

REQUEST FOR PROPOSALS

FULTON CENTER MASTER LEASE

RELEASED: AUGUST 2, 2012

PROPOSALS DUE: NOVEMBER 2, 2012

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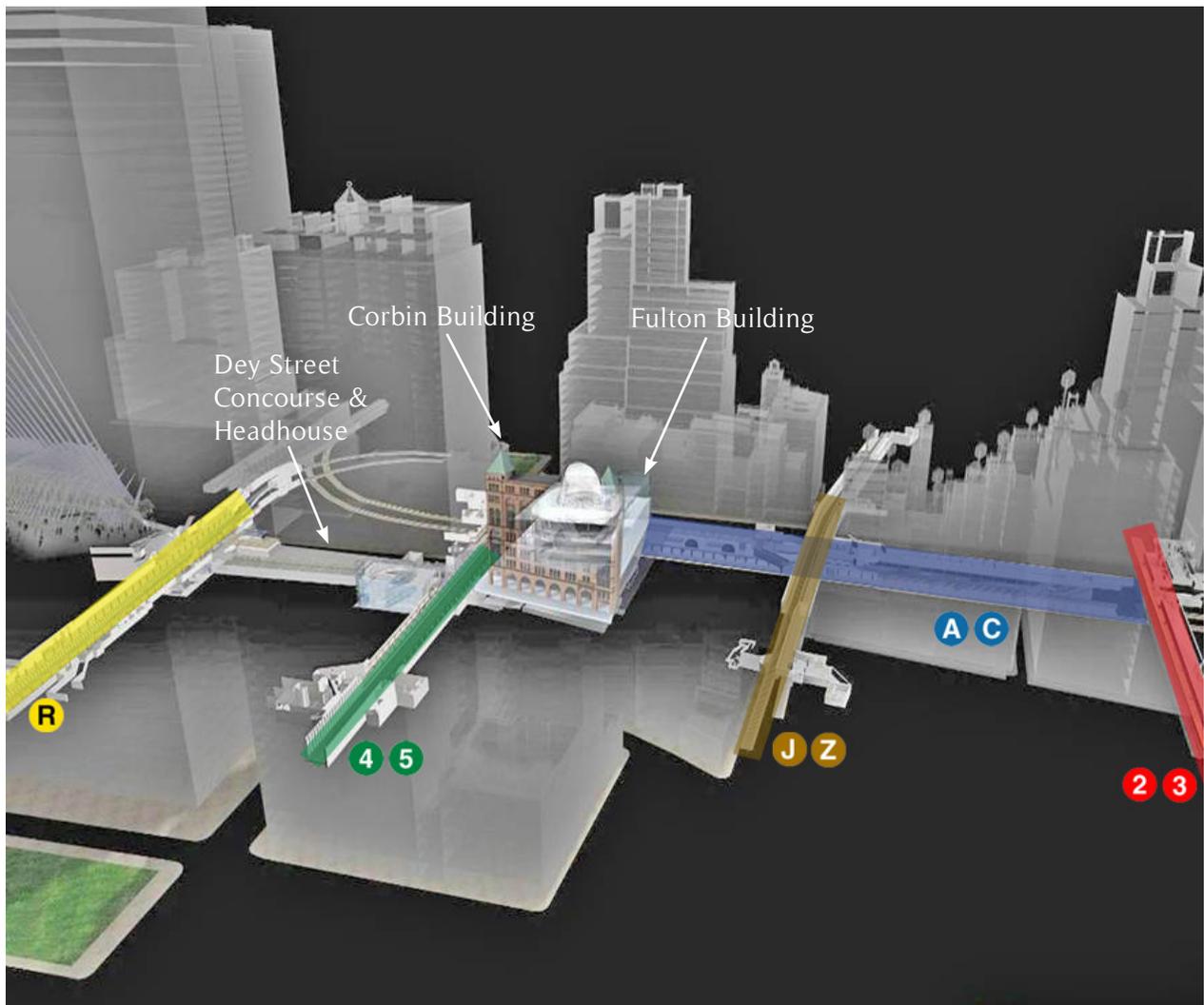
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Images courtesy of MTACC, Arup, GRIMSHAW, HR&A Advisors, Inc.

I. Introduction

The Fulton Center, currently under development by the Metropolitan Transportation Authority (“MTA”), will be the primary gateway to Lower Manhattan and a major hub of activity in the neighborhood when it is fully operational for commuters in June 2014. The complex will stretch from the World Trade Center site (“WTC”) to William Street and connect 9 subway lines and 5 subway stations upon opening, with connections to 2 more subway stations and PATH trains as the WTC site is completed. The MTA and the Federal Transit Administration (“FTA”) are investing approximately \$1.4 billion in the Fulton Center. Approximately 300,000 transit customers are projected to walk through the facility on an average weekday.

Fulton Center Buildings and Subway Lines



By this request for proposals (“RFP”), the MTA invites qualified developers and asset managers to submit proposals to master lease from the MTA, pursuant to a long-term master net lease agreement (the “MLA”), substantially all of the following three components of the Fulton Center, including the structural and exterior elements thereof (the “MLA Premises”):

Fulton Building: This distinguished new building on the southeast corner of Broadway and Fulton Street has been designed by Arup and Grimshaw Architects and is expected to be LEED certified. It will be organized around a grand civic space, defined by a glass-topped atrium with a distinctive cable net sculpture designed in collaboration with James Carpenter Design Associates. The “oculus” at the top of the atrium will amplify natural light in the space and allow it to penetrate into a subway concourse two levels below the street. Five floors of retail, from transit-oriented spaces below grade, to open retail areas at street level, to two fully-enclosed upper floors, will serve both transit riders and the Lower Manhattan community as a whole



Corbin Building: Listed on the National Register of Historic Places, this eight-story building on the northeast corner of Broadway and John Street is being restored, modernized, and integrated with the Fulton Building. The ground floor will have a prominent retail space fronting on Broadway and John Street, as well as a major entrance to the Fulton Center. The upper floors of the building, which is also expected to be LEED certified, may be developed for retail, office, or hotel purposes.



Dey Street Headhouse and Concourse: On the southwest corner of the intersection of Broadway and Dey Street, across from the Corbin Building, a new glass pavilion at street level will provide additional access to the Fulton Center. This headhouse will include a large digital display facing Broadway traffic and approximately 1,301 net square feet of retail space. Below street level, the 27'-wide Dey Street Concourse will connect the Fulton Building and the Corbin Building to the WTC complex, the R and E subway lines, and the WTC PATH station. The western end of the Dey Street Concourse is considered the R-line Underpass, as it sits directly below the R subway line. The concourse will be lined with a distinctive reflective wall designed in collaboration with James Carpenter Design Associates and will contain several floor-to-ceiling multimedia displays.



The precise extent of the MLA Premises to be leased to the master lessee designated through this RFP (the “Master Lessee”) is shown on the plans attached to this RFP as Appendix B (the “Lease and Sublease Demarcation Plans”). The MLA Premises will include spaces in the following categories, as shown on the plans attached to this RFP as Appendix C (the “Usage Plans and Area Tables”):

- **Commercial Usage Areas:** spaces that will be available for subleasing by the Master Lessee to subtenants (the square footages, designed finishes, and supporting infrastructure for which are set forth in “Commercial Usage Area Detail Plans and Elevations” that will be made available upon request to prospective proposers registered as stipulated by Section IV.B of this RFP (“Registered Proposers”)).
- **Back of House:** spaces designed to support the Master Lessee’s operations.
- **Unpaid Public Circulation:** areas that are to be used for public circulation and egress, but fall outside of the paid zone of the transit system. Some of these areas may be used for public or commercial programming (for retail kiosks, for example), with certain limitations on use to be defined based on required levels of service for pedestrian flows. Proposers should include in their Proposals a description of any programming they propose to bring to these areas.
- **Paid Public Circulation:** public circulation areas within the paid zone of the transit system for which the Master Lessee will have certain responsibilities.

