

DAVID Y. IGE
GOVERNOR



CURT T. OTAGURO
Comptroller

AUDREY HIDANO
Deputy Comptroller

STATE OF HAWAII
DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
P.O. BOX 119, HONOLULU, HAWAII 96810-0119

APRIL 29TH, 2020

TO WHOM IT MAY CONCERN:

SUBJECT: REQUEST FOR QUALIFICATIONS
 NEW ALOHA STADIUM ENTERTAINMENT DISTRICT
 PHASE 1
DAGS JOB NO. 12-10-0967

Transmitted herewith is one (1) copy of Addendum No. 3 for the subject project.



CURT T. OTAGURO
COMPTROLLER

ADDENDUM NO. 3

FOR: **PUBLIC-PRIVATE-PARTNERSHIP (P3) DEVELOPERS**

TO DELIVER: **NEW ALOHA STADIUM ENTERTAINMENT DISTRICT
PHASE 1**
DAGS JOB NO: 12-10-0967
TAX MAP KEY: (1) 9-9-003:055, 061, 070 AND 071
HĀLAWA, OAHU, HAWAI'I

FOR THE: STADIUM AUTHORITY
STATE OF HAWAI'I

BY THE: DEPARTMENT OF ACCOUNTING AND GENERAL SERVICES
PUBLIC WORKS DIVISION
STATE OF HAWAI'I

ISSUED BY: CURT T. OTAGURO
COMPTROLLER

This addendum modifies the original Request for Qualifications (RFQ) for the New Aloha Stadium Entertainment District, Phase 1 dated March 27, 2020 and any previously issued addenda. The items in this addendum shall govern the work, taking precedence over previously issued specifications and drawings governing the items mentioned. Capitalized terms in this addendum have the same meaning as those terms in the RFQ unless the context dictates otherwise. Acknowledge receipt of this Addendum in your Response in the space provided in the RFQ.

A. CHANGES TO RFQ DOCUMENT: The following pages of the RFQ are revised:

1. SECTION 1.3 – Procurement Process

Delete the third and fourth paragraphs in this section and replace with the following:

“Therefore, the Procurement Process will aim to:

- RFQ Stage: Priority-List up to 3 Respondents based on their qualifications to deliver the Phase 1A Project; then
- RFP Stage and Discussion Stage: result into a contract(s) with one successful Respondent based on its:
 - Proposal to deliver the Phase 1A Project; and
 - qualifications and initial proposal to deliver the Predevelopment Services with respect to the Phase 1B Project.

Once Contract Close is reached with respect to the Phase 1A Project, the State may elect to require the successful Respondent to deliver the Predevelopment Services within a set period of time (indicatively 6 to 12 months, the "**Option Period**") and enter into Predevelopment Agreement(s) with the State for the Phase 1B Project.”

2. SECTION 2.1.4 – Key objectives

Delete paragraph (d)(ii) and replace with the following:

“is founded on sound urban design and planning principles and is able to respond to emerging trends including the Hālawā Area Transit-Oriented Development Plan;”

3. SECTION 2.3 – Environmental Impact Statement

Add the following paragraphs to the end of this section:

“The anticipated draft Programmatic EIS publication date is in August 2020. The anticipated final EIS publication date is in September 2020.

The Procurement Process and the EIS process are independent processes that are being conducted in parallel. However, Respondents should note that comments arising from the EIS process may inform the RFP Stage”

4. SECTION 2 – Project Context

Include a new Section after Section 2.4 with the following:

“2.5 Planning

A Hālawā Area Transit-Oriented Development (“TOD”) Plan has been developed by others on behalf of the City and County of Honolulu which considers planning related matters, including building heights, for the neighborhood surrounding the planned rail transit station at Aloha Stadium. Details of the Hālawā Area TOD Plan can be found at: <http://www.honolulu.gov/tod/neighborhood-tod-plans/dpp-tod-halawa.html>

The State has engaged, and continues to engage, with the City and County of Honolulu to ensure alignment with the overall TOD goals and requirements.

The Navy has been engaged through the planning processes for the site, including in the development of the Hālawā Area TOD Plan, which establishes principles and guidelines for planning and urban design considerations such as building heights.

Phase 1 is subject to permitting through the City and County of Honolulu and no exceptions to their current regulatory requirements should be assumed.

Further details in respect of planning and approvals will be provided in the RFP.

5. SECTION 4 – Figure 4

Replace the text in the last row of Figure 4 with the following:

“The successful Respondent has a prescribed period of time to enter into Predevelopment Agreements for the Phase 1B Project.”

6. SECTION 4.1 – RFQ Stage

Delete the following paragraph (included via Addendum 1):

“Priority-Listed Respondents must each sign and submit both a Notice of Intent to submit a Proposal and a Security-Deposit/Bond in the amount of \$250,000 within the timeframe specified in Table 5. The Security-Deposit/Bond shall remain in full force and effect until receipt of a responsive RFP submittal by the State. If a Proposal is not received by the due date or is determined to be nonresponsive, the Security-Deposit/Bond shall be forfeit to the State.”

