



# HOWARD COUNTY, MARYLAND

## OFFICE OF PURCHASING

6751 Columbia Gateway Drive, Suite 501, Columbia, MD 21046

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***ADDENDUM NO. 2  
ISSUED AUGUST 04, 2017  
EXPRESSIONS OF INTEREST***

***EOI NO. 01-2018  
HOWARD COUNTY CIRCUIT COURTHOUSE PROJECT***

***REVISED OPENING: SEPTEMBER 20, 2017 AT 11:00 A.M.***

<https://www.howardcountymd.gov/Departments/County-Administration/Purchasing>

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This addendum is hereby made a part of this EOI No. 01-2018. Please note the following information as a result of the pre-submittal conference on July 25, 2017 and submit the response accordingly.

### Questions/Answers

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1. Q: The proposal indicates that the Consultant Support Team may also provide DBfOM project oversight, including, but not limited to, design reviews, construction monitoring and environmental compliance oversight. Current and prior members of the Consultant Support Team are not eligible to assist or participate as Project team members with any Respondent. Does this mean that these companies are ineligible to submit a proposal for this Expression of Interest?  
A: Yes, the entities listed in Section 2.10 of the EOI are not eligible to assist or participate as Project team members with any Respondent. They may not submit a Statement of Interest (SOI) or Proposal.
2. Q: Does that include all of the subcontractors included in this document as members of this team?  
A: Yes, all subcontractors listed in Section 2.10 of the EOI are ineligible to submit a Proposal.
3. Q: Will the Consultant Support Team for Security be involved in the security design for this project?  
A: No, the sub-consultant will be assisting with the definition of security requirements for the Project to be included in the RFP/draft Project Agreement.
4. Q: Attachment A, Package 1, Section No. 1.4 (Key Individuals): Please confirm if the requested additional information in note (3) is to be included within the 1 page resume, or if this is to be provided separately.  
A: It does not have to be included in the resume and there is no page limit, but submittals should be simple and concise.
5. Q: Attachment A, Package 1:  
Section 1.5 states that Each Respondent Team Member may identify a maximum of 10 Reference Projects, and that Form C-1 should be included for each such identified Reference Project. Please confirm that the Form C-1 for the Respondent Team Lead should be included in Section 1.3, while the Form C-1 for the other Respondent Team Members should be included in Section 1.5. Further, please confirm that all narrative information describing the relevant experience and capabilities of the other

Respondent Team Members, as represented by and based upon the Forms C-1 included in Section 1.5, is to be provided in the responses within Sections 3.1, 4.1, and 5.1 (as relevant).

A: Yes, this is correct.

