



REQUEST FOR PROPOSALS

MDOT MAA-RFP-22-001

May 31, 2022



**FOR THE NON-EXCLUSIVE RIGHT TO
REDEVELOP, RENOVATE, LEASE & MANAGE
THE RETAIL, RESTAURANT & COMMERCIAL SERVICES
AT**

**BALTIMORE/WASHINGTON INTERNATIONAL
THURGOOD MARSHALL AIRPORT**

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Gen. Info. No. 1	Sublease Expiry Report
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Gen. Info. No. 3	Opportunity Performance & Analysis
Gen. Info. No. 4	Airport Comparative Analysis
Gen. Info. No. 5	Air Service & Passenger Performance
Gen. Info. No. 6	Concessions Analysis & Performance
Gen. Info. No. 7	Demographic & Psychographic Analysis
Gen. Info. No. 8	MEP Capacity Study
Gen. Info. No. 9	SmartCity Wireless' Menu of Services
Gen. Info. No. 10	2019 BWI Marshall Concessions Program Wage and Benefits Report
Gen. Info. No. 11	BWI Marshall Airport Advertising Master Plan



EXHIBITS

Exhibit "A"	Sample Contract
Exhibit "B"	Lessee's Assigned Office Space
Exhibit "C"	Leased Premises – Concessions Area, Concessions Storage
Exhibit "D"	Direct Recognition Agreement
Exhibit "E"	Concessions Maintenance Responsibility Matrix
Exhibit "F"	Administration's Concessions Design Criteria
Exhibit "G"	Logistics Provider Sample Contract (Delivery & Distribution)

ATTACHMENTS

Attachment No. 1	Lease and/or Concessions Contracts General Provisions
Attachment No. 2	Contract Affidavit
Attachment No. 3	Tenant Directive 003.1 – Trash Disposal and Recycling at BWI Marshall Airport
Attachment No. 4	Tenant Guide For Trash and Cardboard Disposal
Attachment No. 5	Maryland Aviation Administration's Permit Information Guide, dated 2021
Attachment No. 6	Tenant Directive 401.1 – Standard Rates and Fees at BWI Marshall Airport
Attachment No. 7	Tenant Directive 502.1 – Airport Fuel/Oil and Hazardous Material Spill Procedures and Legal Reporting Responsibilities

FORMS TO BE SUBMITTED PACKAGE

Form No. 1	Proponent's Registration Form
Form No. 2	Pre-Proposal Conference Accommodation Request Form
Form No. 3	Group Tour Registration Form
Form No. 4	Exhibitor Registration Form
Form No. 5	Proponent/Contractor Solicitation Comment Form
Form No. 6	Acknowledgement of Receipt
Form No. 7	Bid/Proposal Affidavit
Form No. 8	Procurement Affirmation
Form No. 9	Commitment Statement
Form No. 10	Maryland Public Ethics Law Affidavit
Form No. 11	Sample Guaranty of Performance
Form No. 12	Non-Collusion Affidavit
Form No. 13	Financial Proposal Form
Form No. 14	Technical Proposal Checklist



Easy come, easy go.

I. INTRODUCTION & OBJECTIVES

A. INTRODUCTION

Thank you for your interest in Baltimore/Washington International Thurgood Marshall Airport (“Airport” or “BWI Marshall Airport”) and the Maryland Department of Transportation Maryland Aviation Administration’s (“Administration”) solicitation for the Non-Exclusive Right to Redevelop, Renovate, Lease & Manage the Retail, Restaurant & Commercial Services at BWI Marshall Airport (“Request for Proposal” or “RFP”). The Airport is owned by the State of Maryland and is operated by the Administration.

BWI Marshall Airport is a world-class airport, providing invaluable access to destinations around the world and serves as the gateway to business and tourism in the Washington-Baltimore Region. The Airport is not only an air transportation center, but an economic generator, and a catalyst for growth.

The Administration is a customer-driven organization that prides itself in delivering safe, sustainable, intelligent, and exceptional transportation solutions to connect people to life’s opportunities. Its vision is to ‘be better.’ The Administration’s primary responsibility is the operation and management of the Airport, a multi-billion-dollar enterprise. The

Administration’s goal is to provide excellent customer service for the traveling public utilizing the Airport. To achieve its goal and vision, the Administration continuously seeks innovative commercial programs to accommodate the needs of the traveling public in a safe, satisfying, efficient and convenient manner. Our motto is that we are the “Easy Come, Easy Go” Airport.



One of the Administration's core ambitions with this solicitation is to connect with entrepreneurs, retailers, restauranteurs, concessionaires, and commercial developers who have the passion and vision to develop an airport concessions program of the future. The Administration is requesting proposals from interested and qualified firms ("Proponent") with the ability to finance, collaborate, innovate, and completely reimagine the concessions program at BWI Marshall Airport in accordance with the requirements of this RFP and Contract to be awarded.



Please carefully review all the enclosed documents. Proponents must carefully examine the terms of this RFP and associated documents to evaluate all the circumstances and conditions for the Contract to be awarded. Proponents must comply with all submission requirements detailed in this RFP to be eligible for consideration for

Contract award. All information and materials submitted will be thoroughly analyzed and independently verified. Technical Proposals must present a complete development program, including among other things, financial plans, conceptual designs, tenant mix, operation plans, management plans, and other necessary information which fully responds to all requirements of this RFP to form the basis for selection by the Administration.

Potential Proponents should carefully consider all information contained in this RFP in formulating a response to this RFP. It is expected that each Proponent, at the Proponent's expense, conduct its own research, analysis and due diligence needed to submit a Technical Proposal. The information in this RFP will help Proponents understand the past and current conditions of the Airport, its passenger base, the surrounding region, and the existing

retail, restaurant, and commercial services program (“Concessions Program”) at the Airport.

The Administration notifies all Proponents that for any Contract entered into pursuant to this RFP, Disadvantaged Business Enterprises (“DBE”), Airport Concessions Disadvantaged Business Enterprises (“ACDBE”), Minority Business Enterprises (“MBE”), Small Business Enterprises (“SBE”) and Veteran-Owned Small Business Enterprises (“VSBE”) will be afforded full opportunity to submit Technical Proposals in response to this RFP and will not be subjected to discrimination on the basis of race, color, sex, creed, national origin or disability in consideration for an award. DBEs, ACDBEs, MBEs, SBEs and VSBEs are encouraged to respond to this RFP.

We look forward to considering your response in relation to the overall goals and objectives established by the Administration for this RFP and Contract to be awarded.

Proponents are hereby advised that this type of revenue-producing contract at a transportation facility is outside the scope of the State of Maryland Procurement Law under State Finance and Procurement Article, Section 11-202(3) and COMAR 21.01.03.03.B(1)(d).

B. AIRPORT OVERVIEW

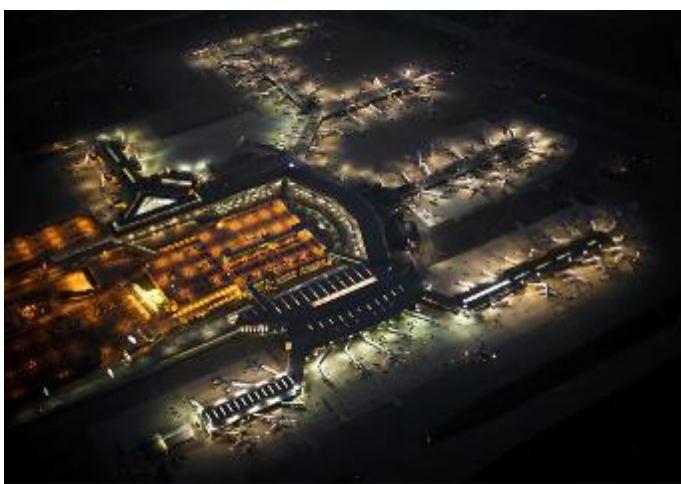
BWI Marshall Airport serves the 6th and 20th largest metropolitan statistical areas, with one of the highest median household incomes in the nation. It is the 22nd busiest airport in the United States and maintains its position as the busiest in the Washington-Baltimore Region. The Washington-Baltimore Region is served by two other commercial airports, Ronald Reagan Washington National Airport and Dulles Washington International Airport, but BWI Marshall surpasses each of these airports in total number of passengers (see General Information No. 2). The Airport occupies a 3,596-

acre site in Anne Arundel County, Maryland, approximately 9 miles south of Baltimore, Maryland, and 32 miles northeast of Washington D.C.

BWI Marshall Airport has sixteen signatory airlines. The Airport Terminal Building provides approximately 2.5 million square feet of space and 77 active aircraft gates. BWI Marshall Airport averages 320 daily nonstop departures to 90 non-stop destinations. Its economic impacts include \$9.3 billion into the local economy, 106,488 jobs, \$4.1 billion in total earnings/personal wages, and \$579 million in total State and local tax revenues.

Passenger traffic at BWI Marshall Airport surged during the COVID-19 recovery period and the Airport's airline partners rolled out many new and returning routes. Positioned as the 22nd busiest airport in North America prior to the pandemic, BWI Marshall Airport has recovered better than its peers, accounting for more than 50% of all passenger traffic in the Washington-Baltimore Region. During the pandemic period, the Airport transported more passengers than Reagan National and Dulles International airports combined and was ranked the 11th busiest North American Airport.

The Administration continues to innovate and expand the Airport with impactful improvements and initiatives. In August 2020, the Administration completed a 55,000 square foot, two-level extension to Concourse A adding



five new gates accommodating B-737-800 and B-737 MAX 8 aircraft, as well as new state of the art restrooms, three new concessions locations including a center concourse bar, a new mechanical room, and support space. In September 2021, the Administration and Southwest Airlines entered a long-term lease to develop and operate a

new aircraft maintenance facility to support its operations. The 27-acre site will include a hangar to accommodate up to three Boeing 737 aircrafts and an apron space to accommodate up to eight aircraft, providing the necessities for Southwest's mechanics as they perform routine and required maintenance on over 240 aircraft that pass through BWI Marshall Airport each day. The aircraft maintenance facility cost is estimated at \$135 million.

Currently, the Administration is undertaking a \$54.9 million expansion of six sets of restrooms on the Airport's B, C, and D Concourses, expected to be completed in 2024. The restroom improvement project will affect certain spaces of concessions area (see General Information No. 9 "Concessions Design Criteria"). This is a major initiative that will enhance the Airport Terminal Building and improve customer service and experience while accommodating an increased number of travelers. Many of the restrooms throughout the Airport have exceeded their useful life. Some restrooms, particularly on Concourses A and B, were designed to accommodate 30% fewer passengers than the current demand, resulting in shortcomings in capacity.

In addition, the Administration is launching a \$450 million, five-year A/B



Core Expansion Project adding 142,000 square feet and renovating 78,000 square feet of terminal building space that will provide 42,867 square feet of new concessions space in the A/B Core upon its completion in the 2025-2026 timeframe.

The project design provides a seamless passenger connection between Concourses A and B, five relocated gates with expanded holdrooms, and a new in-line baggage handling system to support Southwest's growth and operations.

As a result of the Administration's ongoing commitment to the Airport, its passengers, and its tenant community, BWI Marshall Airport was named the top North American airport in its size category and was bestowed an Airport Service Quality ("ASQ") Award in 2020. The annual awards are presented



by Airports Council International-North America ("ACI-NA"), a leading airport industry association. The ASQ program recognizes airports for delivery of the best customer service as measured by passengers. The survey program offers full assessment and analysis of the passenger experience, including factors such as airport cleanliness, concessions, restrooms, vehicle parking and security checkpoint wait times. Proponents can find BWI Marshall Airport's ASQ results, its benchmark airports, and its overall

ranking within North America in General Information No. 2. Also in 2020, BWI Marshall received ACI-NA's Large Hub Inclusion Champion award, an annual honor that celebrates proactive and innovative steps taken by large airports to foster diverse businesses, workforce diversity, outreach and advocacy.

As the pandemic swept the nation, the Administration reacted with extensive cleaning protocols to ensure the safety of our passengers and employees within the Airport. The Administration earned the Global Biorisk Advisory Council's® (GBAC) STAR™ accreditation, which is the industry's gold standard for clean and safe public facilities. Additionally, BWI Marshall Airport was among 227 airports worldwide to earn the 2021 ACI "Voice of the Customer" honor. The award commended the Airport for its commitment to its passengers during the global pandemic.

C. CONCESSIONS PROGRAM OVERVIEW

In 2004, the contract for a developer to “Lease, Develop, and Manage Food Service, Retail and Service Concessions at BWI Marshall Airport” was awarded to BAA Maryland, Inc, a wholly-owned subsidiary of BAA, USA. BAA Maryland, Inc. was later acquired by AirMall USA, and is currently



operated by Fraport Maryland, Inc. a wholly-owned subsidiary of Fraport USA (“Fraport”), a Fraport AG Frankford Airport Services Worldwide wholly-owned subsidiary. At the commencement of that lease and concessions contract, the Concessions Program maintained approximately 60,000 square feet of gross

leasable area, including all selling space and concessions storage space. Sales per enplaned passenger for this period of the Concession Program is illustrated in General Information No. 5, “Concessions Analysis & Performance.” In 2003, the last full year of the previous Master Concessionaire Management contract, the concession sales per enplaned passenger was \$5.70. The transition of the Concessions Program in 2004 to the Concessions Developer model, increased concessions sales per enplaned passenger to \$6.24. Prior to contract commencement with BAA Maryland, the Concessions Program ranked 37th in sales per enplaned passenger according to Airport Revenue News survey of the top 50 airports in North America.



Today, the Concessions Program incorporates over 194,000 square feet (see Exhibit “B”), which includes approximately 42,500 square feet of concessions storage space (see Exhibit “C”). The annual performance of the

Concessions Program is dominated by the percentage share of sales of two concessions categories: food and beverage, and news and gifts, which accounted for 84% of all sales in Calendar Year (CY) 2019 and 89% of all sales in 2021 (see General Information No. 5). The food and beverage line of business dominates the gross concessions sales, accounting for 65.11% in 2019 and 70% in 2021. CY 2019 represented the best year of the Concessions Program in terms of revenue, generating \$158 million in total sales. The program was severely challenged in CY 2020, by the COVID-19 pandemic with a 61.54% drop in total concessions sales compared to the previous year (see General Information No. 5). According to the 2021 Airport Experience News Fact Book, BWI Marshall Airport ranked 19th among the Top 50 performing North American Airports with sales per enplaned passenger rising from \$9.21 in CY 2019 to \$10.92 in CY 2020.

The current Concessions Program maintains approximately 139 locations, under 65 subleases to approximately 50 business entities. The program also maintains twelve vending areas throughout the Airport Terminal Building that accommodate multiple vending machines. In 2019, the Concessions Program provided employment for 2,380 employees who maintain an average hourly wage (plus tips) of \$15.84 per hour. The dynamics of employment and wages are outlined in General Information No. 10.

