LISC New York City

New York Land Opportunity Program

REQUEST FOR PROPOSALS FOR:

St. Luke's Episcopal Church

661-675 East 219th Street, Bronx Block 4654 Lots 66, 70
761 -777 East 222nd Street, Bronx Block 4836 Lots 7, 15

DEVELOPMENT OPPORTUNITY

Date of Issuance: March 2, 2018
Response Due Date: April 13, 2018

Deadline has been extended to April 27, 2018

St. Luke's Episcopal Church
777 EAST 222ND STREET • BRONX, NEW YORK 10467
TEL: (718) 882-3060 ✠ (718) 882-3131 ✠ (718) 882-6882 ✠ FAX: (718) 231-5186
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March 2, 2018

Subject: St. Luke's Episcopal Church Request for Proposal (RFP) for Two Development Sites in Williamsbridge/Wakefield, Bronx.

Dear Prospective Development Partner,

This Request for Proposals ("RFP") is being issued by St. Luke's Episcopal Church in its capacity as owner of several vacant lots in the Williamsbridge/Wakefield section of the Bronx, New York. The purpose of this notice is to solicit a development partner who will help St. Luke's Episcopal Church realize its vision of providing much needed affordable housing and supportive services to the community.

Real estate development companies with demonstrated experience in property development and with an interest in making their services available to St. Luke's Episcopal Church are invited to respond to this RFP.

If your company is interested and is available during the timeframe outlined in the attached RFP timeline, please submit a proposal. Your proposal must include and will be evaluated based on the following criteria:

1. Past performance including timeliness and quality of work
2. Past experience, including projects of affordable/supportive housing
3. Proposed completion schedule.
4. Proposed cost
5. Familiarity with the area, including knowledge of and experience working with Faith Based Organizations.

The proposals should be submitted by the process outlined in the scope of the attached RFP. Should you have any questions about this RFP, please feel free to contact Dr. Christine Greenidge at 917-696-5071 or via email slbldgchairperson@gmail.com

This RFP in no way obligates St. Luke Episcopal Church to award a contract, nor does it commit St. Luke Episcopal Church to pay any costs incurred in the preparation and submission of the proposal.

Sincerely,

Dr. Christine Greenidge, Chairperson HTF

I. REQUEST FOR PROPOSALS SCHEDULE

Proposals responding to this request for proposals ("RFP") shall be received by St. Luke's Episcopal Church (the "Church") on or before April 27th 2018 provided, however, that the Church reserves the right to, at its sole and absolute discretion , modify this RFP in writing by addendum and/or a replacement RFP at any time without prior notice. The Church reserves the right to reject any proposal as non-responsive if compliance with any portion of the specifications provided and/or referenced herein is not clearly evident on the face of any such proposal. In addition, the Church reserves the right to waive any informality or noncompliance with the specifications provided and/or referenced herein, reject any and all proposals, or accept any proposal in whole or in part, if, at the Church's discretion, deemed to be in the best interest of the Church.

For consideration, proposals must be received from respondents ("Respondents") by the Church **and** LISC NYC in the following manner:

a. Please submit one (1) hard copy of the proposal at the address below:

ATTN: Dr. Christine Greenidge
***RFP Response ***
*** PRIVILEGED AND CONFIDENTIAL ***
St. Luke's Episcopal Church
777 East 222nd Street
Bronx, NY 10467

a. Please submit a PDF of the response to Dr. Christine Greenidge at slbldgchairperson@gmail.com.
b. Please submit a PDF of the response to LISC NYC at NYLOP3@lisc.org.

RFP Timeline:

- March 2, 2018 – Release of the RFP
- April 27, 2018 - All responses must be received by the Church and LISC NYC as instructed above by 4pm EST.
- April – May 2018 - The Church will schedule interviews as needed with "short-listed" Respondents. The date and time of interviews will be determined by the Church and Respondents will be advised via email about interviews
- May 31, 2018 - Church will inform all Respondents of their status.

II. STATEMENT OF PURPOSE

The Church is issuing this RFP to select a development partner ("Partner") to perform services related to the development of **two non-contiguous sites** owned by the Church as further described in Section IV (the "Project"). Generally, the purpose for the development of the Project is to:

- Maximize financing to develop housing affordable to individuals in the communities of Williamsbridge and Wakefield;
- Create space for the Church to maintain/grow the Church's soup kitchen, pantry, summer school services and other activities that benefit the surrounding community; and
- Make the Project fiscally sound and operational.

ST. LUKE'S EPISCOPAL CHURCH

St. Luke's Episcopal Church grew out of All Saints Mission which started in June 1914. With humble beginnings, the ministry grew and in 1936 the site at Barnes Avenue and 222nd Street was purchased for $2,000. St. Luke's Episcopal Church, as we know it today (761 -777 East 222nd Street, Block 4836 Lots 7, 15), was completed in 1939. Over the next few decades, the Church expanded their site ownership by acquiring land on 219th Street (661-675 East 219th Street, Block 4654 Lots 66, 70) to provide a rectory for visiting clergy.

St. Luke's Episcopal Church is a cornerstone in the Williamsbridge and Wakefield neighborhoods of the Bronx. The Church's mission is to seek a deeper relationship with God through worship, prayer and service to those in need. To this end, the Church provides affordable housing for senior citizens, operates a growing food pantry and community soup kitchen while providing services in youth development.

III. GENERAL INFORMATION AND LISC INVOLVEMENT

LISC NYC's NEW YORK LAND OPPORTUNITY PROGRAM

This RFP is being issued in connection with New York Land Opportunity Program ("NYLOP"), a pilot program that was launched in 2016 by LISC NYC in partnership with the NYC Department of Housing Preservation and Development (HPD) and the Mayor's Community Affairs Unit (CAU). NYLOP was launched to help mission driven organizations identify experienced developers to work with to develop their land for affordable housing. To date, LISC NYC's technical assistance has included: support with obtaining an appraisal, zoning analysis, and drafting this RFP. LISC NYC will also provide *limited review* of RFP submissions and analysis to the Church; however, <u>THE CHURCH WILL SOLELY SELECT THE RESPONDENT, IF ANY, WITH WHICH IT WILL ENTER ANY AGREEMENT</u>.

LISC NYC is a local program office of the Local Initiatives Support Corporation – a national community development financial intermediary (CDFI) that equips struggling communities with the capital, strategy and know-how to become places where people can thrive. Since founded in 1980, LISC NYC has built a distinguished track record of investing in affordable housing and other critical community assets. LISC NYC has invested over $2.7 billion, leveraging an additional $6 billion in low-income communities. This has resulted in over 38,000 affordable homes built and preserved as well as 1.8 million square feet of retail and community space created. Learn more at http://www.lisc.org/nyc.

CONTRACT FORM

This RFP is expected to lead to a development agreement ("Agreement") between the selected Partner and the Church, as further elaborated in this RFP. The Agreement will contain all of the required services, terms, deliverables and conditions specified in this RFP and all other negotiated services and related matters. No contractual rights shall arise out of the process of negotiation until such time as the Church and the selected Partner have signed the Agreement. The agreed upon work will commence immediately upon the execution of the Agreement.