Designed Use	Net SF
Commercial Usage Areas	63,200
Unpaid Public Circulation	39,000
Paid Public Circulation	22,400
Back of House	56,700
MLA Premises	181,300

*These areas do not include roof spaces on the Fulton Building or Corbin Building (See section III). All figures are approximations.

The MLA will cover 51 digital multimedia displays (some in the MLA Premises, and some in the area that is identified on plans as the A/C Mezzanine), which the MTA will install as part of its construction of the Fulton Center. These displays will include one large screen facing Broadway traffic at the Dey Street Headhouse, dozens of screens in highly trafficked pedestrian corridors, and more than a dozen multimedia displays for the Master Lessee’s use in the Fulton Building itself. The Master Lessee will also be permitted to install at its own cost additional signage in other designated areas of the Fulton Center where wiring is being installed by the MTA and on the northern exterior wall of the Corbin Building and (any such signage, together with the 50 displays to be delivered by the MTA, the “Master Lessee Signage”).

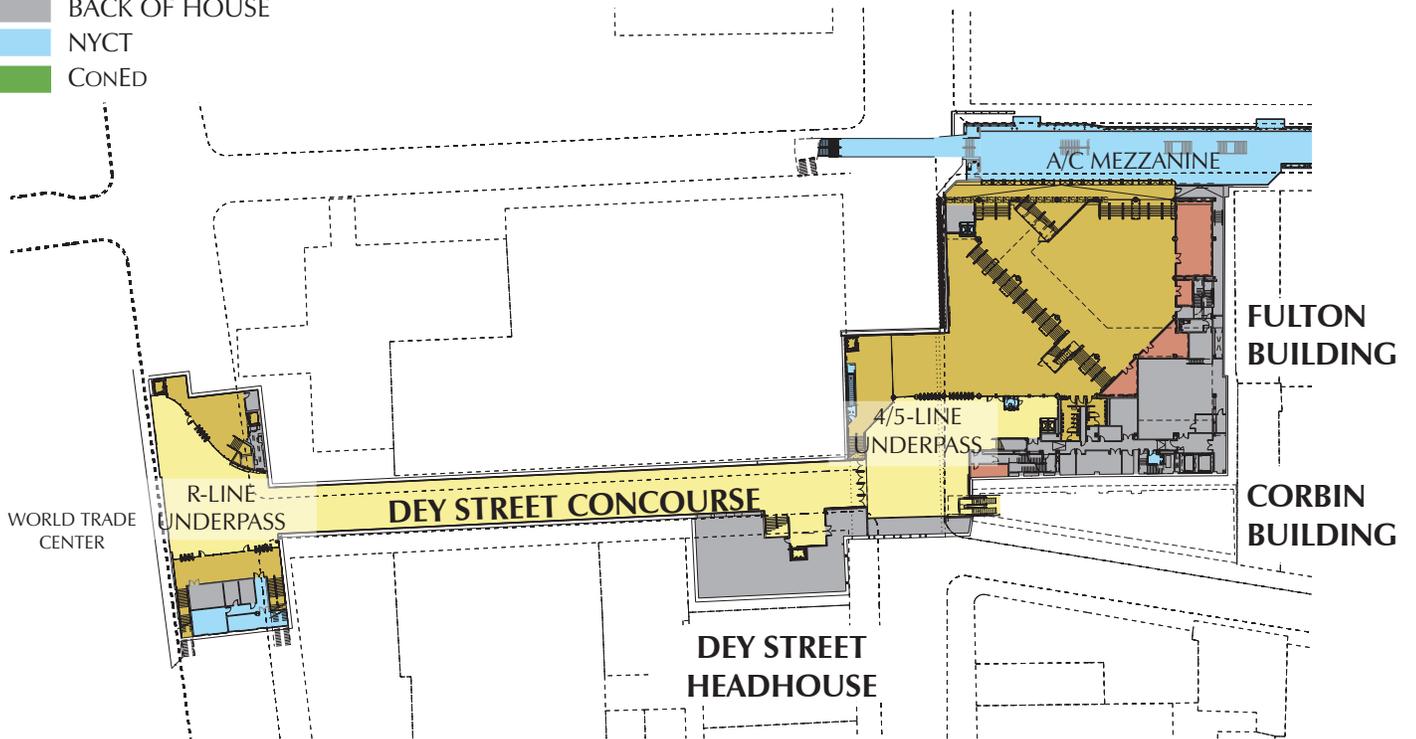
Except with respect to Master Lessee Signage, the MLA Premises will specifically exclude, and the Master Lessee will have no responsibility for, the following areas of the Fulton Center as shown on the Demarcation Plans (the “NYCT Premises”):

- The subway station platforms and most vertical circulation elements that lead to the platforms;
- The A/C Mezzanine and other pedestrian passageways in the paid zone;

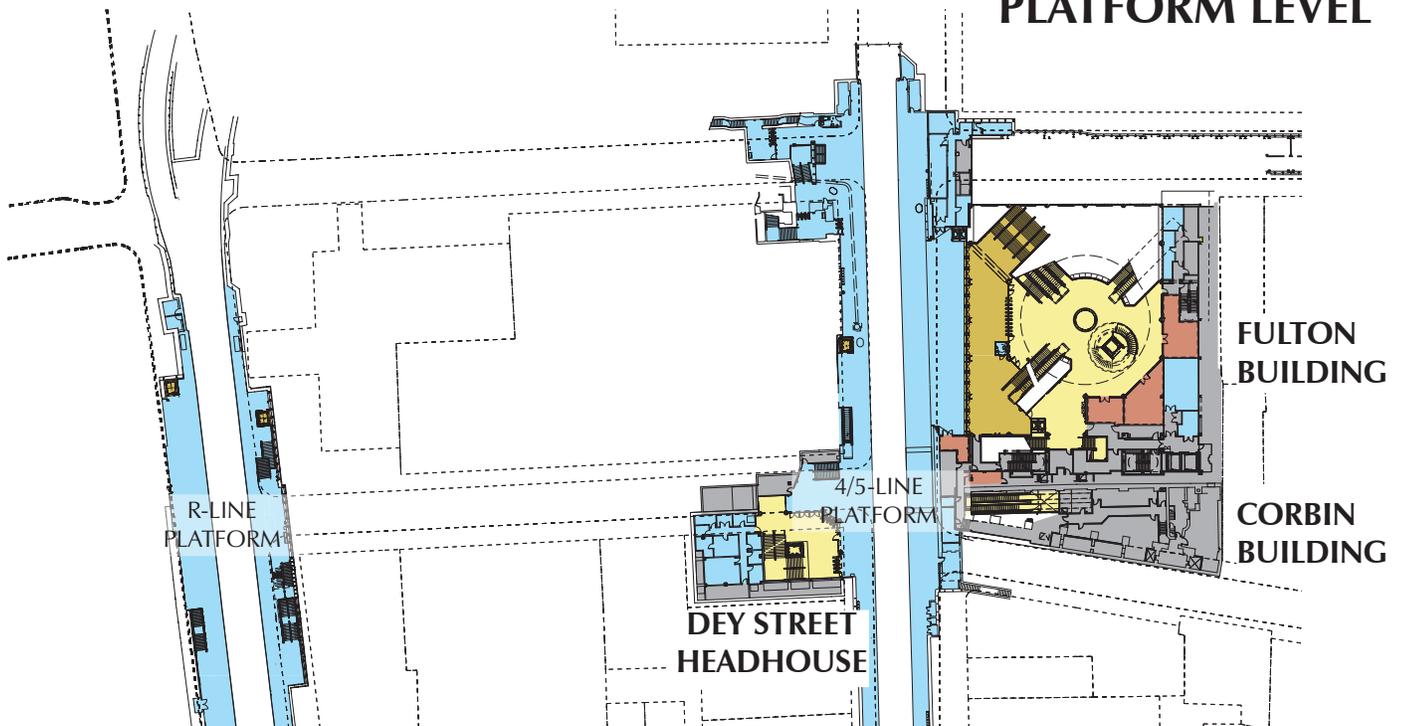
- All station entrances not included in the MLA Premises;
- Certain rooms within the Fulton Building and the Dey Street Concourse that will be occupied exclusively by the MTA's affiliate MTA New York City Transit ("NYCT") and to which NYCT staff will require access at all times;
- Certain transit-related equipment within the bounds of what would otherwise constitute the MLA Premises, including subway turnstiles, associated doors and gates, fare sales equipment, and security cameras (the "NYCT Equipment"); and
- A Consolidated Edison ("ConEd") transformer room on the Sixth Level of the Fulton Building.

