



Northern Virginia Regional Park Authority

RFP #2020-005 Mitigation and Ecosystem Banks

RFP Issue Date: Wednesday, Sept. 9, 2020

Proposals Due: 12 PM Eastern on Friday, Oct. 23, 2020

Table of Contents

1. OVERVIEW OF THE OPPORTUNITY AND RFP PROCESS	3
1.1. Overview of the Opportunity and RFP Process.....	3
1.2 Goals & Objectives	4
1.3 Project Scope	4
1.4 Proposed Deal Structure	5
1.5 Project Funding	6
2. REQUEST FOR PROPOSALS (RFP) PROCESS	6
2.1 Solicitation Schedule	6
2.2 Evaluation Factors and Selection	7
2.3 Selection of a Finalist	8
2.4 Communications	8
2.5 Explanations and Clarifications	9
2.6 Modification/Acknowledgement of Solicitation Addenda	9
3. RFP RESPONSE REQUIREMENTS	9
3.1 Requirements for Proposal	9
3.2 Team Information	10
3.3 Financing Plan	10
3.4 Project Costs	10
3.5 Project Pro Forma	11
3.6 Concept Plan	11
3.7 Schedule	11
3.8 Obligations and Limitations Related to the Parks	12
3.9 Permitting	12
3.10 Construction	12
3.11 Confidential Data	12
3.12 Late Submission and Modifications of Proposals	13
3.13 Withdrawal of Proposals	13
3.14 Award of Contract	13
3.15 Cancellation of Solicitation	14
3.16 Ethics in Public Contracting	14
3.17 Debarment Status	14
4. SUBMISSION REQUIREMENTS	14
4.1 General Format	15
4.2 Authority's Website	15
4.3 Submission Instructions	15
Maps: Exhibits A-F	16-21
Conservation Easements and Special Conditions: Exhibits G-K	

1. OVERVIEW OF THE OPPORTUNITY AND RFP PROCESS

1.1. Overview of the Opportunity and RFP Process

- A. The Northern Virginia Regional Park Authority, aka “NOVA Parks” (the “Authority”) is issuing this Request for Proposals (“RFP”) to provide instructions for the submittal of detailed final proposals from qualified parties (“Proposer”) to evaluate and develop mitigation and/or ecosystem banks (“Mitigation Banks”) within the Authority’s lands.
 - a. Potential Mitigation Banks may include any or all of nutrient mitigation, wetland restoration, wetland preservation, stream restoration, carbon sequestration, and other similar environmental markets.
 - b. Proposals shall include identification of candidate sites within the Authority’s land holdings, analysis of opportunities and constraints, and implementation of a development plan upon award of a Contract.
- B. The Authority manages over 12,000 acres of park land. These sites are shown on the map in Exhibit A. Sites of particular interest are shown on the maps in Exhibits B-F and include:
 - a. the western extent of Beaverdam Reservoir Regional Park, a 94-acre section of a larger property owned by the Authority and Loudoun Water, located generally between Martin’s Chase Estates and Reservoir Road, Leesburg VA 20175;
 - b. the southeastern extent of Bull Run Regional Park, a 357-acre section of a larger property owned by the Authority located at 7700 Bull Run Drive, Centreville VA 20121;
 - c. the western extent of Gilbert’s Corner Regional Park, 68-acre section of a larger property owned by the Authority located at 23557 Watson Road, Leesburg VA 20175;
 - d. Springdale Regional Park, a 150-acre property owned by the Authority and soon to be doubled in size, located at Kenslee Hill Lane, Catoctin VA 20176; and
 - e. White’s Ford Regional Park, a 294-acre property owned by the Authority and located at 43646 Hibler Road, Leesburg VA 20176.
- C. The Authority is seeking a private partner to design, finance, construct, and operate Mitigation Banks in accordance with the Authority’s objectives. All costs associated with the design, financing, construction, and operation of the Mitigation Banks (and associated improvements) will be borne solely by the Proposer selected to serve as the Authority’s development partner for the Mitigation Banks. Neither the Authority nor any of the Authority’s member jurisdictions shall provide any funding for any costs associated with the Mitigation Banks.
- D. Through this RFP process, the Authority will select a partner or multiple partners for developing the Mitigation Banks by evaluating which proposal(s) best respond(s) to the Authority’s goals for development of the Mitigation Banks in a timely and feasible manner.
- E. Responses to this RFP are required to be submitted to the Authority no later than 12:00 PM Eastern Standard Time (EST) on Friday, Oct. 23, 2020. The Authority may postpone the date on which responses are to be submitted by issuing an addendum or take any other action with respect to this RFP that the Authority deems to be in its best interest.
- F. Each prospective Proposer shall be responsible for checking the Authority’s website at <https://www.novaparks.com/about/bids-proposals> on a regular basis for any updates regarding this RFP provided by the Authority and for any addendum(s) to this RFP issued by the Authority. Proposers shall be responsible for obtaining any addendum prior to the response due date.