7. SECTION 4.2.3 – Evaluation of Proposals

Delete this section in its entirety and replace with the following:

“The State will evaluate Proposals to determine the Priority-Listed Respondents that have sufficiently demonstrated that their Proposal is acceptable, or potentially acceptable, in each case as determined by the Evaluation Committee in light of the requirements of the RFP. These Priority-Listed Respondents will proceed to the Discussion Stage.”

8. SECTION 4.2.4 – Discussions

Delete this section in its entirety and replace with the following:

“The objective of the Discussion Stage is to enter into structured communication with the Priority-Listed Respondent(s) with a view to resolving all remaining technical and commercial issues of the Priority-Listed Respondent's Proposal and ultimately executing the final Project Agreement with Project Co.”

9. SECTION 4.2 – RFP Stage

Include a new Section after Section 4.2.4 with the following:

“4.2.5 Option Period

At the State’s election, the successful Respondent must undertake the Predevelopment Services and have entered into Predevelopment Agreement(s) with the State by the end of the Option Period. If the successful Respondent does not undertake the Predevelopment Services (if required by the State) or otherwise fails to enter into a Predevelopment Agreement(s), then the State may remove this element from the Procurement Process and conduct a new process for any outstanding Phase 1B Project elements.

The parameters of the Option Period, including any security or bond requirements, will be defined in the RFP and ultimately set out in Predevelopment Agreement(s) with the successful Respondent.”

10. SECTION 4.3 – Project Schedule

There have been several modifications to the Procurement Schedule.

Delete Table 5 (as amended in Addendum 1 to the RFQ) in its entirety and replace it with the Revised Table 5, provided as Attachment 1 to this Addendum.

11. SECTION 5.1 – Deadline and Delivery Address

Change the Response Deadline in the first paragraph from May 12, 2020 (as amended in Addendum 1 to the RFQ) to May 26, 2020.

12. SECTION 5.3 – Submitting Responses

Amend the folder structure requirements for Volume 3 (provided in Addendum 2) as follows:

- (Folder): “Volume 3”
 - (Folder): “Volume 3 – Complete”
 - (File): “Volume 3 - Phase 1A Financial Capacity and Commercial Matters” in a single.pdf file
 - (Folder): “Volume 3 – Team Member Details”
 - (Folder): [Insert as relevant: Respondent, Equity Member, General Contractor or Services Provider (or Financial Responsible Party of any of these)]
 - (File(s)): [Provide a response to Sections A through C of Volume for the relevant Team Member in a single .pdf file.]
 - (File(s)): Provide additional component native files for the Team Member as required with appropriate naming convention.
 - (Folder): [Repeat as necessary for each Respondent, Equity Member, General Contractor or Services Provider (or Financial Responsible Party of any of these) as appropriate]

13. SECTION 6.1.1 – Qualification Criteria

Delete this section in its entirety and replace with the following:

“Volume 1 and Volume 3 (“the Qualification Criteria”) have not been assigned an importance rating and will not be taken into account in the relative weighting

evaluation process. Nevertheless, the Qualification Criteria are an important factor in the State's decision as to whether or not to Priority-List a Respondent. Information in Responses to Volume 1 and Volume 3 will be assigned scores of "Acceptable", "Potentially Acceptable", or "Unacceptable" as applicable, in each case as determined by the Evaluation Committee in light of the requirements of the RFQ."

14. SECTION 8 – Definitions

Include a new paragraph at the start of this section with the following:

“In this RFQ:”

Delete the definition of “**Notice of Intent**”

Include a new defined term:

“**Predevelopment Services** means teaming, planning processes and services performed during the Option Period to engage with the State to confirm the initial terms of Phase 1B Project to enable the subsequent execution of Predevelopment Agreement(s).”

15. APPENDIX 1, VOLUME 1, SECTION C – Litigation

Delete this section in its entirety and replace with the following:

“Provide information regarding any litigation or proceeding brought within the last five years against any of the Respondent, its Major Team Members or Equity Members: (i) that involved an allegation of fraud, conspiracy, collusion, bribery, perjury, material misrepresentation, or other claim involving a similar lack of moral or ethical integrity, or (ii) in which the amount involved exceeded \$1,000,000, or (iii) in which the State of Hawaii or any subdivision thereof was an opposing party to such Respondent, Major Team Member, or Equity Member, or (iv) any other material litigation or proceeding.”

16. APPENDIX 1, VOLUME 3 – Phase 1A Financial Capacity and Commercial Matters

Delete the two introductory paragraphs (prior to Section A: Financial Statements of Volume 3), including the amendments arising from Addendum 2, in their entirety and replace with the following:

“Respondents are required to provide the information detailed in Section A and Section B of this Volume 3 for the Respondent and for each Equity Member, Major Team Member and Financially Responsible Party.

Respondents may choose to designate a Financially Responsible Party for any member of the Respondent Team. Where a Financially Responsible Party has been designated by the Respondent to guarantee the performance and financial obligations for a member of the Respondent Team:

- the Team Member for which a Financially Responsible Party has been designated is not required to provide the information detailed in Section A and Section B of this Volume 3;
- the Financially Responsible Party for that Team Member must provide the information detailed in Section A and Section B of this Volume 3 as well as

a Financially Responsible Party letter of support as detailed in Section C of this Volume 3; and

- the information provided by the Financially Responsible Party will be used for the purposes of evaluating that element of the Response.

