrounded by secondary streets per page 13 of the design guidelines. Does an alleyway need to be added for block H or will a curb cut for garage access and loading be permitted on one of the secondary streets?

Answer 44: Please refer to the Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for the primary and secondary streets. Additionally, Respondents shall be responsible for coordinating with Office of Planning and District Department of Transportation regarding loading and curb cut requirements.

Question 45: Is bonus height available to buildings if affordable units are provided?

Answer 45: Please refer to the Master Plan, D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations and Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for more details. Additionally, all Respondents shall be solely responsible for coordination with Office of Planning on availability of bonus height.

Question 46: How is building height measured? To the roof or parapet? The height limits of 50' and 80' in zones HE-1 and HE-2 respectively are not a part of the description of Building Height Measuring Point under Subtitle B in the zoning code.

Answer 46: Please refer to the Master Plan, D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations and Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for more details. Additionally, all Respondents shall be solely responsible for coordination with Office of Planning on availability of building height.

Question 47: If a) the height is measured from the lowest curb level along a street frontage according to Subtitle K Section 403.2 and b) the building fronts multiple streets, should one measure from the lowest street or the street at the front of the building?

Answer 47: Please refer to the Master Plan, D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations and Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for more details. Additionally, all Respondents shall be solely responsible for coordination with Office of Planning on availability of building height.

Question 48: Can non-residential uses exceed the maximum lot occupancy percentage?

Answer 48: Please refer to the Master Plan, D.C. Municipal Regulations Title 11-K Chapter 4 for a full set of HE District zoning regulations and Hill East Draft Design Guidelines that are available at https://planning.dc.gov/publication/master-plan-reservation-13-hill-east-waterfront for more details. Additionally, all Respondents shall be solely responsible for coordination with Office of Planning on lot occupancy.

HOTEL RELATED

Question 49: If we were contemplating a hotel on one of the parcels, the RFP calls for a "written agreement" with "any labor organization". Is the reference to "any labor organization" within the RFP, specific to Local 25 only?

Answer 49: Any Respondents contemplating a hotel within either Development Parcel should make sure it is in accordance with the Master Plan and the HE District zoning regulations. Additionally, as stated in the RFP, Respondents planning on constructing a hotel within either Development Parcel will be required to enter into a labor peace agreement with the local labor organization.

Question 50: What should we submit with our proposal if Local 25 or the appropriate labor organization does not express interest in representing employees at the contemplated hotel?

Answer 50: As stated in the RFP, Respondents planning on constructing a hotel within either Development Parcel will be required to enter into a Labor Peace Agreement with the local labor organization.

RESPONSE REQUIREMENTS

Question 51: Please confirm whether Section 4's organizational documents (i.e., Certificates of Good Standing, Evidence of Creation of Respondent), Section 11 Respondent financial statements, and Section 17 Proposal Summary may be submitted as part of the appendix and are not counted towards the 40 page Proposal limit. Please also confirm that section dividers do not count towards the page limit.