- UNPAID PUBLIC CIRCULATION
- PAID PUBLIC CIRCULATION
- COMMERCIAL USAGE AREAS
- BACK OF HOUSE
- NYCT
- CONED

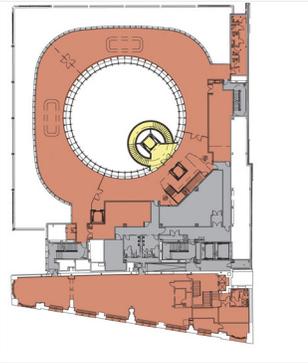
CONCOURSE LEVEL



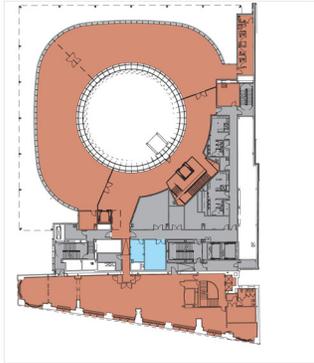
PLATFORM LEVEL



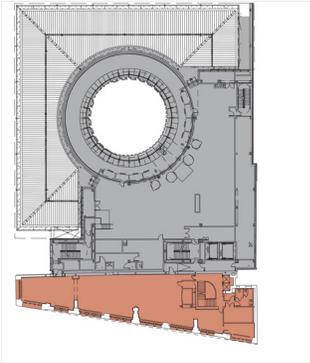
STREET LEVEL



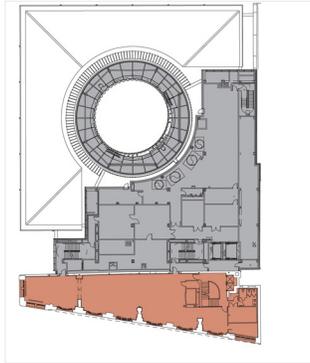
2ND LEVEL



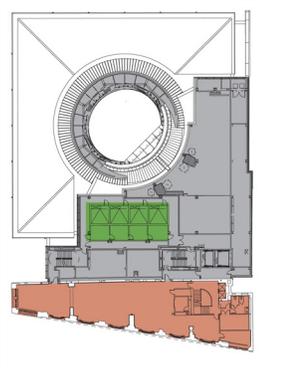
3RD LEVEL



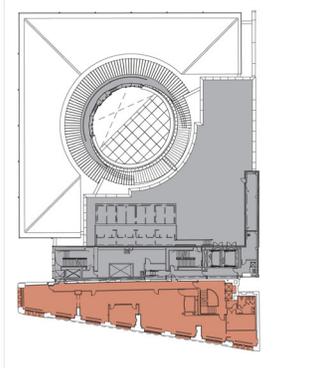
4TH LEVEL



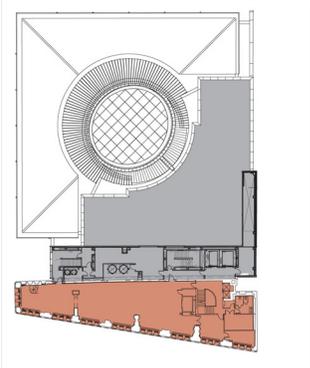
5TH LEVEL



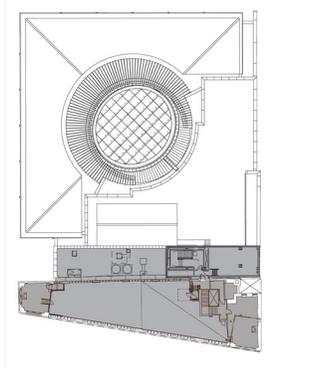
6TH LEVEL



7TH LEVEL



8TH LEVEL



9TH LEVEL

A. Master Lease and MTA Sublease

The MLA will assign to the Master Lessee the following rights and responsibilities:

- Subletting, and managing subtenant improvements in, the Commercial Usage Areas in accordance with the MLA, the Design Guidelines (the “Design Guidelines”, which will be made available upon request to Registered Proposers), and the Fulton Center concept of operations (the “Concept of Operations”, a summary of which is attached to this RFP as Appendix F (the “Concept of Operations Master Lease Summary”) and a complete draft of which will be available upon request to Registered Proposers).
- Operating, maintaining, repairing and collecting all revenue from the Master Lessee Signage.
- Operating, maintaining, and repairing the entire MLA Premises, including the portions of the MLA Premises shown in red on the Lease and Sublease Demarcation Plans (the “MTA Sublease Areas”), which will be sublet back to the MTA pursuant to a sublease that will be co-terminus with the MLA (the “MTA Sublease”).

The MLA will provide for the payment by the Master Lessee to the MTA of rent (the “MLA Rent”) consisting of “Fixed Rent” and “Participation Rent” (to be based on the Master Lessee’s gross revenues).

In consideration of the performance by the Master Lessee of its obligations as lessee under the MLA and sublessor under the MTA Sublease, the MTA will in turn owe rent to the Master Lessee under the MTA Sublease (“MTA Sublease Rent”), and the MLA Rent and the MTA Sublease rent will be offset against one another to yield a net monthly payment.

The amount of the Fixed Rent, the Participation Rent and MTA Sublease Rent, as well as the duration of the MLA and the allocation of responsibility for long-term capital replacements, will be determined through this RFP process and negotiations with one or more respondents to this RFP (“Proposers”).

A summary of selected terms of the MLA is attached to this RFP as Appendix G. A full draft of the MLA (the “Draft MLA”) will be available upon request to Registered Proposers.

B. Project Goals

The MTA has three basic goals in issuing this RFP (the “Project Goals”):

- 1. Optimize MLA Rent and MTA Sublease Rent.** The successful Proposer will propose rental terms that are financially advantageous to the MTA.
- 2. Ensure the highest standards of daily maintenance and long-term capital asset management.** The successful Proposer will have a proven track record of quality in maintaining active public spaces and will demonstrate the capacity and inclination to ensure that the MLA Premises are maintained to the standards described in the Concept of Operations and in keeping with the long-term preservation of the MTA’s asset.
- 3. Deliver an experience befitting a great civic space.** The successful Proposer will demonstrate that it has both the vision and the capacity to ensure that, throughout the term of the MLA, the MLA Premises will be occupied by subtenants meeting a high-quality “Retail Standard” (as defined by the MLA), and that all commercial areas and public spaces within the MLA Premises will be operated in accordance with the same high standard.