17. APPENDIX 1, VOLUME 3, SECTION C – Financially Responsible Party Letters of Support

Delete the last sentence of the first paragraph in this section and replace with the following:

“This letter must be signed by the chief executive, chief financial officer or treasurer (or equivalent position or role) of the Financially Responsible Party.”

18. APPENDIX 3 – Response Checklist

Delete the fourth row of the table and replace with:

Content in Volume 1	Transmittal Letter Cover Letter Executive Summary Respondent Structure Responsible Party Equity Members Major Team Members Organizational Charts Forms: Transmittal Letter (Form A1), Team Member Data Sheet (Form A2), Project Data Sheet (Form B) and Summary Financial Information (Form C)
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B. CLARIFICATIONS:

1. Community and Stakeholders:

The State and its project team has been engaging with the communities adjacent to the NASED site since the fall of 2019. The community engagement has included attending and presenting at Neighborhood Board 18 (Aliamanu/ Salt Lake/ Foster Village), Neighborhood Board 20 (Aiea), and the Aiea Community Association. For a full list of NASED community outreach, please refer to the NASED website (<http://nased.hawaii.gov/meetings-events/>).

2. RFP Stage:

- (a) Details on the RFP Stage, including evaluation criteria, weightings, level of design, financing and pricing, along with the details of the Discussion Stage, details of the “best and final offer” process (including how it can be applied and the conditions in doing so) and determination of the Final Priority-Listed Respondent, will be provided in the RFP.
- (b) The RFP may articulate preferences for participation of disadvantaged business enterprises (DBEs) within Project Co’s team.

- (c) The RFP may articulate preferences for local business participation in Project Co's team.
- (d) The State has broad resources available to support its contractual obligations. The State expects that the RFP will include (as part of the draft Project Agreement) such contractual obligations that would serve as a part of the security package offered to potential lenders.
- (e) The State is contemplating project affordability/maximum pricing limits for the Phase 1 Project. The State intends to provide further guidance to Priority-Listed Respondents during the RFP Stage.
- (f) As part of the RFP, the State intends on providing:
 - a reference design, indicating a potential concept design of the New Aloha Stadium, as a 'for information' element;
 - any requirements for accommodating sponsorships that may relate to the Phase 1A Project.; and
 - relevant background studies, including the Victus and RCLCO reports.
- (g) The State anticipates Puuwai Momi and affordable housing to play a larger role in future phases of development. Further details may be provided in the RFP.

C. SUMMARY OF REQUESTS FOR CLARIFICATIONS:

A summary of the Requests for Clarifications received in response to the RFQ and the Pre-Response Conference, and the State's responses is provided as Attachment 1 to this Addendum. Unless a change is made by written addendum, nothing in the responses shall change the RFQ Document.

ATTACHMENT 1

REVISED Table 5: Procurement Schedule

RFQ Stage	
Task	Timeline
RFQ Issued	March 27, 2020
Pre-Response Conference (as stated in Section 5.7)	April 13, 2020
Final Date for Request for Clarifications	14 calendar days prior to the Response Deadline
Responses to RFCs Issued	10 calendar days prior to the Response Deadline
Response Deadline (as stated in Section 5.1)	May 26, 2020
Respondent Interviews (if required)	Early June 2020
Notification of Priority-Listed Respondents	Mid July 2020
Submittal Deadline for Final Executed Teaming Agreements	10 calendar days after Notification of Priority-Listed Respondents
RFP Stage	
Task	Projected Timeline
Issue Draft RFP/Draft Project Agreement to Priority-Listed Respondents	Mid July 2020
Collaborative Dialogue Discussions	July – October 2020
Release of Updated RFP and Project Agreement	c. 45 days prior to the Proposal Deadline
Proposal Deadline	October 2020
Evaluation Period	October – December 2020
Delivery Stage	
Task	Projected Timeline
Contract Close	Q1 2021
Financial Close	Q1 2021
Targeted Completion Date	Fall 2023

ATTACHMENT 1

RFC No.	Request for Clarification	Response
25	<p>Second paragraph of Volume 3 states: “If a Financially Responsible Party is designated for a member of a Respondent Team, Volume 3 for the Financially Responsible Party will be evaluated.”</p> <p>Please confirm our interpretation that in the instance where a Financially Responsible Party is put forward for a Team Member, we are only required to submit the Volume 3 requirements, including Form C, for the Financially Responsible Party and not the Team Member it has been put forward for.</p>	<p>This RFC is addressed in Part A of this Addendum.</p>
26	<p>Volume 1 of the Response Checklist (Appendix 3) includes the following: Forms: Certification of Qualifications, Acknowledgement of Addenda, and Team Qualification Forms</p> <p>The RFQ does not appear to provide “Certification of Qualifications” or “Team Qualification Forms”. Can the State please clarify or provide the missing forms?</p>	<p>This RFC is addressed in Part A of this Addendum.</p>