In late August 2021, Fraport introduced its mobile ordering service, GateWaiter, offering a convenient, self-service option for hungry fliers on the go. The platform is powered by Servy's Grab® Airport Marketplace Technology, with delivery by @AtYourGate. Grab® notes itself as the largest e-commerce platform in airports worldwide.

Finally, LaunchPad BWI Marshall is the Administration's and Fraport's branded program for small businesses at BWI Marshall Airport. Starting as a kiosk program in 2017, the LaunchPad program evolved to providing start-up businesses an opportunity to test new products and services, while

expanding their brand's recognition in national and international markets through the Airport's significant passenger base. Successful participants have graduated from kiosks to in-line locations with typical terms and conditions for concessions operating under 5- and 10-year sublease agreements. The Selected Proponent of this RFP will be required to completely reimagine, rebrand, and redevelop the LaunchPad program. In reimagining this program, the Administration envisions the Selected Proponent forming collaborative partnerships with entrepreneurship academies, local colleges, universities, and nonprofits to support and strengthen both the micro-business and startup business ecosystems at the Airport. The Selected Proponent shall be required to develop and maintain the micro and incubator business program using kiosks and freestanding retail merchandising units ("RMU") within the Concessions Area to promote temporary, inexpensive, low-risk entrepreneurship. The new program shall include a true incubator startup business component that nurtures first time entrepreneurs and requires relatively low investment and modest risk to showcase products and test new ideas. Proponents must describe their vision and plans in TAB 32 of their Technical Proposal.

PANDEMIC IMPACT

Due to the COVID-19 pandemic and the detrimental revenue impact to the Airport's Concessions Program, the Administration implemented financial relief measures to support Fraport and all sublessees under the Concessions Program. In addition to extending Fraport's contract term for an additional year (to March 31, 2023), subleases for all eligible sublessees



were extended two years (see General Information No. 1 “Sublease Expiry Report”). The Administration was the first Airport to offer an impactful measure of financial relief for its Concessions Program. For the period beginning April 1, 2020 through June 30, 2021, the Administration suspended the minimum annual guarantee (“MAG”) of \$13,164.111 (or \$1,097,009 monthly) base rental and thereafter used a minimum monthly guarantee (“MMG”) financial model and tiered the monthly base rental beginning July 1, 2021 through March 31, 2023, under certain conditions. The overall fifteen months of waived fixed rent represents approximately \$16.4 million in relief, easing the financial burden on concessions operators, coupled with flexible hours, while allowing continued service to travelers.

The relief given to Fraport by the Administration was paralleled in relief given to all sublessees under the Concessions Program, except for term. These emergency relief measures were implemented by the Administration to provide stability for our airport partners as Maryland’s economy and the Airport rebounded from the effects of COVID-19.

During the initial COVID-19 pandemic period, open concessions dropped to approximately 20%. In April 2021, a year after the start of the pandemic, over 71% of the concessions at BWI Marshall Airport were open and operating. By the 4th Quarter of CY 2021, 98% of the concessions program had reopened, with sales recovery just under 20% of 2019 overall concessions sales. General Information No. 2 contains sales information for the concessions program for 2018-2022.



D. COLLABORATIVE SERVICES

It is important that Proponents recognize the Administration's effort to position itself on the cutting edge of technology, transportation, and sustainability. To 'be better,' the Administration has incorporated a collaborative business model to employ the expertise, services, and know-how of industry-leading companies. To support a reimagined and seamless Concessions Program, the Selected Proponent and its sublessees will be obliged to collaborate with some of the Administration's pre-existing contractors.

NETWORK TECHNOLOGY, WI-FI SERVICES AND OTHER WIRELESS SERVICES

With emerging technologies more accessible than ever, consumers have become more aware of their possibilities. The Administration envisions a reimagined Concessions Program incorporating technology for more convenient and engaging ways for shopping, dining, and enjoying the journey and experience at BWI Marshall Airport. MyBWI-Fi is a super network utilizing the best cellular, Wi-Fi, internet, and Bluetooth technologies at BWI Marshall Airport. The Administration has an exclusive lease and concessions contract with SmartCity Wireless Solutions of BWI, LLC (SmartCity Wireless), to implement innovative services and products to exceed passenger expectations and boost revenues with services tailored to individual- and corporate-level users. SmartCity Wireless provides:

- Unlimited fast, free Wi-Fi service for passengers
- Encrypted Wi-Fi services for business;
- PCI compliant services for POS and handheld scanners;



- Dedicated service for small kiosks, displays and specialized networks;
- Private virtual network services for extreme privacy requirements;
- On-premise concessions support for broadband, phone, TV, digital display, scanners and POS systems with the ability to purchase private and commercial Wi-Fi networks with managed service for airport tenants;
- Bluetooth beacon IoT network for real-time wayfinding, customer location services, phone app and digital display integration for greater marketing and advertising opportunities and proximity messaging;
- AI services including asset tracking;
- Entertainment advances like the addition of high-speed download areas, movie shorts and digital art; and more.

The Selected Proponent and its sublessees' usage of the Airport's fiber optic backbone, telecommunications, and access to the neutral wireless access system, TV and streaming services (e.g. HBO, Direct TV and movie shorts) will be made available and coordinated through the Administration's exclusive contractor SmartCity Wireless. No other wireless service provider is authorized to be used by the Selected Proponent or its sublessees to perform such functions. If sublessees have existing relationships with service providers, those service providers may continue to provide service to sublessees by collaborating with SmartCity Wireless to provide such services, or sublessees may have direct agreements with SmartCity Wireless to provide such services. The contract between the Administration and SmartCity Wireless provides for a comprehensive network of services with an architecture that supports Airport tenants' needs and requirements now and throughout the term of the concessions contract (see General Information No. 9).

Notwithstanding the services above, the Selected Proponent or its sublessees will be required to purchase, implement, and maintain LiDAR sensors (see Exhibit “F” of this RFP) for all concession tenants and contract with SmartCity Wireless to install, manage and maintain the LiDAR sensor systems. The Selected Proponent shall, with the approval of the Administration, routinely review and evaluate the curated reports on passenger behavior and other analytics from the LiDAR System to identify and better understand passenger flow and measure daily and seasonal shopping conversion rates and other data.

AIRPORT ADVERTISING

In-Ter-Space Services, Inc. d/b/a Clear Channel Airports, a wholly owned subsidiary of Clear Channel Outdoor, LLC (Clear Channel Airports) provides exclusive airport advertising services for the Administration at BWI Marshall Airport under a ten-year exclusive contract. For all advertising in the common areas of the Airport, the Selected Proponent shall collaborate with and employ the services of Clear Channel Airports. In accordance with the contract to be awarded, the Selected Proponent shall develop and maintain an effective marketing and advertising strategy using creativity, quality, and responsiveness to increase the commercial activity of the Concessions Program. The Administration and Clear Channel Airports have developed an exciting Airport Advertising Master Plan that is innovating, engaging, and sure to delight all passengers and visitors with a memorable passenger journey. Proponents are encouraged to engage Clear Channel Airports to develop aspects of their Advertising and Marketing Plan. The current Airport Advertising Master Plan is outlined in General Information No. 11. A supplemental package with consideration of the Administration’s A/B Expansion Project will be provided in a future addendum to this RFP.

E. OTHER THINGS TO CONSIDER

DELIVERY & DISTRIBUTION

Since 2009, the Administration has maintained a lease with GENCO I, Inc., and subsequently Bradford Airport Logistics, LTD (Bradford Logistics) for the on-Airport centralized receiving and distribution facility (“CRDF”) for the distribution of inventory to Airport concessions. At the time of this writing, the contract term for Bradford Logistics is on hold over with the Administration.

The CRDF is located in Building No. 107 on Air Cargo Road, immediately northwest and within walking distance of the Airport Terminal Building. The facility sits on a 1.58-acre parcel improved with a 35,946 square feet warehouse building. Bradford Logistics maintains approximately 13,560 square feet of non-airconditioned warehouse space and 3,883 square feet of air-conditioned office space with another 3,922 square feet of air-conditioned office space at mezzanine level (See Gen. Info. No. 6).

The Selected Proponent shall be required to select and employ a qualified logistics provider for the receiving, delivery & distribution of concessionaire inventories from the CRDF. The Selected Proponent shall work closely with the Selected Proponent’s logistics provider to develop operating guidelines and procedures to meet the logistical and storage requirements of the Concessions Program. Any subcontract agreement between the Selected Proponent and the logistics provider shall be non-exclusive. The Administration reserves the right to contract with and allow other tenants of the Airport to utilize the services of the logistics provider.

In addition to an operating agreement between the Selected Proponent and its logistics provider, the Administration will establish a lease and concession contract with the logistics provider. The contract to be offered to the selected logistics provider will be in substantially the same form presented in Exhibit “G,” to this RFP. The lease and concession contract

will lease the entirety of the CRDF space and allow the logistics provider to receive and deliver inventories for the Selected Proponent and for other Airport tenants.

The leased premises under the new contract will be expanded by 6,762 square feet, bringing the total amount of warehouse space to 24,205 square feet. The facility requires nearly \$1 million in renovations. The required renovations and the required leasing modifications will have a considerable impact on the Selected Proponent's assessment of reasonable charges to each Sublessee for delivery and distribution services (Delivery & Distribution Charge). In 2021, the subtenant cost for delivery and distribution services was approximately \$1.50 per square foot. The budgeted revenue collection from subtenants for Delivery & Distribution Services in Calendar Year 2022 is \$2,320,156 and the projected expenses are \$1,975,408. See General Information No. 2 for Operational Management & Performance costs in previous years.

The Administration conducted a fair market rental value appraisal of the CRDF in August 2020, however, no modifications to the lease contract or the rental rate was completed due to the COVID-19 pandemic and its detrimental impact on concessions. The 2020 appraisal of the CRDF which considered the lease of the additional 6,762 square feet of adjacent (vacant) space, increased the CRDF rental lease requirement to \$433,162 per annum. Proponents must consider the financial impact the delivery and distribution charge will have for each of its operating sublessees. At the time of issuance of this RFP, the Administration is conducting an update of the appraisal for the CRDF. It is the Administration's estimate that the rental rate for the CRDF will increase to approximately \$488,787, based on CPI adjustments since 2020.

AIRPORT DEVELOPMENT AND MODIFICATION

The Administration has identified approximately 10,592 square feet of existing pre-security concession area (See Exhibit “C”) that will be removed from the concession program in support of future Airport development:

Unit BT 210	3,125 sqft.
Unit OBG 10	28 sqft.
Unit OBG 10A	756 sqft.
Unit ST 200B	1,079 sqft.
Unit ST 200E	145 sqft.
Unit ST 200G	152 sqft.
Unit ST 203	904 sqft.
Unit ST 205A	1,090 sqft.
Unit ST 207	3,313 sqft.

The Administration intends to repurpose Unit BT 210 (currently vacant) to support expanded ticket counter space for Southwest Airlines and to redevelop Units OBG 10 through Unit ST 207 into a common use lounge.

The Administration currently maintains a seven-year lease for 719 square feet of concession space with MinuteSuites BWI, LLC, which commenced October 1, 2020 and will expire September 30, 2027. The Administration will assign this lease and concession contract to the Selected Proponent.

Under direct contract with the Administration, Duty Free Americas operated and managed two in-line locations at BWI Marshall Airport. Site NTE264 contained approximately 1,571 square feet, and Site BT254 contained approximately 608 square feet (see Exhibit “C”). As a result of the impacts of the COVID-19 Pandemic, the contract was mutually terminated on June 3, 2020. The term of the contract was for a period of ten years commencing April 1, 2012 and ending March 31, 2022. The revenues generated are outlined in General Information No. 5. The Selected Proponent will be required to include a Duty Free Concession as part of its redevelopment program.

Finally, the existing concessions contract requires a minimum of four (4) concession locations providing self-service and full-line Maryland State Lottery & Gaming Control vending machines. The Selected Proponent shall provide, through its Sublessee(s), an equal number of corresponding full-line and self-service Maryland State Lottery & Gaming Control vending machines, unless otherwise approved in writing by the Administration. All lottery sales must be conducted in accordance with Maryland State Lottery laws, regulations, rules and procedures.

AIRPORT CONCESSIONS STREET PRICING POLICY

For the purpose of this RFP and the Contract to be awarded, the Selected Proponent, and each sublessee, must comply with the Airport's Concessions Street Pricing Policy. The policy is "Street Pricing" without escalation or other consideration that may increase, enhance or raise the approved range of prices from three comparable businesses within the



Washington-Baltimore Region. All merchandise and consumables for sale, trade, or other, must be priced within a range of prices from three comparable businesses selected by each individual sublessee and approved by the Selected Proponent and the Administration. The Street Pricing Policy is established by the rules and terms as more expressly outlined in Article VIII.C.4 in Exhibit "A" of this RFP.

F. PROJECT OBJECTIVES

During the life span of every airport concessions program, there comes a time when the program must be reimagined, reconfigured, and redeveloped. For BWI Marshall Airport, that moment and opportunity is now. The Administration has seven objectives for the proposed Concessions Program. By establishing these objectives for the Selected

Proponent, the Administration wants to facilitate not only a cultural change, but a curation of the passengers' concessions experience, which elicits positive emotions and encourages passengers to shop, eat, and enjoy the



Airport. The Administration's objectives for the proposed Concessions Program are:

Expand Regional Participation –

As one of the primary gateways to the region, which includes the cities of Washington, DC and Baltimore, the Administration believes that regional cultural experiences start at BWI Marshall Airport. The Administration envisions a resourceful Concessions Program, one that capitalizes on the unique opportunity to draw inspiration from the entire State of Maryland and the D.C. Region to deliver a program incorporating the best regional restaurants, retailers, and commercial services.

Foster an Elevated Measure of Performance –

The Administration's vision is to 'be better,' to continually build on our individual and organizational performance. Our vision compels us to explore new heights in service quality to our internal and external partners. The Administration envisions a program motivated by its core values and systems to continuously improve.

Curate a Focused Passenger Journey and Experience –

The Administration envisions a Concessions Program that is strategically planned to emotionally connect with passengers through design, tenant selection, and tenant placement and concept mix.





Optimize the Passenger Digital Experience –

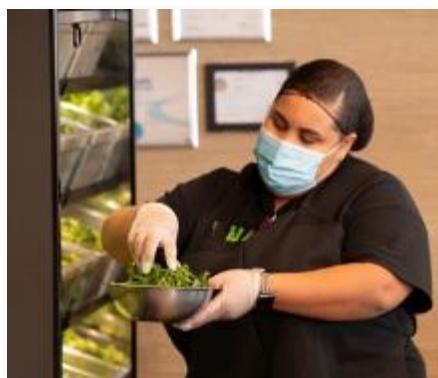
The Administration imagines transforming the digital concessions experience across all touchpoints to improve the overall journey of the passenger. From dynamic social media and customer service platforms to concessions apps and interactive digital directories, the Administration imagines a program that seamlessly connects with passengers through technology and streamlines the passenger journey with efficient functionality.