RULES, REGULATIONS, AND LICENSING AGREEMENT

The Respondent and its staff shall comply with all laws, ordinances, and regulations applicable to the services contemplated herein, especially those applicable to conflict of interest. Respondents are presumed to be familiar with all federal, State, and local laws, ordinances, codes, rules, and regulations that may in any way affect the services to be provided.

GOVERNMENTAL APPROVALS

If selected, the Partner must complete background checks and clearances required by city and state agencies, including, but not limited to, HPD's sponsor review and the City of

New York's inspector general clearance processes. The Partner must also comply with the standard local, state, and federal policies and regulations required for New York real estate transactions financed and/or approved by such agencies. In submitting their proposals, Respondents are representing that the personnel described in their proposals shall be available to perform the services described, barring illness, accident, or other unforeseeable events of a similar nature in which cases the Respondent must be able to provide a qualified replacement. Furthermore, all personnel shall be considered to be, at all times, the sole employees of the Respondent under its sole direction, and not employees or agents of the Church.

Subject to certain exceptions, a lease for a period exceeding five years or the sale or mortgage of any real property of a religious corporation requires review by the New York State Attorney General's office and approval by New York State Supreme Court. (See "A Guide to Sales and Other Dispositions of Assets Pursuant to Not-for-Profit Corporation Law Sections 510-511 and Religious Corporations Law Section 12" here: https://www.charitiesnys.com/pdfs/sales_and_other_dispositions_of_assets.pdf)

Because the Church is Episcopalian, any transfer, lease or mortgage will require the approval of the Bishop and Standing Committee of the Episcopal Diocese of New York and the approval of the New York State Supreme Court, but will not require the approval of the New York State Attorney General.

CONTACT WITH THE CHURCH STAFFAND BOARD MEMBERS

Respondents shall not make any contact with the Church staff or board members during the term of the RFP process. All communications with the Church shall be in writing as provided in Section I.

IV. PROJECT DESCRIPTION

a. Existing Conditions:

The Church owns two non-contiguous sites:

1. 761 -777 East 222nd Street (Block 4836 Lots 7, 15) and
2. 661-675 East 219th Street (Block 4654 Lots 66, 70)

Both sites are in Williamsbridge/Wakefield, Bronx, New York. (Block and Lot Map and Satellite Capture of Premises are included in Appendix I). A 2017 appraisal conducted by HPD has found that the estimate as is value of 761-777 East 22nd Street is $1.12M and 661-675 East 219th Street is valued at $720K.

The site at 222nd Street (Block 4836 Lots 7, 15) is a multi-use site. Lot 15 is an active, 20 space parking lot for St. Luke's Episcopal Church. Lot 7 contains two structures: a small school building that houses the soup kitchen and pantry programs for the Church and one large building on the corner of E. 222nd Street and Barnes Avenue that is the sanctuary and support offices of the Church ("Sanctuary"). All of Lot 15 and the portion of Lot 7 that contains the small school building will be part of the Project and are outlined in red on the map attached as Exhibit I ("St. Luke's Site"); the Sanctuary will remain undisturbed. The St. Luke Site is zoned R5/R6 which can yield a total zoning floor area of 22,613 sf , assuming that affordable, independent residences for seniors (AIRS) are included in the Project.

The site ate 219th Street (Block 4654 Lots 66, 70) is an underutilized site. Lot 70 contains an unused chapel that was formerly the home of Bon Samaritan Church, a 20 space parking lot and a storage shed. Lot 66 contains a small house. All of lots 66 and 70 will be part of the Project ("St. George Site" and together with the St. Luke Site, the "Premises"). The St. George Site is zoned R5A which can yield a total zoning floor area of 28,420 sf, assuming that affordable, independent residences for seniors (AIRS) are included in the project.

b. Desired Development:

The Partner will develop the Project on the Premises with a mix of affordable and/ or supportive housing and Church Space (defined below).

Financing for the Project is anticipated to include, but not be limited to: tax-exempt bonds, Low Income Housing Tax Credits, subsidy through NYC Housing Development Corporation and NYC Housing Preservation and Development's ELLA program, or other affordable housing programs.

The Church would like the St. George's Site to be developed first, so as to move vital services from the St. Luke's Site into their final destination. However, if this is not feasible, the selected developer should assist with finding (and covering all costs, if any, for) an interim location for the Church's pantry and soup kitchen during construction.

<u>**St. George Site Church Space**</u>

The St. George site will require demolition of the existing structures and a lot merger for the anticipated new development. The Church wishes to develop a new space on the St. George Site that includes the following key priorities (“St. George Church Space”):

- A chapel of at least 3,400sf that accommodates 80 people and contains an administrative office;
- A soup kitchen/pantry of at least 3,400 sf to seat approximately 100 people with an administrative office and loading dock to meet the needs of the Church’s expanding programming;
- A multi-purpose, convertible space that will connect both the chapel and the soup kitchen, serving as overflow for each of the permanently defined spaces. It would be ideal for this place to have bathrooms with a shower facility; and
- At least 15 parking spaces.

<u>**St. Luke’s Site Church Space**</u>

The Church must keep its existing Sanctuary at the Block: 4836 Lot 15, however, the school house on the St. Luke’s Site will need to be demolished and the lots will need to be redefined so that the Sanctuary is on one lot and the St. Luke Site is on another. On the St. Luke’s Site, the Church wishes to develop the following key priorities (“St. Luke’s Church Space”, together with St. George Church Space, the “Church Space”):

- A health clinic (at least 7,500 sq. feet) on the ground floor and cellar for a previously identified health care provider. A letter of support from said health care provider is attached to this RFP as Appendix II; and
- At least 8 parking spaces.

The Church also wishes to develop affordable housing and/or supportive housing that will be affordable to members of the community. Meeting the needs of families and the formerly homeless are priorities, as these populations align with the Church’s service mission.

The Church expect the Project to close within two years of formalizing an agreement with its developer partner.

c. Desired Legal Structure and Special Consideration

Transfer of the Premises

The Premises will be transferred in fee simple to the Project entity to support the Project, preferably at the construction loan closing for the Project (“Closing”). At the time of Closing, the full appraised value of the Premises (or of the site then being transferred if the sites are not transferred at the same time) must be paid to the Church, with the cost to construct the Church Space to be placed in escrow as a financing source for build-out.

The Church is also willing to consider a joint-venture ownership structure for the affordable housing, whereby the Church would sponsor the affordable housing development.

Church Space
All spaces in the Church Space must be deeded in fee simple without encumbrance of any kind (other than those encumbrances which were in place prior to the Project and a condominium declaration, if applicable) with a permanent certificate of occupancy or temporary certificate of occupancy and a punchlist to complete reasonably acceptable to the Church. Each space in the Church Space must either be a separate building or a separate condominium. The Church Space will be delivered to the Church as set-forth herein no later than closing of permanent financing for the Project (or the site if each site in the Premises have separate closings).