RFC No.	Request for Clarification	Response
27	<p>We recommend that Phase1A and Phase1B should be evaluated as one packaged project, or at least the evaluation criteria of this RFQ should include the qualifications of delivering the Phase1B as same position as Phase1A.</p> <p>Reasons of our recommendation:</p> <ul style="list-style-type: none"> • Parallel work for Phase 1B does not prevent completion and opening of the New Aloha Stadium by August 2023; • No reasons to leave the revenue generating opportunity. In other words, early start of Phase1B will accelerate the revenue creation from retail, hotel, etc., and further upside can be expected from the synergetic effect; • We understand that establishment of new tourist spot other than Waikiki is the next challenge for Hawaii and the full plan for this NASED program is the solution that the Hawaiian State and the communities would desire; • Early start of development will promote job creation which is beneficial to the Hawaiian State and the communities; and • Planning and development by different developers will cause inefficiency for both schedule and cost. From this viewpoint, it is better to package Phase1A and Phase1B in the same procurement process and that will make more efficient to the Hawaiian State to proceed with single contact. 	<p>Thank you for the recommendation; however, the State is of a different opinion.</p>
28	<p>We kindly request that the State consider changing the requirements in Appendix 1, Section C. Litigation. Providing information on "...any litigation or proceeding..." is very broad and likely picks up inconsequential events such as nuisance claims or pass through issues. We recommend the disclosure be revised to reflect only material litigation. Would the State please consider making the following change to Appendix 1, Section C. Litigation:</p> <p>"Provide information regarding any material litigation or proceeding brought within the last five years against a Major Team Member or Equity Member."</p>	<p>This RFC is addressed in Part A of this Addendum.</p>
29	<p>Does a successful entity for 1st phase 1a need to do the 2nd phase?</p>	<p>This RFC is addressed in Part A of this Addendum.</p>
30	<p>If a development group does not submit or is not successful for phase 1a can they still qualify or submit a proposal for 1b? If yes, when?</p>	<p>This RFC is addressed in Part A of this Addendum.</p>

RFC No.	Request for Clarification	Response
31.1	<p>Can you please provide more details on the RFP process? Specific questions on the RFP include the following:</p> <ul style="list-style-type: none"> • Can you please describe how the RFP evaluation will work? • At what point in the process will the State expect a fully developed financial proposal with fixed pricing and committed financing for Phase 1A? Will that be expected by October? • How will pricing of both Phase 1A and 1B factor into the evaluation? • What will the weighting between 1A and 1B components of the evaluation be? • Can you please explain the “Discussions Stage”? 	<p>This RFC is addressed in Part B, Section 2(a) of this Addendum.</p>
31.2	<ul style="list-style-type: none"> • Do you anticipate financial close at the start or the end of Q1? 	<p>This RFC is addressed in the amended Table 5 of the RFQ, provided in Addendum 1, which does not specify the point within Q1 that financial close is expected to occur.</p>
31.3	<ul style="list-style-type: none"> • When does the State expect to make a final decision on its preferred location for the stadium during the RFP process? 	<p>Please refer to the Section 3.5 of the RFQ.</p>
31.4	<ul style="list-style-type: none"> • What does “acceptable” or “potentially acceptable” mean for an evaluation? 	<p>This RFC is addressed in Part A of this Addendum.</p>
32	<p>Can you please clarify how Phase 1B contracts will be structured and procured?</p> <ul style="list-style-type: none"> • Will Project Co be guaranteed all the Phase 1B scope after it has been awarded Phase 1A? • Can the State please clarify how they expect to structure the Phase 1B contracts? 	<p>This RFC is addressed in Part A of this Addendum.</p>
33	<p>Can the State please clarify whether Volume 4 of the RFQ will have any impact whatsoever on the RFQ evaluation?</p>	<p>This RFC is addressed in Part B of Addendum 1.</p>
34	<p>Is it optional for Respondents to provide Volume 4? What would happen if a Respondent provided a very minimal response or didn't include a response to the Volume 4 requirements?</p>	<p>Please refer to Section 5.3 and Section 6.1.3 of the RFQ.</p>
35	<p>Will the materials presented today be available for the attendees?</p>	<p>This RFC is addressed in Addendum 2.</p>

