

# REQUEST FOR PROPOSALS

MDOT-AC-2023

September 18, 2023



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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## FORMS FOR SUBMISSION

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Form No. 1	Proposer Registration Form
Form No. 2	Pre-Proposal Conference Accommodation Request Form
Form No. 3	Airport Tour Registration Form
Form No. 4	Exceptions Form
Form No. 5	Proponent/Contractor Solicitation Comment Form
Form No. 6	Acknowledgement of Receipt Form
Form No. 7	Bid/Proposal Affidavit
Form No. 8	Solicitation Affirmation Form
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 Statement
Form No. 13	Financial Proposal Form
Form No. 14	Proposal Submittal Checklist
Form No. 15	Contract Affidavit
Form No. 16	Financial Pro Forma Statement
Form No. 17	Corporate Diversity Form

## EXHIBITS

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Exhibit A	Sample Developer Lease & Concession Contract
Exhibit B	Concession Developer Office Space
Exhibit C	Concession Operational and Storage Area
Exhibit D	Direct Recognition Agreement
Exhibit E	Concessions Maintenance Responsibility Matrix
Exhibit F	Concessions Design Criteria – Supplemental Architectural Document
Exhibit G	Sample Logistics Provider Lease
Exhibit H	Concession Program Support and Storage Space
Exhibit I	Terminal Delivery Zones and Paths
Exhibit J	Concessions Space/Unit Roster

## ATTACHMENTS

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Attachment No. 1	Lease and/or Concessions Contracts General Provisions
Attachment No. 2	Tenant Directive 003.1 – Trash Disposal and Recycling at BWI Marshall Airport
Attachment No. 3	Tenant Directive 401.1 – Standard Rates and Fees at BWI Marshall
Attachment No. 4	Tenant Directive 502.1 – Airport Fuel/Oil and Hazardous Material Spill Procedures and Legal Reporting Responsibilities
Attachment No. 5	Maryland Aviation Administration’s Permit Information Guide, dated 2021
Attachment No. 6	Airport Tenant Guide For Trash and Cardboard Disposal
Attachment No. 7	Maryland Transportation Code Annotated Section 5-408

## GENERAL INFORMATION

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Gen. Info. No. 1	Sublease Expiry Report
Gen. Info. No. 2	Operational Management & Performance
Gen. Info. No. 3	Opportunity Performance & Analysis
Gen. Info. No. 4	Air Service & Passenger Performance
Gen. Info. No. 5	Concessions Analysis & Performance
Gen. Info. No. 6	Demographic & Psychographic Analysis
Gen. Info. No. 7	MEP Capacity Study
Gen. Info. No. 8	SmartCity Wireless’ Menu of Services

Gen. Info. No. 9	2019 BWI Marshall Concessions Program Wage and Benefits Report
Gen. Info. No. 10	BWI Marshall Airport Advertising Master Plan
Gen. Info. No. 11	Draft BWI Marshall Master Plan Forecast Summary of Passengers and Operations
Gen. Info. No. 12	Airports Council International's Air Service Quality Survey 2023
Gen. Info. No. 13	Airports Council International's Air Survive Quality Benchmark Survey 2023
Gen. Info. No. 14	BWI Passenger Survey 2023
Gen. Info. No. 15	Concession Hours of Operation
Gen. Info. No. 16	Food Court Seating and Layout
Gen. Info. No. 17	Airline Gate Utilization and Assignment
Gen. Info. No. 18	Rent Roll
Gen. Info. No. 19	Air Service Passenger Data
Gen. Info. No. 20	COMAR 11.03.01.05
Gen. Info. No. 21	Employee Parking Program Procedural Manual
Gen. Info. No. 22	COMAR 11.03.01.06

## DEFINITIONS

**A/B Connector & Baggage Handling System Project.** The areas within the Airport Terminal Building between Concourse A and Concourse B, currently under construction, and scheduled for opening in 2026, that include five (5) airline gates and hold rooms, as well as related concession and support areas.

**Airport or BWI Marshall Airport.** Baltimore/Washington International Thurgood Marshall Airport

**Airport Development Area.** Comprised of 194,122 square feet of existing concessions commercial, storage, and support space (pursuant to Exhibit C - Concession Operational and Storage Area) and an additional 42,867 square feet of future concessions space resulting from the A/B Connector & Baggage Handling System Project.

**Airport Terminal Building.** The interconnected facilities at the Airport, existing or under construction, as of the date of this RFP, known individually as Concourse A, Concourse B, A/B Core, Concourse C, Concourse D, D/E Core, Concourse E, North Terminal Landside and South Terminal Landside, along with all user movement areas, public areas, and baggage claim areas therein and interconnecting the facilities, and all future expansions.

**Best and Final Offer (BAFO).** The final revised offer provided by Proposer within the RFP process.

**COMAR.** The Code of Maryland Regulations is the official compilation of all administrative regulations issued by agencies of the state of Maryland.

**Concession Program or Program.** Existing or future retail, restaurant, and commercial services programs at the Airport.

**Contracting Officer.** Joy Abrams is the State representative authorized to be responsible for this solicitation who will make written determinations, findings, and changes to the solicitation as needed.

**Centralized Receiving and Distribution Facility (CRDF).** A facility designed to consolidate the screening, loading, transporting, and delivery of materials via secure transportation for distribution at the Airport Terminal Building or other certain locations at the Airport.

**Initial Investment in Capital Improvements (IICI).** The committed expenditure amount by Proposer(s) for the initial demolition, construction, and renovation work to be completed in the Airport Development Area as described in the Proposer's Airport Concession Master Plan.

**MAA or Administration.** Maryland Aviation Administration

**MDOT.** Maryland Department of Transportation

**Proposer(s).** A person or entity that submits a proposal in response to this RFP.

**RFP.** Request for Proposal

**Tenant.** The Entity that leases space in or on airport property either directly with the airport or through a third party with rights to lease or rent space on the airport.

## **SECTION I – INTRODUCTION & SOLICITATION SCHEDULE**

### **INTRODUCTION**

Thank you for your interest in Baltimore/Washington International Thurgood Marshall Airport (“Airport” or “BWI Marshall Airport”) and the Maryland Department of Transportation’s (“MDOT”) 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 Maryland Aviation Administration (“MAA” or “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 delivers 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. The Administration’s goal is to provide excellent customer service for the traveling public utilizing the Airport. To achieve its goal, the Administration continuously seeks innovative commercial programs to accommodate the traveling public’s needs 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, restaurateurs, concessionaires, and commercial developers who have the passion and vision to develop an airport concessions program of the future. MDOT is requesting proposals from interested and qualified firms ("Proposer(s)") **who meet the Mandatory Qualifications as outlined in Section III.**

**Please note: This RFP requires the submission of a single response consisting of a Technical Proposal and a Financial Proposal (separately sealed).**

Please carefully review all the enclosed documents. Proposers must carefully examine the terms of this RFP and associated documents to evaluate all the circumstances and conditions for the Contract to be awarded. Proposers 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. Proposals must present a complete development program, including among other things, financial plans, conceptual designs, tenant mix, operation plans, management plans, and additional necessary information which fully responds to all requirements of this RFP to form the basis for selection by MDOT.

The information in this RFP will help Proposers 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. Potential Proposers should carefully consider all information contained in this RFP in formulating a response to this RFP. It is expected that each Proposer, at the Proposer's expense, conduct its own research, analysis and due diligence needed to submit a Proposal. **MDOT is not liable for any costs associated with any Proposal or material submitted.**

Disadvantaged Business Enterprises ("DBEs"), Airport Concessions Disadvantaged Business Enterprises ("ACDBEs"), Minority Business Enterprises ("MBEs"), Small Business Enterprises ("SBEs"), and Veteran-Owned Small Business Enterprises ("VSBES") are encouraged to

participate in the program as part of the Retail Restaurant and Commercial Services Development or as a service or supplies provider with a Developer.

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

Proposers 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 and COMAR 21.01.03.03.B(1)(d).