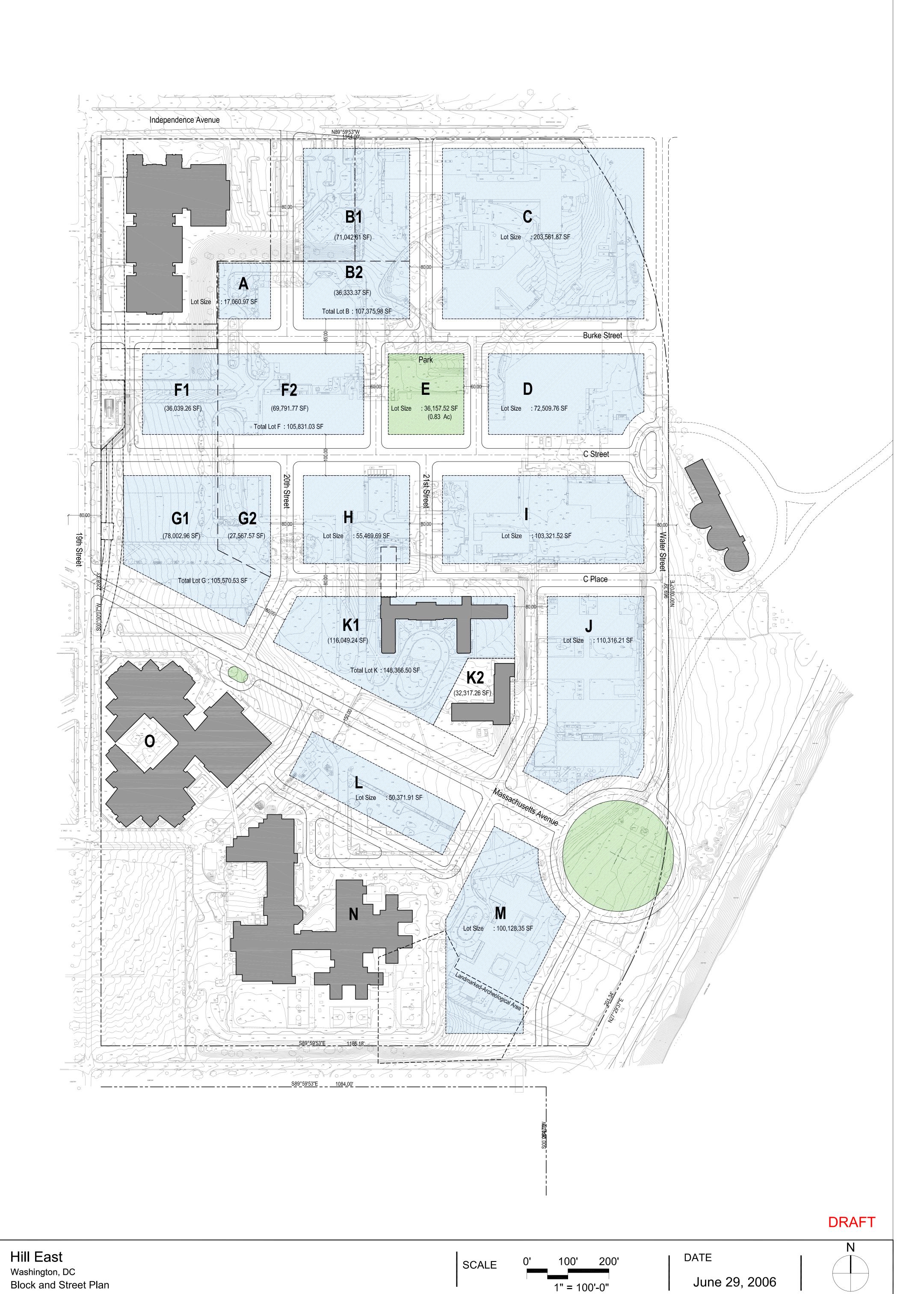
Answer 51: Respondents may submit Section 4's organizational documents, Section 11 Respondent financial statements, and Section 17 Proposal Summary as part of the appendix and these documents will not be counted towards the 40 page proposal limit. In addition, page dividers will not count towards the 40 page proposal limit.