RFC No.	Request for Clarification	Response
36	Can you later in the presentation clarify where NASED is with the EIS process. We are aware of the Notice of EIS, when will the prelim EIS be available?	This RFC is addressed in Part A of this Addendum.
37	Will NASED provide their preferred option (A, B, C) in the RFP, to provide a baseline to provide a consistent response (i.e., price) among proposers for NASED RFP evaluation.	Please refer to the Section 3.5 of the RFQ.
38	Are there any requirements for the engagement of Minority and Women Owned Businesses on all aspects of the project from equity, through operations and maintenance? If so, can any specific information about that be provided?	This RFC is addressed in Part B, Section 2(b) of this Addendum.
39	For the equity portion has there been any contemplation of having Minority owned equity expectation? MWBE goals? How would they be expressed in the respective project elements (equity, design, build, maintain?)	This RFC is addressed in Part B, Section 2(b) of this Addendum.
40	What will the weighting between 1A and 1B components of the evaluation be in the RFP? What will the weighting between 1A and 1B components of the evaluation be in the RFP?	This RFC is addressed in Part B, Section 2(a) of this Addendum.
41	Do you know when this list will be available to download?	This RFC is addressed in Addendum 2.
42	Are you looking to create a new signage district? And for the code writing related to this?	This RFC is addressed in Part A of this Addendum.
43	Would the State please elaborate on the anticipated “credit support” that it will provide? Can Respondents expect the State to guarantee its Project Agreement payment obligations, irrespective of its intention for the NASED to achieve financial sustainability (as is typical of availability-based DBFM contract models)?	This RFC is addressed in Part B, Section 2(d) of this Addendum.
44	Does the State anticipate providing Proponents with an “affordability ceiling” at the RFP stage?	This RFC is addressed in Part B, Section 2(e) of this Addendum.
45	Are any of the consultants currently on the EIS or NASED Pre Development team excluded from being part of a future RFQ Development Team?	Please refer to Section 7.11 of the RFQ.

RFC No.	Request for Clarification	Response
46	Will an attendance list from today's conference be made available?	This RFC is addressed in Addendum 2.
47	What are the anticipated dates of publication of the Draft and Final EIS?	This RFC is addressed in Part A of this Addendum.
48	Question on timing of RFP proposals v. EIS schedule: is it the intent of the project team to incorporate RFP submittal information into the EIS—or will they two processes remain independent?	This RFC is addressed in Part A of this Addendum.
49	Will there be a small business MBE/WBE requirement?	This RFC is addressed in Part B, Section 2(b) of this Addendum.
50	Can you discuss and local business requirements for this project?	This RFC is addressed in Part B, Section 2(c) of this Addendum.
51	Will concept drawings of the stadium be provided with the RFP?	This RFC is addressed in Part B, Section 2(f) of this Addendum.
52	Are the residential components of Phase 1B envisioned to be rentals under long-term ground leases or otherwise?	Please refer to Section 3.6 of the RFQ.
53	Can you later in the presentation clarify where NASED is with the EIS process. We are aware of the Notice of EIS, when will the prelim EIS be available?	This RFC is addressed in Part A of this Addendum.
54	Has the committee discussed the opportunity for sponsorship master planning across the district?	This RFC is addressed in Part B, Section 2(f) of this Addendum.
55	How is the "Final Priority-Listed Respondent" determined?	This RFC is addressed in Part B, Section (a) of this Addendum.
56	What happens if the Successful Respondent does not achieve contract award for Phase 1B? Is there any penalties?	This RFC is addressed in Part A of this Addendum.

RFC No.	Request for Clarification	Response
57	How much weight will be given to the Phase 1B proposal at the time of RFP bids?	This RFC is addressed in Part B, Section 2(a) of this Addendum.
58	Can we have copies of the background studies (event market study) and the RCLCO report?	This RFC is addressed in Part B, Section 2(f) of this Addendum.
59	Can we have a list of all attendees?	This RFC is addressed in Addendum 2.
60	Is this presentation being recorded? Or use by other team members not on the call?	This RFC is addressed in Addendum 2.
61	Is this presentation/discussion being recorded for use by interested parties that could not attend?	This RFC is addressed in Addendum 2.
62	Will the RCLCO report and updated Victus study be provided to participants?	This RFC is addressed in Part B, Section 2(f) of this Addendum.
63	What have added to this presentation from the Industry Day back in October 2019?	The Pre-Response Conference presentation includes additional detail specific to the Procurement Process.
64	What is the role of the City in approval of the proposals; specifically the planning department and the TOD planning group?	This RFC is addressed in Part A of this Addendum.
65	What about affordable housing and the Puuwai Momi housing project specifically?	This RFC is addressed in Part B, Section 2(g) of this Addendum.
66	Will the Navy have a say about building heights and views into Pearl Harbor?	This RFC is addressed in Part A of this Addendum.

RFC No.	Request for Clarification	Response
67	Will the Aiea community be engaged as part of the outreach for the project?	This RFC is addressed in Part B, Section 1 of this Addendum.
68	As there is complete Lock Down in India and hence shall be in touch only post the Lock Down is over. We have 100% interest so assist with input?	Thank you for your interest. More details about the Procurement Process can be found online.
69	We just received notice of this preproposal meeting - is it too late for us to sign up to attend?	This RFC is addressed in Addendum 2.
70	As one of the biggest challenges with the existing stadium area is parking and traffic congestion, I don't see any specific motorcoach parking facilities in the renderings. Since each motorcoach can hold up to 56 attendees - removing approximately 28 cars from the roads and the parking lot, can you give me insight as to where this will be incorporated into the planning?	Please refer to Section 2.3 and Section 3.5 of the RFQ.
71	Please confirm if it is acceptable to use 11" x 17" paper size for organization chart and diagram graphics.	In order to simplify the State's printing of any Responses, 11" x 8-1/2" paper size is required.
72	Will there be any minutes published summarizing the questions/discussion?	Please refer to Part C of this Addendum.
73	When do you anticipate releasing the presentation and attendee list from yesterday's pre response Meeting?	This RFC is addressed in Addendum 2.
74	The Respondent requests the removal of the of the "best and final offer" ("BAFO") process during the RFP period. This process is considered by the industry to compromise the integrity of what is a collaborative and transparent RFP process. Proponents will spend considerable pursuit costs to develop innovative and detailed designs and a fully-committed date and cost certain proposal, that are specifically tailored to the defined RFP Evaluation Criteria. By introducing a process that can change the ranking of Proponents after having gone through what is already a rigours and costly process creates uncertainty in the process, and therefore is not equitable to Proponents making the significant bid investments. Including this process is likely to cause Proponents to elect to not bid or not bid their most competitive price at financial submission, with the possibility of a potential BAFO.	This RFC is addressed in Part B, Section 2(a) of this Addendum.