1.2. Goals & Objectives

The goal of this RFP is to identify one or more development partner(s) for the Authority in piloting and implementing Mitigation Banks on Authority land, in order to improve and protect the natural resources in the Authority's care, mitigate unavoidable environmental impacts of the Authority's own projects when applicable, and create a new source of revenue for the Authority.

1.3. Project Scope

- A. The Project will consist of the following Required Project Services:
 - a. Conducting a Mitigation Bank feasibility review to gauge site potential and marketability among Authority-managed lands, as identified with Authority staff. Examples include but are not limited to: nutrient mitigation, wetland restoration, wetland preservation, stream restoration, carbon sequestration, and other similar environmental markets.
 - b. Designing, building, financing, operating, and maintaining Mitigation Banks on one or more tracts of Authority-owned property in Northern Virginia.
 - c. Securing and complying with all required permits and mitigation (or nutrient, etc.) banking instruments to develop and provide on-demand credits.
 - d. Commercializing credits to third parties.
 - e. Securing, maintaining, and monitoring the Mitigation Banks as required by the regulatory agencies.
 - f. Proposing a long-term steward(s) to assume responsibility for the Mitigation Banks site(s) at the end of the operational period and approval by regulatory agencies.
- B. Detailed Scope of Services: The Authority currently anticipates that the Proposer will be responsible for the following scope of services, which are provided to illustrate responsibilities but should not be construed as exclusive responsibilities:
 - a. Required Project Services: The Proposer will be responsible for performing all Required Project Services. Although the Proposer may choose to rely on team members in executing its responsibilities, the Proposer shall bear sole responsibility for performing the Required Project Services as between the Proposer and the Authority.
 - b. Commercialization Activities: The Proposer will be responsible for identifying the amount or percentage of total created credits; marketing credits; debiting from the revenues to offset Mitigation Bank development costs; allocating proceeds for the required long-term steward(s) of the Mitigation Bank(s); and entering an agreement with the Authority to provide revenue in the form of a negotiated percentage of gross credit revenue. The Proposer will also be responsible for any permitting and licensing requirements, and other requirements in connection with Commercialization Activities.
 - c. Federal, Commonwealth, and Local Regulations and Reviews: The Proposer will be responsible for investigating, reviewing, overseeing, and ensuring that all federal, Commonwealth, and local applicable laws, regulations, and requirements are followed in the process of establishing licenses or permits required to be obtained in connection with the performance of its obligations under the Contract.
 - d. Environmental, Utility, and Access Permits and Licenses: The Proposer will be responsible for investigating the requirements of any necessary environmental, utility, access, and any other such permits and for ensuring regulatory compliance as required

under the Contract. The Proposer will be responsible for securing and complying with all such permits and licenses as required for the development of the Project.