Wow! With Memorable “Retailtainment” Experiences –

The Administration envisions an experience-led transformation of the Airport retail program that exceeds passenger expectations and drives positive emotional reaction. Using unexpected discovery and experiences to create a unique relationship between the passengers and the Airport, which will bring passengers back and make BWI Marshall Airport their airport of choice.

Command Affordable Prices & Fresh, High-Quality Foods –

The Administration also envisions clear and informative communication with passengers regarding concessions pricing and the overall quality found throughout the program.





Legendary Commitment to Diversity & Economic Development –

The Administration is responsible for strengthening the business environment and creating a diverse, vibrant and sustainable BWI Marshall Airport. To that end, the Administration envisions a reimagined Airport

Concessions Program that develops and advances a collaborative recruitment of strategies and programs that (1) reduces the barriers to economic development and growth for minority-owned businesses; (2) that enhances the prosperity and quality of life for concessions employees; and (3) that promotes the inclusion of academia and non-profit entities.

With these seven independent but interrelated objectives, the Administration aspires to upgrade and refocus the program to deploy the next generation of Airport concessions development and to foster the foundation of a better BWI Marshall Airport and “A Better Maryland.” The new Concessions Program resulting from this RFP should be recognized as offering the very best in design, retail, restaurants, passenger amenities, technology, and customer service, thus enhancing the passenger’s experience unlike any current or past retail concessions program.

The specifications and associated documents like the “inspired” design for the A/B Core Expansion (see Exhibit “F” of the RFP) sets the tone and overall expectation of the Selected Proponents’ attention to detail and design. The Selected Proponent shall exceed the Administration’s minimums in its Technical Proposal. Proponents are encouraged to make bold design changes from the current program and make transformative recommendations as part of their Technical Proposal.

G. INTENT

The objectives of the Concessions Program and the goals of this RFP, including all other requirements necessary to be selected for contract award, represent the full intent of the Administration.

The Administration will select one entity (Selected Proponent) that successfully demonstrates its ability to finance, redevelop, renovate, lease, and manage the Concessions Program according to the requirements of this RFP. Each Proponent is encouraged to read this RFP and all its attachments and exhibits thoroughly and submit a Technical Proposal outlining in detail its ability to provide the requested concessions management services. Submission of a Technical Proposal is deemed an agreement to comply with all terms and conditions referenced in this RFP.

The Lease and Concessions Contract (Contract) awarded shall be for an operating term of twenty years. Any Contract awarded because of this RFP will be a non-exclusive Contract. The legal effectiveness of any Contract awarded by the Administration is subject to, and contingent upon, the approval of Selected Proponent's Airport Security background investigation, as well as the approval of the Executive Director of the Maryland Aviation Administration, the Secretary of Transportation of Maryland and the Board of Public Works of Maryland.

In summary, the Administration is seeking to select a concessions developer with whom the Administration can collaborate to develop a reimaged Concessions Program at BWI Marshall Airport.

**IT IS IMPERATIVE THAT PROPOSALS READ, REVIEW AND
UNDERSTAND THIS RFP, SAMPLE CONTRACT, AND ALL OTHER
EXHIBITS, ATTACHMENTS, AND GENERAL INFORMATION.**

H. PROJECT GOALS

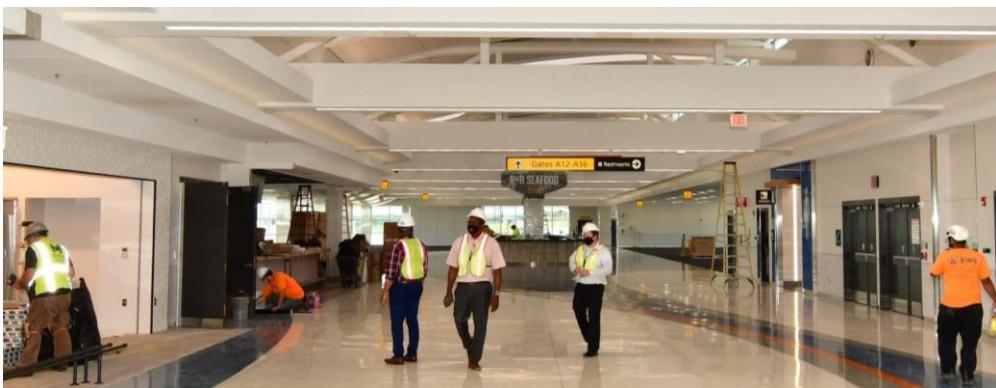
The Administration seeks qualified and experienced firms (including partners and subtenants) that demonstrate the experience necessary to develop the retail, restaurant, and commercial services at BWI Marshall Airport and meet the expectations of the Administration and fulfill the needs of Airport passengers, employees and visitors. Administration's goals for this RFP are as follows:

1. To contract with a development firm that has a demonstrated capability and the commanding character to captivate and stimulate passengers through its end-to-end development philosophy;
2. To facilitate, produce, and advance industry-leading opportunities for minority, disadvantaged and emerging small businesses to successfully participate in the full array of concessions opportunities at the Airport;
3. To optimize and maximize revenues to the Airport; and
4. To stimulate and effectuate economic development for the benefit of the local community, the region, and the State of Maryland.



II. DIVERSITY & INCLUSION OUTREACH

The Administration is committed to promoting increased opportunities for small, minority, and women-owned businesses. Consistent with that commitment, the Administration desires that businesses owned by socially and economically disadvantaged individuals, including certified MBEs, as defined in §14-301 of the State Finance and Procurement Article, have the maximum practicable opportunity to participate on this contract. When permitted, the Administration encourages Proponents to voluntarily strive to form partnerships and/or joint-ventures with firms owned by socially and economically disadvantaged individuals, including minority businesses, and to include such businesses in all appropriate elements of the Scope of Work required to be performed by the Selected Proponent and separately its Sublessees. The Administration encourages Proponents to promote and undertake efforts to reach out to firms owned by socially and economically disadvantaged individuals, including MBEs, to maximize their participation on this Contract. A directory of certified MBEs is maintained by the Maryland Department of Transportation Office of Minority Business Enterprise. The directory is available online at <https://marylandmdbe.mdbecert.com>. Select the “Directory of Certified Firms” tab. In Tab 20 of their Technical Proposal, Proponents shall describe their outreach efforts to small businesses, including MBEs, for contracting and subcontracting opportunities to maximize their participation on the Contract to be awarded.



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III. AIRPORT CONCESSIONS DISADVANTAGED BUSINESS ENTERPRISE (ACDBE) QUALIFICATIONS

The Administration hereby notifies all Proponents that ACDBEs will be afforded full opportunity to submit proposals in response to this RFP and will not be subjected to discrimination on the basis of race, color, sex, or national origin in consideration for award. ACDBEs and joint venture entities consisting of ACDBEs and non-ACDBEs are strongly encouraged to respond to this RFP.

ACDBE means a concession that is a for-profit small business concern— (1) That is at least 51 percent owned by one or more individuals who are both socially and economically disadvantaged or, in the case of a corporation, in which 51 percent of the stock is owned by one or more such individuals; and (2) Whose management and daily business operations are controlled by one or more of the socially and economically disadvantaged individuals who own it. ACDBEs shall meet the experience and economic guidelines set forth in 49 C.F.R. Part 23 and be certified by the Maryland Department of Transportation (MDOT) in the appropriate North American Industry Classifications System (NAICS) code for the type of goods and services to be provided. Individuals who are rebuttably presumed to be socially and economically disadvantaged include women, African Americans, Hispanic Americans, Native Americans, Asian-Pacific Americans, and Asian-Indian Americans.

The Administration has established an ACDBE goal of twenty percent (20%) for retail and commercial services and thirty-five percent (35%) for restaurant/food service concessions, in accordance with federal regulations

Proponents must describe their ACDBE Plan to the Administration under Tab 31 of their Technical Proposal. In the event that an ACDBE or minority-owned business identified in Proponent's Technical Proposal is not certified as an ACDBE by MDOT at time of Technical Proposal submittal, Proponent must replace them with a certified ACDBE.

If for any reason Proponent is unable to structure the contract requirements in its Technical Proposal with twenty percent (20%) ACDBE participation for retail and commercial services and thirty-five (35%) ACDBE participation for all restaurant/food service concessions, Proponent may request in writing a waiver to the goal under Tab 31 of its Technical Proposal. Proponent is required to justify a waiver request with sufficient written documentation of its good faith efforts to achieve the ACDBE participation goals as referenced in the requirements for TAB 31.

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IV. SCOPE OF CONCESSIONS MANAGEMENT SERVICES

The following scope of concessions management services is identified to outline the minimum approach envisioned by the Administration. A Proponent may expand the minimum scope of services based on the relevant experience communicated in its Technical Proposal. In providing this scope of concessions management services, the Selected Contractor shall:

- A. Obtain the appropriate licenses, permits, insurances and other required approvals which are needed to redevelop, renovate, lease and manage the retail, restaurant and commercial services at BWI Marshall Airport;
- B. Not engage in business at the Airport other than that permitted by the Lease & Concessions Contract without the specific prior written approval of the Administration;
- C. Provide the personnel and expertise necessary to manage and oversee the approved Concessions Master Plan for BWI Marshall Airport. The Administration prefers that management personnel be qualified, competent, and highly proficient to supervise the Concessions Program operations with the authority to represent and act for the Selected Proponent;
- D. Ensure that its representatives, agents, employees and sublessees maintain the highest standard of service and be courteous, caring, and inoffensive in their conduct and demeanor;
- E. Abide by all rules, regulations and directives of the Administration and other governmental agencies in the conduct of its business at the Airport and ensure adherence to Administration's rules, regulations and directives by its representatives, agents, employees and sublessees;
- F. Conduct its activities at the Airport in a first-class manner and keep the Leased Premises in a safe, clean, orderly and inviting condition satisfactory to passengers and the Administration at all times;
- G. Provide or cause to be provided all maintenance, cleaning, repairs and replacements of any and all furniture, fixtures, equipment, and

- improvements constructed and placed in the Leased Premises, with repairs and replacements of the quality and class equal to or better than the original in materials and workmanship;
- H. Maintain or cause to be maintained the Leased Premises and other designated common areas of the Concessions Program, including, but not limited to: general custodial services, pest control, fire extinguisher installation and maintenance, grease traps and grease exhaust maintenances, tenant trash removal services, glass/window cleaning or maintenance, and repair and replacement of food court tables, chairs and other furniture and services;
 - I. Maintain a comprehensive leasing strategy to optimize sublessee selection and placement to maximize performance potential and enhance passenger experience;
 - J. Magnify the emotional connection to the Concessions Program through customer-centric architectural design and comprehensive end-to-end memorable design experiences;
 - K. Collaborate with the Administration on the development and promotion of a microbusiness and small business incubator program at BWI Marshall Airport;
 - L. Develop and maintain an effective marketing strategy that stimulates passenger engagement, evokes concessions awareness, excite to explore, builds trust, and maximizes the Concessions Program's sales;
 - M. Implement a unified multi-touchpoint strategy that enhances the passenger's journey;
 - N. Effectively manage third-party service providers to effectively support the safety and operation of the Concessions Program; and
 - O. Develop and maintain an annual hospitality, food safety and customer service training program for sublessees including their employees.

V. MANDATORY QUALIFICATIONS

To be considered for award of the Contract, the Proponent must meet the Mandatory Qualifications listed below at the time of Technical Proposal submission. **Interested parties may desire to form a strategic business alliance and collaboratively submit a Technical Proposal as a newly-formed business entity (e.g., joint venture, partnership, etc.). However, in order to meet all Mandatory Qualifications, such a Technical Proposal must provide to the Administration information concerning another entity (e.g. a parent firm) together with the newly-formed Proponent that meets all Mandatory Qualifications.** Such other entity (e.g. a parent firm) shall execute the Guaranty of Performance document (Form No. 11 provided with this RFP) binding itself to perform the Contract and to correct an awarded Proponent's failure(s) to perform if such failure occurs

Proponent, or Guarantor (if any), must meet the following Mandatory Qualifications:

1. Must have at least seven consecutive years within the last ten years of demonstrated operational experience in designing, developing, leasing, and managing the day-to-day operations of an airport concessions program, retail mall, and/or retail lifestyle center or retail power center;
2. Must be financially capable of financing, designing, constructing, operating and managing the proposed concessions management service as determined by the Administration based on financial information submitted by Proponent;
3. Must not be currently barred, disqualified, or suspended from bidding (including being issued a limited denial of participation) on government (federal, State, or local) or airport contracts or programs; and
4. Must submit all other information required to be submitted by this RFP.

If a joint venture, partnership, or limited liability company ("LLC") submits a Technical Proposal, the joint venture, partnership, or LLC must meet all of the Mandatory Qualifications criteria in order to be considered for award of the Contract.

Failure of a Proponent to meet the Mandatory Qualifications shall result in the Administration finding the Proponent's Technical Proposal to be unacceptable and rejection of the Proposal.

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VI. PROPOSAL SCHEDULE & PROCESS

A. SCHEDULE OF EVENTS

The Administration has established the following tentative schedule for the submission of Technical Proposals, the Administration's selection evaluation and contract award under this RFP:

1. May 18, 2022 RFP Advertised
2. May 31, 2022 Issuance of RFP
3. **June 15, 2022** **Pre-Proposal Conference (10:00am – 1:00pm)**
The Westin BWI Airport Hotel
1110 Old Elkridge Landing Road
Linthicum, Maryland 21240
4. **June 15, 2022** **After-Conference (1:30pm – 4:00pm)**
BWI Marshall Airport's Mixer & Networking Session
For Developers and Local, Small & Diverse Businesses
The Westin BWI Airport Hotel
The White Oak Room
1110 Old Elkridge Landing Road
Linthicum, Maryland 21240
5. June 16 -17, 2022 Site Development Tour (multiple dates)
(Registration required: see Section VI.B.1.)
6. **June 23, 2022** **Deadline to Submit Questions**
7. July 27, 2022 RFP Amendment Issued with
Responses to Written Questions
8. **August 31, 2022** **Submission of Technical Proposals**
9. September 23, 2022 MDOT MAA's Response to Initial Technical
Proposals
10. **October 7, 2022** **Submission of Revised Technical
Proposals & Financial Offer**
11. November 1, 2022 Notice of Recommended Award to Selected
Proponent & Notices to all other Proponents
12. January 1, 2023 Contract Effective Date

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On the issuance date of May 31, 2022, copies of this RFP may be downloaded from the Administration's website at: <http://www.marylandaviation.com/bids.html>.