The Church will consider a triple net lease for the health clinic on the St. Luke’s site from the Project entity and subleasing to the health clinic, if it helps the financing of the Project and the consideration to the Church. The master leased space must nevertheless be a separate condominium and provide the Church with a purchase option for a nominal fee after any LIHTC compliance periods required by the financing and the Project Budget much contain a rent reserve for this space.

Right of First Refusal
In the event that the affordable units are developed using Low-Income Housing Tax Credits (“LIHTC”), the Church, directly or through an affiliate, desires to have the Right of First Refusal to purchase the Project under the Right of First Refusal provided under Internal Revenue Code (IRC) 42(i)(7)].

Sponsorship
The Church will maintain ownership of all lots. The Church is willing to consider a joint-venture ownership structure for the affordable housing, whereby the Church would sponsor the affordable housing development.

Special Considerations
Note that in Developing the Premises, the Partner will have to address (including bearing all costs and coordinating all work) the following special conditions (“Special Conditions”):

The lot line of the St. Luke’s site which will need to be redrawn so that the sanctuary of the Church may be retained undisturbed and the chapel and the parking lot may be developed as a separate lot.

As Lots 7 and 15 on Block 4836 are adjacent to the Sanctuary, with regular service and programming, and Lots 66 and 70 on Block 4654 are located in a residential area, it is expected that all construction shall be conducted to minimize disruption and interference and safeguard adjacent properties as reasonable and in conformance with applicable law.

The Partner will be responsible for all costs incurred in connection with the development including without limitation all legal, architectural and construction monitoring costs incurred by the Church incurred after a term sheet for the Project is executed between the Developer and the Partner is executed.

V. DESCRIPTION OF SERVICES

A. General Scope of Services

1. The Church intends to perform the following duties: perform community outreach to assist in Community Board support, review budgets, review designs and architectural renderings of the Church Space.

2. The Partner is expected to perform the following duties: provide guarantees; obtain financing; select and oversee professionals (the general contractor, etc.)[with the approval of the Church]; oversee construction lease-up, tenant income qualification/tax credit compliance, property management, and partnership management. The construction of Project, including permitting and financing, will be the sole responsibility of the Partner. During the period of construction the Church will have a master lease for its to-be-built space and the Partner shall maintain a payment and performance bonds or letter of credit and a completion guaranty to insure timely completion of the Project. The payment and performance bonds or letter of credit and guaranty shall remain in place until construction is complete and all lien waivers have been received. The Church will either be named on the Project payment or performance bonds, letter of credit and completion guaranty, as applicable, or the Partner will have separate guarantees, bonds and letters of credit, as applicable, issued to the Church for the spaces master leased to the Church during construction.

Upon completion of the construction, the Partner shall be responsible for all aspects of the Project, except the Church Space once deeded to the Church, which it has constructed upon the land, including but not limited to insuring the Project against fire and casualty loss, keeping the building free from liens, maintaining and repairing the Project, and the like. After the completion of construction, the Partner shall also be responsible for insuring against rental loss or business interruption to pay ground rentals during periods of rebuilding after a casualty loss.

B. Description of Deliverables

The Church expects that the Partner will complete the following deliverables (which is not an exhaustive list): coordinate and pay for any and all predevelopment work, complete Tax Credit Application (if applicable); obtain financing commitments; obtain NYC Department of Building -approved plans; negotiate construction contract(s) start and complete construction in a workman-like and timely manner; provide guarantees required by lenders and investors to the Project and as required by this RFP; provide post-syndication services such as complete marketing and lease-up; provide for the ongoing operation and maintenance of the Project address the Special Conditions listed above.

VI. SELECTION CRITERIA

Respondents must initially meet the following Threshold Requirements to be considered for participation in the Project. Failure to meet these requirements (as defined below) or to provide the complete information required in the RFP may disqualify the Respondents from consideration in the Program.

A. Threshold Requirements

The proposal must include all required information and must be deemed complete by the Church in its sole and absolute discretion. Upon review, the Church, at its discretion, may notify Respondents that additional information or clarification is necessary. Failure to meet any of the requirements listed below may result in the rejection of the proposal.

To be eligible, Respondents must meet the following qualifications:

- Demonstrate that Respondent is one of the following: a lawfully organized business organization, not-for-profit organization or joint venture.
- Demonstrate significant experience in the development, ownership and management of multifamily rental properties, particularly affordable housing, with substantial prior experience in NYC, relevant to and consistent with the scope and description of services provided in Section IV of this RFP;
- Demonstrate that the Respondent (whether a business, organization, or joint venture) is financially viable and able to provide financing and guarantees required to the Project.

Respondents will be disqualified for adverse findings with respect to:

- Arson, fraud, bribery, or grand larceny conviction or pending case;
- Previous record of default on work done under government contract;
- Compliance/history with governmental agencies as described in Respondent Questionnaire or in references;
- Formal debarment or suspension from entering into contracts with any governmental agency or other notification or ineligibility for or prohibition against bidding or proposing on government contracts;
- Denial of a contract based on any obligation to, or unsatisfied judgment or lien held by, a governmental agency;
- Subject of any voluntary or involuntary bankruptcy proceeding;
- A negative history with New York City, New York State and federal government agencies, including but not limited to NYSHCR, HPD, Dept. of Health, Dept. of Buildings, Dept. of Environmental Protection, or HUD.

B. Competitive Criteria

The Church will further review Respondent responses for competitiveness in accordance with the following criteria:

- Experience working with faith-based organizations
- Experience with lot mergers and apportionments
- Experience creating medical facilities

VII. SUBMISSION REQUIREMENTS

One fastened original of the Proposal and one fastened copy of the Respondent's qualifications, including all documentation requested, as described below, must be submitted by ALL RESPONDENTS in response to this RFP. Submission of an incomplete proposal may be grounds for disqualification of the Respondent.

Each copy of the qualifications must be clearly labeled with tabs as indicated below. The tabs should run down the right hand side of the submission. The original proposal must be signed by an authorized representative of the Respondent. Also, each copy must be clearly labeled with the name of the Respondent on the cover.

PLEASE NOTE THAT EACH COPY OF THE RESPONDENT'S QUALIFICATIONS MUST CONTAIN THE FOLLOWING FORMS AND SUPPORTING DOCUMENTATION.

A. Cover Letter

Respondents should include a cover letter on company letterhead that:

- References the RFP;
- Summarizes the Respondent's ability to perform such services as described in the RFP;
- Provides contact information for senior staff identified as the Respondent's primary point-of-contact; and
- List of staff that will work on the Project if the Respondent is selected.

B. Statement of Qualifications

The Statement of Qualifications will be evaluated on the Respondent's real estate development experience including affordable housing, and on its work plan for meeting Project deliverables in a timely, cost-effective manner.

The Statement of Qualifications is a summary of a Respondent's experience in real estate development, including but not limited to, the number, type and size of multi-family NYC projects developed, owned, and managed, experience securing appropriate financing, experience and depth of proposed development team, the review and/or development of scope of works, cost estimate, code compliance, bid analysis, schedule analysis, requisitions, and/or site inspections.