RFC No.	Request for Clarification	Response
75	<p>Would the State please consider removing the requirement for an Equity Team Member or Major Team Member who is relying on a Financially Responsible Party to submit a “Summary Financial Information (Form C)” in addition to the Form C being submitted by the Financially Responsible Party? Given that the Financial Statements of the Financially Responsible Party (i.e. parent company) are provided to support the financial capability of an Equity Member or Major Team Member, and that the Financially Responsible Party guarantees all obligations of such party, then a Form C completed by the Financially Responsible Party should be sufficient.</p>	<p>This RFC is addressed in Part A of this Addendum.</p>
76	<p>We would like to request an alteration of the timing of the requirement to submit the \$250,000 Security-Deposit/Bond from ‘10 calendar days after notification of Priority Listed Respondents’ to submission of the Security Deposit on the RFP Submission Date, which is in line with market precedents.</p> <p>The ‘10 calendar days after notification of Priority-Listed Respondents’ period added in Addendum 1 is insufficient. The RFP will be a collaborative process with several iterations of the project documents and numerous addenda following detailed discussions with all the Respondent teams. Respondent teams should not be expected to provide security and subsequently be at risk for losing said security when they have not had the opportunity to review the project documents and complete this iterative process to ensure amongst other things risk transfer is in line with market precedent.</p> <p>This requirement is off market for a P3 and likely to deter Respondent teams continuing with this pursuit. We request that you revert to a process the market is rightly familiar with i.e. the Respondents submit a deposit with their Proposal which remains in force during a bid validity period of 90-120 days from the Submission Date or the project reaching Financial Close (whichever occurs earlier) after which they must be returned to the Respondents.</p>	<p>This RFC is addressed in Part A of this Addendum.</p>

RFC No.	Request for Clarification	Response
77	<p>We note that the State has revised the requirements for the \$250,000 Security-Deposit/Bond to not be required until 10 days after Notification Priority-Listed Respondents. While we appreciate that the State has revised their approach to the Security-Deposit/Bond, we continue to have concerns about the inclusion of a Security-Deposit/Bond.</p> <p>On recent P3 projects, it is unusual to require a Security-Deposit/Bond during the procurement process. With bidders allocating significant resources and spending millions of dollars to respond to an RFP, asking for a proposal bond is wholly unnecessary and inefficient. Posting of proposal bonds may have been done on a very limited number of P3 procurements in the past but is virtually unheard of in today's market and makes this project an outlier when assessed against other bidding opportunities.</p> <p>We understand that the State is likely looking to protect itself from the possibility of bidders dropping out of the procurement. However, we would like to highlight that the State will be shortlisting three Priority-Listed Respondents to help address this issue. It is our view that having three Priority-Listed Respondents is the most appropriate way to address this concern.</p> <p>We strongly urge the State to use a reward versus a punishment to encourage bidders to continue to participate in the procurement process. We understand the State will pay a Design Fee Amount to Priority-Listed Respondents who participate in the procurement. We encourage the State to set the Design Fee Amount at a level that will encourage Priority-Listed Respondents to remain engaged throughout the process and submit compliant proposals as opposed to burdening Priority-Listed Respondents with cost of a Security-Deposit/Bond that will ultimately be passed along to the State. To do otherwise may allow some bidders to take a "phone it in" approach to bidding which would not be good value for the State.</p> <p>As such we urge the State to remove the requirement of the Security-Deposit/Bond. A potential alternative to removing the requirement of the Security-Deposit/Bond might be to have the Final Priority Listed Respondent post the Security-Deposit/Bond after they have been notified that they are the Final Priority Listed Respondent.</p> <p>This issue is of concern to us and we would welcome the opportunity for a discussion on this point with the State.</p>	<p>This RFC is addressed in Part A of this Addendum.</p>