C. General Project Timeline

The Fulton Center is scheduled for completion in June 2014, by which time the MTA also desires to have the Commercial Usage Areas, and at least a majority of the subtenants therein, open for business. Therefore, the MTA has established the following target schedule with respect to this RFP and the MLA.

RFP Released, Registration Opened	August 2, 2012
Fulton Center Site Tours	August 15, 2012
Pre-Proposal Conference	September 12, 2012
Proposer Questions Due	September 17, 2012
Proposals Due	November 2, 2012
Proposer Interviews	December, 2012
Conditional Master Lessee Designation	First Quarter, 2012
MLA Executed	Second Quarter, 2013
Subtenant Improvements/Management Responsibilities Begin	Third Quarter, 2013

II. Market Context

A. Lower Manhattan

In the past ten years, Lower Manhattan has experienced tremendous growth, emerging as a vibrant 24/7 district that is one of the fastest growing in the nation. This growth has been driven by a rapidly expanding residential population, the recovery and expansion of the downtown office market, and substantial public and private investment in the area.

The residential and worker populations of Lower Manhattan together represent approximately \$4.77 billion in retail spending potential. More than 57,000 New Yorkers live in Lower Manhattan, double the number of residents a decade ago, with a median income of approximately \$145,000, nearly three times higher than the citywide average. The number of workers in Lower Manhattan has also increased significantly in recent years. Since 2005, approximately 350 new businesses have moved into Lower Manhattan, bringing the total number of workers to approximately 310,000. Long regarded as one of the world's preeminent business districts, the mix of office workers is now more diverse than it has ever been – 75% of new businesses in Lower Manhattan are in the fields of media, creative services, not-for-profit, or other services.

B. Fulton Center Neighborhood

The Fulton Building and Corbin Building are prominently located on Broadway, across the Street from St. Paul's Chapel, one block from the WTC, and four blocks south of City Hall. The neighborhood within a 5-minute walk of these buildings added 3,100 housing units and 5,300 residents in the last decade, employs more than 93,000 workers in 4,100 businesses, and has total retail spending potential estimated to be more than \$700 million annually. Thousands more workers and residents are anticipated in the area over the next decade, and several new residential projects are either planned or under construction.

When completed, the WTC will deliver an additional 8.8 million square feet of commercial office to Lower Manhattan, as well as nearly 500,000 square feet of retail space. The recently opened 9/11 memorial already attracts approximately 11,000 visitors daily, making it the second most visited tourist site in the City, and the WTC observation deck is expected to attract approximately 2.5 to 4.5 million visitors annually.

C. Ridership and Pedestrian Estimates

Approximately 130,000 transit customers enter and exit the subway stations comprising the Fulton Center on a daily basis, despite construction activities and not including tens of thousands of transfers between stations. Total traffic at the Fulton Center is expected to increase significantly with the addition of retail uses contemplated by this RFP and as the WTC site is occupied by thousands of new office workers.

Location	Estimated Pedestrian Flow
Street Entrances (Fulton Building & Corbin Building)	45,000
Street Entrance (Dey Street Headhouse)	70,000
Platform Level	35,000
Concourse Level	80,000
A/C Mezzanine	100,000

Pedestrian counts on the streets surrounding the Fulton Building and Corbin Building are also substantial: the Alliance for Downtown New York estimates that nearly 40,000 people walk by the buildings on a daily basis, and many more pass by in vehicles traveling down Broadway.

III. Development Opportunity

The Fulton Center complex, with the soaring Fulton Building at its center, will extend from the WTC site on the west to a rehabilitated subway entrance on William Street between Fulton Street and John Street on the east. It will ultimately connect the A/C/E/J/Z/R/1/2/3/4/5 subway lines, and provide direct weather-protected, pedestrian-only connections to millions of square feet of Class A office buildings at the WTC site and World Financial Center in Battery Park City, as well as office buildings to the east.

Only certain portions of the Fulton Center – the MLA Premises – will be subject to the MLA. The Lease and Sublease Demarcation Plans attached to this RFP show the full extent of the premises to be demised. The following descriptions of the MLA Premises are intended solely to help Proposers to appreciate the MLA Premises in general terms:

A. Fulton Building

The Fulton Building will be bounded by Fulton Street to the north, Broadway to the west, and the Corbin Building to the south. It will have three public entrances at Street Level, and an entrance onto John Street through the Corbin Building. Sunlight will shine from the oculus down to all levels of the Fulton Building below, reflected by the building’s distinctive cable net sculpture.

On the **Concourse Level**, two floors below the street, the Fulton Building will connect to the A/C Mezzanine beneath Fulton Street, and the Dey Street Concourse beneath Dey Street. Stairs will provide direct access up to the Platform Level and down a half-level to the Dey Street Concourse and 4/5 Underpass. Four retail spaces and storefronts are being built on the Concourse Level, with a total of approximately 2,085 square feet, all within the paid zone of the transit system. The Concourse Level will also have unpaid public circulation areas that the Master Lessee may use for additional commercial uses (e.g. retail kiosks) and will include public restrooms for transit customers.

The **Platform Level**, one level below grade, will feature a “mixing bowl” fed by 3 escalators and staircases to the Street one level below grade, will feature a “mixing bowl” fed by 3 escalators and staircases to the Street Level directly underneath the Fulton Building’s oculus, with a circular interactive multimedia display to be programmed by the Master Lessee at its center. A spiral stairway will surround an elevator that also will bring customers to the Street Level and the Second Level above that. Four retail spaces and storefronts containing a total of approximately 2,141 net square feet of subleaseable area are being built by the MTA on the Platform Level, including one in the paid zone of the transit system.

On **Street Level**, six retail spaces containing a total of approximately 6,581 net square feet will surround the Fulton Building’s atrium, with entrances onto Broadway, Fulton Street, and John Street (through the Corbin Building), escalators down to the Platform Level, and the spiral stairway that will lead up to the Second Level and down to the Platform Level. Retail areas along Broadway and Fulton Street are intended to be open retail areas, without enclosing storefronts. (See the Design Guidelines for details). While pedestrian circulation will be required through these retail areas during peak hours for life safety reasons, they can be enclosed and secured at night. Two of the other retail areas on the Street Level will have sales areas in the Fulton Building’s public spaces in “retail display zones.” Two public restrooms are also being built on the Street Level.

On the **Second Level**, to be accessed primarily by three elevators in the Fulton Building as well as the spiral staircase and three egress stairways, approximately 9,605 net square feet of commercial space, including two restrooms and four dropped-slab areas suitable for kitchens, will be arrayed around the

Fulton Building's atrium. These areas will all be enclosed by glass that will have a fritted pattern. Two restrooms are being provided for in these Commercial Usage Areas that the Master Lessee may provide tenant improvements for or use for other purposes. The Second Level will also contain the main trash and storage room for the MLA Premises.

On the **Third Level**, to be accessed by the same vertical circulation elements as the Second Level, with the addition of a stairway to the Second Level only and the exception of the spiral stairway and its associated elevator, approximately 10,260 net square feet of commercial space with one restroom and two dropped-slab areas suitable for kitchens will be arrayed around the Fulton Building's atrium. Like the Second Level, the Third Level will be enclosed by partially fritted glass, and the cable net sculpture in the building's atrium will also line some of its inner façade, creating a semi-translucent, semi-private atmosphere in the subtenant areas. The advertising control room for the Master Lessee Signage and locker rooms for the Master Lessee's maintenance crew will also be located on the Third Level, as will the control room for the Fulton Center's wireless communications network, to be operated and maintained by Transit Wireless. (See Section III.L.2.).

The **Fourth, Fifth, Sixth, Seventh, and Eighth Levels** of the Fulton Building, located in the southeast corner of the building footprint, will contain building mechanical systems and related building support and circulation areas, including additional egress for the Corbin Building.