The Statement of Qualifications should include, and will be evaluated, on the following information:

- Organizational profile including number of employees and year firm was established.
- Proposed staff who would work on the Project and their qualifications.
- Respondent's experience in multifamily affordable housing development.
- Experience of developer in doing LIHTC transactions, with an emphasis on tax exempt bond transactions, and other public financing.

- Please also indicate whether Respondent or an affiliate has had to pay a tax credit adjuster and/or fulfill an obligation under an operating deficit guarantee or construction guarantee and explain the circumstances surrounding these situations;
- If a general contractor, experience engaging in similar projects. Also include current construction projects and pipeline.
- If a property manager, experience as property manager in managing LIHTC or other affordable properties;
- Description of Respondent’s ability to complete projects on schedule, within budget, and to the satisfaction of the client.
- Experience (if any) working with projects affiliated with HPD and other governmental agencies.
- Status as or commitment to hire or work jointly with local community businesses and subcontractors, small business enterprises (SBEs), minority–owned business enterprises (MBEs) and women-owned business enterprises (WBEs). The Church will consider the following items to evaluate the criteria: Evidence of designation as a small, minority or woman-owned business by local or state government or demonstrated commitment to hire or work with small, minority and women-owned businesses through (i) the Respondent’s hiring track record (ii) the Respondent’s current hiring plan, and (iii) evidence of past and current joint venture partnerships with SBEs, MBEs, and/or WBEs.
- Experience working with faith-based organizations in real estate development and navigating the New York State Attorney General and Supreme Court review and approval process for the sale, lease or transfer of real property.

C. References/Letters of Support

Respondent will be evaluated on the quality of its development, construction and property management services.

Please include at least three references, with diversity in the types and sizes of projects (ideally at least one from a project closely matching the Project and at least one reference/letter of support from a tax credit syndicator/construction lender). Written statements of reference or the names, addresses and telephone numbers of clients, who can explain the Respondent’s involvement and the scope of services, should be included. Information concerning personnel assignment and contract duration should be described.

D. Narrative Regarding the Proposed Development Plan: Potential Issues, Strategies

Please include a brief narrative (no more than three pages) concerning the development plan. Development narrative should describe the anticipated scope of the proposed Project such as the total area of development, Church Space, the number of residential units of different types, the amount of parking that will be required, area of open landscaped spaces, and anticipated site access. Identify any programmatic, procedural, legal, design, construction, financial, timing, or other obstacles that are foreseeable, and suggest any strategies that may be necessary or could strengthen the plan in order to achieve the plan objectives. Please also identify lenders, syndicators/tax credit investors, architects, general contractors, property managers, attorneys, accountants and other relevant professional team members that Respondent wishes to work with on this Project.

E. Legal Structure and Financing Plan

Include a brief narrative (no more than 2 pages) concerning a simple summary list of each item of consideration to be provided to the Church, its estimated monetary value and when it is to be delivered, the legal structures that the Respondent proposes for the Project/Development Agreement, including an organizational chart for ownership of the Project, condominium and lease structures, as applicable, and the financial plan. In this section, clearly outline Respondent’s requirements for participation in the Project (for instance, to participate as Partner, Respondent must also be the general contractor for the Project).

Please include an explanation for the proposed financing plan and provide preliminary sources and uses and cash flow projections as part of that explanation and include a pro forma development budget to the extent feasible. Please indicate an approach to the construction of the project to minimize costs per square foot. Respondent’s financial proposal will be evaluated based on the ability, soundness and reasonableness of the financing structure and a comparison of proposals from other Respondents. Respondent should identify the guarantees (i.e. construction completion, operating deficit, proper income qualifications of tenants) the Partner is willing and able to provide and under what conditions; the proposed allocation of developer fees to parties including to the Church; cash flow projection including timing of payout; Length and structure of the Development Agreement and exit strategy, as applicable, and other relevant considerations, acquisition incentive fees, sponsorship fees, paid developer fee split, deferred developer fee split, and residual cash flow split, to the extent applicable; and the extent of management and decision making authority will be granted to the Church during predevelopment, construction, lease-up and post-permanent conversion.

If the proposal includes construction of space to be delivered to the Church, provide an explanation of when construction funds will be paid to the Church, how and when these funds will be drawn down to pay for construction.

If the there is space in the Project to be master leased to the Church post-construction, provide the terms of that master lease including:

1. Length of term and renewal options
2. Right to mortgage
3. Assignability of the leasehold
4. Insurance coverage and casualty loss
5. Rent structure, if any
6. Purchase option
7. Requirements or restrictions regarding use

If the there is space in the Project to be deeded to the Church as part of condominium regime, provide the terms of that condominium including:

1. Governance structure of the condominium board
2. Estimated common charges for the Church Space
3. Strategies to minimize common charges to the Church (the use of limited common elements, etc.)
4. Right to mortgage
5. Use restrictions and requirements.

If the Church or its affiliate is to have a Right of First Refusal under Section 42 of the Internal Revenue Code, provide detail on such right including:

1. Whether the Church will have such right alone or in concert with another nonprofit (eg. if the Respondent is a non-profit or joint-venture with a non-profit member that would also like the ROFR or if a joint ROFR is in the interest of the Church and the Project)
2. How the Partner will assist the Church in gaining approvals from lenders of the Project to exercise this right at the end of the tax credit compliance period.

F. Attachments:

i. Attach three (3) years of audited financial statements to establish financial viability of the business;

ii. Attach the completed Respondent Questionnaire attached to the RFP; and

iii. Completed project worksheet including overview of past, existing and pipeline real estate development projects (including total development costs and sources). Information should include:

- Types/sizes of projects
- Location of projects
- Year job/s were completed

VIII. DISCLOSURE, CONFLICTS OF INTEREST, AND CONFIDENTIALITY

The terms of this RFP, the information provided by the Church herein and all other information provided by Respondent in connection with the services offered to be provided by the Respondent pursuant to this RFP, are to be treated by Respondent as strictly confidential and proprietary. Such materials are to be used solely for the purpose of responding to this request. Access shall not be granted to third parties except upon prior consent of the Church and upon the written agreement of the intended recipient to treat the same as confidential. The Church may request at any time that any of the Church’s material be returned or destroyed.

The Church will require disclosure by the Respondent, its employees or anyone acting on its behalf. Such disclosure review will include, but not be limited to: (i) whether the Respondent, its employees or anyone acting on its behalf has ever been convicted of a crime or offense arising directly or indirectly from the conduct of the Respondent’s business and (ii) whether any of the Respondent’s officers, directors, or persons exercising substantial policy discretion have ever been convicted of any crime or offense involving misconduct or fraud. The Church will also require disclosure of (iii) any material financial relationships that the Respondent or any of the Respondent’s employee or affiliate has with firms or entities that may create a conflict of interest or the appearance of a conflict of interest in acting as developer resiliency engineering firm for any development with which they enter into contract pursuant to this RFP and; (iv) any family relationship that any employee of the Respondent has with an officer or board member of any development with which they enter into contract pursuant to this RFP, that may create a conflict of interest, or any other matter that the Respondent believes may create a conflict of interest or the appearance of a conflict of interest in acting as developer resiliency engineering firm for any development with which they enter into contract pursuant to this RFP.