NOTE: At the time of issuance of this RFP, a restriction on communication regarding all inquiries relating to this RFP will be imposed. Proponents and their representatives are substantially restricted from communicating with the Administration, its authorized officers, directors, agents, employees, volunteers, representatives, contractors, and consultants regarding this RFP. This restriction extends to phone calls, letters, emails, and any other form of contact that results in the direct discussion of this RFP and/or Technical Proposals submitted in response to this RFP. All inquiries and submissions relating to and regarding this RFP shall be directed to the Deputy Director, Office of Commercial Management, MDOT MAA, pursuant to Section VI.B.8 of this RFP. Violation of this provision by a Proponent and/or its agent may lead to disqualification of Proponent's Technical Proposal from consideration.

B. SOLICITATION OVERVIEW & PROCESS

1. Proponent Registration

To participate in this solicitation, including receiving access to the solicitation resource room and participating in the site development tour, it is necessary for potential Proponents to register with the Administration. To register, Proponents must complete and submit Form No. 1, included with this RFP in the package titled "Forms to be Submitted" or submit the form electronically from the Administration's website at: <http://marylandaviation.com/bids.html>.

The Proponent Registration Form must indicate "Developer" to be considered as a registered Proponent. All other designations (e.g. Retail Operator, Restauranteur, Construction) will be registered as Interested Parties and identified in an Addendum to the RFP for Developers to consider.

2. Data Room Registration

The Administration has developed and placed in an electronic Data Room several videos and other resources for Proponents to review while conducting their due diligence, including this RFP and all its Appendices.

Based on information submitted on the registration forms, the Administration will send each registered Proponent a password, along with instructions for accessing the Data Room when new information concerning this RFP is communicated. Each Proponent is expected to review all the documents in the Data Room before submitting a Technical Proposal.

3. Proponent's Responsibility

Upon receipt of this RFP, all Proponents shall submit Form No. 6, "Acknowledgement of Receipt." If you receive a copy of this RFP from any source other than the Administration, it is strongly recommended that you contact the Administration in writing at the address in Section VI.B.7 below, or submit the required registration form to ensure that you receive copies of any addenda issued.

Also provided with this RFP is a form entitled "Proponent/Contractor Solicitation Comment Form" (Form No. 5). In the event you elect not to submit a Technical Proposal as a result of this solicitation or wish to offer suggestions or express concerns about this solicitation, we request that you complete this form. Please note: Proponents are not obligated to complete the "Proponent/Contractor Solicitation Comment Form" (Form No. 5). Submission of this comment form will have no impact on the consideration of a Technical Proposal. A completed Form No. 6 and/or Form No. 5 may be emailed to MAARFPResponses@bwiairport.com.

4. Pre-Proposal Conference

The Administration has scheduled a Pre-Proposal Conference on June 15, 2022. The Pre-Proposal Conference will be held at The Westin BWI Airport Hotel, located at 1110 Old Elkridge Landing Road, Linthicum, Maryland from

10:00 a.m. to 1:00 p.m. (local time). “Local Time” as referred to throughout this RFP is the time of day in Baltimore, Maryland.

If there is a need for sign language interpretation and/or other special accommodations due to a disability, please complete the Pre-Proposal Conference Accommodation Request Form (Form No. 2) and return it to the Administration on or before June 7, 2022 to MAARFPResponses@bwiairport.com. The Administration will make reasonable efforts to provide such special accommodation.

The purpose of the Pre-Proposal Conference is to discuss the requirements and objectives of this RFP. This conference will include a briefing on the proposed Lease & Concessions Contract and an informational workshop on how to do business with BWI Marshall Airport with Administration staff available to answer questions relating to the RFP. The Administration reserves the right to defer answering questions at the Pre-Proposal Conference and to address them by written addendum. Proponents are encouraged to attend the Pre-Proposal Conference, although attendance is not mandatory.

A written addendum to the RFP, which summarizes all questions and answers from the Pre-Proposal Conference as well as written questions submitted pursuant to Section VI.B.7, will be distributed to all parties who are on record as having registered with the Administration for this RFP.

5. After-Conference

BWI Marshall Airport’s Mixer & Networking Session for Developers and Local, Small, & Diverse Businesses

Immediately following the Pre-Proposal Conference, the Administration has scheduled BWI Marshall Airport’s Mixer & Networking Session for Developers, Local, Small, & Diverse Businesses. During the Mixer & Networking Session, the Administration will not answer questions pertaining to the RFP nor will additional information be provided.

The purpose of the Mixer & Networking Session is for Proponents (Developers) responding to this RFP to network and meet with current concession tenants,

and small, diverse and local businesses interested in participating in the new Airport Concessions Program. The Mixer & Networking Session will be conducted from 1:00 p.m. to 4:00 p.m. on June 15, 2022 at The Westin BWI Airport Hotel, located at 1110 Old Elkridge Landing Road, Linthicum, Maryland.

Proponents interested in having a receiving booth should submit an Exhibitor Application (Form No. 4) and return the form to the Administration on or before June 7, 2022, to MAARFPRResponses@bwiairport.com. Form No. 4 (Exhibitor Application) may be obtained on the Administration's website and is included with this RFP in the package titled "Forms to be Submitted." The Maryland Department of Transportation will be on-site to assist and answer questions. The Maryland Department of Transportation (MDOT) is Maryland's official certification agency for the Minority Business Enterprise (MBE) Program, the Disadvantaged Business Enterprise (DBE) Program, the Airport Concessions Disadvantaged Business Enterprise (ACDBE) Program, and Small Business Enterprise (SBE) Program.

6. Site Development Tour

There will be no tour after the Pre-Proposal Conference. Proponents may register for individual/group tours of the Airport on June 16 and 17, 2022. The Group Tour Registration Form may be obtained from Administration's website and is included with this RFP as Form No. 3. Any interested Proponent must submit its completed Form No. 3 by email to MAARFPRResponses@bwiairport.com by June 7, 2022 to schedule its individual/group tour. For the Proponent's convenience, the Administration has provided "video journeys" of the Airport and Concessions Program in the Data Room.

For individual/group tours, the Administration will not answer questions pertaining to the RFP during the tour but may provide general facts regarding the Concessions Program. All written questions submitted during the tour will be addressed by a written Addendum as described in Section VI.B.8 of this RFP.

7. Clarifications/Modifications

Proponents interested in responding to this RFP may submit requests for clarification or modification of the RFP documents, including the Sample Contract and General Provisions included with this RFP as Exhibit "A" and Attachment No. 1, respectively. If the Proponent is requesting a change, the request must set forth the recommended change and the Proponent's reasons for proposing the change.

8. Questions

Proponents having questions about this RFP or comments about the Contract documents, including any requests for clarifications or modifications to the RFP documents, may submit them in writing no later than 4:00 p.m. (local time) on June 23, 2022 by email to MAARFPQuestions@bwiairport.com or by mail to the address below:

**Morris E. Williams, III
Deputy Director
Office of Commercial Management (RFP)
Maryland Aviation Administration
Third Floor, Terminal Building
P.O. Box 8766
BWI Airport MD 21240-0766**

Note: For documents sent by overnight mail (e.g. Fed Ex, UPS, DHL, etc.) omit the P.O. Box in the above address.

Written questions received after 4:00 p.m. (local time) on June 23, 2022, will not be answered by the Administration and will not become part of the RFP process. **The Administration will not answer any verbal questions other than those questions posed at the Pre-Proposal Conference. The Administration will not respond to any emails individually and will not respond to any telephone calls relating to this RFP.**

Prior to submitting a Technical Proposal, each Proponent should become fully informed as to the extent and character of the work involved. A submission of a Technical Proposal is an agreement to comply with all terms and conditions referenced in this RFP.

9. RFP Addenda

Any clarification, interpretation or change to the RFP and/or Contract documents by the Administration will be made by written Addendum. The Administration is not responsible for any explanation, clarification, interpretation, or approval made or given in any manner except by written Addendum. If there is a difference between an answer from the Pre-Proposal Conference and a written statement in the RFP (including any Addenda issued) the RFP will govern. Any Addendum so issued will be considered a part of this RFP and Contract documents.

Approximately thirty days after the date for written questions pertaining to this RFP are due, the Administration intends to issue an Addendum to all Proponents known to have registered. Included as part of this Addendum will be a summary of the Pre-Proposal Conference; the substantive questions submitted both in writing and orally at the Pre-Proposal Conference, written questions from the site development tour and all other questions submitted in writing by the established deadline date for written questions and the answers to those questions; a list of Pre-Proposal Conference attendees; the list maintained by the Administration of all parties known to have registered for this RFP; and RFP changes or clarifications, if any. The RFP Addenda will be posted on the Administration's website with secured access. **Access to each addendum will be granted only to those Proponents known to have registered.**

Receipt of each Addendum shall be acknowledged using Form No. 6 in the package entitled "Forms to be Submitted." This form should be signed and mailed or emailed to the Administration upon Proponent's receipt of the Addendum and included as part of the Proponent's submitted Technical Proposal. Failure to acknowledge receipt of the Addendum does not relieve the Proponent from compliance with all terms of any such Addendum.

10. Submission of Technical Proposals

One (1) signed and bound ORIGINAL Technical Proposal, twelve (12) bound copies, and one (1) electronic version in Microsoft compatible or PDF format on a USB flash drive containing all Technical Proposal information shall be submitted to:

**Morris E. Williams, III
Deputy Director
Office of Commercial Management (RFP)
Maryland Aviation Administration
Third Floor, Terminal Building
P.O. Box 8766
BWI Airport MD 21240-0766**

Note: For documents sent by overnight mail (e.g. Fed Ex, UPS, DHL, etc.) omit the P.O. Box in the above address.

Each copy shall be identical to the original. Technical Proposal content and formatting instructions are detailed in Section IX of this RFP. A Technical Proposal received after 4:00 p.m. local time on August 31, 2022, will not be considered.

The checklist for information required under this RFP must be completed and returned with each copy of the Technical Proposal. This checklist is included as Form No. 14 in the package titled “Forms to be Submitted.”

Requests for extensions of the date or time for Technical Proposal submissions will not be granted. The Administration will reject late Technical Proposals. Any late Technical Proposal, late request for modification, or late request for withdrawal, delivered verbally or via text, fax, e-mail, mail or any other communication, will not be considered. Proponents are cautioned that they are responsible for timely delivery. Therefore, if the Technical Proposal is delivered by an express or overnight mail carrier or by any other means, it is the Proponent’s responsibility to ensure timely delivery.

11. Pre-Opening Modification or Withdrawal of Technical Proposal

Technical Proposals may be modified or withdrawn by written notice received to the Administration at the address in Section VI.B.7 before the deadline for receipt of Technical Proposals.

12. Initial Review for Responsibility/Responsiveness

Technical Proposals will be reviewed based upon the evaluation factors set forth in this RFP. If a Proponent's Technical Proposal is deemed reasonably susceptible of being selected for award, the Proponent may be given an opportunity for clarifications and/or modifications to the Technical Proposal.

13. Error in Submitted Proposals

If an error is discovered in Proponent's Technical Proposal including in the Forms to be Submitted, the Administration may at its sole option retain the Proposal and allow the Proponent to submit certain corrections including a new Form to be Submitted. If the Proponent's intent is clearly established based on the Selection Evaluation Committee's review and with approval from the Contracting Officer, the Administration may, at its sole option, allow the Proponent to correct an error based on that established intent.

14. Evaluation/Shortlisting

The Selection Evaluation Committee reviews and ranks Technical Proposals received from Proponents that have been "preliminarily deemed reasonably susceptible for award" according to the criteria in this RFP and develops a "shortlist" of Proponents (hereinafter referred to as "Finalists") that may be invited for interviews with the Selection Evaluation Committee. The Administration will not consider interviews prior to conclusion of short-listing of Proponents.

15. Interviews and Presentations

Following the Administration's evaluation and shortlisting of Technical Proposals, the Administration reserves the right to require, and each Finalist must be prepared to conduct, oral presentations and other discussions on the content of its Proposal. If the Administration determines that interviews or

presentations are required, Finalists will be notified in writing of the date, place, time, and format of the interview, which, at the Administration's sole discretion, may be in-person and/or by videoconference. If selected to participate in an interview or presentation, a Finalist's failure to participate in such interviews or presentations shall result in disqualification from further consideration.

Interviews, if held, are designed to provide the Administration with clarification of submitted Technical Proposals only, and shall not be construed as a solicitation, invitation, or opportunity for Proponent to alter, modify, or amend their previously submitted Technical Proposal. Any alterations, modifications or amendments so offered shall not be considered by the Administration; but will, however, be viewed as negatively impacting the interview evaluation.

Each Finalist invited to interview may be required to present a live demonstration of its offered marketing and retail technology solutions if such solution can be demonstrated. The intent of the demonstration is to ensure that the proposed technical systems can provide all features and functionalities described in the Administration's minimum project specifications and Finalist's proposed solution.

Notwithstanding the above, the Administration reserves the right, in its sole discretion, to award the Contract based upon the written Technical Proposals received without prior discussions, interviews, demonstrations or negotiations.

16. Proponent Debriefing

A Proponent debriefing is available to any entity that submitted a Technical Proposal in response to this RFP and was shortlisted in accordance with Section VI.B.13 of this RFP, but not selected for award. Proponent debriefing shall be requested in writing by the non-selected Proponent within five business days of the Administration's notice of non-selection. The debriefing shall be scheduled within five business days of receipt of written request by the Contracting Officer or designee, or as soon after that time as practicable under the circumstances. The discussion will be limited to only the evaluation results as they apply to the Technical Proposal submitted by the non-selected Proponent.

VII. CONDITIONS GOVERNING TECHNICAL PROPOSAL SUBMITTALS

A. INCURRED EXPENSES

The Administration will not be responsible for any costs incurred by a Proponent in preparing and submitting a Proposal, in making an oral presentation, in providing a demonstration, or in performing any other activities relative to this solicitation.

B. ECONOMY OF PREPARATION

Proposals should be prepared simply and economically, providing a straightforward, concise description of the Proponent's Technical Proposal to meet the requirements of this RFP.

C. OWNERSHIP OF PROPOSALS

All documents submitted in response to this RFP shall become the property of the Administration and the State.

D. PUBLIC INFORMATION ACT NOTICE

Proponent should give specific attention to the clear identification of those portions of its Proposal that it considers confidential, proprietary commercial or financial information or trade secrets, and provide justification why such materials, upon request, should not be disclosed by the State under the Public Information Act, Md. Code Ann., General Provisions Section 4-101 et seq.

Information which is claimed to be confidential should be listed under TAB 5 in the Proponent's Technical Proposal. Proponents are advised that, upon request for this information from a third party, the Administration will make an independent determination whether the information can be disclosed and will advise Proponent of this determination.