The Fulton Building will also contain two freight elevators, two fire stairs that will exit onto John Street (through the Corbin Building) and directly onto Broadway, and a third fire stair that will lead from the Concourse Level to the Sixth Level.

The Fulton Building will have two roofs, both designed to be accessible at a minimum to Master Lessee staff for maintenance purposes. These roof areas may be used as additional Commercial Usage Areas if suitable improvements are made by the Master Lessee.

B. Corbin Building

The historic Corbin Building, located at 192 Broadway, dates to 1888, when it was reportedly the tallest building in the city. Designed by architect Francis H. Kimball and named for Austin Corbin, a president of the Long Island Rail Road, the building and its interior were added to the National Register of Historic Places on December 18, 2003. As such, given that the MTA is a public authority, the building is subject to oversight by New York's State Historic Preservation Office ("SHPO"). However, the Corbin Building is not a New York City landmark.

The Corbin Building is undergoing a major restoration as part of the Fulton Center project. At Street Level, it will contain a prominent access point to the Fulton Center on John Street, with escalators directly to the Concourse Level. It will have two Street Level retail spaces, one on the corner of Broadway and John Street, and another midblock on John Street, currently expected to be re-occupied by the Christian Science Reading Room (See Section III.L.1.). The easternmost end of the Corbin Building will contain the loading dock for the MLA Premises.

The Corbin Building will contain a total of approximately 31,020 net square feet of Commercial Usage Areas on eight levels. Its roof of approximately 3,133 square feet may also be outfitted by the Master Lessee or its subtenants for commercial purposes, provided such uses and improvements comply with all applicable building regulations. It will be served internally by two passenger elevators and an ornate central stairway. Access will also be provided through the Fulton Building to two freight elevators, with significant public connections on the Street Level and the Third Level, the potential for a similar connection on the Second Level, and connections to egress stairways on every level, as shown on the Usage Plans.

Significant historic elements that are being preserved and restored include an ornate cast iron and marble staircase, Guastavino ceiling arches, decorative woodwork doors and windows throughout, a cast iron fireplace and wooden partition wall on the Seventh Level, crown moldings and ceiling plaster, and pendant lighting.

C. Dey Street Concourse and Headhouse

The Dey Street Concourse will connect the Fulton Building and Corbin Building to the WTC.

The Dey Street Headhouse, a glass and steel building being erected on the southwest corner of Broadway and Dey Street, will have a stairway and elevator that will serve both the Platform Level and the Concourse Level of the Fulton Center. It will also have an approximately 1,490 net square foot retail space with an entrance on Dey Street, and a large multimedia display facing Broadway traffic (connections for additional multimedia displays are also available on this wall). An approximately 150-square foot space at the base of the steps of the Dey Street Headhouse on the Platform Level may also be available for subleasing, provided critical levels of service can be maintained.

The below-grade Dey Street Concourse will be an unpaid public circulation area. It will be approximately 27' wide by 350' long by 10' tall. Its walls will be lined with custom-designed reflective panels and be will have five floor-to-ceiling multimedia displays. At its western end, in the R-Line Underpass, an area of approximately 150 - 350 square feet adjacent to the WTC site may also be available for subleasing, subject to further analysis. Moreover, much of the length of the Dey Street Concourse will be available for limited commercial or arts programming uses provided they do not impede the flow of pedestrians.

The Port Authority of New York and New Jersey is scheduled to open the Dey Street Concourse to the WTC site by 2015; it will be open to pedestrians and passengers from the R subway lines before then. The MTA will reserve the right to add connections to the Dey Street Concourse in the future.

D. Consolidated Edison Area

There will be an approximately 1,065-square foot transformer room for Consolidated Edison on the Sixth Level of the Fulton Building (the "ConEd Facility"). The ConEd Facility will provide the power for the MLA Premises. The Master Lessee will draw power for its operations in the MLA Premises from the ConEd Facility, but will not have access to it at any time. The Master Lessee will be required to provide access to Consolidated Edison staff as and when requested. More detail on the ConEd Facility can be found on the Usage Plans, as well as in the Concept of Operations.

E. Permitted Uses and Applicable Codes

The Fulton Building and Corbin Building are exempt from New York City zoning regulations and building codes, and will be governed instead by the NYS Building Code, as administered by the MTA acting in its governmental capacity. Building uses will be governed by the MLA, as well as by the project's Final Environmental Impact Statement and a Programmatic Agreement with the FTA (the "FTA Programmatic Agreement").

F. Design Guidelines

The Design Guidelines, which will be available to Registered Proposers upon request, will be attached to and form a part of the MLA. The MTA will have design review rights with respect to Master Lessee and subtenant improvements, but will agree to approve in a reasonable timeframe any and all plans that conform to the Design Guidelines.

In general, the Design Guidelines have been established to define allowable tenant and subtenant improvements according to all relevant building codes and to ensure that the MLA Premises are developed and maintained in a manner befitting a great civic space and transportation facility and worthy of the investment that the FTA and MTA have made in them.

The MTA will consider proposals contemplating modifications to the Design Guidelines, provided they are consistent with the Project Goals. Any such proposals must be submitted as “Alternative Development Proposals,” in accordance with Section III.I of this RFP.

G. Signage and Advertising

The following Master Lessee Signage will be delivered by the MTA to the Master Lessee:

- 1 LED display approximately 80” x 140” (height x width) in the Dey Street Headhouse, facing Broadway traffic;
- 13 displays prominently placed for viewing by transit customers, including 6 LCD displays of approximately 81” x 144” in the Dey Street Concourse, 5 LED displays of approximately 72” x 132” above the entrance to the A/C Mezzanine and visible from the Platform Level of the Fulton Building, and 2 LCD displays of approximately 91” x 155” on the western wall of the Concourse Level of the Fulton Building near the entrance to the Dey Street Concourse;
- 30 LCD displays of approximately 54” x 64” in the A/C Mezzanine; 6 free-standing 65” displays with portrait format LCD screens (4 in the Commercial Usage Areas at the Street Level in the Fulton Building along Broadway and Fulton Street, and 2 on the Concourse Level of the Fulton Building); and
- A series of interactive screens arrayed in a circular configuration directly underneath the Fulton Building’s oculus in the “mixing bowl” of the Platform Level.

Wiring for additional free-standing multimedia displays and interactive screens on the Concourse, Platform, and Street Levels will be built by the MTA, providing additional capacity for the Master Lessee to install additional digital signage. Proposers should indicate in their Proposals if they propose to add any displays to the Fulton Center. Any Proposer that intends to add digital signage must provide descriptions of and relevant drawings for its proposed designs.

The MTA may choose to install additional interactive multimedia displays for customers at the Fulton Center on the Concourse, Platform, and Street Levels. The MTA may consider Master Lessee use of any such display in the future but does not expect Proposers to address these displays in Proposals.

Certain Signage and Advertising Information, including details for all current signage designs for the Fulton Center, as well as their precise locations, are included in Appendix E, attached to this RFP (“Signage and Advertising Information”).

Although the MTA intends to build, install, and commission all of the displays listed above and to lease them to the Master Lessee under the MLA, the Master Lessee will also be entitled to develop additional signage opportunities in the MLA Premises. In particular:

- the Dey Street Headhouse has connections for potential additional multimedia displays;
- so-called “station domination” schemes will be permitted on the Concourse Level of the Fulton Building; and
- signage may be installed on the north façade of the Corbin Building, and inside the glass façade of the Fulton Building, in keeping with the Design Guidelines and Project Goals.

Proposals should include a description of any signage that the Proposer proposes to add to the Fulton Center, and any additional revenue expected to be generated by such additional signage. Unless such Proposals require modifications to the Design Guidelines or “Base Building Modifications” (see Section III.I.), these additional advertising revenues should be taken into account in formulating the business terms of Compliant Proposals (See Section III.I.).