## **SOLICITATION SCHEDULE**

MDOT has established the following tentative schedule for the submission of Proposals, evaluation, selection, and contract award under this RFP:

1. September 18, 2023 Issuance of RFP
2. October 11, 2023 Pre-Proposal Conference (1:00pm – 4:00pm Local Time)

The Maritime Institute Conference Center Classroom 1, Lower Level  
692 Maritime Boulevard  
Linthicum Heights, Maryland 21090

3. October 11, 2023 After Pre-Proposal Conference  
BWI Marshall Airport’s Mixer & Networking Session For Developers and Local,  
Small & Diverse Businesses

The Maritime Institute Conference Center Classroom 1, Lower Level  
692 Maritime Boulevard  
Linthicum Heights, Maryland 21090

4. October 12, 2023 Site Development Tour (10:00am – 12:00pm Local Time)  
Registration required (see Section VIII)
5. October 19, 2023 Deadline to Submit Questions (by 12:00pm Local Time)

6. December 4, 2023 Submission of Proposals (by 2:00pm Local Time)
7. Spring 2024 Notice of Recommended Award to Selected Proposer & Notices to all other Proposers

“Local Time” as referred to throughout this RFP is the time of day in Baltimore, Maryland.

Upon issuance, copies of this RFP may be downloaded from MDOT’s website at:

[RFP-MDOTAC2023 - MDOT](#)

(<https://www.mdot.maryland.gov/tso/pages/Index.aspx?PageId=206>)

NOTE: At the time of issuance of this RFP, a restriction on communication regarding all inquiries relating to this RFP will be imposed. Proposers and their representatives are substantially restricted from communicating with any party involved in the solicitation process including MDOT, 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 directly discusses this RFP and/or Proposals submitted in response to this RFP. All inquiries and submissions relating to and regarding this RFP shall be directed to the Contracting Officer at:

Joy Abrams  
Maryland Department of Transportation  
7201 Corporate Center Drive  
Hanover, MD 21076  
(410) 865-1129  
[tsoac@mdot.maryland.gov](mailto:tsoac@mdot.maryland.gov)

Violation of this restriction by a Proposer and/or its agent may lead to disqualifying the Proposer’s submittal from consideration.

## SECTION II – SOLICITATION GOALS AND OBJECTIVES

The successful Proposer will demonstrate its ability to finance, redevelop, renovate, lease, and manage the Concessions Program according to the requirements of this RFP. Proposers are encouraged to read this RFP and all its attachments and exhibits thoroughly and submit a Proposal outlining its ability to provide the requested concessions management services in detail. Submission of a Proposal is deemed an agreement to comply with all terms and conditions referenced in this RFP.

MDOT 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, meet the expectations of the Administration, and fulfill the needs of Airport passengers, employees, and visitors.

MDOT's goals and objectives for this RFP are as follows:

- To contract with a development firm that has a demonstrated capability and the commanding character to captivate, stimulate, and maximize passengers' engagement and experience through its end-to-end concessions development philosophy;
- 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;
- To optimize and maximize revenues to the Airport; and
- To stimulate economic development for the benefit of the local community, the region, and the State of Maryland.

The Administration's goals and objectives for this RFP include:

- **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 partnering with a resourceful concessions program Developer 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 build on our individual and organizational performance continually. 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.
- **Enhance the Passenger Journey and Experience** – The Administration envisions a Concessions Program that is strategically planned to connect with passengers through design, tenant selection, tenant placement and concept mix. The specifications in associated documents including the design inspiration for the A/B Connector (see Exhibit F – Concession Design Criteria) sets the tone regarding the terminal’s overall expectation of the Proposer’s attention to detail and design. Proposers are encouraged to make bold design changes from the current program and make transformative recommendations **within the confines of the designated Airport Development Area (as shown in Exhibit C – Concession Operational and Storage Area and Exhibit F – Concession Design Criteria)** as part of their Proposal.
- **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.
- **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.
- **Commitment to Diversity & Economic Development** – The Administration is responsible for strengthening the business environment and creating a diverse and

sustainable BWI Marshall Airport. To that end, the Administration envisions an airport concessions program that reduces barriers to economic development and growth for minority-owned businesses and enhances concessions employees' prosperity and quality of life.

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.

### **SECTION III – MANDATORY QUALIFICATIONS**

To be considered for award of the Contract, the Proposer must meet the Mandatory Qualifications listed below at the time of Proposal submission. If the Proposer is a joint venture, partnership, or newly formed entity, the Proposer shall demonstrate that the majority stakeholder of the proposing entity satisfies the concession development and management experience qualification. For purposes of this solicitation, "majority stakeholder" means owning 51% or more of the shares/interest in the proposing entity. MDOT shall not accept the experience of individual employees or combinations of employees to meet this Mandatory Qualification. Regardless of ownership structure, Proposers must provide evidence to MDOT's satisfaction that the entity that is relied upon to satisfy this experience requirement will be the majority stakeholder and have effective control of the Proposer.

#### **Proposer must meet the following Mandatory Qualifications:**

- Must have at least seven consecutive years within the last ten years of demonstrated experience in designing, developing, leasing, financing, and managing the day-to-day operations of an airport concessions program, retail mall, and/or retail lifestyle center.
- Must agree to cause each of its sublessees and subcontractors to enter into a labor peace agreement that meets the requirements of subparagraphs A through C below with each and every labor organization that represented at least twenty-five (25) food and/or retail workers at BWI Marshall Airport on or after December 31, 2019, as a

condition of entering into a new subcontract or sublease or extending or renewing an existing subcontract or sublease:

- A. The labor peace agreement shall be valid and enforceable under 29 U.S.C. § 158;
- B. The labor peace agreement shall protect the State's revenues by prohibiting the labor organization and its members from engaging in picketing, work stoppages, boycotts, and any other economic interference with the operation of food and retail or other operations at BWI Marshall Airport; and,
- C. The labor peace agreement shall apply to all operations at BWI Marshall Airport that is conducted by Lessee or by Lessee's sublessees or subcontractors, and that are directly engaged in the operation of the retail, restaurant, and commercial services at BWI Marshall Airport.

Nothing herein shall be construed to require that the Proposer, its sublessees and/or its subcontractors to: (1) enter into a collective bargaining agreement with any union; (2) change terms and conditions of employment; (3) recognize a labor organization as the bargaining representative for its employees; (4) adopt any particular recognition process; or (5) agree to any other terms.

- Must be financially capable of successfully financing, designing, constructing, implementing, and managing the proposed concessions management service based on submitted information/documentation demonstrating the Proposer's ability to finance and undertake monetary commitments for a minimum of \$30 million; and
- Must submit all other information required to be submitted by this RFP.

Failure of a Proposer to meet the Mandatory Qualifications shall result in MDOT finding the Proposer's submittal to be non-responsive and thus not susceptible to award and will result in the rejection of the Proposal.

## **SECTION IV – AIRPORT & CONCESSIONS PROGRAM OVERVIEW**

### **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 Airport surpasses each of these airports in total number of passengers. 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 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.

The Administration continues to invest in and expand the Airport with its 6-year, \$1.1 billion capital program. 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 concession 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 necessary facilities for Southwest's mechanics as they perform routine and required maintenance on over 200 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 2023. The restroom improvement project will affect certain spaces of concessions area. This is a major initiative that will enhance the Airport Terminal Building and improve customer service and the passenger experience while accommodating an increased number of travelers.

In addition, the Administration is constructing a \$450 million, five-year A/B Connector & Baggage Handling System 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, expanded hold rooms, and a new in-line baggage handling system to support Southwest's growth and operations.

## **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 Frankfurt Airport Services Worldwide wholly-owned subsidiary. Today, the Concessions Program incorporates approximately 194,000 square feet (see Exhibit C – Concession Operational and Storage Area), which includes approximately 42,581 square feet of concessions support and storage space (see Exhibit H - Concessions Program Support and Storage Space) (collectively the "Concession Program"). 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 2022. The food and beverage line of business dominates the gross concessions sales, accounting for 65% in 2019 and 73% in 2022. CY 2019 represented the best year of the Concessions Program in terms of revenue, generating \$158 million in total sales.