6. Q: The definition of Reference Projects is “No more than 10 Similar Projects identified by the Respondent as Reference Projects for purposes of this EOI.” This seems to limit the TOTAL number of reference projects to be used across 1.3 and 1.5 to 10, rather than 10 for each Respondent Team Member as deduced from 1.3 and 1.5 above. Please clarify.  
A: Each Respondent Team member may submit up to ten Similar Projects as Reference Projects. Please note the requirements regarding duplicate information in the first paragraph of Attachment A of the EOI.
7. Q: Attachment A, Package 2, Section F-1, Item (2): Please confirm that for the Financial Information Summary, Form C-3, to the extent that any Respondent Team Member has provided a Guarantor for their obligations under the Project Agreement, Form C-3 should only be provided for the Guarantor.  
A: Yes, this is correct.
8. Q: In Section 4, Communications Protocol, it indicates that any questions related to the EOI must be submitted by July 28, 2017. While we will endeavor to submit all questions by this date, we would suggest extending this deadline to August 8, in order to allow questions that may arise while the team is further advancing the details of their response.  
A: The due date for questions is not being extended.
9. Q: Section 6.1 indicates that the SOI is due to the County by September 6; however the next sentence states that any SOIs received after September 13 will not be considered. Please confirm if the due date is September 6 or September 13, in particular given that September 6 is immediately following the Labor Day holiday.  
A: The deadline for submitting SOIs is hereby extended until September 20, 2017 PRIOR to 11:00 AM EST.
10. Q: Referring to Attachment A, Section 1.1, on page A-2, what is the page limit for this section?  
A: There is no page limit, but submittals should be simple and concise.
11. Q: Referring to Attachment A, Section 1.2, on page A-3, what is the page limit for this section?  
A: There is no page limit, but submittals should be simple and concise.
12. Q: Referring to Attachment A, Section 1.4, on page A-4, could the county please clarify the definition of “Key Individuals”, and in particular the role of the “Project Manager”? Given it's hierarchy on the list, we assume that this role is to be fulfilled by the overall lead of Project Co.  
A: Refer to the definition of Key Individuals in Section 1.2.2 of the EOI. Per Section 1.4 of Attachment A, the SOI will include a description of the role and responsibilities of each Key Individual.
13. Q: Referring to Attachment A, Section 1.4, on page A-4, is the additional information to be provided in subsection 1.4.3 included from the 1 page limit per resume? If it is excluded, what is the total page limit for this section?  
A: See #4 above.
14. Q: Referring to Attachment A, Section 1.5, on page A-5, please confirm that there is a 2 page limit per C-1 form in this section.  
A: The page limit is increased to three pages.
15. Q: Referring to Attachment A, Section F-6, on page A-15, what is the page limit for this section?  
A: There is no page limit, but submittals should be simple and concise.
16. Q: In what fiscal year does the County anticipate appropriating the \$90m milestone payment?  
A: The \$90 million was appropriated in the FY 2018 Capital Budget.
17. Q: What is the obligation of the Project Company if the County fails to appropriate the milestone payment?  
A: To that extent a failure to appropriate any payment would lead to the County not meeting a contractual payment obligation, the consequences of such event will be further discussed in the Project Agreement.

18. Q: Given that the milestone payment is 90m and the project estimate is 138M is it the expectation that the Project Company will provide an estimated 48M in project financing?  
A: Financing requirements will be set forth in detail in the RFP. Respondents shall provide a Conceptual Financing Discussion in their SOIs. The milestone payment will be determined in the draft Project Agreement and is expected not to exceed \$90 million.
19. Q: If the expectation is that the Project Company will provide more than 48M in financing, what is the maximum the County is prepared to finance based on its capital budget and future debt projections?  
A: The County currently expects the milestone payment not to exceed \$90 million. The County's preparedness is largely based on value for money considerations, rather than debt limitations.
20. Q: Will the milestone payment change based on the amount the Project Company proposes to finance?  
A: The County will define the milestone payment as a fixed amount in the draft Project Agreement that will not vary between proposers.
21. Q: What obligation does the County have to appropriate the availability payments?  
A: To that extent a failure to appropriate any payment would lead to the County not meeting a contractual payment obligation, the consequences of such event will be further discussed in the Project Agreement.
22. Q: What recourse does the Project Company have if the County fails at any time to appropriate the availability payments?  
A: To that extent a failure to appropriate any payment would lead to the County not meeting a contractual payment obligation, the consequences of such event will be further discussed in the Project Agreement.
23. Q: Who will have possession of the paid parking revenues?  
A: Any determination with respect to revenues will be made with the issuance of the RFP and draft Project Agreement.
24. Q: What other revenue streams (other than paid parking, the milestone payment and the availability payments) will be in the possession of the Project Company?  
A: Any determination with respect to revenues will be made with the issuance of the RFP and draft Project Agreement.
25. Q: What qualifies as a social infrastructure project?  
A: Social infrastructure includes, without limitation, court buildings, police headquarters, correctional facilities, hospitals, university research facilities and other buildings that involve complex programmatic and security requirements, multiple stakeholders and user groups.
26. Q: What is a certified local business?  
A: Refer to Section 5.13. The County defines a local business as a company that maintains its principal place of business in Howard County.  
<https://www.howardcountymd.gov/Departments/County-Administration/Purchasing> for current certification requirements.
27. Q: Is there a Local Business Initiative certification program form?  
A: Yes, it is available on the website: <https://www.howardcountymd.gov/Departments/County-Administration/Purchasing/LBI-Certification-Application>
28. Q: Regarding Dorsey site demolition, is there anything salvageable?  
A: No.
29. Q: Regarding Dorsey site demolition, will any current buildings remain?  
A: No, all current site improvements will be demolished. Approximately 14 acres will be made available for the Project.
30. Q: Who is doing the FDP?  
A: Howard County Government is obtaining the Final Development Plan amendment. The amendment will be included in the RFP.