RFC No.	Request for Clarification	Response
78	<p>Join[t] and Several Liability: Section V1.B.2 (b) asks for a letter from each Equity Member indicating willingness to accept joint and several liability until the point at which Respondent creates a special purpose entity as permitted in the Project Agreement. Since the RFP is not yet issued, the scope of the joint and several liability is not clear. Without a clear scope it will be difficult to make this commitment. Please consider making the scope of the joint and several liability available ahead of the submission date. If this is not possible, please consider removing this letter from the RFQ.</p>	<p>The State will take this matter into consideration.</p>
79	<p>In reference to Section 7.11, Restricted Parties, there are additional studies and reports found on the NASED Project Document Site: 2014 Comprehensive Site Summary, 2017 Conceptual Redevelopment Report, 2018 Structural & Safety Evaluations, 2019 Site Selection Report, which are reference documents pertinent to the new Aloha Stadium redevelopment. Clarification would be appreciated relative to Hawaii Revised Statutes (HAR 103d-405d), Hawaii Administrative Rules (HAR Section 3-122-13e) and any other procurement regulations, where consultants have provided services.</p> <ul style="list-style-type: none"> • Please clarify who are the “affiliates of each of (a) through (h)” mentioned in 7.11 • Are consultants involved in preparing the other reports and studies referenced on the NASED document site also precluded from participation in the RFP? If so, please provide the list consultants as these reports may not have acknowledged all consultants. • For more recent reports or studies such as the EIS, please clarify if consultants and their affiliates preparing these recent documents are also precluding from participating in the RFP. If so, please also provide these list of consultants. 	<p>The State will take this matter into consideration.</p>
80	<p>Submission Format: Please clarify that respondents are permitted to use 11”x17” paper for the Key Personnel and Organizational Chart presentations in section V1.B.6.</p>	<p>In order to simplify the State’s printing of any Responses, 11” x 8-1/2” paper size is required.</p>
81	<p>Current COVID-related travel constraints have impacted respondent teams' ability to meet face-to-face and develop their RFQ responses, which has impacted productivity. Under pre-COVID conditions, a six week response period for a project of the size and nature of NASED would be typical and reasonable. As such, we respectfully request that the State extend the RFQ submission timeline by an additional two weeks to May 26th, 2020.</p>	<p>This RFC is addressed in this Addendum.</p>

RFC No.	Request for Clarification	Response
82	<p>Confidential Information in Volume 1, Section C, Volume 3 Sections A and B We appreciate that with the Addendum 2, the State allowed electronic-only submission. However, we note that partly as a result of this change, the RFQ contains some highly unusual submission criteria whereby partners within the team are called upon to combine sensitive and proprietary data with each other as part of the total submission package.</p> <p>It is not unusual for partners within a team to individually provide responses for their own entity, but not something that is asked of them jointly. Members of the team providing a response are paired for this submission, but may not be paired for others and in fact, may be competitors. Financial records in particular are sensitive to many of the individual companies that pursue these types of projects and sharing them with potential competitors is problematic and not something that has historically been called for in an RFQ.</p> <p>Given the highly confidential nature of information requested in the below sections of the RFQ, we respectfully ask the State to allow each respective Team Member to submit its confidential information to the State separately via email:</p> <ul style="list-style-type: none"> • Volume 1, Section C - Litigation • Volume 3, Section A – Financial Statements • Volume 3, Section B – Additional Financial Information <p>In practice, it would mean that “a full, complete and bookmarked Response in a single .pdf file containing all Volumes 1, 2, 3 and 4” will not include the above sections. Instead, in addition to the combined file, the State will receive additional emails from respective Team Members with corresponding subject lines.</p>	<p>The State will take this into consideration.</p>
83	<p>Item b) ‘management of interface arrangements’ in Criteria 3-5 of Volume 2: Could the State please clarify whether its expectation is for this item to be addressed by (i) any or all Team Members; or (ii) the specific Team Member(s) who will have primary responsibility for performing the work related to the particular criterion section (i.e. Design, Construction, Facility Management)?</p> <p>For instance, for ‘V2.A.4 Criterion 4: Construction Experience and Capability’ is the expectation that the response to item b) be provided with respect to the General Contractor? Or, should it be focused on providing examples related to the experiences of any/all of the Respondent’s Equity</p>	<p>The State will take this into consideration.</p>

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	Member(s), Architect of Record, Design Architect Entity, and/or Services Provider in their prior work under a similar contract structure as it relates to constructing facilities?	
84	<p>RFQ Appendix 1, V1 Section C states:</p> <p><i>Provide information regarding any litigation or proceeding brought within the last five years against any of the Respondent, its Major Team Members and Equity Members.</i></p> <p>Some members of respondent teams have extensive business operations across the world. Could the State please clarify its intent behind this request? Could the request be narrowed (e.g. by location, type of proceeding, etc.) to capture the information most important to the State?</p>	This RFC is addressed in this Addendum.
85	<p>We note that the instructions on Form C (Summary Financial Information) for entities that are fund managers of an investment fund state that both the limited partnerships and the general partner(s) must complete the Form. Equity investments for the NASED project would be funded by the non-recourse contributions from the limited partnerships, and not from the general partnerships that manage the funds. Fund manager general partnerships are often private corporations with the discretion to direct the non-recourse funds from limited partnerships, and therefore the financial information of the private corporation is confidential, proprietary and immaterial to the funds available from the limited partners.</p> <p>We respectfully request the Form C instructions be amended to the following:</p> <p><i>“For entities that are fund managers of an investment fund, Form C must be provided for the limited partnership(s) constituting the investment fund.”</i></p>	The State will take this into consideration.
86	<p>Joint and Several Liability by Equity Members</p> <p>We note that Appendix 1, V1.B.2 (b) requires Equity Members to submit <i>“A letter signed by each Equity Member indicating a willingness to accept joint and several liability until the point at which Respondent creates a special purpose entity as permitted in the Project Agreement.”</i></p> <p>It is unusual for equity members to provide a letter of this nature. Given the nature of the relationship between equity members during a P3 procurements, equity teaming agreements are explicitly structured so equity members are several and not joint and several during the procurement phase. We kindly request that the State remove this requirement.</p>	The State will take this into consideration.
87	Section 4.3, Table 5. We note that the current Procurement Schedule for both the RFP and Delivery Stages are significantly shorter than market precedents. Please consider amending the Procurement Schedule for both the RFP and Delivery Stages as suggested below:	The RFC focuses on the RFP and does not request clarification of the RFQ requirements or