- e. Prospectus and Mitigation Banking Instrument: The Proposer will be responsible for preparing and submitting any mitigation bank prospectus as the mitigation bank sponsor, and for preparing, submitting, negotiating, and executing the mitigation banking instrument with the Interagency Review Team (IRT) for Virginia prior to commencing with construction and commercialization activities.
 - f. Site Safety and Security: The Proposer will be responsible for ensuring public safety and security for the Project. See also Section 3.8 of this RFP regarding Obligations and Limitations Related to the Parks.
 - g. Monitoring, Maintenance, and Operations: The Proposer will be responsible for monitoring, maintenance, and operations of the site(s) during the agreement term and as required by applicable permits and mitigation banking instrument(s). The Proposer will identify a long-term steward to take over the responsibility of the mitigation site(s) upon end of the bank operational period, monitoring requirements completed, approval by the IRT (or other applicable entity), and completion of the Contract. The Proposer will also establish and fund an escrow account for long-term maintenance.
 - h. Other Duties: The Proposer will be responsible for other duties as agreed in the Contract.
- C. Coordination with Governmental Agencies and Other Key Stakeholders: It is anticipated that the Proposer will play a leading role in work with all regulatory agencies and stakeholders, with the Authority providing assistance and cooperation. It will be the Proposer's responsibility to coordinate and negotiate the mitigation design for the site(s) with the IRT (or other applicable entity) to be included in the executed mitigation banking instrument(s).
- D. Conceptual Layout, Design, and Approvals: The conceptual layout and design for the site(s) will be mutually agreed between the Authority and the Proposer to yield the highest potential of credits and market value based on construction and constructability, within the constraints of the Authority's desired future recreational uses. The final conceptual layout and design must be approved by the IRT (or other applicable entity).

1.4 Proposed Deal Structure

- A. The contemplated deal structure is offered whereby the Proposer receives compensation for all costs associated with the design, construction, financing, monitoring, operations, and maintenance of the Required Project Services through commercialization of the credits and allocation of revenue. Further, the contemplated deal structure is one in which the Authority receives a percentage of gross revenue, to include a guaranteed minimum yield. These costs and expected yields are required to be included in the Proposer's Bid Submission during the RFP process.
- B. The Proposer will be required to provide all necessary, required, and identified design, construction, monitoring, operations, and maintenance of the Required Project Services. Revenues from Commercialization Activities will be collated as a land lease payment for a term that matches the length of the monitoring or operational period in accordance with the permitting and executed mitigation banking instrument dependent upon type of environmental mitigation established.

- C. The Proposer will be granted a license to the land(s) identified in this RFP where the Proposer can engage in mitigation bank development, operations, and Commercialization Activities in accordance with all permit requirements, the mitigation banking instrument(s), and applicable law. This license will be transacted in the Contract as a land lease. The length of the land lease will be identified, determined, and negotiated during the RFP Process but is anticipated to be approximately fifteen (15) years.
- D. The Authority seeks a term for the Required Project Services that matches the length of the operational period, monitoring period, or fifteen (15) years, whichever is longer as defined in the executed mitigation banking instrument and as required by the IRT and the Contract.

1.5 Project Funding

As described in Section 1.1.C of this RFP, the Authority does not intend to reimburse the Proposer for the Required Project Services. The Proposer will be responsible for the payment of the design, construction, monitoring, operations and maintenance services for the Required Project Services through the revenue generated via sale of credits, which includes deposits made into the escrow account for long-term steward maintenance work and activities that will begin after the full term of the Contract.

2. REQUEST FOR PROPOSALS (RFP) PROCESS

2.1. Solicitation Schedule

The following is the anticipated RFP Schedule. The Authority may, in its sole discretion, change this schedule at any time. If the Authority changes dates in the schedule before contract award, it will issue an addendum to this RFP. It is each prospective Proposer's responsibility to regularly check the Authority's website at <https://www.novaparks.com/about/bids-proposals> for current information regarding this RFP Schedule.

EVENT	DATE
Release of this RFP	Sept. 9, 2020
Deadline for all questions	Oct. 16, 2020
RFP responses due	Oct. 23, 2020
Final presentations with selected Proposers regarding their proposals (if required by the Authority)	Nov. 2-6, 2020
Selection of Proposer	Estimated Nov. 19, 2020

Note: The Authority may elect to have selected Proposers make presentations regarding their proposals to the Authority. Presentations will be a videoconference opportunity for each of the selected Proposers and their respective development teams to present the details of their proposals to the Authority. Such presentations will be scheduled by Authority.