H. MTA Arts for Transit

The inclusion of art and cultural programming in retail venues has a demonstrated track record of attracting and retaining desirable demographic groups, enhancing the profile of the facility and serving as a destination for those who might not otherwise visit the location. Arts programming encourages audiences to prolong their stays at the venue, and to return for regularly scheduled multimedia exhibits, events or performances.

MTA Arts for Transit and Urban Design has commissioned a grand scale artwork for the Fulton Center – the light-reflective cable net sculpture by James Carpenter that will be integrated into the Fulton Building’s atrium. A series of historic ceramic relief tile works were also re-installed on walls in the R-line Underpass and at the western end of the Dey Street Concourse. Arts for Transit also intends to bring its Music Under New York program, which presents a roster of musicians to the subway system, to the R-line Underpass and the Fulton Center.

Arts for Transit may reserve the right to provide a certain amount of MTA-sponsored content on digital signage displays in the Fulton Center, including Master Lessee Signage. Proposers should specify in their Proposals whether and how their Proposals would be affected by the reservation of such right.

The Master Lessee will be expected to coordinate with MTA Arts for Transit any additional arts programming and/or installations the Master Lessee may wish to introduce in the MLA Premises. Proposers should outline in their Proposals any specific arts programming and/or installations they currently contemplate for the MLA Premises.

I. Alternative Development Proposals

The MTA may in its discretion consider proposals that would entail material deviations from the Usage Plans and/or Design Guidelines or would otherwise deviate from material terms and conditions set forth or referenced in this RFP (“Alternative Development Proposals”), provided that they would demonstrably provide additional value to the MTA and are consistent with the Project Goals. Alternative Development Proposals will only be considered from Proposers that also submit plans that are fully compliant with Usage Plans and the Design Guidelines (“Compliant Proposals”).

Specifically, Proposals that include any of the following will be deemed to be Alternative Development Proposals, and should be labeled as such when submitted:

1. Base Building Modifications

The Fulton Center is being funded by the FTA and therefore the federal government has an interest in the facility pursuant to the applicable grant agreements. As such, no portion of the Fulton Center can be demolished without the consent of the FTA. The MTA will consider and seek FTA approval for any proposed modifications to the Fulton Center that are deemed to be valuable and in keeping with the Project Goals and the objectives of the Design Guidelines, in the sole discretion of the MTA. The MTA expects that minor building modifications, such as the removal of demising walls between currently designed subtenant spaces, will be easily approved. Nonetheless, Proposers submitting Alternative Development Proposals should clearly state their intentions and the rationale for any proposed building modifications.

Particular areas for consideration may include the roofs of the Fulton Building and the Corbin Building, and areas currently designated as building support space. In particular, roof spaces, which are currently designed for restricted access, may be improved by the Master Lessee for more substantial commercial uses according to the Design Guidelines.

Notwithstanding the foregoing, proposals to modify the location and/or design of the fire doors enclosing the primary stairwell to the Second Level and Third Level of the Fulton Building may be included in Compliant Plans, as the MTA and FTA expect such a modification may be required to accommodate some desirable subtenancies on those levels.

The addition of signage to the Fulton Center will not be considered a base building modification unless it would cause material and irreparable damage to base building elements.

2. Naming Rights

The MTA will consider Alternative Development Proposals that include brand names as part of the Fulton Center facility name or for any portion of the Fulton Center. Proposers should suggest the type of brand name and/or logo they might consider for the Fulton Center, and should indicate the approximate value of such naming rights to the MTA, based on a proposed method of revenue sharing. Proposers must also describe how and where the proposed brand name would be displayed.

3. Air Rights

The MTA owns approximately 397,083 square feet of unused development rights (“Air Rights”) at the Fulton Center. Proposers that have identified means for monetizing any or all of the Air Rights are invited to submit Alternative Development Proposals accordingly. However, Proposals that include use of a material portion of the Air Rights on site will not be considered.

J. Schedule for Site Delivery

The MTA expects to provide the Master Lessee with possession of the entirety of the Corbin Building and the portions of the Fulton Building at and below Street Level concurrently with the execution and delivery of the MLA, and to provide the Master Lessee with access to the portions of the Fulton Building on the Second Level and above to allow it to commence tenant and subtenant improvements by the fourth quarter of 2013. The MTA anticipates that it will achieve substantial completion of the entire Fulton Center in June 2014.

Portions of the MTA Sublease Premises may be opened for public circulation prior to June 2014, and the Master Lessee may be asked to begin to operate and maintain such areas concurrently with its

commencement of subtenant improvements. However, the MTA expects to discuss these potential responsibilities with Proposers later in the RFP process and does not expect Proposers to address this aspect of the project in their initial Proposals.

K. MTA Representative

The MTA will establish an individual (the “MTA Representative”) as the single point of contact with the Master Lessee for all ongoing discussions after the execution of the MLA. The MTA Representative will be responsible for the following:

- Approvals for all tenant and subtenant improvements;
- Construction oversight for all tenant and subtenant improvements;
- Building operations and maintenance monitoring, including documentation of “satisfactory continuing control” for purposes of the FTA Programmatic Agreement and other applicable grant agreements;
- Project financial review, including audits of revenues derived from the facility; and
- Inventory control of all “attic stock” for the MLA Premises.

L. Existing Agreements

1. Christian Science Reading Room

In connection with the acquisition of the Corbin Building by the MTA, NYCT and Christian Science Reading Room Tri-State Committee, Inc. (“Christian Science”) entered into an agreement pursuant to which Christian Science will have the right to lease approximately 591 square feet on the ground floor of the Corbin Building – intended to be the subleasable area between the loading dock and the John Street entrance – for a period of 10 years from the “Rent Commencement Date” under the MLA (see Appendix G – “Summary of MLA Terms”), without any option for extension. The agreement stipulates that Christian Science’s rent will be \$80.00 per square foot as of 2005, with increases of 3% per annum, and with no rent due for the first six months of the lease. The MTA intends to proffer a lease to Christian Science in advance of the completion of the Fulton Center that Christian Science will have 60 days to accept or reject. The MTA then intends to assign any resulting lease with Christian Science to the Master Lessee.

2. WiFi and other Radio Frequency Coverage

NYCT has entered into a license agreement with Transit Wireless LLC (“TW”) that grants TW exclusivity for the provision of WiFi, WiMax and FCC-licensed radio frequencies within the Fulton Center. Neither the Master Lessee nor any of its subtenants will be permitted to install a wireless communications access network within the MLA Premises. However, TW will offer the Master Lessee and its subtenants commercially competitive rates for wireless services. It is anticipated that the TW system will be available for use no later than June 2014. In addition, TW will be bringing fiber connectivity from its trunk line in the street into the Fulton Center and believes that it will be able to provide the Master Lessee with wired connectivity at below-market pricing if the Master Lessee so desires.

IV. RFP Submission Guidelines

A. General Provisions

Fifteen bound originals and fifteen CD-ROMs (read-only) of each Proposal, including all forms and attachments, must be received by the MTA at the address below on or before 4:00 PM on November 2, 2012 (the “Proposal Due Date”). Proposals should be submitted in three separately sealed envelopes, one for each Proposal “book” described in Section V of this RFP.