According to the 2022 Airport Experience News Fact Book, BWI Marshall Airport ranked 30<sup>th</sup> among the Top 50 performing North American Airports with sales per enplaned passenger rising from \$9.21 in CY 2019 to \$10.88 in CY 2021.

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 2023, the Concessions Program provides employment for approximately 1,600 employees who maintain an average hourly wage (plus tips) of \$15.84 per hour.

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 provide 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 Proposer of this RFP will be required to completely reimagine, rebrand, and redevelop their own incubator program. In reimaging this program, the Administration envisions the Selected Proposer 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.

## **SECTION V – SCOPE OF CONCESSIONS MANAGEMENT SERVICES**

The following scope of concessions management services is identified to outline the minimum approach envisioned by the Administration. A Proposer may expand the minimum scope of services based on the relevant experience communicated in its 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 expects 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 Proposer;
- 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 maintenance, 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 the passenger experience;
- J. Collaborate with the Administration on the development and promotion of a microbusiness and small business incubator program at BWI Marshall Airport;
- K. 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;
- L. Implement a unified multi-touchpoint strategy that enhances the passenger's journey;
- M. Effectively manage third-party service providers to support the safety and operation of the concessions program; and
- N. Develop and maintain an annual hospitality, food safety, and customer service training program for sublessees including their employees.

## **AIRPORT DEVELOPMENT AREA**

The Development Area available to the Proposer is currently comprised of 194,122 square feet of concessions space (see Exhibit C – Concession Operational and Storage Area and Exhibit J - Concession Unit Space Roster), which includes approximately 42,581 square feet of concessions support and storage space (see Exhibit H - Concessions Program Support and Storage Space). In addition, the A/B Connector & Baggage Handling System Project will provide 42,867 square feet of new concessions space to the Development Area in the A/B Core upon its completion in the 2025-2026 timeframe.

## **COLLABORATIVE SERVICES**

It is important that Proposers recognize the Administration's effort to position itself on the cutting edge of technology, transportation, and sustainability. 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 Proposer 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**

The Administration has an exclusive lease and concessions contract with SmartCity Wireless Solutions of BWI, LLC (SmartCity Wireless). The Selected Proposer 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 Proposer 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.

## **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. The Selected Proposer will employ the services of Clear Channel Airports. In accordance with the contract to be awarded, the Selected Proposer shall develop and maintain an effective marketing and advertising strategy using creativity, quality, and responsiveness to increase the commercial activity of the Concessions Program. Proposers are encouraged to engage Clear Channel Airports to develop aspects of their Advertising and Marketing Plan.

## **OTHER CONSIDERATIONS**

### **Delivery & Distribution**

Since 2009, the Administration has contracted with Bradford Airport Logistics, LTD (Bradford Logistics) to operate and manage an integrated logistics service and on-Airport Centralized Receiving and Distribution Facility (“CRDF”) for the distribution of inventory to Airport concessions. The current contract is in hold-over status with the Administration.

The CRDF is in Building No. 107 on Air Cargo Road, immediately northwest and within walking distance of the Airport Terminal Building. The facility sits on a 1.33-acre parcel improved with a 35,939 square feet warehouse building. The Selected Proposer will be required to select and employ a qualified logistics provider for the receiving, delivery & distribution of concessionaire inventories from the CRDF. The Selected Proposer will work closely with its selected 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 Proposer and the logistics provider shall be non-exclusive. In addition to an operating agreement between the Selected Proposer and its logistics provider, the Administration will establish a lease 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.

### **Concessions Pricing Policy**

Pricing for all items and services must be displayed, easily understood by customers, in compliance with the Administration’s Pricing Policy and provisions of the Concession Operators’ subleases and be consistent with the menus that are approved by the Administration.

The Selected Proposer shall comply with the Administration’s Concessions Pricing Policy, which will be a maximum of Street Price plus ten percent (10%) (“Concession Pricing Policy” or “Pricing Policy”). The Administration’s Pricing Policy is subject to change. The Selected Proposer and its Sublessees shall observe the Administration’s Concessions Pricing Policy for goods and services as established by the rules and terms as more expressly outlined in Article VIII.C.4 in Exhibit A of this RFP.

### **State Lottery Vending Machines**

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 proposer 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.

### **Minute Suites Lease**

The Administration currently maintains a seven-year lease for 719 square feet of concession space with Minute Suites 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 Proposer.

## **SECTION VI – AIRPORT CONCESSIONS DISADVANTAGED BUSINESS ENTERPRISE (ACDBE) GOAL**

The Administration hereby notifies all Proposers 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 an 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.

**The Administration has established, in accordance with federal regulations, an ACDBE participation goal of thirty and thirty-two hundredths percent (30.32%). This established and approved goal combines both food & beverage, retail, and commercial services. As per FAA regulations, the ACDBE participation goal is subject to change every three years.**

Proposers must describe their ACDBE Plan under Tab 3 (ACDBE Plan) of their Proposal. All ACDBE firms shall be certified to perform the work they have been designated to perform at the time of proposal submission. Submittal of ACDBE firms who are not certified at submittal shall not be counted towards the ACDBE goal. If a Proposer does not meet the ACDBE goal and has not obtained a waiver as described below, its proposal will be deemed non-responsive and not susceptible for award.

If a Proposer is unable to structure the contract work in its Proposal to meet the ACDBE participation goal, Proposer may request in writing a waiver to the goal under Tab 3 (ACDBE Plan) of its Proposal. The Proposer is required to demonstrate, with sufficient written documentation, that it has made good faith efforts to achieve the ACDBE participation goal as referenced in the requirements for Tab 3 (ACDBE Plan).

The following is a list of efforts that can be made and will be considered a part of the Proposer'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 to increase the likelihood of achieving the goal.
- c. Providing interested ACDBEs with adequate information about the contract's requirements in a timely manner to assist them in responding to the solicitation.



- d. Following up on 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 Proposer within thirty days after award.

Any Proposer which elects to meet the ACDBE goal through joint ventures with MDOT-certified ACDBEs must submit to MDOT, the joint venture agreement, and evidence of all necessary MDOT ACDBE certifications with its submission. The ACDBE joint venture partner must demonstrate in the Proposal submission meaningful participation in the ownership, control, management responsibilities, risks, and profits of the joint venture meeting or exceeding the 30.32% participation goal.

MDOT is encouraging Proposers to include an industry-leading level of ACDBE participation in the developer organization.

## **SECTION VII – DIVERSITY, EQUITY AND INCLUSION AND OUTREACH**

The Administration is committed to promoting opportunities for small, minority, veteran-owned, and women-owned businesses, including firms certified as Airport Concessions Disadvantaged Business Enterprises (ACDBEs).

Consistent with that commitment, MDOT desires that businesses owned by socially and economically disadvantaged individuals, including certified Minority Business Enterprises (MBEs), as defined in §14-301 of the State Finance and Procurement Article, and certified Veteran-Owned Small Business Enterprises (VSBES), as defined in §14-601 of the State Finance and Procurement Article be considered for subcontracting opportunities. When permitted, MDOT encourages Proposers 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 Proposer and separately its Sublessees.

Proposers must describe their outreach efforts and commitment to diversity, equity, and inclusion under Tab 4 (Diversity, Equity and Inclusion) of their Proposal. MDOT encourages Proposers to promote and undertake efforts to reach out to firms owned by socially and economically disadvantaged individuals, including certified MBEs and certified VSBES for contracting and sub-contracting opportunities, to maximize their participation on this Contract. A directory of certified MBEs is maintained by the MDOT Office of Minority Business Enterprise.

The directory is available online at <https://marylandmdbe.mdbecert.com>.

## **SECTION VIII – SOLICITATION OVERVIEW AND PROCESS**

### **CONTRACTING OFFICER'S ROLES AND RESPONSIBILITIES**

The Contracting Officer will oversee all aspects of this solicitation. The Contracting Officer will initially review proposals to determine if the Proposer is 'Reasonably susceptible of being selected for award' or 'Not reasonably susceptible of being selected for

award.’ Should discussions and/or clarifications be necessary the Contracting Officer will coordinate the process and be the single point of contact. Should the MDOT require a Best and Final Offer (BAFO), the Contracting Officer will coordinate all aspects of the process. The Contracting Officer will also oversee the evaluation process and work with the evaluation teams and subject matter experts on the evaluation process. Upon completion of all discussions and negotiations, the Contracting Officer shall make a determination recommending award of the contract to the responsible Proposer whose proposal is determined to be the most advantageous to the State.