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	<p>RFP Period</p> <p>Currently the RFP Stage is a 3-4 month period depending on where in ‘October 2020’ the submission date lands. It is critical that the Respondents are provided with an RFP Stage of at least 6-8 months in order to advance the design to a point where Respondents can realistically provide a ‘fixed price/fixed date’ bid for the design, construction and operations and maintenance including lifecycle for the Project. Anything shorter and the Respondent will have little choice but to include significant contingencies for design completion impacts and unknowns turning the bid process into one that successful selection becomes more one of luck, verses most comprehensive bid.</p> <p>Construction Period</p> <p>Additionally, the RFQ has a very constrained Delivery Stage of 28 months using the end of the ‘Q1 2021’ timeline provided for Financial Close and the front end of the ‘August 2023’ timeline for Targeted Completion Date.</p> <p>Looking at comparable stadium projects as market precedent, the Delivery Stage should be no less than 36 months (for design completion, permitting and construction durations for the new stadium, but excluding the demolition of the current stadium, see Permitting Durations and Remaining Works below). It is also worth noting that the above projects were constructed in a pre COVID-19 environment where social distancing was not an issue. Furthering the point in the above paragraph regarding cost impacts, if an unrealistically short Delivery Stage is maintained, the Respondent will need to price in either liquidated damages for late delivery or significant acceleration costs to ensure it can complete the Project on time. This is assuming the resources are available locally that will make this constrained timeline possible. If they are not, the Respondent will be faced with the decision whether to bid or not.</p> <p>Permitting Durations</p> <p>Local third-party compliance engineers have advised that for a project of this size and complexity, the approval processes for Site Development Review and Building Permit Approvals, even though running concurrently and expedited, could potentially take more than one year, resulting in the anticipated Delivery Stage duration noted above.</p> <p>Clarity of the special Stadium Design District approval process requirements and timing is requested. If this process is not concurrent with the building permit process, it would likely further impact the overall duration of the Delivery Stage.</p> <p>Remaining Works Package</p>	<p>process; therefore, the State declines to provide a response at this time.</p> <p>The RFQ does, however, provide Respondents opportunity to use RFQ Volume 4 to express ideas and concepts similar to those expressed in this RFC. The information provided by Respondents in response to Volume 4 of the RFQ may be used by the State in further progressing its planning for the NASED Program, including for the benefit of the RFP Stage</p>

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	<p>The suggested schedule above is on the assumption the demolition and of the existing stadium is 'not' included as a requirement to achieve Substantial Completion. We would recommend the Stadium Authority consider making the demolition of the existing stadium and the redevelopment of that part of the site a separate package to be completed after Substantial Completion, paid by the Authority as a separate payment. This would be beneficial to the Project by reducing the debt cost associated with the construction portion of the project and allowing the current stadium to be completed sooner resulting in availability payments flowing earlier.</p>	
88	<p>Due to COVID-19 related setbacks, we request a minimum 15 day extension to the Response Deadline. As all companies are adapting to the new style of virtual working, we believe this extension will greatly improve the quality of submissions.</p>	<p>This RFC is addressed in this Addendum.</p>
89	<p>APPENDIX 1, V2.A.2 - paragraph (i): Given the change to Key Personnel qualification requirements included in Addendum 2, could the State please clarify whether it intends to keep the requirement in this paragraph that "Key Personnel for consortium structure shall at a minimum have P3 Project experience."? We believe this should not be the case for the Lead Architect, Lead Design Architect, and Services Lead.</p>	<p>The State will take this into consideration.</p>
90	<p>APPENDIX 1, V2.A.2 - paragraph (i): Could the State please clarify its expectation for the individuals who should be included in the table for this paragraph? The definition of Key Personnel in section '8 Definitions' of the RFQ implies Key Personnel includes, but is not necessarily limited to, the following individuals:</p> <ul style="list-style-type: none"> • Project Executive • Respondent Bid Lead • General Contractor Lead • Lead Architect • Lead Design Architect • Services Lead <p>Should Respondents identify other Key Personnel beyond these six individuals in the table and otherwise in their Response?</p>	<p>The State will take this into consideration.</p>

End of Addendum No. 3