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E. MANDATORY CONTRACTUAL TERMS

By submitting a Proposal in response to this RFP, a Proponent, if selected for award, shall be deemed to have accepted the terms of this RFP, the Lease and Concessions Contract, and Lease and/or Concessions Contracts General Provisions, for BWI Marshall (see Attachment No. 1, "General Provisions"). Any exceptions to this RFP, or the sample Contract and Contract documents (see Exhibits "A" through "F" and Attachment Nos. 1 through 7) must be clearly identified in the Proponent's Transmittal Letter accompanying the Proponent's Proposal. A Proposal that takes exception to these terms may be rejected.

F. CONTRACT AFFIDAVIT

All Proponents are advised that if a Contract is awarded as a result of this solicitation, the Selected Proponent will be required to complete a Contract Affidavit. A copy of this Affidavit is included for informational purposes as Attachment No. 2 to this RFP.

G. ARREARAGES

By submitting a response to this solicitation, each Proponent represents that it is not in arrears in the payment of any obligations due and owing to the State, including the payment of taxes and employee benefits, and that it shall not become so in arrears during the term of the Contract if selected for Contract Award.

H. VERIFICATION OF REGISTRATION AND TAX PAYMENT

Before an entity can do business in the State of Maryland, it must be registered with the Department of Assessments and Taxation, State Office Building, Room 803, 301 West Preston Street, Baltimore, Maryland 21201. It is strongly recommended that any potential Proponent complete registration prior to the due date for receipt of Proposals. A Proponent's

failure to complete registration with the Department of Assessments and Taxation may disqualify a Proponent from further consideration and recommendation for Contract Award.

I. PROPOSER QUALIFICATIONS

The Selection Evaluation Committee may make such investigations as necessary to determine the ability of the Proponent to adhere to the requirements specified within this RFP. The Administration will reject the Proposal of any Proponent deemed not a responsible Proponent.

J. USE OF ELECTRONIC VERSIONS OF THIS RFP

This RFP is available electronically. If accepted electronically, the Proponent acknowledges and accepts full responsibility to ensure no changes are made to this RFP. In the event of a conflict between a version of the RFP in the Proponent's possession and the version maintained by the Administration, the version maintained by the Administration shall govern.

K. KNOWLEDGE OF THE CONTRACT TO BE AWARDED

Each Proponent must carefully examine this RFP to become fully informed of the conditions to be encountered, the character, and quality of the services to be performed, and the materials to be furnished in responding to this RFP. Proponents are encouraged to visit the Airport and personally inspect and investigate all circumstances and conditions affecting the proposed project. All efforts by a Proponent to investigate and perform due diligence concerning the Airport and this RFP shall be conducted with minimum interference to the operations of the Airport.

By submission of a Technical Proposal, each Proponent acknowledges that it has investigated and satisfied itself as to all circumstances and conditions affecting the proposed Lease and Concessions Contract and acknowledges that any failure by a Proponent to acquaint itself with all available information

in this RFP and with the said circumstances and conditions at the Airport may not relieve Proponent from responsibility for properly determining the difficulty and costs of successfully performing the Lease and Concessions Contract. Proponent acknowledges that the Administration assumes no responsibility for any conclusions or interpretations made by the Proponent based on information made available by the Administration, nor does the Administration make any guarantees concerning the use of the Airport in the future.

L. DISQUALIFICATION

Any one or combination of the following circumstances may be considered sufficient to disqualify a Proponent:

1. Submission of more than one Technical Proposal from a firm or entity under the same or different name(s). A firm may submit a Technical Proposal as a Proponent and also appear in the Proposal of another Proponent as a potential project team member. A firm may be set forth as a designated subcontractor to more than one Proponent responding to this RFP;
2. Administration's reasonable belief that any Proponent has a financial interest in more than one Proposal;
3. Evidence of collusion among Proponents. In its Technical Proposal, Proponent shall submit a completed and notarized Form No. 12, Non-Collusion Affidavit;
4. Proponent, or any team members, is, or has been, in default or arrearage under any previous or existing contract with the Administration or the State;
5. Existence of any outstanding claims with the Administration or the State;

6. Proponent or any team members has/have been debarred from entering into contracts with the State;
7. Proponent has not met the Mandatory Qualifications set forth in Section V; or
8. A finding by the Administration of a material misstatement or omission by Proponent in any part of its Submissions or Financial Proposal.

M. FINANCIAL LIABILITY OF ADMINISTRATION AND SELECTED PROPOSERNT

The Administration and the Selected Proponent are not and shall not be considered as joint venturers, partners, or agents of each other and neither shall have the power to bind or obligate the other. There shall be no liability on the part of the Administration, the State or MDOT to any person for any debts incurred by the Selected Proponent or any business conducted on or off the Airport in connection with the operations of the Retail, Restaurant, and Commercial Services at BWI Marshall Airport.

N. RIGHTS OF THE ADMINISTRATION

Without limiting the generality of any other provision of this RFP, the Administration reserves the right, at any time prior to execution of a Contract with the Selected Proponent, that is prior to approval of the Contract to be Awarded by the Maryland Board of Public Works, to exercise all or any of the following rights and options as it deems to be in its best interests:

1. To postpone submittal due date(s);
2. To request additional or supplemental information from any or all Proponents;
3. To accept or reject any or all Proposals submitted in response to this RFP;

4. To reject the submission of any offeror that has submitted a false or misleading statement, affidavit, or certification in connection with its Technical Proposal submission, or any previous submission, or this RFP;
5. To reject Technical Proposal submissions in whole or in part that contain conditions and/or contingencies that, in the Administration's sole judgment, makes the submission indefinite, incomplete, non-responsive, or otherwise unacceptable for award;
6. To waive any informality, defect, or deviation from this RFP that is not, in Administration's sole judgment, material to the Proposal;
7. To negotiate unacceptable provisions incorporated within an otherwise acceptable Technical Proposal submitted in response to this RFP;
8. To issue a subsequent RFP with or without change or modification;
9. To issue a subsequent RFP for this opportunity with terms and conditions that are substantially different from the terms and conditions set forth in this RFP;
10. To remedy any technical errors in the RFP process;
11. To cancel this RFP with or without issuing another RFP;
12. To reject the Technical Proposal of a Proponent that, in the Administration's sole judgment is not a responsible Proponent;
13. To conduct such investigations as Administration considers appropriate with respect to the qualifications of any Technical Proponent and/or any information contained in any Proposal;
14. To request clarifications of any Proposal; and
15. Not to enter into a Contract pursuant to this RFP.

The Contract to be offered will be in substantially the same form presented in Exhibit "A" to this RFP. Following commencement of any negotiations, the Administration and the Selected Proponent will have a maximum period

of thirty calendar days to reach an agreement to Contract terms. Thereafter, the Administration reserves the right to cease negotiations and to enter negotiations with another Proponent. If the Selected Proponent fails to reach an agreement with the Administration during the thirty-day negotiation period, then its Proposal Guaranty will be forfeited.

O. DURATION OF OFFER

Proposals submitted in response to this RFP are irrevocable for one hundred and eighty calendar days following the closing date of Proposals or of Best and Final Offers, if requested. This period may be extended at the Administration's request with a Proponent's written agreement provided, however, that the irrevocability period will be automatically extended while any challenge pertaining to this RFP is pending.

P. MODIFICATION

Technical Proposals may be modified by written notice received to the Administration at the address in Section VI.B.7 before the deadline for receipt of Technical Proposals.

Q. CANCELLATION

The Administration reserves the right to cancel this RFP, to accept or reject any and all Proposals, in whole or in part, received in response to this RFP, to waive or permit cure of minor irregularities, and to conduct discussions with all qualified or potentially qualified Proponents in any manner necessary to serve the best interests of the Administration. The Administration reserves the right, in its sole discretion, to award a Contract based upon the written Proposals received without prior discussions or negotiations.

VIII. PROPOSAL EVALUATION CRITERIA

A. SELECTION EVALUATION COMMITTEE

Technical and Financial Proposals received after the submission deadline will be rejected. All Technical and Financial Proposals received by the submission deadline will be reviewed by the Administration's Selection Evaluation Committee (Committee). Technical Proposals shall be reviewed prior to the review of Financial Proposals.

B. QUALIFYING PROPOSALS

Before commencement of the Technical Proposal evaluation process by the Committee, the Contracting Officer will review each Technical Proposal package for compliance with the submission guidelines of this RFP. The Contracting Officer may classify the Technical Proposals as; a) Reasonably susceptible of being selected for award; or b) Not reasonably susceptible of being selected for award. Proponents whose Technical Proposals are classified as not reasonably susceptible of being selected for award shall be so notified.

Proponents whose proposals have been evaluated as reasonably susceptible of being selected for award may be asked to change or supplement the Technical Proposals by submitting revised Technical Proposals.

C. EVALUATION CRITERIA

The Contract resulting from this RFP will be awarded to the Proponent presenting the most advantageous Technical and Financial Proposals to the Administration. The criteria to be applied to each Technical Proposal are listed below in descending order of consideration. Proponents are

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encouraged to fully address each category. Please refer to Section IX of this RFP for proposal format and organization.

1. **Airport Concessions Master Plan** (*Tabs 21-25 and 28-33 of the Technical Proposal*)
2. **Customer Service & Marketing Plan** (*Tabs 26-27 of the Technical Proposal*)
3. **Financial Ability to Perform** (*Tabs 34-36 of the Technical Proposal*)
4. **Experience and Qualifications** (*Tabs 15 and 16 of the Technical Proposal*)
5. **Economic Benefits to the State of Maryland** (*Tab 37 of the Technical Proposal*)
6. **Diversity & Inclusion Outreach** (*Tab 20 of the Technical Proposal*)



IX. TECHNICAL PROPOSAL FORMAT AND CONTENT

Each Proponent must submit a Technical Proposal. Upon completion of Administration's evaluation of the Technical Proposals received, the Administration will develop a shortlist of Proponents who will then be invited to submit Financial Proposals and may be asked to participate in an additional interview. After the Administration receives the Financial Proposals, Proponents may be asked to submit Best and Final Offers. Technical Proposals will be more heavily weighted than the Financial Proposals, including the Best and Final Offer(s). The Technical Proposal and Financial Proposal, collectively, are referred to as a "Proposal."

Each Proponent must carefully examine the terms of this RFP and associated documents, including but not limited to, attachments, exhibits, and any addenda. Each Proponent is encouraged to evaluate all of the circumstances and conditions affecting its Proposal at its own expense. The Administration is not liable for any costs associated with any Proposal or material submitted.

A. TECHNICAL PROPOSAL FORMAT

Proponent shall respond to this RFP in accordance with the format specified in this Section IX to ensure the submission of information essential to conduct a comprehensive evaluation of the Proposal. The content may be expanded, but Proponent's Technical Proposal must adhere to the format. The Administration encourages clarity and brevity and requests that Proponents do not include information that is not directly relevant to their respective Technical Proposals.

Proponents Technical Proposal shall contain the information outlined below, using a 12-point font on standard 8 ½" x 11" paper, not to exceed 300 single-sided pages, excluding forms, drawings, exhibits and attachments, in a three-ring binder, and accompanied by a transmittal letter on Proponent's letterhead. All supporting documentation (forms, drawings, exhibits and attachments) must be on paper no larger than 11" x 17." The 300-page limit begins with the Executive Summary (see

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Section IX.B.TAB 4) and excludes forms, attachments, agreements, drawings, and resumes.

Proponents are hereby advised that electronic signatures will not be accepted. All original signatures shall be provided in BLUE ink. In cases of corporations, the signature must be that of a duly authorized officer of the corporation and officer's title must be stated. In cases of partnerships, the signature of a general partner must follow the firm name, using the term "A Member of Firm." In cases of an individual, use the term "d/b/a" (Company Name) or identify individual as sole owner.

Each Proponent is required to submit one (1) signed and bound ORIGINAL, twelve (12) bound copies, one (1) unbound copy, and one (1) electronic version in Microsoft compatible or PDF format on a USB flash drive containing all information as part of the Technical Proposal. Each copy must be identical to the original. All Technical Proposal submissions must be received no later than 4:00 p.m. local time, **August 31, 2022**, at Maryland Aviation Administration, Office of Commercial Management, Third Floor, Airport Terminal Building, BWI Airport MD 21240-0766. Proponent may choose to include, with its electronic submittal, a video to accompany the conceptual designs required under Section IX.B.TAB 26 to illustrate Proponent's architectural vision for the retail, restaurant & commercial services at BWI Marshall Airport. A technical submission received after 4:00 p.m. local time **August 31, 2022** will not be considered.

B. TECHNICAL PROPOSAL CONTENT

Proponent's Technical Proposal must, at a minimum, provide the following information in the order listed below. Proponent must insert a set of tabs that corresponds to the numbers in the list below (e.g. "TAB 1," "TAB 2" or "1 – Title Page," "2 - Transmittal Letter"). The Technical Proposal content for each section must correspond to the information required for its tab. All tabs must be labeled. No tabs may be omitted. Tabs do not count toward any page limits.

TAB 1. Title Page

Technical Proposals must begin with a title page bearing the legal name, physical address, website address, if any, and federal identification number of the Proponent that would be entering into a Contract with the Administration, and the name and project number of this RFP. Proponent's information shall be provided first.

TAB 2. Transmittal Letter

A transmittal letter must accompany the Technical Proposal and contain a brief description of the Proponent. In the event the Technical Proposal is submitted by a team, partnership, joint venture, or LLC, include the names, and addresses of the individual firms comprising the team, partnership, joint venture, or LLC. The letter must be signed by an individual who is authorized to contractually obligate the Proponent to the requirements as stated in this RFP and presented in the Technical Proposal. In addition, it should identify the name, title, mailing address, telephone number(s), facsimile (fax) number(s) and email address of the primary person to be contacted for clarifications or questions regarding the Proponent's Technical Proposal.

TAB 3. Table of Contents

Proponent shall indicate significant elements of its Technical Proposal by subject and page number. If the Technical Proposal contains appendices, drawings, and/or exhibits, include a listing of the items included.

TAB 4. Executive Summary

The Executive Summary should provide:

- a. A complete and comprehensive history of the company and each individual firm comprising the team, partnership, joint venture or LLC ("Proponent");

- b.** Discussion of how Proponent meets or exceeds the Mandatory Qualifications as referenced in Section V of this RFP;
- c.** Proponent's vision and mission statement;
- d.** A discussion of the company's track record on diversity, equity and inclusion in its company's leadership and management ranks;
- e.** Proponent's business goals and objectives and how they relate to this business opportunity;
- f.** Description of Proponent's three main points of benefit. Specifically, what are three points of the Proponent's Technical Proposal that makes it most advantageous for the BWI Marshall Airport passenger; and
- f.** Elements that differentiate Proponent's development approach for this project from other projects it has previously completed.