IX. RFP TERMS AND CONDITIONS

1. The Church is the sole judge of each proposal's conformance with the requirements of this Request for Proposals as well as the merits of such proposal.

2. The Church reserves the right to waive any condition or modify any provisions of this document with respect to one or more applicants, to negotiate with one or more applicants, to require supplemental statements and information from any applicants, to modify any of the terms and conditions herein and to reject any or all proposals in its sole and absolute discretion.

3. If all proposals are rejected, the disposition of the Premises may be conducted by any means, terms or conditions chosen by the Church in its sole and absolute discretion.

4. Upon the selection of an applicant, if any, the Church will send written notification to the applicant containing the terms and conditions upon which the Church will be willing to negotiate definitive development documents. However, nothing will be binding on the Church or the applicant unless and until a final Agreement is executed and delivered by both.

5. The timing of the conditional selection will depend upon the degree to which supplemental information regarding individual proposals may be required or due to any other factors that the Church, in its sole discretion, considers pertinent.

6. All submitted proposals are the property of the Church. The Church is not liable for any costs or expenses incurred by an applicant in the preparation of proposals, negotiations or discussions with the Church or in connection with any other work. A proposal may be modified at any time prior to the submission deadline. Only the final version of the proposal will be considered.

7. The Premises will be developed (leased, mortgaged, transferred and/or developed) in its "as is" condition, subject to any environmental conditions and hazards or other title matters.

8. The Church, LISC and their officers, employees, consultants, attorneys and agents (collectively, "Church Personnel") make no representation or warranty, and assume no responsibility of any kind, for the accuracy of any of the information set forth herein or otherwise provided by Church Personnel, the physical condition, status of title or usability of the Premises, or any other matter. All due diligence is the sole responsibility of the applicants, and

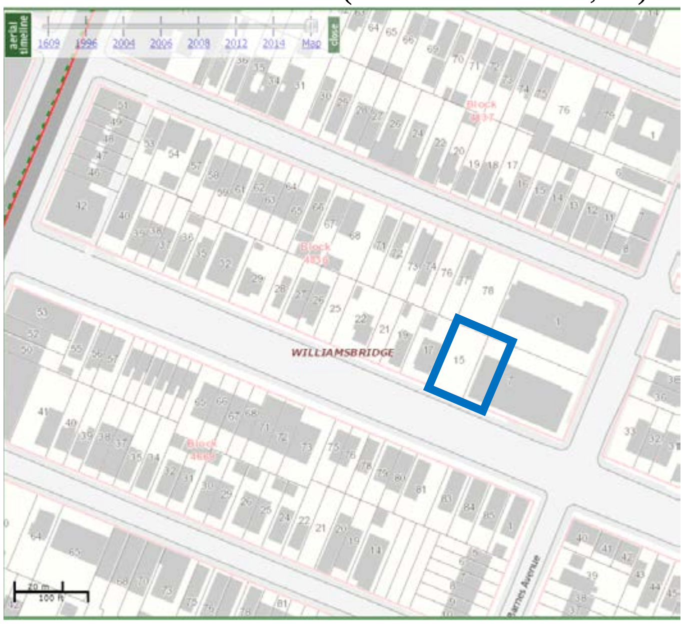
applicants are encouraged to satisfy themselves with respect to any aspect of the proposed development and/or condition of the Premises.

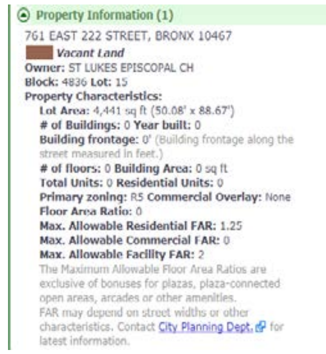
9. All proposals must conform to, and be subject to, all applicable laws, regulations and rules of any governmental authority having jurisdiction over the Premises and/or the development thereof (including without limitation, any zoning or applicable land use regulations).

10. Upon submission of a proposal to this RFP, respondents and the representatives and agents will treat their proposals and all information obtained in connection with the RFP ("Confidential Information") in a confidential manner, and will not discuss, publish, divulge, disclose or allow to be disclosed the Confidential Information to any other respondents or any other person, firm or entity, including press or other media, without the prior written approval of the Church.

APPENDIX I: BLOCK AND LOT MAP AND SATELLITE CAPTURE OF PREMISES

765-777 East 222nd Street (Block 4836 Lots 7, 15)




Property Information (1)

761 EAST 222 STREET, BRONX 10467

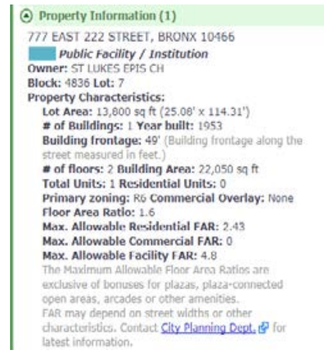
Vacant Land

Owner: ST LUKES EPISCOPAL CH

Block: 4836 **Lot:** 15

Property Characteristics:

Lot Area: 4,441 sq ft (50.08' x 88.67')
# of Buildings: 0 **Year built:** 0
Building frontage: 0' (Building frontage along the street measured in feet.)
# of floors: 0 **Building Area:** 0 sq ft
Total Units: 0 **Residential Units:** 0
Primary zoning: R5 **Commercial Overlay:** None
Floor Area Ratio: 0
Max. Allowable Residential FAR: 1.25
Max. Allowable Commercial FAR: 0
Max. Allowable Facility FAR: 2
The Maximum Allowable Floor Area Ratios are exclusive of bonuses for plazas, plaza-connected open areas, arcades or other amenities.
FAR may depend on street widths or other characteristics. Contact City Planning Dept. for latest information.


Property Information (1)