All Proposals must be sealed to provide for confidentiality of the information contained therein and to ensure that Proposals remain intact until the MTA opens them. All Proposals must be addressed to Jennifer Lozano, the MTA’s project manager for this RFP (the “Project Manager”), as follows:

Metropolitan Transportation Authority
Real Estate Department
Attn: Jennifer Lozano
347 Madison Avenue, 8th Floor
New York, New York 10017

The MTA reserves the right to reject any Proposal received after the Proposal Due Date. Unless the MTA otherwise determines in its sole discretion that it is in the public interest to accept a late Proposal, a Proposal will be deemed to have been timely received only if it is delivered directly to the above address by the Proposal Due Date and will not be deemed to be timely received if delivered to any other MTA office, facility or address, or any other state or other government agency. In light of security measures in effect at 347 Madison Avenue, Proposers should allow extra time to sign into the building when delivering Proposals and will be responsible for determining and complying with all current procedures for entering 347 Madison Avenue. Time stamped receipts will be provided on the eighth floor for any hand-delivered Proposals. Proposals may not be left at the main security desk of 347 Madison Avenue.

B. Registration, Inquiries & Communications

This RFP, as well as any addenda hereto, and other general and/or public information will be available on the following website: http://mta.info/mta/realestate/retail_leasing.html (the “Fulton Center RFP Website”). Prospective Proposers must complete a “Proposer Registration Form” on that website in order to download all elements of the Fulton Center Master Lease RFP. Upon such registration, prospective Proposers will be designated as Registered Proposers and will have electronic access to supplemental information, including the Design Guidelines, the Commercial Usage Area Detail Plans and Elevations, the Concept of Operations and the Draft MLA. In addition, such registration will enable the MTA to email updates, notices and other additional information about this RFP to all Registered Proposers.

As part of the registration process, Proposers will be required to enter into a confidentiality and nondisclosure agreement to protect the confidentiality of certain confidential and sensitive information that will be available only to Registered Proposers. Certain information will be made available to Registered Proposers only in a document review room made available by MTA at 7 Dey Street, 6th Floor, NY, NY 10007 (the “MTA Document Room”). Registered Proposers must email the Project Manager to schedule an appointment for access to the MTA Document Room.

All inquiries and communications concerning this RFP are to be directed in written form by mail or email to the Project Manager as follows:

Metropolitan Transportation Authority
Real Estate Department
Attn: Jennifer Lozano
E-mail: JLFC0712@mtacc.info

Requests for clarifications concerning this RFP should be made by email to the Project Manager at the foregoing email address by September 17, 2012. Neither the Project Manager nor any other employee of the MTA is authorized to give interpretations of this RFP or additional information regarding the requirements of this RFP directly to individual Proposers. Interpretations or additional information with respect to this RFP, if provided, will be communicated to all registered Proposers by email or written addenda, and/or posted on the Fulton Center RFP Website, and shall be considered part of this RFP.

This RFP is subject to New York State Finance Law §§139-j and 139-k (the “Lobbying Law Provisions”). Proposers must strictly comply with all Lobbying Law Provisions. For purposes of the Lobbying Law Provisions, the Project Manager and the following MTA employees and advisors are the designated points of contact: Eve Michel, Jeffrey Rosen, Jerry Page, Uday Durg, Bradley Kaufman of Pryor Cashman LLP and Shuprotim Bhaumik, Kate Coburn, and Danny Fuchs of HR&A Advisors, Inc (collectively, the “Designated Points of Contact”). See Appendix I - “MTA Compliance” for specific information regarding communications with MTA in connection with this RFP.

C. Pre-Proposal Conference and Site Tour

The MTA will hold site tours of the Fulton Center to Registered Proposers and their team members on August 15, 2012 at 8AM, 10AM, Noon, and 2PM. Tours will commence from 7 Dey Street, 5th Floor. Attendees must wear construction boots; other safety gear will be provided by the MTA. Registered Proposers must email the Project Manager to schedule a site tour. Tours will be given for up to 10 people at a time, with appointments made on a first-come-first-serve basis. All tour attendees must be affiliated with a Registered Proposer.

The MTA will hold a pre-proposal conference for this RFP on Wednesday, September 12 at 9:00 AM at 2 Broadway in the 20th Floor Conference Room, at which attendance by representatives of prospective Proposers is strongly encouraged. At such time, representatives of the MTA will deliver a presentation of the design and Concept of Operations of the Fulton Center and answer questions with respect to the MLA and this RFP. Information clarifying this RFP and made available at such conference may not be made available in any other forum.

V. Required Submission Contents

Each Proposal must include a cover letter that:

- Clearly and concisely states why the Proposer is the best choice to become the Master Lessee.
- Identifies all members of the Proposer team;
- Includes a certification to the accuracy of all information provided in the Proposal; and
- Is signed by a principal of the Proposer.

Proposals must be divided into three bound books, as described below, with all contents also provided on corresponding CD-ROMs. Each book must contain the following information:

A. Book 1: Proposer Qualifications

This book should demonstrate that the Proposer has the expertise, experience, and capacity necessary to fulfill all Project Goals. Specifically, this book must include the following information:

1. Completed Proposer Information Form (See Appendix H – “Submission Forms”).
2. Relevant experience, including a description of at least three comparable projects for which the Proposer has had similar rights and responsibilities. Each project description should be directly tied to the responsibilities required of the Master Lessee and include an estimate of the number of people visiting the project annually, the gross sales achieved, listed by revenue source, and the relevant timeframe in which the Proposer served as project steward.
3. Relevant work with the public sector, including a list of government agencies or quasi-public entities with which the Proposer has done business, along with a description of the projects worked on and contact information for the Proposer’s client contact.
4. Completed Lobbying Law Form (see Appendix H – “Submission Forms”).

B. Book 2: Development Proposal

1. Development Vision

Proposers must submit their vision for the Fulton Center and identify any differences between Compliant Plans and Alternative Development Plans. In addition to any other information requested elsewhere in this RFP, for each Compliant Proposal and Alternative Development Proposal submitted, this section must:

- Describe the Proposer’s overall vision for the Fulton Center, consistent with the Project Goals.
- Include a detailed description of the proposed merchandising strategy, subtenant mix, and overall program for the MLA Premises, including identification of proposed tenancies by floor and a description of and locations for any leasing, licensing or programming the Proposer proposes to bring to Unpaid Public Circulation areas.
- Describe the Proposer’s approach to branding, signage and advertising in the Fulton Center,

including coordination of multimedia display programming with MTA Arts for Transit (and the impact such coordination would have on rent proposals), and a description of any additional signage the Proposer proposes to add to the MLA Premises apart from that which is to be installed by the MTA.

- Include a timeline for project completion and lease-up, including the date on which the Proposer intends to commence tenant and subtenant improvements and operations and maintenance responsibilities, and anticipated levels of occupancy for Commercial Usage Areas in June 2014.

Proposers are encouraged, although not required, to submit letters of interest or intent from prospective subtenants.

Renderings and other visual aids demonstrating the Proposer's vision for the facility are also encouraged.

2. Maintenance and Operations Plan

This section must include a description of the Proposer's maintenance and operations plan, consistent with the Concept of Operations. It should identify which management and maintenance functions the Proposer intends to undertake itself, and which it intends to delegate to third party contractors. To the extent the Proposer intends to use contractors, it should identify which companies it intends to use, including Minority and Women-Owned Business Enterprise ("MWBE") contractors (see Appendix I – "Minority & Women-Owned Business Enterprise Program"), and describe their qualifications. This section must also include the Proposer's MWBE Utilization Plan (see Appendix H – "Submissions Forms").

This section must also include a statement verifying that the Proposer will operate the MLA Premises in accordance with the Concept of Operations, including the performance indicators for building systems identified therein. If any element of the Concept of Operations is not acceptable to the Proposer, and/or if material changes thereto are proposed, such elements and/or changes must be clearly identified in this section.

Proposers must also propose outcome-oriented performance metrics that the MTA and the Master Lessee may use to ensure that all areas of the MLA Premises are cleaned and maintained to the same high standard as Commercial Usage Areas.