TAB 5. Confidentiality Statement

Information that Proponent considers to be confidential should be identified here. Proponent shall reference the page number(s) in the Technical Proposal where such material can be found. Proponent should give specific attention to the identification of those portions of its Technical Proposal which it deems to be trade secrets or confidential commercial or confidential financial information. The Proponent should provide a reason why such information should not be disclosed by the Administration, upon request under the Maryland Public Information Act, Maryland Code Ann. General Provisions, 4-101 et seq. Proponent's labeling the material as "confidential" or "not for public release" is not controlling on the Administration's determination. The Administration may otherwise use or disclose the data submitted by each Proponent for any purpose.

TAB 6. Exceptions

Proponents shall include a list of exceptions, if any, to the requirements of this RFP and Contract to be awarded. The list shall identify the requirement, nature of the deviation, and explanation. If there are no deviations or exceptions to any portion of the RFP or Contract to be awarded, Proponent shall state so on the page entitled "Exceptions." If no deviations are identified and Proponent's Technical Proposal is accepted by the Administration, Proponent shall conform to all requirements specified in this RFP.

It is the intent of the Administration to award a Lease and Concessions Contract on a fair, competitive basis. For this reason, the Administration may view the notation of any "Exception" in response to any material conditions or requirement of this RFP as an attempt by the Proponent to vary the terms of the RFP which, in fact, may result in giving such Proponent an unfair advantage over other Proponents.

Proponents shall not take exception to any mandatory provision (e.g., Attachment No. 1, "Lease and/or Concessions Contract General Provisions") or material requirements of this RFP or the Proponent may be disqualified.

TAB 7. Acknowledgement of Receipt and Commitment Statement

Proponent is required to include Form No. 6, "Acknowledgement of Receipt," in its Technical Proposal. Proponent shall also submit Form No. 9, "Commitment Statement," signed by an individual who is authorized to contractually obligate the Proponent.

TAB 8. Proposal Guaranty

Proponent shall submit its Proposal Guaranty as part of the Technical Proposal submission process as follows:

- a.** Each Proponent must submit a Proposal Guaranty in the sum of Seventy-Five Thousand Dollars (\$75,000.00) with its Technical Proposal to guarantee execution of a Contract by the Proponent based on the Technical Proposal submitted. In the event that the Proponent fails to execute the Contract offered by Administration on the basis of its Technical Proposal, the Proponent's Proposal Guaranty shall be forfeited. The Proposal Guaranty, at the option of each Proponent, may be in the form of:
 - i.** an irrevocable letter of credit in a form satisfactory to the Attorney General of Maryland and issued by a financial institution approved by the State Treasurer (see www.treasurer.state.md.us for further information); or
 - ii.** Proposal Guaranty bond executed by the Proponent and by a surety meeting the qualifications set forth in Article XIX, Surety, in Exhibit "A" of this RFP.
- b.** Proposal Guaranties will be released to those Proponents not awarded a Contract within thirty calendar days after approval of the Contract by the BPW.
- c.** The Proposal Guaranty submitted by the Selected Proponent shall be released upon execution of the Contract, and after receipt of the Performance Guarantee, as referenced in Article XVIII, Performance Guarantee, in Exhibit "A" of this RFP.
- d.** If used, the surety, or sureties, provided as a Proposal Guaranty shall be a corporate surety, or sureties, authorized

to do business in the State of Maryland by the Maryland Insurance Administration and the Maryland Department of Assessments and Taxation.

TAB 9. Procurement Affirmation and Bid/Proposal Affidavit

Proponent is required to include fully completed and notarized copies of the attached Form No. 7, “Bid/Proposal Affidavit Form” and a notarized Form No. 8, “Procurement Affirmation Form.”

TAB 10. Consultant & Professional Acknowledgment

Proponents shall acknowledge any and all consulting and professional contractor or subcontract arrangements in response to or in relation to this RFP and contract to be awarded. Proponents are required to provide:

- a. A complete and comprehensive listing of all consultants and other professional services (i.e., architect) providing service on behalf of Proponent’s Technical Proposal Submission, Financial Proposal Offer and Contract to be awarded. This listing shall be enumerated, containing a brief history and overview of each company, and a comprehensive synopsis of each consultant’s business including the specific services provided to Proponent.
- b. Identify the key members of each consulting firm and/or professional service entity, their proposed role for the proposed project, and their qualifications and experience.
- c. Provide a summary of past experience, if any, between Proponent and all consultants and/or professional service entities.

TAB 11. Non-Collusion Statement Affidavit

Proponent is required to submit fully completed and notarized copy of the attached Form No. 12, “Non-Collusion Statement Affidavit.”

TAB 12. Maryland Public Ethics Law Affidavit

Proponent is required to include a fully completed and notarized copy of the attached Form No. 10, "Maryland Public Ethics Law Affidavit."

TAB 13. Description of Legal Entity (Proponent)

Proponent shall provide a description of the major business functions and organizational structure of the Proponent. In addition, the description of the legal entity should include the following:

- a. Proponent shall state the exact name of the entity that will enter into the Contract with the Administration for the Non-Exclusive Right to Redevelop, Renovate, Lease & Manage the Retail, Restaurant & Commercial Services at BWI Marshall Airport.
- b. Proponent shall state the name, business address, website address, telephone number, fax number, and employer identification number (EIN) of the Proponent and its state of incorporation, if a corporate entity, and a **certificate of good standing from that state**. If the Proponent is not a Maryland corporation, advise whether or not it is registered with the Maryland Department of Assessments and Taxation and authorized to do business in the State of Maryland. A "resident business" is defined as a business enterprise that has a Maryland address, is registered to do business in the State of Maryland, employs Maryland residents, and regularly conducts business within the State. The term includes subsidiaries, divisions, and branches of business headquartered outside of the State of Maryland.
- c. A statement advising whether the business is a sole proprietorship, partnership, corporation, limited liability company, joint venture, or other form of business entity.

- i. If a sole proprietorship, state the name, title, and address of the individual doing business and his or her experience developing shopping centers, restaurant and retail shopping districts, commercial properties and/or transportation facilities.
- ii. If a partnership, state the full name, title, address and other occupation (if any) of each and every partner; whether he or she is full time or part time; whether the partner is active or dormant; whether each partner is a general or limited partner; each partner's experience developing shopping centers, restaurant and retail shopping districts, commercial properties and/or transportation facilities; and provide a **copy of the partnership agreement, and the proportionate share of the business owned by each partner.**
- iii. If a joint venture or LLC, state the names of the firms and/or individual(s) participating in the joint venture or LLC, and the principal officers in each firm or names and titles of the members of the LLC, including their experience in developing shopping centers, restaurant and retail shopping districts, commercial properties and/or transportation facilities; and the proportionate share of the business owned by each joint venture partner, or the number of shares or interest held by each member of the LLC. **Include a copy of the joint venture agreement or LLC operating agreement, and articles of organization as applicable.**
- iv. If a corporation, indicate in which state the corporation is incorporated, **provide a copy of the articles of incorporation**, and state the full names and titles of

each of the corporate officers and each officer's experience in developing shopping centers, restaurant and retail shopping districts, commercial properties and/or transportation facilities. An out of state corporation will be required to qualify to do business in the State of Maryland prior to award of the Contract.

Information on how to qualify may be obtained from:

**Department of Assessments and Taxation
Taxpayer Services Division
Charter Unit Room 801
301 West Preston Street
Baltimore MD 21201
Telephone Number: (888) 246-5941
<https://dat.maryland.gov>**

- d. Describe Proponent's core business.
- e. Provide a comprehensive description of Proponent's historical operating business model. Clearly elaborate how the Proponent differentiates itself from similar companies.
- f. Provide the professional profile of senior company officials.

TAB 14. Guarantor

In the event the Proponent is a newly formed business entity or otherwise fails to meet all mandatory qualifications, it must provide to the Administration information concerning another entity (Guarantor – e.g., parent company). Please describe, if applicable, the entity that will act as Guarantor of Proponent's obligations under the Contract to be awarded. Proponent shall include the Guarantor's state of organization; a copy of Guarantor's article of organization; and a certificate of good standing from the Guarantor's state of organization; a complete list of the owners or members of the Guarantor along with respective percentages ownership or membership; a complete list and resume of the individual members

of the board of directors (or other governing body), the officers of the Guarantor; and a discussion of the management and control powers of the Guarantor. Include any agreement between the Proponent and Guarantor.

Proponent shall provide the corporate history of the Guarantor, and the current and previous experience of the Guarantor with regards to comparable development in size, magnitude, and use. This information should include project descriptions (three descriptions at minimum), project photos, dates completed, Guarantor's role, and financing. Also, include contact information for verification.

By appendix in the Proponent's Technical Proposal, the Guarantor is required to provide copies of any internal and/or external audits or investigations from the last twenty-four (24) months (from the date of submission) from any federal, state, local, municipal, county and/or regulatory authority.

TAB 15. Qualifications

Proponent shall provide a complete and comprehensive statement clearly outlining its qualifications in term of experience and necessary certification(s). In addition, Proponent shall provide supporting information that demonstrates its competency to undertake and operate the proposed enterprise in the manner proposed in its Technical Proposal Submission. Proponent shall address each individual Mandatory Qualification and describe in a comprehensive manner how it meets or exceeds the Mandatory Qualifications described in Section V of this RFP.

TAB 16. Experience at Other Locations

In this tab, Proponent should explain in detail the extent of Proponent's industry experience and its current business enterprise.

The information provided in this section should include, but not be limited to:

- a. Description in comprehensive detail, the services Proponent provides to at minimum three locations comparable in size, magnitude, and scope as BWI Marshall Airport. Proponents should provide the name and address of each location with a comprehensive description of the primary and secondary services provided;
- b. State the number of years Proponent, including its owner(s), has operated each location, including the dates during which the business enterprise was operated by the Proponent;
- c. A comprehensive description of the total gross leasable area at each location, the total percentage area leased by category (i.e., convenience retail, specialty retail, vending, services, food & beverage, etc.), the total number of concessions (by category), the historical gross sales for each location (by month) for the most recent three year period, and the sales per square foot per annum per category;
- d. A listing of the top four performing restaurant concepts and retailers operating at each location. This information should include annual sales per location for the most recent three-year period.
- e. A description of the most innovative aspect of each location;
- f. A description of the quality assurance program and performance standards at each location with copy and/or sample of forms, procedures and manners used to determine quality and customer experience;
- g. Provide a comprehensive description of the Airport Concessions Disadvantaged Business Enterprises (ACDBE) participation at each location.

- h. Please describe efforts Proponent has made on past projects to include ACDBE, Minority Business Enterprises (MBE), Small Business Enterprises (SBE) and/or Veteran-Owned Small Business Enterprises (VSBE).
- i. Provide the number of full-time and part-time personnel employed by Proponent at each location and their respective titles and area of responsibility, and the number of years employed at location;
- j. Name, title, mailing address, email address and phone number of persons familiar with Proponent's locations referenced above.

TAB 17. Contracts Terminated, Bankruptcy, Debarment, Taxes, Licenses and Other Affirmations

- a. **Contracts Terminated** - Provide the names, locations, and dates of all of the Proponent's contracts that have been terminated, either voluntarily or involuntarily, prior to the expiration of their terms within the past seven years, and the reasons for termination. For the same period of time, list any judgment or any other litigation, including those that are pending, that has affected or could materially affect any business activity operated by the Proponent, by the Proponent, by any subsidiary entity in which the Proponent has a controlling interest, or by any other affiliate of the Proponent. If there is such litigation, the Proponent shall provide details including name(s) of court(s) and case number(s), and description of issues before the court.
- b. **Bankruptcy** - Indicate whether the Proponent, its controlling owner(s), or any of their principals, officers, directors, or managers has been involved in any bankruptcy proceedings

- in the past seven years and provide documentation as to the current status of any such bankruptcy.
- c. **Debarment, Disqualification or Suspension** - Indicate if the Proponent, its controlling owner(s), or any of its principals, officers, directors, or managers has ever been debarred, suspended, or disqualified from participating under any government (federal, state, county, or municipal) programs. If yes, please provide full detail [e.g., the current status of any and all such proceeding(s) and the reasons for debarment, disqualification, or suspension, regardless of the status of the such proceeding(s)].
 - d. **Taxes** - Provide affirmation that neither the Proponent nor any affiliated company is currently delinquent in filing any tax returns to the State of Maryland, or in payment of any taxes due to the State of Maryland.
 - e. **Licenses** - Provide affirmation that the Proponent is aware of the requirements of the applicable licensing authority, or authorities, concerning licenses, certifications, and permits required and knows of no reason why such licenses, permits, or other required approvals would be denied.
 - f. **Insurance Requirements** - Proponent must provide an affirmative statement that the Proponent shall obtain insurance of the types and in the amounts described in Article XXVI of Exhibit "A" of this RFP.

TAB 18. Audit Review or Investigation

Proponent is required to provide copies of any internal or external reports dated within the last forty-eight months resulting from an audit or investigation by any landlord, federal, state, local, municipal, county and/or regulatory authority of Proponent or related company(ies) and the disposition of any findings included therein.

TAB 19. References

Proponent is required to provide a minimum of three written references from business entities, business leaders, industry organizations, government agencies and/or airport authorities endorsing Proponent's qualifications, character, and service. The written references must be dated within six months of the Initial Technical Proposal submittal date, and include a contact person, who may be contacted by the Administration and who is willing to discuss the Proponent's business activities. At a minimum, the reference information shall include the name of the entity or municipality, the name, title, address, phone number and email address of person providing reference.

Also provide at least one written reference from a bank or financial institution officer familiar with Proponent's financial accounts. Proponent shall provide company name of the financial institution, its address, telephone number(s), and the names of bank or financial institution officer(s) familiar with the Proponent or its controlling owner's (or owners') account(s). The reference must be dated within six months of the submission date of the Proposal and must reflect average bank account and credit history information.

TAB 20. Diversity & Inclusion Outreach

Proponent shall describe their good-faith efforts to reach out to small businesses, including MBEs, for contracting and subcontracting opportunities to maximize their participation on the Contract to be awarded.

AIRPORT CONCESSIONS MASTER PLAN

TAB 21. Team Composition Plan

Proponents shall address and provide any organizational information and any proposed teaming arrangements if any. The team composition plan should include any proposed teaming, collaborating or subcontract arrangements, if any. The interrelationship of all participant firms/entities shall be included with respect to experience, competencies, tasks and/or services. The Team Composition plan should include the following:

- a. Provide a listing of all proposed team members and collaborative entities and their comprehensive history and experience. Resumés of each identified or participant team member should be attached to the Proponent's Technical Proposal.
- b. Convey the qualifications, responsibilities, and decision-making authority of the participant entities.
- c. Provide two written references, dated within six months of the Technical Proposal submission date, providing positive recommendations for the teaming member or collaborating entity, including previous experience, comprehensive detail as to the work performed, the location, the name , title, address, and phone number of person at reference who is most knowledgeable about the work performed.
- d. Provide the sample subcontract or service agreement between Proponent and each collaborator or teaming entity that will provide goods and services if Proponent is the Selected Proponent (Note: All ACDBE subcontractors shall be listed in TAB 31 of the RFP).