777 EAST 222 STREET, BRONX 10466

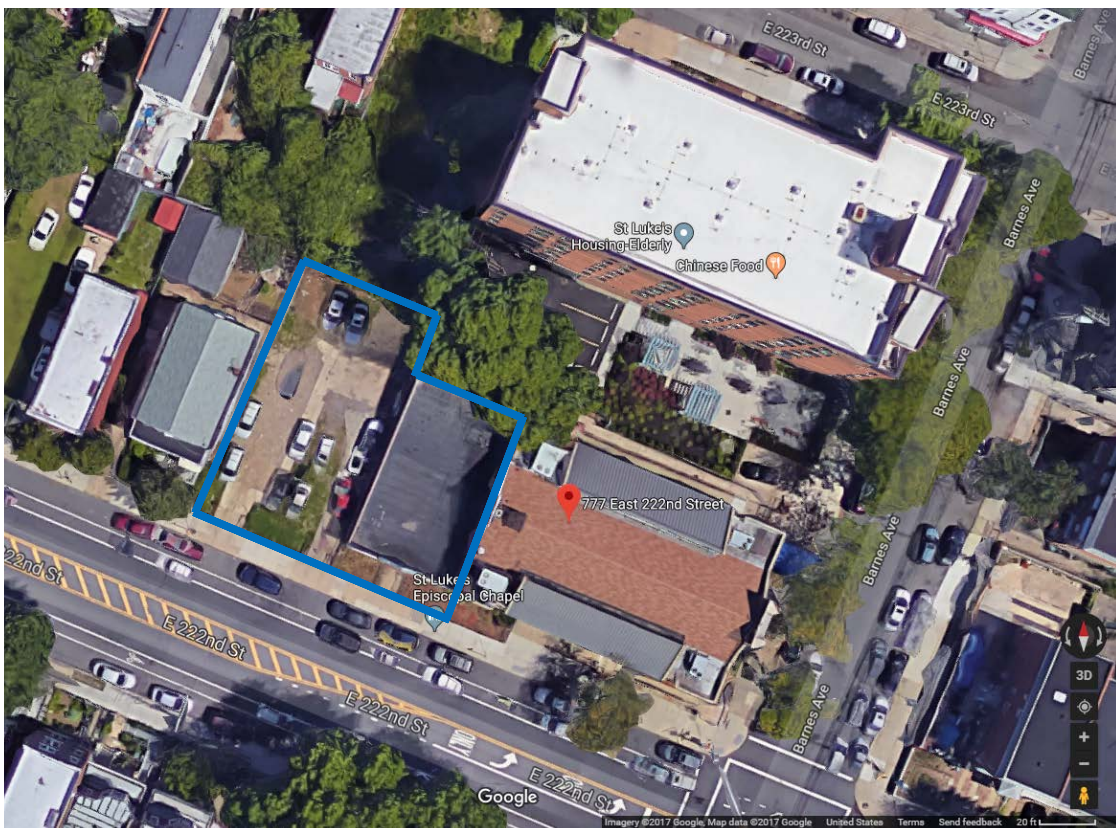
Public Facility / Institution

Owner: ST LUKES EPIS CH

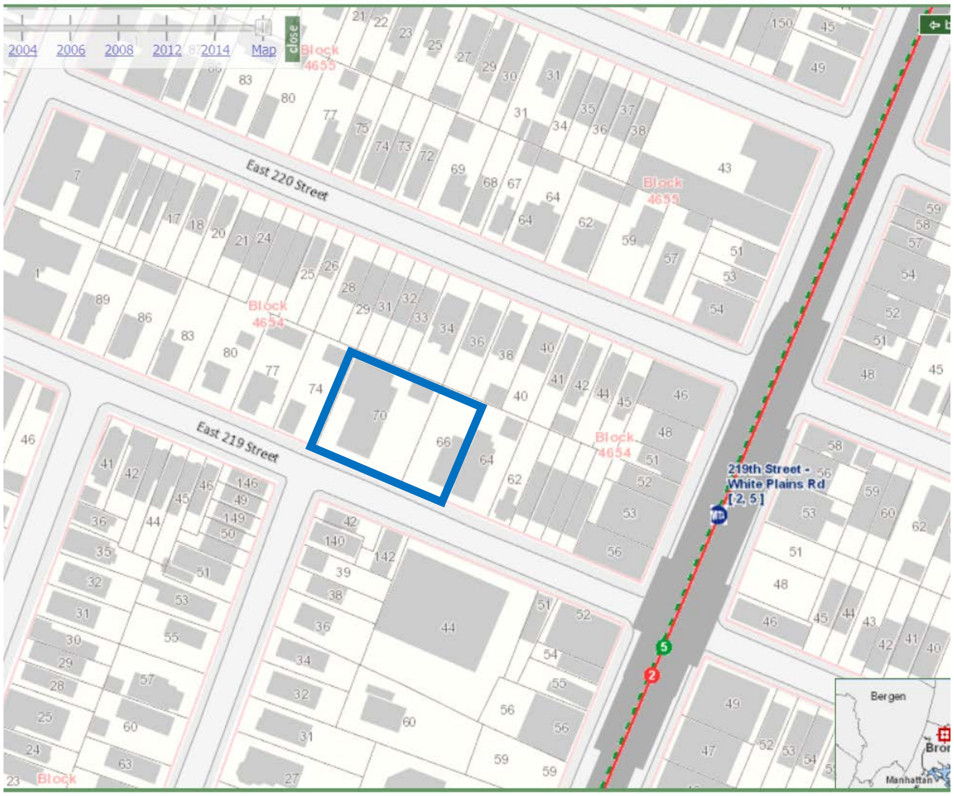
Block: 4836 **Lot:** 7

Property Characteristics:

Lot Area: 13,800 sq ft (25.08' x 114.31')
# of Buildings: 1 **Year built:** 1953
Building frontage: 49' (Building frontage along the street measured in feet.)
# of floors: 2 **Building Area:** 22,050 sq ft
Total Units: 1 **Residential Units:** 0
Primary zoning: R6 **Commercial Overlay:** None
Floor Area Ratio: 1.6
Max. Allowable Residential FAR: 2.43
Max. Allowable Commercial FAR: 0
Max. Allowable Facility FAR: 4.8
The Maximum Allowable Floor Area Ratios are exclusive of bonuses for plazas, plaza-connected open areas, arcades or other amenities.
FAR may depend on street widths or other characteristics. Contact City Planning Dept. for latest information.



661-675 East 219th Street (Block 4654 Lots 66, 70)



Property Information (1)