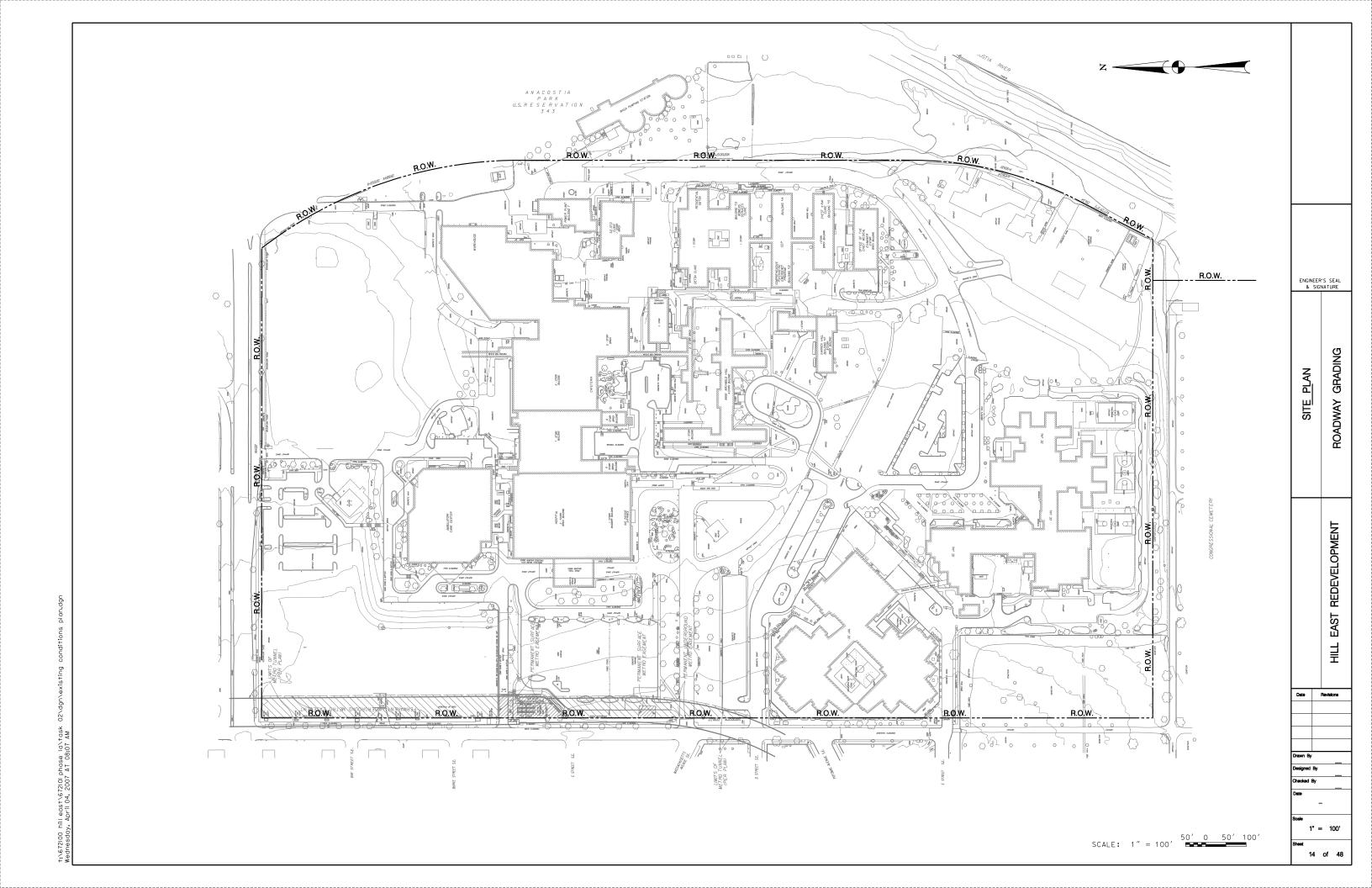
Question 52: Please clarify if any pro forma details should be included within Proposal Section 9, as opposed to being contained entirely within the supplementary Microsoft Excel submission.

Answer 52: Respondents should plan to submit pro forma details within Proposal Section 9 as part of the appendix and will not count towards the 40 page proposal limit. Additionally, Respondents shall submit the detailed development and operating pro formas in live Microsoft Excel versions and shall provide all linked Microsoft Excel files, with all original formulas (i.e., no hard coding), and no hidden or locked sheets.

Question 53: Please advise whether there is a preferred template for the required Microsoft Excel pro forma.

Answer 53: There is no specific template for the Microsoft Excel Proforma. Respondents shall submit the detailed development and operating pro formas in live Microsoft Excel versions and shall provide all linked Microsoft Excel files, with all original formulas (i.e., no hard coding), and no hidden or locked sheets.





SLAB DEMOLITION PLAN PHASE 3

ISSUE

SLAB DEMOLITION PLAN NOTES SLAB DEMOLITION IS SUBJECT TO DC WATER COORDINATION AND REQUIREMENTS IN RELATION TO THE 6' (72") DIAMATER LOWER EAST

SIDE INTERCEPTOR SEWER AND REVISION'S RÉQUIRED THEREIN. 2. AREAS WHERE PORTIONS OF SLAB ARE REMOVED WITHIN ZONE OF INFLUENCE OF THE LOWER EAST SIDE INTERCEPTOR SEWER ARE TO RECEIVE AN IMPERMEABLE LINER SO AS TO RESTRICT WATER

3. GRADING SHOWN FOR REFERENCE. REFER TO GRADING PLAN.

4. REFER TO THE CIVIL COVER SHEET FOR ADDITIONAL INFORMATION.