TAB 22. Personnel Management Plan

Proponent shall provide an integrated organization chart containing both corporate and key staff or management team to be located exclusively at BWI Marshall Airport. The integrated chart must include a detailed narrative clarifying all lines of authority. The Administration encourages Proponents to include other descriptive materials as appropriate to expand and/or clarify the management team.

Proponent shall submit the total number of personnel required to properly and successfully perform services requested in this RFP and as proposed by Proponent. In addition, Proponents must provide the following:

- a. A complete and detailed position description identifying the minimum qualifications, education, experience, and as applicable, professional credentials for each key personnel position. **Note: Essential duties and responsibilities should not be included in individual position descriptions.**
- b. Proponents shall submit comprehensive resumes for any employees designated as key staff who have been identified as of the Technical Proposal due date.
- c. Proponents shall submit a comprehensive plan describing how they will establish and maintain a diverse workforce.

TAB 23. Project Transition Plan

Proponent shall submit a comprehensive transition plan and a time schedule in Gantt Format (in calendar days) for redeveloping, renovating, leasing, and managing the Concessions Program. Proponent's Transition Plan must detail all specific tasks to be completed upon Notice of Contract Award (e.g. timeline for obtaining: subtenants, vendors, required installation and/or building

permits, if necessary, securing all proposed equipment, licensing, hiring and selecting personnel, etc.). Most important, a methodology and timeline for transitioning out of the existing Concessions Program.

Proponent shall identify and explain any and all assumptions made in developing the Transition Plan and provide examples of previous projects that were delivered on schedule and are similar in scope and complexity to this concessions opportunity.

The Transition Plan shall include, at minimum, the following:

- a. A description of proponent's methodology for completion of the concessions redevelopment program;
- b. Submit a schedule detailing specific tasks that will be completed after notification of Contract Award;
- c. A discussion of Proponent's industry and community outreach strategy during the transition period;
- d. Provide areas or points of concern where Proponent anticipate possible obstructions and/or delays during the transition period and Proponent's anticipated contingencies or work-arounds in the event such problems arise; and
- e. Provide no more than three examples of previous developments and/or redevelopments that are similar in scope, magnitude, and complexity as BWI Marshall Airport.

TAB 24. Architectural & Project Design Plan

Proponent shall submit its architectural and project design plan prepared by a team of specialized design professionals, licensed to practice in the State of Maryland. The design professionals should strive to create a reimaged Concessions Program that drives a memorable passenger journey, visually, emotionally, and geographically. Proponent's Architectural & Project Design Plan

submission should take into consideration, the Administration's Concessions Design Criteria and include the following:

- a. Provide at least five sketches or renderings of the proposed development concepts and redevelopment vision. At minimum, two sketches or renderings should be dedicated to Proponent's vision for the A/B Core Expansion area, and two should illustrate Proponent's vision for the existing A/B food court and retail spaces. NOTE: Proponents may submit additional sketches or renderings to adequately communicate its design plan.
- b. Provide a narrative description of the redevelopment concept elements;
- c. Provide an affirmative statement that Proponent will develop a complete and comprehensive Tenant Design Standard, which shall be published in three separate and distinct packages including:
 - i. Information Package for Contractors & Construction
 - ii. Tenant Design Standard for Retail and Commercial Services Sublessees/Tenants;
 - iii. Tenant Design Standard for Restaurant & Food Court Sublessees/Tenants;

Proponents may provide a sample copy of its proposed Tenant Design Standards or submit a sample from a previous project to demonstrate Proponent's and/or Proponent's professional design team's competencies.

TAB 25. Retail, Restaurant & Commercial Services Development Plan

The Administration is focused on and committed to cultivating a retail, restaurant and commercial services program driven by choice,

technology, guest experience and convenience. Proponent's Development Plan is expected to redefine, transform, and elevate the Airport's Concessions Program. As part of its Development Plan, Proponent shall:

- a. Provide written description of its overall approach to the design and construction of the proposed redevelopment program at BWI Marshall Airport. The Proponent is to describe methods for minimizing construction time, maximizing cost effectiveness, and avoid delays that would result in the inconvenience to passengers/guests and failure to meet the schedule proposed;
- b. Provide a detailed and comprehensive written narrative as to how Proponent's Development Plan conveys a memorable passenger journey and guest experience;
- c. Provide a complete list of retail, restaurant and commercial service concepts including brands that are proposed and/or confirmed as part of Proponent's Technical Proposal. By separate appendix, Proponents are required to provide official letters of intent from retailers, restaurants and commercial service providers;
- d. Provide a detailed written description of Proponent's tenant mix plan and provide an illustrated placement of each proposed sublessee for each Concourse and concessions area of the Airport. Elaborate on how Proponent's tenant mix will enhance the Airport, drive choice, and reflect the Airport's "two great cities one great Airport" theme. The written narrative description must convey the Proponent's arrangement of concessions throughout the passenger journey and how it emotionally connects or engages with Airport passengers. In addition to its detailed written

narrative, Proponents are required to provide comprehensive location schematic, renderings, drawings, and/or photographs, illustrating Proponent's tenant mix methodology with specific placement of all proposed tenants and concessions concepts that will maximize revenues;

- e. Proponents must detail its techniques, approaches, and methodology for marketing, evaluating and leasing available concessions locations;
- f. Provide a detailed narrative as to how Proponent will develop and maintain a regional (Washington D.C. – Baltimore/Maryland) focused retail and restaurant Concessions Program;
- g. Describe Proponent's expertise and experience in soliciting and negotiating leases. If leasing is achieved through a third-party entity (broker/leasing agent, etc.), Proponent must provide detailed information regarding that entity. Proponents should list their most successful operating brands (nationally and internationally) operating at its property;
- h. Provide a written narrative as to how Proponent will collaborate and interface with Administration's contractors such as Clear Channel Airports (the Administration's Airport Advertiser) and SmartCity Wireless (the Airport's Wireless Services Provider providing Wi-Fi, and Beacon Systems) to optimize technology utilization and advertising effectiveness;
- i. Identify vertical markets or specific business applications Proponent proposes to implement to generate passenger/guest value and/or increase revenues; and
- j. Describe how the Proponent plans to meet LEED silver compliance as a function of its buildout of its program.

Proponent shall also submit a list of the features and designs that will be combined to give the desired results.

TAB 26. Passenger/Guest Experience & Marketing Plan

In the passenger/guest experience & marketing plan, each Proponent must communicate its guest experience development process, thus ensuring that no aspect of the guest experience at the Airport happens without conscious, explicit intent. This means taking into account every possibility of every action and interaction (touchpoints) the passenger/guest is likely to have from driving on to the Airport's campus, parking their car, checking their bag, going through security, waiting at the gate, and getting on their plane to support the Administration's customer service initiatives. Proponent's response should demonstrate understanding of the passenger/guest's expectations at every step of their traveling journey and how Proponent's Retail, Restaurant & Commercial Services Plan maximizes commercial opportunities. Each proposal must include a comprehensive analysis and critique of the existing Airport food, beverage, and retail program. The discussion must include, but not be limited to:

- a. Proponent's customer-experience vision for the Concessions Program;
- b. Proponent's narrative of its esthetic and architectural design experience;
- c. Proponent's proposed technology innovation and passenger/guest interactive experience;
- d. Proponent's detailed and comprehensive plan to maximize revenues for the first five years of the Contract Term.
- e. Proponents must list and submit comprehensive summary of any and all vertical markets proposed to increase revenues.

- f. A sample of Proponent's promotional materials and/or marketing samples promoting its shopping center(s), restaurant and retail shopping district(s), commercial properties and/or transportation facilities (the Administration encourages Proponents to submit sample videos as part of its Technical Proposal).
- g. A detailed and comprehensive written narrative as to Proponent's methodology for advertising or notifying passengers/guests of the Concessions Program pricing policy and how it will manage the pricing policy for the first five years of the Contract Term.

TAB 27. Quality Assurance Plan

Proponent shall provide a complete and comprehensive quality assurance plan which at minimum shall provide Proponent's list of quality objectives, measurement procedures, quality controls and how Proponent will verify and validate its quality assurance objectives. In addition, Proponents shall provide a proposed draft of its Tenant Handbook for BWI Marshall Airport.

TAB 28. Facility Operation & Maintenance Plan

Proponent shall provide its custodial and maintenance approach for maintaining the Concessions Program in accordance with Article VIII, Lessee's Obligations, in Exhibit "A" of the RFP. Such approach shall include but not limited to grease removal, waste management and disposal, facility cleaning, inspection policy and procedures, and preventative maintenance. Proponents are also encouraged to refer to Exhibit "E," the Concessions Maintenance Responsibility Matrix when developing the facility operation & maintenance plan. Notwithstanding the above, Proponent shall describe how it will

maximize environmental best practices and promote sustainability in the operation and maintenance of the Concessions Program.

TAB 29. Delivery & Distribution Plan

Proponent shall provide:

- a. The exact name of Proponent's CRDF provider;
- b. The CRDF provider's business address, telephone number, Employer Identification Number (EIN), and corporate contact, including title, email address and telephone number.
- c. A complete and comprehensive history of the CRDF provider.
- d. A list of each location that the CRDF provider currently provides logistics services similar in size and scope as BWI Marshall Airport. Please include the number of employees, vehicles, warehouse square footage, and other facility and operating statistics.
- e. A complete and comprehensive plan for how the Proponent intends to manage the CRDF provider and how it will ensure operating and service effectiveness and efficiency.
- f. The CRDF provider's assessment of the existing facility and its capital improvement plan for the CRDF for the first three years of the subcontract term.
- g. A description of the CRDF provider's vehicle plan, including any sustainability plan or use of environmentally friendly vehicles.
- h. A complete and comprehensive operating budget for the first three years of the CRDF provider's subcontract term.

TAB 30. Commercial Terms & Other Obligations

Proponent shall provide:

- a. A description as to how and what method Proponent will employ to establish the Common Area Maintenance Charges for the Concessions Program. Proponents shall estimate its Common Area Maintenance Charges charged to sublessees for the first three years of the contract term.
- b. A description of Proponents Delivery and Distribution Charge; and Proponent's initial three-year proforma.
- c. A description of proposed Joint Concessions Marketing Fund and the method Proponent will employ to establish such fund and its initial three(3) year projected proforma.

TAB 31. ACDBE Plan

The Administration has established a:

- **Twenty percent (20%) ACDBE goal for Commercial Services & Retail**
- **Thirty-Five percent (35%) ACDBE goal for Food & Beverage**

Proponents are required to submit the following information concerning their ACDBE Plan and the ACDBE Firm(s) that will participate in the Contract:

- a. Proponent shall provide a description of the overall ACDBE Plan, including the number of ACDBE participants and the nature their participation, and how the Proponent intends to meet and maintain the ACDBE goals both for Food & Beverage, and separately Retail & Commercial Services.
- b. Proponent shall provide the business experience of each ACDBE firm that will participate in the Contract (firms included must be **Maryland Department of Transportation (MDOT) certified as ACDBEs**. MDOT-certified DBE firms will also

have to apply to MDOT to obtain the ACDBE designation. This designation must be obtained prior to contract award). Do not utilize firms that have not been certified according to the above.

- c. Proponent shall provide the name, business address, telephone number, email, fax number, and Federal Identification Number of each ACDBE Firm that will participate in the Contract.
- d. Proponent shall provide a current copy of the MDOT ACDBE certification for each ACDBE firm that will participate in the Contract to be Awarded. **Note: ACDBE firms must have current certification documents with the MDOT. Expired or certifications from other federal, State, county or local agencies are unacceptable.**
- e. Proponent shall provide and identify items being purchased or services to be provided (sublessee) by each participating ACDBE firm.
- f. A description of the legal arrangement(s) to be utilized (sublease, joint venture, partnership, etc.).
- g. Proponent shall provide a total financial value of ACDBE management or service subcontract(s) or sublease for the first five years of the proposed twenty-year Contract Term; and/or projected gross receipts for ACDBEs (e.g. franchisees, joint venture partners, etc.).
- h. A draft copy of the legal document to be executed between the Proponent and each named ACDBE Firm(s).
- i. In the event that an ACDBE Firm is unable or unwilling to perform, describe the approach Proponent will employ to help improve performance, and in the event that approach fails, the

approaches it will employ to replace that ACDBE Firm with another ACDBE Firm.

If for any reason, the Proponent is unable to structure the contract work in its Proposal with the established twenty percent (20%) ACDBE participation goal for Retail & Commercial Services and thirty-five percent (35%) ACDBE participation goal for Food & Beverage, Proponent may request in writing a waiver to the goal in its technical submission. The Proponent must justify, with sufficient written documentation, its good faith efforts to achieve the ACDBE participation goal.

The following is a list of efforts that can be made and will be considered a part of the Proponent's good faith efforts to meet the contract goal:

- a. Soliciting through all reasonable and available means (e.g. attendance at pre-bid meetings, advertising and/or written notices) the interest of MDOT-certified ACDBEs who have the capability to perform the work of the contract.
- b. Selecting portions of the contract to be performed by ACDBEs in order to increase the likelihood that the goal will be achieved.
- c. Providing interested ACDBEs with adequate information about the requirements of the contract in a timely manner to assist them in responding to the solicitation.
- d. Following up initial solicitations of interest by contacting prospective ACDBEs to determine if they are interested. Detailing the efforts with the names,

- addresses, dates, and telephone numbers of the prospective ACDBEs contacted.
- e. Effectively using the services of available minority/women community organizations; minority/women contractors' groups; local, State, and federal M/W/DBE assistance offices and other organizations as appropriate to obtain assistance in identifying ACDBEs.
 - f. Making efforts to assist interested ACDBEs in obtaining, bonding, lines of credit, insurance, equipment, supplies materials or other related assistance or services as needed/appropriate.
 - g. Negotiating in good faith with interested ACDBEs and not rejecting them as being unqualified without sound reasons based on a thorough investigation of their capabilities. Evidence of such negotiations include the names, addresses and telephone numbers of ACDBEs that were considered; a description of the information provided regarding the work and evidence as to why agreements could not be reached for ACDBEs to perform the work.

Executed agreements with ACDBE subcontractors or subleases, if proposed as a method of achieving participation, must be submitted to the Administration by the Selected Proponent within thirty days after award.