661 EAST 219 STREET, BRONX 10467

Public Facility / Institution

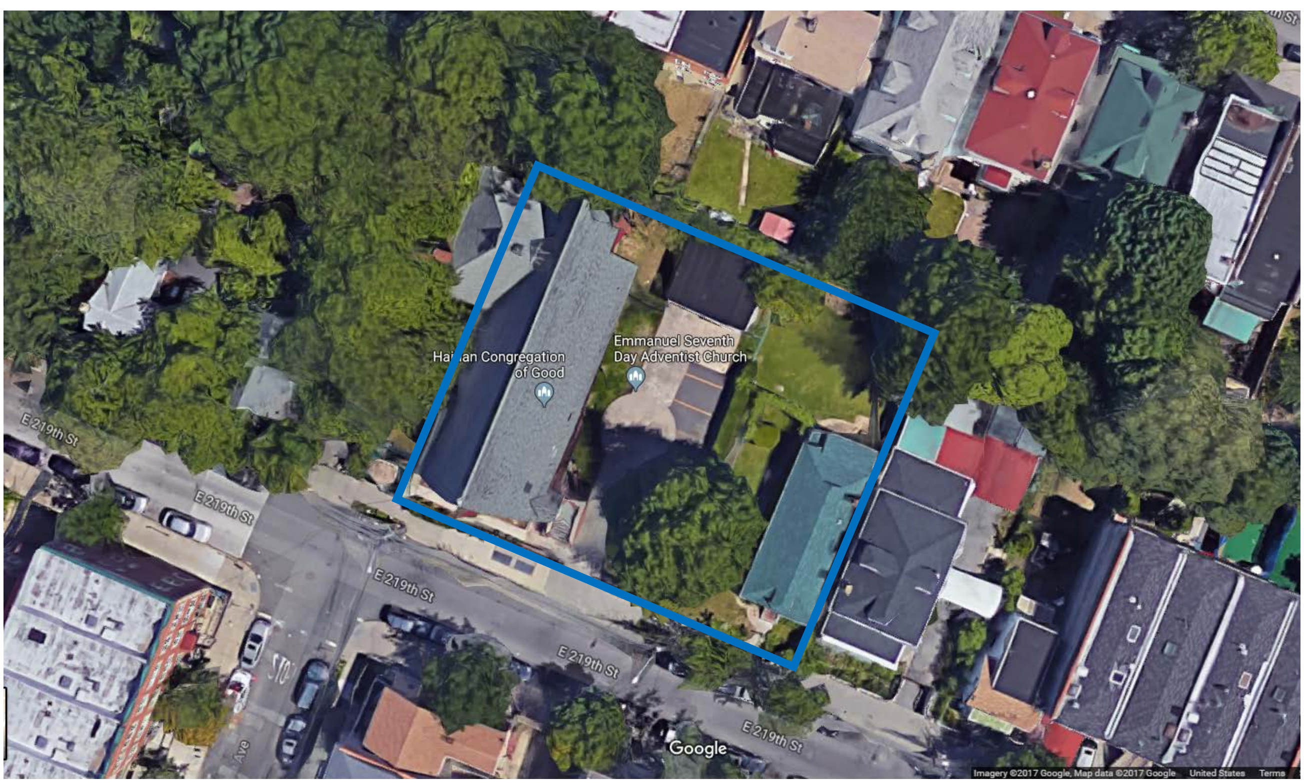
Owner: ST LUKES EPISCOPAL CH
Block: 4654 **Lot:** 70
Property Characteristics:
Lot Area: 11,432 sq ft (100.01' x 114.31')
# of Buildings: 2 **Year built:** 1920
Building frontage: 36' (Building frontage along the street measured in feet.)
# of floors: 2 **Building Area:** 4,883 sq ft
Total Units: 1 **Residential Units:** 0
Primary zoning: R5A **Commercial Overlay:** None
Floor Area Ratio: 0.43
Max. Allowable Residential FAR: 1.1
Max. Allowable Commercial FAR: 0
Max. Allowable Facility FAR: 2
The Maximum Allowable Floor Area Ratios are exclusive of bonuses for plazas, plaza-connected open areas, arcades or other amenities.
FAR may depend on street widths or other characteristics. Contact City Planning Dept. for latest information.

Property Information (1)

675 EAST 219 STREET, BRONX 10467

Residential: 1 & 2 Family Building

Owner: ST LUKES EPISCOPAL CH
Block: 4654 **Lot:** 66
Property Characteristics:
Lot Area: 5,713 sq ft (50' x 114.25')
# of Buildings: 1 **Year built:** 1920
Building frontage: 20' (Building frontage along the street measured in feet.)
# of floors: 1 **Building Area:** 1,420 sq ft
Total Units: 1 **Residential Units:** 1
Primary zoning: R5A **Commercial Overlay:** None
Floor Area Ratio: 0.25
Max. Allowable Residential FAR: 1.1
Max. Allowable Commercial FAR: 0
Max. Allowable Facility FAR: 2
The Maximum Allowable Floor Area Ratios are exclusive of bonuses for plazas, plaza-connected open areas, arcades or other amenities.
FAR may depend on street widths or other characteristics. Contact City Planning Dept. for latest information.



Appendix II. Letter of Support from Health Care Provider

Bronx Community Health Network, Inc.
1 Fordham Plaza, Suite 1108
Bronx, New York 10458
Tel: (718) 405-7720
Fax: (718) 741-5460
Email: elarrier@bchnhealth.org
Website: www.bchnhealth.org

January 11, 2018

The Reverend Dr. Pierre André Duvert
Rector
St. Luke's Episcopal Church
777 222nd Street
Bronx, NY 10467

Dear Reverend Duvert:

Bronx Community Health Network (BCHN) enthusiastically supports St. Luke's Episcopal Church's plans to create much needed supportive housing for Bronx residents.

I understand that the project also includes space for other services that will benefit the Northeast Bronx community. Accordingly, on behalf of BCHN I am pleased to submit this Letter of Interest to establish a Community Health and Wellness Center (CHWC) in approximately 7,500 to 8,000 square feet of space at the property to be developed by St. Luke's Church.

BCHN's proposed CHWC center will provide state-of-the-art, value-based advanced primary medical care for all ages that will seamlessly integrate selected medical specialties like cardiology, podiatry, optometry and co-located behavioral health (BH), oral health (OH), HIV/AIDS. Complex cases will be referred to providers with whom we have affiliation and referral contracts. It is important that clinical services be enhanced with a range of social supports, referral and follow-up services including counseling, insurance assistance, food stamps, housing, education and employment. The facility will include space for shared programming with St. Luke's or other community-based organizations for activities such as nutrition and cooking classes, physical activity, support groups, workshops and meetings. The CHWC could provide between 20 to 30 additional employees and would meet NYC and NYS regulations.

The proposed CHWC services are geared to meet the needs of Northeast Bronx residents, in an area designated by the Community Health Care Association of New York State as Tier 1, that is, the highest level for need for additional primary care and related health and social services. The Northeast Bronx population is a multi-cultural mix of people primarily with origins in the Caribbean, Central and South America West Africa and North Africa and South Asia. Like many other Bronx communities rates of diabetes, cardiovascular disease, asthma-related hospitalizations and emergency room use for primary care are disproportionately high. The area also suffers from a lack of easily accessible social and community services. Many families work multiple jobs to support their families and oftentimes family life, especially for children, is neglected. In some areas, substance use is high and areas are heavily patrolled by police.

Established in 1996, Bronx Community Health Network, Inc. (BCHN) is a non-profit, community-based organization and federally funded health center (FFHC) committed to eliminating health disparities among minority and immigrant populations in socio-economically depressed Bronx communities. Our mission is consistent with that of the 53-year old health center program: improving health status; assuring access to comprehensive, coordinated health care services; securing resources for programs and services; and, promotion of disease prevention, early intervention, self-management and healthful lifestyles.

Bronx Community Health Network, Inc.
1 Fordham Plaza, Suite 1108
Bronx, New York 10458
Tel: (718) 405-7720
Fax: (718) 741-5460
Email: elarrier@bchnhealth.org
Website: www.bchnhealth.org

In 1997 we received our first Health Resources and Services Administration Bureau of Primary Health Care (HRSA BPHC) grant to ensure that medically underserved areas (MUA) and under- and uninsured populations have access to Public Health Service Act (PHS) Section 330e required affordable, quality, comprehensive primary medical, mental/behavioral, dental and related specialty, diagnostic, ancillary, social supports and enabling health care services.

That same year we received HRSA HIV/AIDS Bureau (HAB) funding to provide access to integrated, co-located early intervention, treatment, and outreach services for adults living with or at risk of HIV/AIDS. Since 1997, BCHN has contributed some $100+ million grant funding for health care services for Bronx residents that are disproportionately affected by chronic illness and poor health outcomes.

BCHN's atypical FFHC "without walls" model provides health care services via BPHC-approved contracts for delivery of services at 12 community and nine school-based health centers (SBHC) owned and operated by Montefiore Health System, and three health centers owned and operated by Acacia Network/Promesa Systems (Acacia/Promesa).