31. Q: When will milestone and availability payments be detailed?  
A: Further details will be provided in the draft Project Agreement included as part of the RFP.
32. Q: (Attachment A, Section 1.1(g), page A-2) We suggest that a project "Underwriting or Banking Lead" not be identified at this stage, given that a competition between potential debt providers would typically be conducted following the shortlisting of the respondent in order to achieve the best value outcome. Would the County consider removing this submission requirement? As an alternative, we suggest having respondents provide letters of support from potential banks and/or underwriters, without one specific lead being named (to preserve the benefit of a funding competition). Can this alternative be used?  
A: Yes, the alternative of letters of support from potential banks and/or underwriters can be used, without one specific lead being named. Respondents should submit at least one letter of support, but no more than three. The contents of the letter of support shall include: (1) experience in DBfOM or other alternative delivery structures that have closed in the last five years; (2) evidence of long-term unsecured debt rating; (3) explicit support for the Respondent if it is selected to submit a Proposal and interest in guaranteeing the Project; and (4) acknowledgement that the bank/ underwriter has read the EOI and is: (a) interested in the financial/contractual structure, and (b) interested in bringing the Project to a close. The County may request additional information during the RFP phase.
33. Q: In lieu of a banking lead or underwriter and/or in addition to the letters of support from potential banks and underwriters, should the respondent team's Financial Advisor be named, if available? If so, would the Financial Advisor be required to provide financial statements? We typically would not provide financials for our Financial Advisor.  
A: The Financial Advisor may not be provided in lieu of the banking lead or underwriter. Financial statements for the Financial Advisor do not need to be provided.
34. Q: If naming the "Underwriting or Banking Lead" is indeed required at this stage, does the "Underwriting or Banking Lead" need to submit all the information that other respondent team members do? (I.e. Form C-1, resumes, Form C-4, etc.)  
A: Yes, except Form C-2 may be provided in lieu of Form C-1.
35. Q: (Attachment A, page A-14) Can you clarify the required contents of the parent Guarantor Letter of Support within section F-4 of the EOI submission?  
A: The letter of support shall confirm that the Guarantor will provide financial support and other resources as necessary to the Respondent Team member and will guarantee the obligations of the Respondent Team member under the Project Agreement in the event such member is part of the Selected Proposer team.
36. Q: (Section 6.1, page 20) Can the EOI response due date of September 6, 2017, be changed to Sept. 13th, 2017, at 10:59 AM, which is written as the deadline?  
A: The deadline for SOI submissions is September 20, 2017 PRIOR to 11:00 AM EST.
37. Q: (Attachment A, Section F1, F2, and F3) Can financial statements be removed from the electronic EOI response due to disclosure concerns? Hard copied can/will be provided in lieu of electronic copies.  
A: Refer to Section 5.10 of the EOI regarding disclosure and related requirements.
38. Q: (Attachment D, page D-1) Does every firm need to submit attachment D (Foreign Services Disclosure Form) or just the Respondent Team Lead?  
A: Only the Respondent Team Lead must provide the form, but keep in mind that the provisions of State Finance & Procurement 12-111 as referenced in the form, require such disclosure to include the bidder's subcontractors' plans as well.
39. Q: F-1 (Financial Capacity (SOI Submittal Form C-3)). It is noted that "The Following are the required financial statements:
- Opinion letter (auditor's report);
  - Balance sheet;
  - Income statement;
  - Statement of changes in cash flow; and

- Footnotes.”