2.2. Evaluation Factors and Selection

- A. Proposers should demonstrate the following for evaluation:

- a. The background, education, licenses, and experience of the Proposer and any subcontractors in providing similar services elsewhere, including the level of experience in working with public agencies and the quality of services performed.
 - i. A minimum of five years of experience in delivering projects of similar size and complexity.
 - ii. Demonstrated experience in the successful management of design and construction on Design-Build projects.
 - iii. Class A Virginia Contractors License.
 - iv. Relevant experience with Virginia projects, including permitting experience with DEQ, DCR, USACE, VMRC and DGIF.
- b. The Proposer's responsiveness and satisfaction of this RFP's requirements and conditions.
- c. Determination that the selected Proposer has no contractual relationships which would result in a conflict of interest with the Authority's Contract.
- d. The Proposer's ability, capacity (including financial resources), and skill to fully and satisfactorily provide the services required in this RFP.
- e. Demonstrated knowledge and understanding of specific project issues and risks and the issues, benefits, and responsibilities associated with the Design-Build processes as set forth by the Commonwealth of Virginia.
- f. The quality of Proposer's performance in comparable and/or similar projects. Proposer must provide substantial evidence of prior work experience of a similar nature. Demonstrate record of performance, including completion schedule, quality of work, completion within budget, claims history, record of termination for cause and defaults, and client references.
- g. Whether the Proposer can provide the services in a prompt and timely fashion.
- h. Whether the Proposer is otherwise qualified and eligible to receive award under this solicitation and laws or regulations applicable to this procurement.
- B. Selection shall be made of one or more Proposer(s) deemed to be fully qualified and best suited among those submitting proposals on the basis of the evaluation factors referenced in this RFP. Negotiations shall be conducted with the selected Proposer(s). Negotiations shall include financial aspects of the proposals and may also include technical aspects. The negotiations shall require more detailed information from the Proposer(s) including financial proposals.
- C. After negotiations have been conducted with each Proposer so selected, the Authority shall select the Proposer which, in its sole and unfettered discretion, has made the best offer, and shall award the contract to that Proposer. Notice of any award made by the Authority shall be posted on the Authority's website at <https://www.novaparks.com/about/bids-proposals>. The Authority may cancel this RFP or reject proposals at any time prior to an award. Should the Authority determine in writing and in its sole and unfettered discretion that only one Proposer has made the best proposal, a contract may be negotiated and awarded to that Proposer. The Authority may also select and award contracts to multiple Proposers at its discretion, for purposes that may include but are not limited to creating Mitigation Banks at multiple sites and developing different types of Mitigation Banks. The award documents will consist of legal documentation required to implement the Mitigation Banks and will incorporate by reference all the requirements, terms and conditions of this RFP.

- D. The purpose of this RFP is to provide the Authority with a detailed, consistent proposal from each Proposer in order to facilitate a fair evaluation of each proposal by the Authority. The Authority's evaluation of each proposal will be based upon the information provided in response to this RFP, additional information requested by the Authority, information obtained from independent sources, and formal presentations (if requested). The Authority will select the qualified party that best meets the Authority's programmatic and financial objectives.
- E. Following selection of a finalist(s), the Authority reserves the right to modify the requirements for the Mitigation Banks set forth in the RFP as deemed in the best interest of the Authority. The Authority makes no representations of any kind that an award will be made as a result of this RFP. The Authority reserves the right to accept or reject any or all proposals, waive any formalities or minor technical inconsistencies, request clarification of proposal data, and/or delete any item/requirements from this RFP when deemed to be in the Authority's best interest.

2.3. Selection of a Finalist

- A. The Authority's evaluation committee will evaluate proposals submitted by each qualified party to determine which proposal best meets the Authority's programmatic and financial objectives. In connection therewith, the Authority may elect to conduct negotiations with one or more Proposers. The Authority reserves the right to call for Best and Final Offers.
- B. The Authority will not enter into negotiations of legal documents with any party until a full review and investigation into such party's technical qualifications and capabilities and organizational structure and financial condition has been completed on behalf of the Authority. The finalist(s) shall fully and timely cooperate with the Authority's representatives and/or advisors in the performance of such review and investigation.