Any Proponent which elects to meet the ACDBE goal through joint ventures with MDOT-certified ACDBEs must submit to the Administration, the joint venture agreement, and evidence of all necessary MDOT ACDBE certifications with its technical submission.

The ACDBE joint venture partner must demonstrate in the Technical Proposal submission that it is independently responsible for at least the twenty percent (20%) ACDBE goal for Retail & Commercial Services or the thirty-five percent (35%) ACDBE goal for Food & Beverage of the clearly defined work and that it shares in the ownership, control, management responsibilities, risks, and profits of the joint venture.

The Administration is strongly encouraging Proponents to include an industry-leading level of ACDBE participation in the developer organization.

TAB 32. Micro Business & Startup Entrepreneurship Program

Notwithstanding the above, Proponents are required to provide a separate cohesive plan that outlines its strategy to accelerate and foster micro and startup business growth and success at BWI Marshall Airport. At minimum, Proponent shall provide:

- a. Proponent's proposed branding identity for the micro business and startup entrepreneurship program at BWI Marshall Airport, including proposed name and logo.
- b. Proponents shall provide a full and comprehensive written program narrative outlining, at high level, its program plan and concept.
- c. A written narrative of any proposed collaborative efforts with entrepreneurship academies, local colleges, universities, and/or nonprofits and explain how Proponent will utilize such organizations to support and strengthen the program.
- d. Proponent may provide at its option, proposed locations within the Airport Terminal Building that it has identified for kiosk or

freestanding RMU and any conceptual kiosk or RMU designs it wishes for the Administration to consider.

- e. Finally, Proponent shall highlight any existing small, micro or startup business programs it has developed at airports. Proponents at minimum should provide (1) the number of kiosk units operated in the last three years; (2) the financial performance of the program for the last three years; and (3) any pictures, photos or graphic illustrations of kiosk units it has designed, leased or purchase for the program.

TAB 33. Capital Investment Plan

Proponent must propose a minimum capital investment plan based on its Airport Concessions Master Plan. The capital investment plan submitted must itemize the proposed expenditures for all fixed improvements, fixtures, furnishings and equipment for the Retail, Restaurant & Commercial Services Program. Proponent shall provide a comprehensive description of the depreciation method (straight line or accelerated) to be used by Proponent for U.S. tax purposes over the term of the contract to be awarded (See Article X.F in Exhibit "A" of this RFP).

In addition, Proponent must provide the minimum investment that its sublessees/tenants will be required to spend in the development of their subleased premises (See Article X.F in Exhibit "A" of this RFP). Additionally, Proponent shall provide the minimum investment that it and its sublessees will spend and invest for mid-term refurbishment. Such response regarding sublessees must be provided based on concessions category (e.g., Retail, Restaurant, Commercial Services; see Article X.G in Exhibit "A" of this RFP).

TAB 34. Financing

Proponent must provide specific evidence of its ability to raise financing based on this RFP, Proponent's Technical Proposal, and the Contract to be Awarded. In addition, Proponent shall provide a statement by the financing officer confirming that the Proponent has sufficient capital on hand to meet the capital requirements of the Contract to be Awarded.

TAB 35. Financial Ability to Perform

Proponents are required to provide complete and detailed audited financial statements in U.S. Dollars. If the financial information was originally prepared using a currency other than U.S. Dollars, then it must be converted to U.S. Dollars using the conversion rate(s) in place as of the applicable date or period to which the financial information applies. The financial statement must show the Proponent's balance sheet, assets, liabilities, owner equity, income statement, and cash flow statement prepared in accordance with generally accepted accounting principles ("GAAP") for Proponent's two most recently completed fiscal/calendar years. The financial statements must have been audited by an independent Certified Public Account ("CPA") and include the CPA's opinion. A compilation or unaudited financial statements are unacceptable.

If Proponent is a newly formed entity, the Technical Proposal must include a complete and comprehensive financial resume, which clearly express Proponent's financial capacity to operate and manage the Concessions Program. The financial resume shall include a written statement from the financial funding source (e.g., bank / personal loan, credit line) confirming the amount and general terms of monies available to the newly-formed entity for payment of

Proponent's fixed and variable expenses and working capital for developing the Retail, Restaurant & Commercial Services Program.

In the event the Administration must rely on the financial capacity of another company, (e.g., parent firm, Guarantor), in determining Proponent's financial capacity to perform, the Guarantor must submit complete and detailed audited financial statements. Guarantors are required to provide complete and detailed audited financial statements in U.S. Dollars. If the financial information was originally prepared using a currency other than U.S. Dollars, then it must be converted to U.S. Dollars using the conversion rate(s) in place as of the applicable date or period to which the financial information applies. The financial statement must show the Guarantor's balance sheet, assets, liabilities, owner equity, income statement, and cash flow statement prepared in accordance with generally accepted accounting principles ("GAAP") for Guarantor's two most recently completed fiscal/calendar years. The financial statements must have been audited by an independent Certified Public Account ("CPA") and include the CPA's opinion. A compilation or unaudited financial statements are unacceptable. In addition, the Guarantor must execute a Guaranty of Performance document (which is included with this RFP as Form No. 11) in order for the Proponent to be considered for Contract Award.

If the Proponent intends to organize as a partnership, LLC or joint venture, each general partner, LLC member or joint-venturer must submit its personal income tax returns for the two most recently completed calendar years and a current financial statement dated within three months of Proposal date.

TAB 36. Pro-Forma Statement

Each Proponent is required to provide a pro forma statement in U.S. Dollars of Proponent's projected gross revenues and expenses for the first five years of the proposed twenty-year Operational Period of the Contract Term. The statement shall include:

- a. A comprehensive narrative of each source of projected operating revenues by category.
- b. Projected annual gross revenues from operation of the Retail, Restaurant & Commercial Services Program (illustrate each revenue category), and
- c. Projected annual operating expenses including but not limited to salaries, regulatory fees, supply, and equipment purchases, insurance, rental costs, etc. Projected payments to the Administration are not to be included on the pro forma.
- d. Data submitted shall include the Proponent's working capital required for the venture and sources of cash to provide for the payment of Proponent's fixed and variable expenses and working capital.

TAB 37. Economic Benefits to the State

Each Proponent is required to provide a complete and detailed written narrative description of the benefits that would accrue to the economy of the State of Maryland as a direct or indirect result of the Proponent's performance of the Contract resulting from this RFP.

The Proponent should not include any details of its Financial Proposal with this technical information. The narrative shall include:

- a. Proponents should consider, and include where feasible, policies, procedures, techniques and strategies to support Maryland's sustainability efforts. Proposers should include sustainability in their approach to demolition, design,

construction, retail and food sales, and in their operation and maintenance of the Concessions Program. Proponents should highlight in this section, their strategies to maximize energy efficiency and other sustainability efforts and how it will be an economic and environmental benefit to the State.

- b.** Proponents are to discuss opportunities to maximize the recruitment of locally based residents and work with local educational institutions and/or not-for-profits to advertise and promote employment and career opportunities. Proponents should describe how it will reach out to the local community to increase the ability to attract local residents. Proponents shall estimate the number and types of jobs for State residents resulting from selection of Proponent's Technical Proposal. Indicate job classifications, and the number of employees in each classification.
- c.** Proponent shall provide the estimated tax revenues to be generated for the State and its political subdivisions as a result of Proponent's selection for award. Indicate tax category (sales tax, inventory taxes, corporate income tax, and estimated personal income taxes for new employees) and provide a forecast of the total tax revenues resulting from the Contract.
- d.** The estimated percentage of contract dollars to be recycled into the State's economy in support of the Contract, through the use of Maryland subcontractors, suppliers, and ownership/joint venture partners. Be as specific as possible and provide a percentage breakdown of expenditures in this category.

TAB 38. Other Information

Proponent may submit additional documentation or any other information it deems relevant to assist the Administration in evidencing or determining the competency, aptitude, and capacity of the Proponent to establish, operate and manage the Contract to be Awarded. Proponents are encouraged to be innovative and “to leave no stone unturned” in their response to this RFP.

TAB 39. Technical Proposal Checklist

Proponent is required to include a fully completed Form No. 14, Technical Proposal Submittal Checklist Form. The Checklist Form must be completed and returned with each copy of the initial submission referencing each item within the initial submission. Proponent shall submit its Technical Proposal Checklist Form signed by an individual who is authorized to contractually obligate the Proponent and who has verified that the Proponent has submitted all required information.

The Administration will not be responsible for any cost incurred by any Proponent in preparing or submitting a Technical Proposal. The Selection Evaluation Committee has discretion to determine if oral technical presentations will be required.



X. FINANCIAL PROPOSALS

Financial Proposals received after the submission deadline will be rejected. All Financial Proposals received by the submission deadline will be reviewed by the Administration's Selection Evaluation Committee (Committee). Technical Proposals shall be reviewed prior to the review of Financial Proposals.

The Financial Proposal (Form No. 13) must be completed and submitted in a separately sealed envelope or package by Proponents invited to submit Financial Proposals. Financial Proposals of Proponents that do not adhere to the requirements or alter the form of the Financial Proposal may be deemed unacceptable. Proponents shall submit their Financial Proposals in the format specified below:

A. TITLE PAGE

The Financial Proposal should begin with a title page bearing the exact and full name and address of the Proponent that would be entering into a Contract with Administration, and the name and project number of this RFP.

B. TRANSMITTAL LETTER

A brief transmittal letter should accompany the Financial Proposal and must be signed by an individual who is authorized to contractually obligate the Proponent to the requirements as stated in the RFP, as follows:

1. *As an individual:* sign with full name, title and address;
2. *As a partnership:* partners shall sign with full names, titles and business addresses;
3. *As a corporation:* an officer of the corporation shall sign with full name and title and shall include the name and address of the corporation. The corporate secretary shall attest. The corporate seal shall be affixed near the signature; or
4. *As a joint venture or limited liability company:* a member of the joint venture or limited liability company shall sign with full name and title and shall include the name and address of the joint venture or limited liability company.

Easy come, easy go.

C. FINANCIAL PROPOSAL FORM NO. 13

For completing the Financial Proposal Form No. 13, the following apply:

1. Proponent shall state in words and in numbers its financial compensation to Administration, which shall be proposed as a percentage of gross concessions revenues. The Selected Proponent shall pay to the Administration, the greater of a Minimum Monthly Guarantee (MMG) or percentage concessions fee for each month of the Operation & Management Period of the Contract Term:
 - a. During the Operation & Management Period of the Contract Term, the Selected Proponent shall pay the greater of:
 - i. An MMG of Eight Hundred Thousand Dollars (\$800,000), which shall be paid in advance on or before the first day of each calendar month of the Operation & Management Period of the Contract Term.

OR
 - ii. The Percentage Operating Concessions Fee (**Financial Proposal**).

Note: No Financial Proposal will be accepted by the Administration in which the percentage Concessions Fee is less than fifty-five percent (55%).
 - b. For each month of each succeeding year of the Operation & Management Period of the Contract Term, the Proponent shall pay to the Administration the greater of:
 - i. An MMG, which is adjusted annually to equal the greater of eighty-five percent (85%) of the financial compensation paid to the Administration for the preceding Contract Year, then prorated to determine the MMG. At no time during the Contract Term shall the MMG be less than \$800,000.

OR
 - ii. the Percentage Operating Concessions Fee (**Financial Proposal**)
2. Nothing shall be entered on the Financial Proposal Form that alters or proposes conditions or contingencies on the financial compensation.

XI. REVIEW OF FINANCIAL PROPOSALS & BEST AND FINAL OFFERS

A. FINANCIAL PROPOSAL EVALUATION PROCESS

After the Technical Proposals have been evaluated and ranked, the Selection Evaluation Committee (Committee) will review the Financial Proposals. Financial Proposals shall be reviewed and evaluated for completeness and then ranked from highest revenue potential to lowest revenue potential by the Committee.

B. BEST AND FINAL OFFERS

The Contracting Officer and/or the Committee will determine whether the submission of “Best And Final Offers” (BAFOs) would be in the best interest of the Administration. If BAFOs are determined to be warranted, the Contracting Officer or Committee will establish procedures and schedules for the submission of such offers. The Contracting Officer and/or the Committee may require more than one series of BAFO submissions.

BAFOs, if any are required by the Contracting Officer or Committee, shall be subject to evaluation by the Committee using the same evaluation criteria outlined herein.

C. FINAL EVALUATION

In developing the final ranking, the Technical Proposal evaluation shall be given greater importance than the Financial Proposal evaluation.

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Easy come, easy go.

XII. CONTRACT AWARD

A. RECOMMENDED AWARD

Following any applicable evaluation of BAFOs, and discussions or negotiations, if any, with qualified Proponents, the Committee shall compile a final ranking of Technical and Financial Proposals and recommend award of the Contract to the Finalist whose Proposal is determined to be the most advantageous to the Administration. In developing the final ranking, the **Technical Proposal evaluation shall be given greater importance than the Financial Proposal evaluation.**

B. NOTICES TO PROPONENTS

Upon recommended award, each Proponent will be notified in writing of its selection or non-selection and will be given an opportunity for a debriefing by the Contracting Officer or designee to discuss the strengths and weaknesses of its Proposal.

C. AWARD

The Administration will provide a notice of intent of award to the Proponent that has submitted the Proposal to the Administration that offers the best combined Technical and Financial Proposal and that meets the criteria established herein.

Along with the Notice of Intent to Award the Contract, the Administration will provide the prospective Contractor with four copies of the Contract and four copies of a Contract Affidavit. The Selected Proponent shall fully execute and deliver to the Administration three signed copies each of the Contract and Contract Affidavit within thirty calendar days after receipt unless otherwise approved by the Administration. Failure to execute the Contract within the specified time frame may result in the Administration revoking the

Contract offered, and the forfeiture of the prospective Contractor's Proposal Guarantee bond.

By executing the Contract, the Proponent represents that it has carefully examined and is familiar with the premises on which any portion of the Contract is to be performed as well as all performance requirements. The Proponent represents and acknowledges that it has made such examinations and has investigated and is satisfied as to the conditions to be encountered, the character, quantity, quality and scope of the Contract, services to be provided, and the requirement for performance of the Contract in full.

D. AUTHORITY TO AWARD/NOTICE TO PROCEED

Execution of the resultant Contract and its effectiveness are subject to the approval of the Executive Director of the Maryland Aviation Administration, the Secretary of Transportation for the State of Maryland, and the Maryland Board of Public Works (BPW). After all necessary approvals are obtained, a written Notice to Proceed will be issued to the Selected Proponent to commence Contract services in accordance with the date(s) set forth in the Contract.

E. CONTINGENT APPROVAL

The legal effectiveness of the Contract to be awarded is subject to and contingent upon approval of:

1. Selected Proponent's Airport Security background investigation; and
2. Approval of the Secretary of Transportation and the BPW.