At this stage, would the County consider accepting the auditor's report alone to meet the "financial statements" requirement?

A: No.

40. Q: Under the definition of "Similar Projects" on page 5, will each category of project be given equal weight in scoring or will there be more weighting to one criteria?

- Courthouses including parking garage and other similar social infrastructure projects,
- Projects with construction value of \$100 million or more, or
- Projects with construction of 100,000 gsf or more

A: Courthouses or similar social infrastructure projects with construction value of at least \$100 million or at least 100,000 gsf may be considered to have greater relevance. The County is especially interested in courthouse projects.

41. Q: (Section 5.19, Page 19) Non-exclusivity of Respondent Team: In this type of P3 procurement, it is unusual for named members of a respondent team or at least the major members of the team (typically the developer, equity provider(s), lead architect, lead contractor or contractor joint-venture, and operator) to participate on more than one team. We suggest changing this provision of the EOI to require team members, or at least major team members (and defining this term), to be exclusive to their Respondent Team. This suggested change is consistent with the County's Code Section 4.119, subsection (b) on page E-2 of the EOI (Discouragement of Uniform Bidding).

A: Each Respondent Team Lead may require its team members to be exclusive or not. Per Sections 5.18, 5.19 and 5.22 of the EOI, Respondent Team members shall establish proper protocols and comply with applicable ethics rules.

42. Q: Please confirm the number of reference projects to be submitted. Section 1.3 of Attachment A notes up to ten Reference Projects for the Respondent Team Lead (use Form C-1). Section 1.5 of Attachment A notes up to ten Reference Projects from each Respondent Team Member (also use Form C-1). Are we required to submit 10 reference projects for the Respondent Team Lead or 10 reference projects for each Respondent Team Member.

A: Ten Reference Projects are not a requirement, but rather a maximum per Respondent Team member. See also #5 and #6 above.

43. Q: Please confirm the term and frequency of the availability payments to made during the Project's facilities management period. Will the payment amount be set by the Respondent as part of the RFP process?

A: The County anticipates making monthly availability payments for 30 years but may consider other proposed options. Further details regarding payment terms will be included in the RFP and Project Agreement.

44. Q: How much of a role do you anticipate the consultants to have during the design and construction process?

A: Refer to Section 2.10 of the EOI. The County anticipates that consultants on the Consultant Support Team will perform Agency Construction Management services during the design and construction of the Project.

45. Q: How do you define financial close relative to having at least one reference project reaching this?

A: The County defines financial close as executing a Financing/Loan Agreement.

46. Q: Section 6.1, This section requires twenty hard copies of the entire SOI. The SOI, including all supporting information, is likely to be voluminous. The Respondent requests that the County accept a lower number of hard copies. Likewise, the Respondent requests that all applicable financial statements to be submitted pursuant to Attachment A, Package 2, § F-1(1) be accepted in electronic format only due to their size.

A: The number of printed copies to be submitted is reduced to seventeen (17). Financial statements should be submitted in electronic format; except the "Master" hard copy of the SOI must include a printout of any financial statements.