2.4. Communications

- A. Throughout the procurement process, Proposers may only have contact with Brian Nolan, the Authority's Director of Planning and Development, or Paul Gilbert, the Authority's Executive Director (the "Procurement Officials"), or other representatives of the Authority identified elsewhere in the RFP process. Discussions or communications regarding this RFP with any other individuals associated in any capacity with the Authority, its consultants or contractors, or members of the NOVA Parks Board, or members of the governing bodies of the Authority's member jurisdictions, including, without limitation, the Fairfax County or Loudoun County Boards of Supervisors, are prohibited, unless otherwise approved in writing by the Procurement Officials.
- B. Discussions or communications with any other person, regardless of the format, could result in disclosure of proprietary or other competitive sensitive information or otherwise create the appearance of impropriety or unfair competition and, thereby, compromise the integrity of the Authority's procurement process.
- C. "Proposers" includes subcontractors at all levels and joint venture members, where applicable.
- D. Proposers shall provide immediate written notice to the Procurement Officials any time contact has not been limited to the Authority's Procurement Officials concerning this solicitation, whether initiated by the Proposer or by other Authority employees, consultants, contractors, or members of the NOVA Parks Board, or members of the governing bodies of the Authority's

member jurisdictions, including, without limitation, the Fairfax County or Loudoun County Boards of Supervisors.

- E. Any violation of this prohibition may result in the disqualification of the Proposer from further participation in this procurement, and from any award of any contract under this solicitation.
- F. The Procurement Officials for this procurement are:

Brian Nolan, Director of Planning and Development, and Paul Gilbert, Executive Director
NOVA Parks
5400 Ox Road
Fairfax Station, Virginia 22039

2.5. Explanations and Clarifications

- A. Any explanation or clarification desired by a Proposer regarding the meaning or interpretation of any part of this solicitation must be submitted in writing (by mail, email, or facsimile) with a clear cross-reference to the relevant RFP section to the Procurement Officials and with sufficient time to prepare an appropriate response.
- B. Written requests for explanations or clarifications can be submitted at any time; however, it is the Authority's preference to receive requests by 12:00 PM EST on Friday, Oct. 16, 2020. Requests that are received within seven (7) days of the proposal deadline may not be considered and the Authority is under no obligation to address them.
- C. Written explanations or clarifications provided to a Proposer concerning an interpretation of this solicitation will be furnished to all Proposers in an addendum to this solicitation to be posted on the Authority's website at <https://www.novaparks.com/about/bids-proposals>, if such information is necessary in submitting proposals or if the lack of such information would be prejudicial to uninformed Proposers.
- D. Oral explanations or clarifications given before the award of any contract do not serve to modify this solicitation and will not be binding on the Authority.

2.6. Modification/Acknowledgement of Solicitation Addenda

- A. The Authority reserves the right to modify this solicitation. If it is amended, then all terms and conditions which are not modified remain unchanged.
- B. Proposers shall acknowledge receipt of any addendum to this solicitation to the Procurement Officials by signing and returning the addendum with the proposal or separately; however, the Procurement Officials should receive acknowledgment of addenda by the time and at the place specified for receipt of proposals.
- C. Failure of a Proposer to acknowledge receipt of material addenda may result in rejection of the proposal as non-responsive.

3. RFP RESPONSE REQUIREMENTS

3.1. Requirements for Proposal

Proposers shall carefully read the information contained in Section 4.1 below and submit a complete response to all items. When organizing your proposal, please reference the item number associated with the corresponding response. Incomplete responses will be considered non-responsive and

subject to rejection. Proposers may elect, at their option, to submit multiple options for the Mitigation Banks.

3.2. Team Information

- A. Provide the name, address, and telephone number(s) of the principal(s) assigned to negotiate for the Proposer, and the individual who will manage the implementation of the Mitigation Banks for the Proposer in accordance with the required legal documentation. If the Proposer is a corporation or partnership, the proposal should include the names of the principals, officers, and directors of the Proposer and a brief description of each of their respective levels of ownership in the Proposer and/or participation in the management and operation of the Proposer. If a Proposer's proposal contemplates that a parent, affiliate, or subsidiary of the Proposer will serve as the Authority's development partner for the Mitigation Banks, the same information shall be provided for the parent, affiliate, or subsidiary, as the case may be.
- B. Clearly identify your team's proposed Mitigation Banks' ownership structure, developer, manager, and anticipated lender and/or equity partner. The ownership structure shall include the name of (1) the entity and state of organization that will be responsible for day-to-day decision making and project management during design development and construction, (2) all other entities that will have an ownership interest and/or be involved in the day-to-day management of the facility upon completion of the Mitigation Banks, and (3) a description of the formal relationship among the members of the development team.