Our governance structure for oversight of these 21 community and SBHCs ensures that BCHN meets all federal requirements for community needs, clinical and financial management and governance.

Without reservation, we support St. Luke's plans for development in the Northeast Bronx.

Should you need additional information, I may be reached at 718-405-7723.

Sincerely,

Eleanor Larrier, MPA
Chief Executive Officer

c: Board of Directors

Appendix III. Letter of Support from The Episcopal Diocese of New York

THE EPISCOPAL DIOCESE OF NEW YORK

February 28, 2018

Rev. Dr. Pierre Andre Duvert
St. Luke's Church
777 East 222nd Street
Bronx, NY 10467

Dear Rev. Pierre Andre Duvet,

As the Bishop of the Episcopal Diocese of New York, I offer my congratulations to St. Luke's Episcopal Church on your accomplishments in developing a request for proposal ("RFP") for the development of 675 East 219th Street and 765 & 777 East 222th Street, Bronx, New York ("Premises").

As you are aware, the Religious Corporation Law of the State of New York requires that any sale, mortgage or lease of more than 5 years of real property owned by a Protestant Episcopal Church not be sold without a court order and the written consents of the Bishop and the standing committee of the diocese to which the church belongs. After reviewing the RFP, I hereby offer this Letter of No Objection to the release of the RFP for responses from qualified developers.

Note, however, that this Letter of No Objection is not an approval of any sale, lease or mortgage of the Premises or any developer. I reserve all rights under Canon Law and the New York State Religious Corporation and Not-For-Profit Corporation law and will review any proposal for the sale, lease or mortgage of the Premises if and when such proposal is submitted to me.

Thank you very much for your continued work and efforts on this most important topic.

Sincerely,

+Andrew ML Dietsche

The Right Reverend Andrew M L Dietsche
Bishop of New York

THE RIGHT REVEREND ANDREW M L DIETSCHE
BISHOP OF THE DIOCESE OF NEW YORK
1047 AMSTERDAM AVENUE NEW YORK, NY 10025 T: 212.316.7413 F: 212.932.7318 E: bpdietsche@dioceseny.org

Appendix IV. Respondent Questionnaire

ATTACHMENT 1: RESPONDENT QUESTIONNAIRE

ALL RESPONDENTS SHALL COMPLETE THIS FORM AS WELL AS THE QUESTIONNAIRE THAT IS ATTACHED.

If the Respondent is a joint venture, a separate Questionnaire and Attachment shall be provided for each entity that comprises the joint venture, as identified in Section 2 below. If the Respondent is a newly formed joint venture or business, information on the entity with their rehabilitation and marketing and sales experience must be provided.

If additional space is needed, please submit separate sheet(s), identifying the question(s) being answered on each sheet.

NAME OF RESPONDENT: ______________________________

ADDRESS: ______________________________

____

CONTACT PERSON: ______________________________
(for the Respondent)
Address: ______________________________

____

Telephone Number: ______________________________

Fax Number: ______________________________

E-Mail: ______________________________

IS THE RESPONDENT A JOINT VENTURE?

YES [__] NO [__]

If yes, list below the name, address, and phone number of each entity, which comprises the Respondent entity stated above, and the percentage of ownership interest in the joint venture.

Name of Entity	**Address**	**% of Ownership**

NAME OF ENTITY COMPLETING THIS QUESTIONNAIRE: ____________________________________

1. **PRINCIPALS**

   a. Provide the following information about all principals of this entity. For corporations: provide the names of the officers and controlling shareholders (those owning 10% or more). For partnerships, provide the names of all general partners. For not-for-profits, please provide the names of the Board of Directors and Officers.

   Also state the role that each would play in the Program.

Name/ Position/Title	Home Address	Role	% Owned

2. ORGANIZATIONAL STRUCTURE

a. Type of Organization:

Sole proprietorship __	Partnership __
Corporation __	Not-For Profit __

b. For corporations or partnerships: provide the following information about all partners, officers, and shareholders. For not-for-profits, list all board members and officers.

Name Position/Title	Percentage of Ownership	Date of Ownership

c. Do any principals and/or officers maintain a business relationship with or have an ownership interest in another company?

YES [__] NO [__]

If yes, provide the following information:

Name of Principal/Officer	Name, Address, Tel. # of Affiliated Company	Position with and % Interest with Company

d. Is company owned in full or in part by another firm or investor(s)?

YES [__] NO [__]

If yes, provide the following information:

Name of Firm/Investor	Address and Phone	% of Ownership

3. **OTHER**

Has any principal identified on page 1, or any organization in which the principal is or was a general partner, or corporate officer, or owned more than 10% of the shares of the corporation been the subject of any of the following:

		YES	NO
A.	Arson conviction, or pending case;		
B.	HPD's Housing Litigation Bureau pending or active case or negative history;		
C.	Defaulted on any contract obligation or agreement of any kind or nature whatsoever entered into with federal, state or municipal agencies, including but not limited to HUD, NYSHCR, City of New York, New York City Department of Buildings, New York City Department of Environmental Protection, and New York City Department of Health and Mental Hygiene;		
D.	In the last 5 years, failed to qualify as a responsible bidder, or refused to enter into a contract after an award has been made, privately or with any government agency?		
E.	In the last 7 years, filed a bankruptcy petition or been the subject of involuntary bankruptcy proceedings?		
F.	In the last 5 years, failed to file any required tax returns, or failed to pay any applicable Federal, State or New York City taxes or other charges?		
G.	Been convicted of fraud, bribery, or grand larceny?		

If yes, please state the following information:

(1) Name of principals:____________________________________

(2) Name of organization/corporation and if an officer, state title:

____

(3) Date of action:_______________________________________

(4) Current status of action:________________________________

(5) Explanation of Circumstances:___________________________

Provide a statement detailing current standings with local, state, and federal regulatory agencies for compliance related construction, hiring practices, and wage & labor laws.

1. Respondents must disclose compliance history with local, state, and federal regulatory agencies for the last 10 years. ____________ reserves the right to confirm Respondent's current standing with any applicable regulatory agencies to confirm information submitted by Respondents.
2. Disclose any compliance violations within the last 10 years, detail steps taken to resolve such violations, and describe current status of compliance.
3. Highlight specific compliance violations with DOB, HPD, Mayor's Office of Contract Services (VENDEX), NYSHCR, and other regulatory agencies responsible for construction compliance, wage & labor laws, hiring practices, etc.
4. Disclose most recent status of HPD Sponsor Review compliance, including outstanding arrears for property tax and water/sewer arrears for all NYC owned property.

4. CERTIFICATION

[This certification must be signed by one of the Individuals listed above; if the Respondent Entity is a joint venture, an Individual representing each Principal of the joint venture must sign it.]

I certify that the information set forth in this proposal and all attachments and supporting documentation is true and correct. I understand that St. Luke's Episcopal Church will rely on the information in or attached to this document and that this document is submitted to induce St. Luke's Episcopal Church to select you as a partner.

____
Signature