47. Q: Section 6.1, If the Respondent does not have any information to redact, should the Respondent still submit 2 electronic copies of the SOI?  
A: No. However, the Respondent shall include a statement in its transmittal letter that it has nothing to redact and has not included a redacted electronic copy.
48. Q: Attachment B-2, Please confirm that it is sufficient to have the appropriate licenses and registrations referenced in this section prior to submission of the proposal, and that it is permissible to submit a SOI if a Respondent Team Member has not yet obtained the same.  
A: The Respondent shall state in its submittal any required licenses or registrations which have not been obtained, why they have not already been obtained, and express a clear and firm commitment to acquire such licenses or registrations prior to submission of a Proposal.
49. Q: There are a variety of content-specific page limits set forth throughout the RELOI (i.e.- Attachment A, Package 1, § 1.3 limits the Project Experience of the Respondent Team Lead to twenty pages in addition to the Form C-1 submittal), but the Respondent does not see any overall page limit. For sections which do not include a specific page limit, can the Respondent assume that no such limit is applicable (for instance, Attachment A, Package 1, § 1.1)?  
A: Yes, but submittals should be simple and concise. Please note that certain page limits may have been modified as indicated in this document.
50. Q: Attachment A, Section 1.5, Please confirm whether the Reference Projects requested in this section are in addition to those requested in § 1.3(1)? If no, does the County require a duplicate submission of the Reference Projects already submitted in response to § 1.3(1)?  
A: Refer to the first paragraph of Attachment A regarding duplicate information. See also #5 above.
51. Q: Attachment A, Section F-1, The requirement that each member of the Respondent Team submit financial statements, given the breadth of the definition of Respondent Team Member, is not market standard. As written, any subcontractor, regardless of how minor its role may be, would be required to submit financial statements, as would the Underwriting or Banking Lead. The Respondent requests that the Design Team Lead, Underwriting or Banking Lead, and the entities in subsection 9 of the definition of Respondent Team be exempt from this requirement.  
A: The financial statements for the underwriting or banking lead are needed to assess financial capacity. The Design Lead is exempted from this requirement.
52. Q: Attachment A, Section F-1(2), Please remove the Design lead from the list of entities for which this Financial Information Summary is requested.  
A: The Design Lead is not required to submit the Financial Information Summary. The County may request additional information during the RFP phase.
53. Q: Attachment B-1, Please confirm that Attachment B-1 only has to be executed if the entity responding is a corporation (as opposed to a partnership, joint venture, LLC, etc.). In addition, the form only contemplates execution by a corporate secretary located in the United States. Please confirm that the applicable entity may modify the form as necessary to reflect that the corporate secretary does not reside within the United States and the form of entity may not be a corporation.  
A: All submittals must include an executed Attachment B-1. The attachment may be modified to the extent necessary.
54. Q: Section 1.2.2, The definition of “Respondent Team” includes “Guarantors (as applicable)”. Please confirm Guarantors (as Respondent Team members) are only required to submit forms where they are expressly referred to (i.e. Transmittal Letter, F-1 Financial Capacity Submittal Letter and F-4 Guarantor Letter of Support).  
A: Yes, this is correct, except Guarantors shall also provide the information requested in Section F-2 and F-3 of Attachment A. Please also note that Guarantors may also have to provide Form C-3 if it is the guarantor of any of the Respondent Team members specified in Section F-1(2) of Attachment A.
55. Q: Section 1.2.2, Are we able to use multiple people for the role of Project Manager through different phases of the project?