The MLA will also require the Master Lessee to develop a detailed Planned Maintenance Program, a Safety and Security Management Plan, and a Building Evacuation Procedure for the MLA Premises, but such plans need not be included in Proposals. The information contained in this section of Proposals will be expected to constitute an outline of the Planned Maintenance Program and should be sufficiently detailed to justify expense estimates contained in Book 3.

C. Book 3: Business Terms

For each Compliant Proposal and, if applicable, each Alternative Development Proposal, this section must include a completed Business Proposal Form and pro forma created using the Pro Forma Template (see Appendix H – "Submission Forms").

This book must also contain a description of any material concerns the Proposer may have with respect to the Summary of MLA Terms (see Appendix G - "Summary of MLA Terms") and/or the Draft MLA. The MTA will also accept a redline markup of the Draft MLA, in addition to a summary description of any such material concerns.

VI. Evaluation and Selection

A. Selection Criteria

In evaluating Proposals, the MTA will consider such criteria as the MTA, in the MTA's sole and absolute discretion, deems to be in the best interests of the MTA. The criteria listed below are of significant concern to the MTA:

- The quantity, certainty and timing of the proposed MLA Rent, and the extent of the MTA Sublease Rent proposed;
- The quality of the Proposer's development vision;
- The Proposer's asset and property management experience, including experience managing other facilities with transit uses and/or comparable high-traffic facilities and civic spaces; and
- The Proposer's previous record of performance in business dealings with municipal, state, and federal agencies, including the MTA.

The MTA reserves the right to consider criteria other than the foregoing and to assign to each of the above and to any such other criteria such weights as the MTA may in its absolute discretion determine.

B. Selection Process

Based on a review and evaluation of the Proposals as more fully described below, MTA intends to designate one Proposer as the Master Lessee.

The MTA may request meetings with some or all Proposers and may request that some or all Proposers submit one or more modified Proposal(s). The final selection of a Master Lessee and the material business terms of any disposition will in all events be subject to the approval of the MTA Board.

The MTA may at any time exclude Proposals that, in the sole and absolute discretion of the MTA, are deemed to fail to comply with the requirements of this RFP or to fall outside of the competitive range.

The MTA will review all Proposals for completeness and compliance with the terms and conditions of this RFP, and may, at any stage of the RFP process, request from any or all of the Proposers additional material, clarification, confirmation, or modification of any submitted Proposal, including any Proposal that is incomplete or nonconforming as submitted. Except at the request or with the consent of the MTA (which shall be granted or withheld in the sole and absolute discretion of the MTA), Proposers will not be entitled to change their Proposals once submitted.

The MTA reserves the right, at any time, in its sole and absolute discretion and without liability, to accept or reject any or all Proposals, withdraw this RFP without notice, negotiate with any one or more Proposers and/or with parties other than those responding to this RFP and/or on terms other than those set forth herein, waive compliance with and/or change any of the terms of this RFP, or dispose of all or a portion of the Fulton Center outside of this solicitation process.

The MTA reserves the right to negotiate any and all terms of any transaction with a conditionally designated Master Lessee. If negotiations cannot be concluded successfully with any conditionally designated Master Lessee, the MTA may choose to negotiate with other Proposers, to terminate the selection process, or to begin a new selection process.

The MTA will not in any circumstance pay for or refund any costs or expenses incurred by any Proposer in responding to this RFP.

All determinations as to the completeness or compliance of any Proposal, or as to the eligibility or qualification of any Proposer, will be within the sole and absolute discretion of the MTA.

Proposers will be rejected by the MTA if such Proposers, or any principal, partner, officer, director, member, manager, or principal shareholder of the Proposer's firm is determined, in the sole and absolute discretion of the MTA, to have been convicted of or, pleaded guilty or nolo contendere to a felony or crime of moral turpitude, to be an "organized crime figure", to be under indictment or criminal investigation, or to be in default on any debt, contract, or obligation to or with the State, City, the MTA, or any of their respective affiliates, subsidiaries, agencies, or instrumentalities. The Master Lessee will be required to complete a background questionnaire to verify that it is in full compliance with these requirements.

C. Ownership & Use of Idea Submissions

The MTA shall be entitled to retain and use, without compensation to any party responding to this RFP, all information submitted, including but not limited to any concept, element or idea (including financial plans and ownership structures) disclosed in or evident from the foregoing or which may be revealed during any communications with Proposers.

Once submitted, a Proposal becomes the property of the MTA. The MTA reserves the right to publish any Proposal or a portion thereof, without permission from or compensation therefore a Proposer or the Master Lessee.

D. Confidentiality of Proposers Information

Public access to material submitted by Proposers in response to this RFP will be governed by the relevant provisions of the Freedom of Information Law, which constitutes Article 6 of the New York State Public Officers Law ("FOIL"), and regulations adopted pursuant thereto. If any Proposer submits information that it believes to be a trade secret or otherwise exempt from disclosure under FOIL, it must specifically identify such information and state in writing the reasons why the information should be exempt from disclosure.

E. Brokers

Proposals will be accepted from principals only. No brokerage fees, finder's fees, commissions, or other compensation will be payable by the MTA in connection with the selection of the Master Lessee or the execution or delivery of the Master Lease. Submission of a Proposal by a Proposer in response to this RFP will constitute an undertaking by the Proposer to hold harmless and indemnify and defend the MTA from and against any and all expenses, damages, or liability (including, without limitation, attorneys' fees and disbursements) arising out of any claim for such fees, commissions, or other compensation made in connection with such Proposer's response to this RFP, selection or non-selection hereunder or execution (or non-execution) of a Master Lease.

F. General Conditions

The MTA makes no current representations or warranties whatsoever with respect to this RFP or the MLA Premises, including, without limitation, representations or warranties as to the accuracy or completeness of any information or assumptions contained in this RFP or otherwise furnished to Proposers; the progress of development of the Fulton Center; the condition of the subject property or the suitability of the MLA Premises for any specific uses. Proposers should make their own analyses and evaluations of the income potential and profits and expenses of the MLA Premises, as well as the physical condition, operation, maintenance requirements, layout, size, building systems, and structural integrity thereof, and, except as the Master Lease may ultimately otherwise expressly and specifically provide, Proposers shall not be entitled to rely upon any statement or information given to Proposers by the MTA, including without limitation, any information contained in this RFP or in any other documents cited in this RFP or made available during this RFP process.

G. Not an Offer

This RFP does not constitute an offer to lease the MLA Premises. Neither the MTA nor any affiliate or subsidiary thereof shall incur any obligation or liability on account of any submission made in connection with this RFP (nor shall any Proposal be deemed accepted) unless and until an agreement setting forth all the terms and conditions of a transaction has been fully negotiated and a written agreement incorporating such terms and conditions has been fully executed and unconditionally delivered by all the parties thereto and all necessary consents and approvals have been obtained, including, without limitation, approval of such written agreement by the MTA Board.

VII. Appendices

A. Glossary of Terms

B. Lease and Sublease Demarcation Plans

C. Usage Plans and Area Tables

D. Axonometric Building Views

E. Signage and Advertising Information

F. Summary of Concept of Operations for Master Lease Premises

G. Summary of MLA Terms

H. Submission Forms

1. Proposer Information Form
2. Business Proposal Form
3. Pro Forma Template
4. MWBE Utilization Plan
5. Lobbying Law Disclosure Statement

I. MTA Compliance

1. Minority & Women-owned Business Enterprise Program
2. Lobbying Law Provisions

VIII. Documents Available to Registered Proposers

A. Design Guidelines

B. Commercial Usage Area Plans and Elevations

C. Concept of Operations

D. Draft MLA