## **PROPOSER REGISTRATION**

To participate in the Pre-Proposal Conference and Site Development Tour, it is necessary for potential Proposers to register with MDOT. To register, Proposers must complete and submit Form No. 1 – Proposer Registration Form electronically to MDOT e-mail at: [tsoac@mdot.maryland.gov](mailto:tsoac@mdot.maryland.gov) no later than Wednesday, October 4<sup>th</sup>, 2023 and include Form No. 1 with this RFP in the package titled “Forms to be Submitted”. The Proposer Registration Form must indicate “Developer” to be considered as a registered Proposer.

## **PRE-PROPOSAL CONFERENCE**

MDOT has scheduled an in-person Pre-Proposal Conference on Wednesday, October 11<sup>th</sup>, 2023. The Pre-Proposal Conference will be held at The Maritime Institute Conference Center - Classroom 1, Lower Level, located at 692 Maritime Boulevard, Linthicum Heights, Maryland 21090, from 1:00 p.m. to 4:00 p.m. (local time).

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 MDOT on or before Wednesday, October 4<sup>th</sup>, 2023 to [tsoac@mdot.maryland.gov](mailto:tsoac@mdot.maryland.gov). MDOT 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. MDOT reserves the right to defer answering questions at the Pre-Proposal Conference and to address them after they have been submitted in writing.

MDOT will answer questions during the Pre-Proposal Conference but note that verbal answers are not official or binding to the State. To receive an official response, all questions must be officially submitted in writing to the Contracting Officer by the Questions & Answers due date. Only responses provided by the Contracting Officer are binding. Proposers are encouraged to attend the Pre-Proposal Conference, although attendance is not mandatory.

**(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 Proposers (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 directly following the Pre-Proposal Conference at The Maritime Institute Conference Center - Classroom 1, Lower Level, located at 692 Maritime Boulevard, Linthicum Heights, Maryland 21090.

MDOT is Maryland's official certification agency for the Airport Concessions Disadvantaged Business Enterprise (ACDBE) Program.

**SITE DEVELOPMENT TOUR**

A site development tour is scheduled for Thursday, October 12<sup>th</sup>, 2023, from 10 a.m. to 12 p.m. Any interested Proposer must submit its completed Form No. 3 by email to [tsoac@mdot.maryland.gov](mailto:tsoac@mdot.maryland.gov) by Wednesday, October 4<sup>th</sup>, 2023, to register for participation. This is the only opportunity for Proposers to tour the airport. MDOT is not offering additional site visits.

Only prospective Proposers are eligible to participate in the site development tour. Proposers are limited to five (5) total attendees.

MDOT will not answer questions pertaining to the RFP during the tour but may provide general facts regarding the Concessions Program. To receive an official response, all questions must be officially submitted in writing to the Contracting Officer by the Questions & Answers due date. Only responses provided by the Contracting Officer are binding.

## **QUESTIONS & ANSWER PERIOD**

Proposers having questions about this RFP or comments about the Contract documents may submit them in writing no later than 12:00 p.m. (local time) on Thursday, October 19<sup>th</sup>, 2023 by email to [tsoac@mdot.maryland.gov](mailto:tsoac@mdot.maryland.gov).

Written questions received after 12:00 p.m. (local time) on October 19<sup>th</sup>, 2023 will not be answered. **MDOT will not respond to any emails individually and will not respond to any telephone calls relating to this RFP.**

The Contracting Officer will confirm receipt of questions within 24 hours of receipt date. Upon failure to receive confirmation, the Proposer must contact the Contracting Officer to confirm receipt. MDOT intends to issue a written response to written questions pertaining to this RFP. 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 will be included in this response.

## **RFP ADDENDA**

Any clarification, interpretation or change to the RFP and/or Contract documents by MDOT will be made by written Addendum. MDOT is not responsible for any explanation, clarification, interpretation, or approval made or given in any manner except by written Addendum. Any Addendum so issued will be considered a part of this RFP and Contract documents. The RFP Addenda will be posted on MDOT's website at:

[RFP-MDOTAC2023 - MDOT](#)

(<https://www.mdot.maryland.gov/tso/pages/Index.aspx?PageId=206>)

Proposers must acknowledge the receipt of all addenda to this RFP issued before the Proposal due date in the Transmittal Letter accompanying the Proposer's submittal. Acknowledgment of the receipt of addenda to the RFP issued after the Proposal due date shall be in the manner specified in the addendum notice. Failure to acknowledge receipt of an addendum does not relieve the Proposer from complying with the terms, additions, deletions, or corrections set forth in the addendum, and may cause the Proposal to be deemed not susceptible for award.

## **SUBMISSION OF PROPOSALS**

### **Proposal Packaging**

**Technical Proposals and Financial Proposals shall be sealed separately from one another.**

It is required that the name, e-mail address, and telephone number of the Proposer is included on the outside of each parcel. Each parcel shall contain one (1) signed and bound ORIGINAL, two (2) bound copies, ten (10) electronic versions and one (1) redacted electronic version of the respective Proposal. All electronic versions shall be submitted in searchable Adobe .pdf format to support Public Information Act (PIA) requests. The redacted electronic version shall be submitted so that confidential and/or proprietary information can be removed.

Do not provide pricing information on the media submitted in the Technical Proposal.

Please note: if multiple parcels are submitted, each parcel must be numbered as "Parcel x of Total Parcels xx" (i.e "Parcel 1 of 3") and submitted to the Contracting Officer prior to the date and time for receipt of Proposals and including a label bearing:

- The RFP title and number
- Proposal Version (Technical or Financial)
- Name and address of the Proposer, and
- Closing date and time for receipt of Proposals

The State has established the following procedure to restrict access to Proposals received electronically: all Technical and Financial Proposals must be password protected, and the password for the Technical Proposal must be different from the password for the Financial Proposal. Proposers will provide these two passwords to MDOT upon request.

All Financial Proposals must be submitted on the Forms provided as Attachments to this RFP. All other required Financial documents must be submitted in searchable Microsoft compatible or searchable Adobe .PDF format to support Public Information Act (PIA) requests. The redacted electronic version shall be submitted so that confidential and/or proprietary information can be removed.

Electronic media in the form of a USB flash drive must be labeled on the outside with the RFP title and number, name of the Proposer, and appropriate Proposal type (Technical or Financial).

All pages of both proposals shall be consecutively numbered from beginning (Page 1) to end (Page “x”).

### **Proposal Delivery/Submission**

All Proposal submissions must be received no later than 2:00 p.m. local time on Monday, December 4<sup>th</sup>, 2023 at the following address:

Maryland Department of Transportation  
Office of Procurement  
7201 Corporate Center Drive  
Hanover, MD 21076  
Attention: Joy Abrams  
(410) 865-1129  
tsoac@mdot.maryland.gov

Submissions received after 2:00 p.m. local time on Monday, December 4<sup>th</sup>, 2023 shall not be considered, with no exceptions.

The Office of Procurement will be manned from the hours of 8:00am – 2:00pm (Local Time) during the week of November 27<sup>th</sup>, 2023. An appointment must be made for any

submittals scheduled for delivery outside of the week of November 27<sup>th</sup>, 2023 or outside the 8:00am – 2:00 pm (Local Time) office hours. Proposals delivered outside of those hours and not directly to the Contracting Officer or authorized designee will not be considered.

While MDOT does not recommend the use of the U.S. Postal Service or courier deliveries, any Proposal that has been received at the TSO mailroom for the respective procuring unit by the time and date listed in the RFP will be deemed to be timely. If a Proposer chooses to use the U.S. Postal Service or courier for delivery, MDOT recommends that it use Express Mail, Priority Mail, or Certified Mail only as these are the only forms for which both the date and time of receipt can be verified by MDOT. A Proposer using first class mail will not be able to prove a timely delivery at the mailroom, and it could take several days for an item sent by first class mail to make its way by normal internal mail to the procuring unit.