- A: There is to be one Project Manager throughout the project that the County can work with through the multiple phases of the Project. The Project Manager is designated Key Personnel.
56. Q: Section 6.2, Subsection (d) states that the submission must be on 8.5" x 11" paper size with a minimum font size of 11 point (except for any financial statements and letters required by Attachment A). Will the County also provide exceptions to the minimum font size for footers and graphics?
- A: Yes, although font/graphics should be legible even if copies are made.
57. Q: Attachment A, Section 1.1, Is there a page limit for Package 1, Section 1.1 (e.g., the narratives in Sections 1.1(5) and 1.1(6))?
- A: There is no page limit, but submittals should be simple and concise.
58. Q: Attachment A, Section 1.5, Provides that "Each Respondent Team member shall identify a maximum of ten Reference Projects as and to the extent required to furnish the Reference Project-related information required by this Package 1". Please confirm the intention is for each member to be able to identify up to 10 projects and not for the Respondent Team collectively to be limited to 10 projects?
- A: Yes, this is correct. See also #5, #6 and #42 above.
59. Q: Attachment A, Section 1.5, Please confirm that the Reference Project list is limited to 10 Reference Projects from each of the following members: Respondent Team Lead/Equity Provider, Design Lead, Construction Lead, Facilities Management/Operations and Maintenance?
- A: Reference Projects (up to 10 each) must be submitted for those members. Additional Reference Projects (up to 10 each) may also be submitted for other Respondent Team members to the extent they reflect the team's unique experience/capabilities. See also #5, #6, #42 and #58 above.
60. Q: Attachment A, Section 5, There are nine questions in Section 5.1 that the Facilities Management, Operations and Maintenance Provider is required to answer and provide examples from the Reference Projects. The maximum number of pages for this section is 15. Is it possible to increase the page limit to 20 in order to fully answer these questions with supporting examples from the Reference Projects?
- A: The maximum number of pages for Attachment A, Section 5.1 is increased from 15 to 20 pages.
61. Q: Attachment A, Section F-6, Please confirm if there is a page limit for the Conceptual Private Project Financing Discussion? And if so, what the page limit will be?
- A: There is no page limit, but submittals should be simple and concise.
62. Q: For Form C-2, when converting from foreign currency, is there a specific source you need the quote from? Is the conversion on the day of financial close?
- A: Either of the three external resources per the Internal Revenue Service may be used ([www.oanda.com](http://www.oanda.com), [www.xe.com](http://www.xe.com), or [www.x-rates.com](http://www.x-rates.com)). The date should be the date of financial close.
63. Q: Form C-4, Please confirm that for the purposes of the "affiliate" definition in Form C-4, the "subsidiary companies" are US-based subsidiaries?
- A: Yes.
64. Q: Attachment A, Section 1.3, Section 1.3 states "The response to this Section 1.3 shall be a maximum of 20 pages, in addition to the SOI Submittal Form C-1 submittal which shall be no more than two pages per reference project," however the Form C-1 included in the EOI is currently three pages. Preferably, would you consider increasing the page limit for each Form C-1 per reference project (up to 10 projects max) to three pages? If not, would you please resolve the apparent inconsistency by making the Form C-1 submittal two pages?
- A: The page limit for each Reference Project submittal using Form C-1 is increased to three pages.
65. Q: Packages 1 – 3 require 20 hard copies. For the clients and stakeholders distributing and reviewing the documents, does Howard County prefer all of Package one - 20 copies to be packaged together and so forth with Packages 2 and 3 or would they prefer each packaged by sets (example Package 1 – 3 in one package)?
- A: The number of printed copies is reduced to seventeen (17). The requirements of Section 6 of the EOI apply. Please package the hardcopies as follows: (1) the first box shall contain 17 clearly marked, sealed envelopes with each envelope containing a copy of Package 1 and a copy of Package 3; and (2) the second box shall contain 17 clearly marked, sealed envelopes with each envelope

containing a copy of Package 2. The “Master” copy shall be included in either the second box or a separate box.

66. Q: Referring to Attachment A, Section 5.1 (5) b. on page A-8, due to the length of the performance monitoring report examples, can these reports be included as an appendix to the submission and not included in the 15 page maximum page limit?

A: Yes.

67. Q: Referring to EOI Section 6.0 - Submittal of Qualifications, Section 6.1 General Instructions, on page 20, the verbiage indicates that submissions should be provided in spiral (or similar) binding. For this submission, may we use three-ring binders?

A: Yes.

68. Q: Referring to Attachment A, Section F-5, on page A-15 -- please confirm whether the 10-page limit applies to each project presented on Form C-2 (i.e. 10 pages per project for a total of 100 pages), or to the aggregate for all projects put forward on Form C-2 (i.e. 2 pages per project for a total of 20 pages).

A: Form C-2 must be no more than two pages per project (i.e., up to total 20 pages if there are 10 Reference Projects). The 10-page limit for the project description narratives is an aggregate limit for all projects (not per project).

All other specifications, terms and conditions remain the same.

Please acknowledge addenda by signing below and returning with the response. Failure to acknowledge this addendum may be cause for rejection of the submittal.

**ADDENDUM RECEIVED BY:**

\_\_\_\_\_  
Company Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

DPH