Hand-delivery includes delivery by commercial carrier acting as agent for the Proposer. For any type of direct (non-mail) delivery, Proposers are advised to secure a dated, signed, and time-stamped (or otherwise indicated) receipt of delivery.

The State has established the following procedure to restrict access to Proposals received electronically: all Proposal documents received via USB flash drive must be password protected. Proposers will provide the password to the Contracting Officer within 24 hours upon request, or their Proposal may be deemed not susceptible for award. Enforce strong user authentication and password control measures to minimize the opportunity for unauthorized access through compromise of the user access controls. At a minimum, the implemented measures should be consistent with the most current Maryland Department of Information Technology's Security Policy (<https://doit.maryland.gov/policies/Pages/default.aspx>), including specific requirements for password length, complexity, history, and account lockout.



## **PRE-OPENING MODIFICATION OR WITHDRAWAL OF PROPOSAL**

Proposals may be modified or withdrawn by written notice received by the MDOT Contracting Officer at [tsoac@mdot.maryland.gov](mailto:tsoac@mdot.maryland.gov) before the deadline for receipt of Proposals. The Contracting Officer will confirm receipt of modification or withdrawal request within 24 hours of receipt. Upon failure to receive confirmation, the Proposer must contact the Contracting Officer to confirm receipt.

## **ERROR IN SUBMITTED PROPOSALS**

If an error is discovered in Proposer's submission, MDOT may, at its sole option, retain the Proposal and allow the Proposer to submit specific corrections. If the Proposer's intent is clearly established based on the Selection Evaluation Committee's review and with approval from the Contracting Officer, MDOT may, at its sole option, allow the Proposer to correct an error based on that established intent.

## **EXCEPTIONS**

By submitting a Proposal in response to this RFP, a Proposer, if selected for award, shall be deemed to have accepted the terms and conditions of this RFP and the Contract, attached hereto as Exhibit A. Exceptions to the requirements must be included in the Proposal submission. Any other exceptions shall be so noted in and clearly identified in the Exceptions Matrix (Form 4) of the Proposal, as specified herein. All exceptions will be taken into consideration when evaluating the Proposer's submission. MDOT reserves the right to accept or reject any exceptions. At the sole discretion of the MDOT, exceptions to any part of the RFP may deem the Proposers proposal to be non-responsive and not susceptible for award.

## **INTERVIEWS AND PRESENTATIONS**

The Selection Evaluation Committee reviews and ranks Proposals received from Proposers that have been "preliminarily deemed reasonably susceptible for award" according to the criteria in this RFP. Proposers (hereinafter referred to as "Finalists") may be invited for interviews with the Selection Evaluation Committee.

Following MDOT's evaluation of the Proposals, the Contracting Officer reserves the right to require each Finalist to prepare and participate in oral presentations and/or other discussions on the content of its Proposal. If the Contracting Officer 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 MDOT's sole discretion, may be in-person. 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 MDOT with clarification of submitted Proposals only and shall not be construed as a solicitation, invitation, or opportunity for Proposer to alter, modify, or amend their previously submitted Proposal. Any alterations, modifications or amendments offered shall not be considered by MDOT; but will, however, be viewed as negatively impacting the interview evaluation.

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

## **PROPOSER DEBRIEFING**

A debriefing is available to any Proposer that submitted a Proposal in response to this RFP. Proposer debriefings shall be requested in writing by the non-selected Proposer within five business days of MDOT's notice of non-selection. The debriefing shall be a virtual meeting scheduled at MDOT's earliest convenience of receipt of written request by the Contracting Officer, or as soon after that time as practicable.

Debriefings shall:

- a.** Be limited to discussion of the unsuccessful Proposer's proposal and may not include specific discussion of a competing Proposer's proposal;
- b.** Be factual and consistent with the evaluation of the unsuccessful Proposer's proposal; and
- c.** Provide information on areas in which the unsuccessful Proposer's proposal was deemed weak or deficient.

Debriefings may not include discussion or dissemination of the thoughts, notes, or rankings of individual members of an evaluation committee, but may include a summary of the Contracting Officer's rationale for the selection decision and recommended contract award.

## **BEST AND FINAL OFFERS**

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

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

### **Recommended Award**

Following any applicable evaluation of BAFOs, and discussions, if any, with qualified Finalists, the Committee shall compile a final ranking of Proposals and recommend to the Contracting Officer an award of the Contract to the Finalist whose Proposal is determined to be provide the most advantageous solution to MDOT. The Evaluation Committees will make an award recommendation based on their review. The Contracting Officer will review the recommendations and make a determination for award. All determinations are subject to approval by the MDOT Secretary and the Maryland Board of Public Works (BPW).

## **NOTICES TO PROPOSERS**

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

## **AWARD**

MDOT will provide a notice of intent of award to the Proposer that has submitted the Proposal that combines to offer the best approach to the Scope of Services and Financial Compensation that meets the criteria established herein.

Along with the Notice of Intent to Award the Contract, MDOT will provide the prospective Lessee with four copies of the Contract and four copies of a Contract Affidavit. The Selected Proposer shall fully execute and deliver to MDOT three signed copies each of the Contract and Contract Affidavit within thirty calendar days after receipt. Failure to execute the Contract within the specified time frame may result in MDOT revoking the Contract offered, and the forfeiture of the prospective Lessee's Proposal Guarantee bond.

By executing the Contract, the Proposer 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 Proposer 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.

## **MDOT TO AWARD/NOTICE TO PROCEED**

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

## **PERFORMANCE GUARANTEE**

The Selected Proposer shall be required to execute and deliver to the Contracting Officer within thirty (30) calendar days after receipt of notification of approval of this Contract by the BPW, a performance guarantee, in the amount of fifty-percent (50%) of the total amount paid to the Administration by Fraport in 2023. The Selected Proposer shall

maintain the performance guarantee for the entire term of the Contract, including any extensions thereto. The amount of the performance guarantee shall be subject to adjustment at the end of each Contract Year of the term; that is, the amount of the performance guarantee shall be adjusted each year to an amount equal to approximately fifty percent (50%) of the amount paid by the Selected Proposer to the Administration for the previous Contract year.

## **CONTINGENT APPROVAL**

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

- Selected Proposer's Airport Security background investigation; and
- Approval of the Secretary of Transportation and the BPW

## **SECTION IX – PROPOSAL FORMAT AND CONTENT**

### **PROPOSAL FORMAT**

Proposers 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 Proposals. MDOT encourages clarity and brevity and requests that Proposers do not include information that is not directly relevant to their respective Proposals. Please only address the specific requirement(s) you are responding to, as additional information, marketing information and/or responses not related to the requirement will not be considered.

Proposals 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 Proposer'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 Tab 1 under Section IX (Proposal Content)) and excludes forms, attachments, agreements, drawings, and resumes.

Proposers are hereby advised that electronic or wet ink signatures will be acceptable. In the case of corporations, the signature must be that of a duly authorized officer of the corporation and the officer's title must be stated. In the case of partnerships, the signature of a general partner must follow the firm name, using the term "A Member of Firm." In the case of an individual, use the term "d/b/a" (Company Name) or identify individual as sole owner.

## **PROPOSAL CONTENT**

It is imperative that all Proposals include the following information, in the specific order outlined below. Please ensure that this order is followed, and that no critical information is omitted or altered. Proposers must insert a set of tabs that corresponds to the numbers in the list below (e.g. "Tab 1," "Tab 2" or "Tab 1 – Title Page," "Tab 1 - Transmittal Letter"). The Proposal content for each Tab must correspond to the information required in its section. All tabs must be clearly labeled, and all pages must be numbered. No tabs may be omitted. Tab/Section dividers do not count toward any page limits.

## **TECHNICAL PROPOSAL (TABS 1 – 7)**

### **TAB 1 – INTRODUCTION**

#### **Title Page**

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

#### **Transmittal Letter**

A transmittal letter must accompany the Proposal and briefly describe the Proposer. In the event, the 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 authorized individual to contractually obligate the Proposer to the requirements as stated in this RFP and presented in the 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 Proposer's submission.

### **Table of Contents**

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

### **Executive Summary**

The Executive Summary should provide:

1. A complete and comprehensive history of the company and each individual firm comprising the team, partnership, joint venture, or LLC ("Proposer");
2. Discussion of how the Proposer meets or exceeds the Mandatory Qualifications as referenced in Section III of this RFP;
3. Proposer's vision and mission statement;
4. A discussion of the company's track record on diversity, equity, and inclusion in its company's leadership and management ranks;
5. Proposer's business goals and objectives and how they relate to this business opportunity;
6. Description of Proposer's three main points of benefit. Specifically, what are three points of the Proposer's Proposal that makes it most advantageous for the BWI Marshall Airport passenger; and
7. Elements that differentiate Proposer's development approach for this project from other projects it has previously completed.

## **TAB 2 – FORMS AND INFORMATION TO BE SUBMITTED**

### **Proposal Guaranty**

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

- a. Each Proposer must submit a Proposal Guaranty in the sum of Seventy-Five Thousand Dollars (\$75,000.00) with its Proposal to guarantee execution of a

Contract by the Proposer based on the Proposal submitted. If the Proposer fails to execute the Contract offered by MDOT based on its Proposal, the Proposer's Proposal Guaranty shall be forfeited. The Proposal Guaranty, at the option of each Proposer, 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](http://www.treasurer.state.md.us) for further information); or
  - ii. Proposal Guaranty bond executed by the Proposer and by a surety meeting the qualifications set forth in Article XIX, in Exhibit A of this RFP.
- b. Proposal Guaranties will be released to those Proposers not awarded a Contract within thirty calendar days after approval of the Contract by the BPW.
  - c. The Proposal Guaranty submitted by the Selected Proposer 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.

### **Acknowledgment of Receipt and Commitment Statement**

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

### **Solicitation Affirmation and Bid/Proposal Affidavit**

The proposer 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, "Solicitation Affirmation Form."



## **Consultant & Professional Acknowledgment**

Proposers shall acknowledge all consulting and professional contractor or subcontract arrangements in response to or in relation to the development of the Proposal response.

Proposers are required to provide:

- a.** A complete and comprehensive listing of all consultants and other professional services (i.e., architect) providing service and/or counsel in the development of the Proposal Submission, Financial 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 Proposer.
- 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 Proposer and all consultants and/or professional service entities.

## **Non-Collusion Statement Affidavit**

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

## **Exceptions**

Proposers 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, Proposer shall state so on the page entitled "Exceptions." If no deviations are identified and Proposer's submission is accepted by MDOT, Proposer shall conform to all requirements specified in this RFP.

It is the intent of MDOT to award a Lease and Concessions Contract on a fair, competitive basis. For this reason, MDOT may view the notation of any "Exception" in response to any material conditions or requirement of this RFP as an attempt by the Proposer to vary

the terms of the RFP which, in fact, may result in giving such Proposer an unfair advantage over other Proposers.

**Proposers 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 Proposer shall be disqualified.**

### **Maryland Public Ethics Law Affidavit**

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

### **Confidentiality Statement**

Information that Proposer considers to be confidential should be identified here. Any information which is claimed to be confidential and/or proprietary information should be identified by page and Tab number. Proposer should give specific attention to the identification of those portions of its Proposal which it deems to be trade secrets or confidential commercial or confidential financial information. The Proposer should provide a reason why such information should not be disclosed by MDOT, upon request under the Maryland Public Information Act, Maryland Code Ann. General Provisions, 4-101 et seq. Proposer’s labeling the material as “confidential” or “not for public release” is not controlling on MDOT’s determination. MDOT may otherwise use or disclose the data submitted by each Proposer for any purpose. The entire Proposal cannot be given a blanket confidentiality designation - any confidentiality designation must apply to specific Tabs, pages, or portions of pages of the Proposal and an explanation for each claim shall be included.

A redacted electronic version of the Proposal compliant with the requirements of the Maryland Public Information Act Maryland Code Ann. General Provisions, 4-101 et seq. Is required as per Proposal submission requirements.

### **Proposal Checklist**

Proposer is required to include a fully completed Form No. 14, 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. Proposer shall submit its Proposal Checklist Form signed by an individual who is authorized to contractually obligate the Proposer and who has verified that the Proposer has submitted all required information.

MDOT will not be responsible for any cost incurred by any Proposer in preparing or submitting a Proposal. The Contracting Officer has discretion to determine if oral presentations will be required.

### **Other Information**

Proposer may submit additional documentation or any other information it deems relevant to assist MDOT in evidencing or determining the competency, aptitude, and capacity of the Proposer to establish, operate and manage the Contract to be Awarded. Proposers are encouraged to be innovative and “to leave no stone unturned” in their response to this RFP. Note that this additional documentation must be included in the 300-page count limit.

## **TAB 3 – ACDBE PLAN**

### **ACDBE Information**

Proposer shall provide the following information:

- a. A current copy of the MDOT ACDBE certification for each ACDBE firm that will participate in the Contract to be Awarded. Certification materials may be submitted as an Exhibit or Attachment to the proposal. **Note: ACDBE firms must be certified by MDOT at the time of proposal submission. Expired certifications or certifications from other federal, State, county or local agencies are unacceptable;**
- b. The registered NAICS codes to identify items being purchased or services to be provided (sublessee) by each participating ACDBE firm;
- c. A description of the legal arrangement(s) to be utilized (sublease, joint venture, partnership, etc.); and

- d. A draft copy (may be submitted as an Exhibit/Attachment) of the legal document to be executed between the Proposer and each named ACDBE Firm(s)

If for any reason Proposer is unable to structure the contract requirements in its Proposal with 30.32% ACDBE participation, Proposer may request in writing a waiver to the goal under this Tab 3 (ACDBE Plan) of its Proposal. The Proposer is required to justify a waiver request with sufficient written documentation of its good faith efforts to achieve the ACDBE participation goal as referenced in Section VI (ACDBE Goal).

### **ACDBE Plan**

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

- a. Proposer shall provide a description of the overall ACDBE Plan, including the number of ACDBE participants and the nature of their participation, and how the Proposer intends to meet and maintain the ACDBE participation goal;
- b. Proposer 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**);
- c. Proposer shall provide a total financial value of ACDBE management or service subcontract(s) or subleases 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.);
- d. If an ACDBE Firm is unable or unwilling to perform, describe the approach Proposer 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.

### **TAB 4 – DIVERSITY, EQUITY, AND INCLUSION**

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

Proposers shall indicate the Proposer's commitment to diversity, equity, and inclusion ("DEI") and support of underrepresented communities by completing Form 17 (Corporate Diversity Form).

## **TAB 5 – EXPERIENCE AND QUALIFICATIONS**

### **Description of Legal Entity (Proposer)**

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

- a. Proposer 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. Proposer shall state the name, business address, website address, telephone number, fax number, and employer identification number (EIN) of the Proposer and its state of incorporation, if a corporate entity, and **a certificate of good standing from that state**. If the Proposer 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 with a Maryland address, 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 business branches 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 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 Proposer's core business.
- e. Provide a comprehensive description of Proposer's historical operating business model. Clearly elaborate how the Proposer differentiates itself from similar companies.
- f. Provide the professional profile of senior company officials.

### **Qualifications**

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

### **Experience at Other Locations**

In this Section, Proposer should explain in detail the extent of Proposer'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 Proposer provides at all locations in which Proposer has designed, developed, leased, financed, and managed concession programs in the required industry experience time frame outlined in Section III (Mandatory Qualifications). Proposers 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 the Proposer, including its owner(s), has operated each location, including the dates during which the business enterprise was operated by the Proposer;

- 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 Proposer has made on past projects to include ACDBE, Small Business Enterprises (SBE) and other local businesses.
- i. Provide the number of full-time and part-time personnel employed by Proposer 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 Proposer's locations referenced above.

### **Contracts Terminated, Bankruptcy, Debarment, Taxes, Licenses, and Other Affirmations**

- a. **Contracts Terminated** - Provide the names, locations, and dates of all the Proposer'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, 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 Proposer, by the Proposer, by any subsidiary



entity in which the Proposer has a controlling interest, or by any other affiliate of the Proposer. If there is such litigation, the Proposer shall provide details including name(s) of court(s) and case number(s), and a description of issues before the court.

- b. Bankruptcy** - Indicate whether the Proposer, it's 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 Proposer, 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 such proceeding(s)].
- d. Taxes** - Provide affirmation that neither the Proposer 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 Proposer 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** - Proposer must provide an affirmative statement that the Proposer shall obtain insurance of the types and in the amounts described in Article XXVI of Exhibit A of this RFP.

### **Audit Review or Investigation**

Proposer 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 Proposer or related company(ies) and the disposition of any findings included therein.

### **References**

Proposer is required to provide a minimum of three written references from business entities, business leaders, industry organizations, government agencies, and/or airport authorities endorsing Proposer's qualifications, character, and service. The written references must be dated within six months of the Initial Proposal submittal date, and include a contact person, who may be contacted by MDOT and who is willing to discuss the Proposer'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 the person providing the reference.

Also provide at least one written reference from a bank or financial institution officer familiar with Proposer's financial accounts. Proposer 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 Proposer 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.

**Letters of reference attached under this Tab will not count against the 300-page count limit.**

## **TAB 6 – AIRPORT CONCESSION MASTER PLAN**

### **Team Composition Plan**

Proposers 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 Proposer's Technical submission.
- b. Convey the qualifications, responsibilities, and decision-making authority of the participant entities.
- c. Provide two written references, dated within six months of the 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 Proposer and each collaborator or teaming entity that will provide goods and services if Proposer is the Selected Proposer (Note: All certified ACDBE subcontractors shall be listed in Tab 3 of the Proposal).

### **Personnel Management Plan**

Proposer 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. MDOT encourages Proposers to include other descriptive materials as appropriate to expand and/or clarify the management team.

Proposer shall submit the total number of personnel required to properly and successfully perform services requested in this RFP and as proposed by Proposer. In addition, Proposers 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.** Proposers shall submit comprehensive resumes for any employees designated as key staff who have been identified as of the Proposal due date.
- c.** Proposers shall submit a comprehensive plan describing how they will establish and maintain a diverse workforce.

### **Project Transition Plan**

Proposer 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. Proposer'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.). A methodology and timeline for transitioning out of the existing Concessions Program also must be submitted, including plans for implementing and managing temporary concessions units during construction phases in order to provide passengers with uninterrupted shopping and dining services.

Proposer shall identify and explain 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 concession opportunity.

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

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

- e. A description of Proposer’s plan for developing and implementing temporary concessions services.

### **Architectural & Project Design Plan**

Proposer 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 reimagined Concessions Program that drives a memorable passenger journey, visually, emotionally, and geographically. Proposer’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 Proposer’s vision for the A/B Connector Expansion area, and two should illustrate Proposer’s vision for the existing A/B food court and retail spaces. NOTE: Proposers may submit additional sketches or renderings to adequately communicate its design plan;
- b. Provide a narrative description of the redevelopment concept elements; and
- c. Provide an affirmative statement that Proposer 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; and
  - iii. Tenant Design Standard for Restaurant & Food Court Sublessees/Tenants.

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

### **Concession (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, passenger experience, and

convenience. Proposer's Development Plan is expected to redefine, transform, and elevate the Airport's Concession Program. As part of its Development Plan, Proposer shall:

- a.** Provide a written description of its overall approach to the design and construction of the proposed redevelopment program at BWI Marshall Airport. The Proposer is to describe methods for minimizing construction time, maximizing cost-effectiveness, and avoiding delays that would result in inconvenience to passengers/guests and failure to meet the schedule proposed;
- b.** Provide a detailed and comprehensive written narrative as to how Proposer'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 Proposer's submission. By separate appendix, Proposers are required to provide official letters of intent from retailers, restaurants, and commercial service providers;
- d.** Provide a detailed written description of the Proposer'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 Proposer'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 Proposer's arrangement of concessions throughout the passenger journey and how it connects or engages with Airport passengers. In addition to its detailed written narrative, Proposers are required to provide comprehensive location schematics, renderings, drawings, and/or photographs, illustrating Proposer's tenant mix methodology with specific placement of all proposed tenants and concessions concepts that will maximize revenues;
- e.** Proposers must detail their techniques, approaches, and methodology for marketing, evaluating, and leasing available concessions locations;

- f. Provide a detailed narrative as to how Proposer will develop and maintain a regional (Washington D.C. – Baltimore/Maryland) focused retail and restaurant Concessions Program;
- g. Describe Proposer’s expertise and experience in soliciting and negotiating leases. If leasing is achieved through a third-party entity (broker/leasing agent, etc.), Proposer must provide detailed information regarding that entity. Proposers should list their most successful operating brands (nationally and internationally) operating at its property;
- h. Provide a written narrative as to how Proposer 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 Proposer proposes to implement to generate passenger/guest value and/or increase revenues; and
- j. Describe how the Proposer plans to meet LEED silver compliance as a function of the buildout of its program. The Proposer shall also submit a list of the features and designs that will be combined to give the desired results.

### **Quality Assurance Plan**

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

### **Facility Operation & Maintenance Plan**

Proposer 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. Proposers are also encouraged to refer to Exhibit E (Operations & Maintenance Responsibility Matrix) when developing the facility operation & maintenance plan.

Notwithstanding the above, Proposer shall describe how it will maximize environmental best practices and promote sustainability in the operation and maintenance of the Concessions Program, including implementing recycling and/or organic materials programs, energy efficiency practices, use and reuse of locally produced materials, practices to promote reduction of carbon footprint, etc.

### **Delivery & Distribution Plan**

Proposer shall provide:

- a.** The exact name of Proposer'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 Proposer 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.



## **Commercial Terms & Other Obligations**

Proposer shall provide:

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

## **Micro Business & Startup Entrepreneurship Program**

Proposers are required to provide a cohesive plan that outlines their strategy to accelerate and foster micro and startup business growth and success at BWI Marshall Airport. At a minimum, Proposer shall provide:

- a. Proposer's proposed branding identity for the micro business and startup entrepreneurship program at BWI Marshall Airport, including the proposed name and logo.
- b. Proposers shall provide a full and comprehensive written program narrative outlining, at a 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 Proposer will utilize such organizations to support and strengthen the program.
- d. Proposer 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, Proposer shall highlight any existing small, micro, or startup business programs it has developed at other airports. Proposers at a 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 7 – PASSENGER/GUEST EXPERIENCE & MARKETING PLAN**

In the passenger/guest experience & marketing plan, each Proposer must communicate its passenger/guest experience development process, thus ensuring that no aspect of the guest experience at the Airport happens without conscious, explicit intent. This means considering every possibility of every action and interaction (touchpoints) the passenger/guest is likely to have from driving onto 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. Proposer's response should demonstrate an understanding of the passenger/guest's expectations at every step of their traveling journey and how Proposer'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. Proposer's customer-experience vision for the Concessions Program;
- b. Proposer's narrative of its esthetic and architectural design experience;
- c. Proposer's proposed technology innovation and passenger/guest interactive experience;
- d. Proposer's detailed and comprehensive plan to maximize revenues for the first five years of the Contract Term;
- e. Proposers must list and submit comprehensive summary of any and all vertical markets proposed to increase revenues;
- f. A sample of Proposer's promotional materials and/or marketing samples promoting its shopping center(s), restaurant and retail shopping district(s), commercial properties and/or transportation facilities (MDOT will accept sample videos as part of Proposal submissions); and

- g. A detailed and comprehensive written narrative as to Proposer’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.

## **FINANCIAL PROPOSAL (TAB 8)**

**NOTE: THE FINANCIAL PROPOSAL (TAB 8) MUST BE SEALED AND SUBMITTED SEPARATELY FROM THE TECHNICAL PROPOSAL.**

### **TAB 8 - FINANCIALS**

#### **Financial Ability to Perform**

Proposers are required to provide complete and detailed audited financial statements for Proposer’s two (2) most recently completed fiscal/calendar years including balance sheet, assets, liabilities, owner equity, income statement, and cash flow statement prepared in accordance with auditing standards based on Generally Accepted Accounting Principles (“GAAP”) and/or International Financial Reporting Standards (“IFRS”). 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 is unacceptable. Financial Statements can be included as an Exhibit or Attachment to the proposal.

If Proposer is a newly formed entity that cannot provide complete and detailed audited financial statements for Proposer’s two (2) most recently completed fiscal/calendar years including balance sheet, assets, liabilities, owner equity, income statement, and cash flow statement, the Proposal must include a complete and comprehensive financial resume, which clearly expresses the Proposer’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 Proposer’s fixed and variable expenses and working capital for developing the Retail, Restaurant & Commercial Services Program.

In the event Proposer cannot provide the financial statements requested above, the Proposer may use a parent firm or Guarantor to guarantee the financial capacity to perform. If MDOT must rely on the financial capacity of another company (e.g., parent firm, Guarantor) in determining Proposer'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") and/or International Financial Reporting Standards ("IFRS") 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 is unacceptable. In addition, the Guarantor must execute a Guaranty of Performance document (which is included with this RFP as Form No. 11) for the Proposer to be considered for Contract Award.

### **Financing and Capital Investment Plan**

Proposer must submit its Minimum Initial Investment in Capital Improvements (IICI) for Existing Concession Facilities plan commitment (the "Initial IICI Commitment"), based on its Airport Concessions Master Plan, detailing how Proposer plans to satisfy or exceed the minimum capital investment amount established in Section 3 of this RFP (Mandatory Qualifications). The Selected Proposer, at no expense to the Administration, will be responsible for constructing, equipping, furnishing, and completing the IICI for Existing Concession Facilities, and shall expend not less than \$30 Million or as proposed in Proposer's submittal. 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. Proposer 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).

Proposer must also submit its IICI for the Build-Out of the new A/B Connector & Baggage Handling System Project (see Article X.F in Exhibit A of this RFP).

Proposer's required IICI includes only the following items:

1. Directly contracted construction costs;
2. Furniture, fixtures, decorative treatments, and equipment purchased for direct use in the Common Areas; and
3. Design and engineering costs not to exceed 15% of the total approved cost of the unit project.

In addition, Proposer 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, Proposer 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).

Proposer must detail and provide specific evidence of the amounts and sources of committed financing it has secured to fund, at a minimum, its proposed IICI Commitment based on this RFP, Proposer's Proposal submission, and the Contract to be Awarded. In addition, Proposer shall provide a statement by an authorized executive confirming that the Proposer has sufficient access to capital to, at a minimum, meet the capital requirements of the Contract to be Awarded.

### **Pro Forma Statement**

Each Proposer is required to provide a pro forma statement in U.S. Dollars of Proposer's projected gross revenues and expenses for the first eight years of the proposed twenty-

year Contract Term. Proposers shall use the pro forma template provided with this RFP (Form 16 – Pro Forma Statement) to submit their statement.

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);
- c. Projected annual operating expenses including but not limited to salaries, regulatory fees, supply, and equipment purchases, insurance, rental costs, etc.
- d. Projected rent to the Administration;
- e. Projected repayment of any and all loans, debt or other financing used to fund the IICI Commitment;
- f. Projected depreciation of any equity used to fund the IICI Commitment;
- g. Pre-tax return to the Proposer; and
- h. Data submitted shall include the Proposer's working capital required for the venture and sources of cash to provide for the payment of Proposer's fixed and variable expenses and working capital.

### **Economic Benefits to the State of Maryland**

- a. Each Proposer 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 Proposer's performance of the Contract resulting from this RFP. The narrative shall include:
  - i. Proposers 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. Proposers 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;
- ii. Proposers 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. Proposers should describe how it will reach out to the local community to increase the ability to attract local residents. Proposers shall estimate the number and types of jobs for State residents resulting from the selection of the Proposer's proposal. Indicate job classifications and the number of employees in each classification;
  - iii. Proposer shall provide the estimated tax revenues to be generated for the State and its political subdivisions as a result of the Proposer'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; and
  - iv. 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.

### **Rent & Financial Offer to the Administration**

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

Proposer shall state in words and in numbers its financial compensation to the Administration, which shall be proposed as a percentage of gross concessions revenues. The Selected Proposer 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:

During the Operation & Management Period of the Contract Term, the Selected Proposer 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 Compensation).

**Note: No Financial Compensation Proposal will be accepted by the Administration in which the percentage Concessions Fee is less than fifty-five percent (55%).**

For each month of each succeeding year of the Operation & Management Period of the Contract Term, the Proposer 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 Compensation)

Nothing shall be entered on the Financial Proposal Form 13 that alters or proposes conditions or contingencies on the financial compensation.

## **SECTION X – PROPOSAL EVALUATION CRITERIA**

### **SELECTION EVALUATION COMMITTEE**

All Proposals received by the submission deadline will be reviewed by MDOT's Selection Evaluation Committees (Committees). The Committees will review Proposals, participate in Proposer oral presentations and discussions (if requested), and provide input to the



Contracting Officer. MDOT reserves the right to utilize the services of individuals outside of the established Committees for advice and assistance, as deemed appropriate. During the evaluation process, the Contracting Officer may determine at any time that a particular Proposer is not susceptible to award. Financials will be reviewed and evaluated separately from other proposal sections by an independent aviation industry financial consultant. Recommendations for award will be made to the Contracting Officer who will provide a determination for award.

## **QUALIFYING PROPOSALS**

Before the commencement of the Proposal evaluation process by the Committees, the Contracting Officer will review each Proposal package for compliance with the submission guidelines of this RFP. The Contracting Officer may classify the Proposals as; a) Reasonably susceptible to being selected for award; or b) Not reasonably susceptible to being selected for award. Proposers whose Proposals are classified as not reasonably susceptible of being selected for award shall be so notified, and Proposer may request a debriefing per Section VIII of this RFP. Proposers whose proposals have been evaluated as reasonably susceptible of being selected for award may be asked to change or supplement their proposal.

## **EVALUATION CRITERIA**

The Contract resulting from this RFP will be awarded to the Proposer presenting the most advantageous Proposal to MDOT considering the evaluation criteria listed below. Proposers are encouraged to fully address each category. Please refer to Section IX of this RFP for proposal format and organization.

### **Technical Proposal Evaluation Criteria**

- 1. Airport Concessions Master Plan (50%)**
  - a. Retail, Restaurant, and Commercial Services Development Plan*
  - b. Facility Operation and Maintenance Plan*
  - c. Architectural and Project Design Plan*
  - d. Team Composition Plan*
  - e. Personnel Management Plan*
  - f. Quality Assurance Plan*

- g. Project Transition Plan*
- h. Delivery and Distribution Plan*
- i. Commercial Terms & Other Obligations*
- j. Microbusiness and Startup Entrepreneurship Program*

**2. Experience and Qualifications (15%)**

- a. Description of Entity*
  - b. Qualifications*
  - c. Experience at Other Locations*
  - d. Contracts Terminated, Bankruptcy, Debarment, Taxes, Licenses and Other Affirmations*
  - e. Audit Review or Investigations*
- \*All subcategories under "Experience and Qualifications" will be equally weighted in consideration of overall category score*

**3. Passenger/Guest Experience and Marketing Plan (10%)**

- a. Customer Experience Vision*
- b. Use of Technology & Innovation to Enhance Passenger Experience*
- c. Plan for Maximizing Revenue in First Five (5) Years*
- d. Sample Marketing and Promotional Materials*
- e. Concessions Program Pricing Policy Messaging*

**Financial Proposal Evaluation Criteria**

**4. Financials (25%)**

- a. Financial Ability to Perform – Pass/Fail*
- b. Rent and Financial Offer to Administration*
- c. Financing and Capital Investment Plan Commitment*
- d. Economic Benefits to the State of Maryland*