3.3. Financing Plan

- A. Provide detail on the Proposer's proposed financing plan for the Mitigation Banks. The plan must include the following:
 - a. Approach to financing
 - b. Amounts and descriptions of anticipated construction and permanent funding sources
 - c. Amounts, descriptions, and sources of the total equity required for the Mitigation Banks
 - d. Cost of financing
- B. If a proposal requires financing from third party lenders or investors, the Proposer must explain how the Proposer would ensure that financing is secured and funds are available prior to the anticipated construction start date.
- C. The proposal shall expressly acknowledge that neither the Authority nor any of the Authority's member jurisdictions shall have any obligation to provide any funding for the Mitigation Banks, nor will the Authority or any of its member jurisdictions be liable for any debt.

3.4. Project Costs

The proposal must set forth in reasonable detail the estimated costs for the Mitigation Banks, including, without limitation, all predevelopment and construction related costs. For such purposes, predevelopment costs shall include, without limitation, all anticipated design and permitting costs for the Mitigation Banks.

3.5. Project Pro Forma

A. Provide a detailed revenue and expense financial pro forma detailing all costs associated with and income derived from the operation of the Mitigation Banks throughout at least the first ten (10) years of the term following the initial completion of the Mitigation Banks.

B. The pro forma should include, without limitation:

- a. All revenue and expenses, including operating and maintenance expenses and estimated net credit generation.
- b. Guaranteed minimum yield of revenue to the Authority.
- c. Any applicable taxes.
- d. Any applicable payments.
- e. Escrow for future long-term stewardship.
- f. Debt service and cash flow after debt service.

3.6. Concept Plan

Provide a proposed concept plan for the development of the Mitigation Banks that is compatible with the project scope in this RFP. Key elements of the concept plan include:

- a. Conceptual approach to evaluate site potential, marketability, and priorities for Mitigation Banks among Authority-managed lands.
- b. Conceptual design plans for Mitigation Banks for nutrient mitigation, carbon offsets, or other feasible environmental markets at one or more specific sites of interest.
- c. Narrative explaining Preparer's approach to monitoring, maintenance, and operations of Mitigation Banks.

3.7. Schedule

- A. Provide a description of a probable project approach, with the understanding that the project approach will start to be solidified during the negotiation phase with the successful finalist. Discuss how you will advance the Mitigation Banks' requirements and the steps you would take to ensure timely completion of the Mitigation Banks.
- B. Include a schedule that (i) identifies all permits and other governmental approvals required to be obtained by the Proposer in connection with construction and operation of the Mitigation Banks, (ii) sets forth the dates by which the Proposer anticipates applying for each of those permits and approvals, and (iii) sets forth the dates by which the Proposer anticipates obtaining each of those permits and approvals.
- C. Include a schedule for the design and construction of the Mitigation Banks, including, without limitation, proposed construction start and completion dates and key project milestones throughout the design and construction process to achieve full implementation of the Mitigation Banks. The schedule should demonstrate the Proposer's ability to ensure that the Mitigation Banks shall be completely constructed within three (3) years of the start of the project term. As noted earlier, the Authority understands that due to third party approvals/permitting, this timeline may have to be revisited. The Authority also reserves the right to require or negotiate a later construction timeframe.
- D. In the event of a force majeure event or other delay of the completion of the Mitigation Banks past three (3) years of the start of the project term, please describe how you would mitigate impacts to the Authority and the Park.

3.8. Obligations and Limitations Related to the Parks

Proposer shall be aware that the Authority's Parks are public parkland. The Maps in Exhibits A-F illustrate current park lands and sites of potential interest. The Proposer, under the project documents, shall (i) allow general public access in all parts of the Mitigation Banks Site(s) except for gated or otherwise controlled fee areas/facilities, (ii) allow trails, boating access, or other applicable public amenities, to remain open to the public during operating hours, and (iii) abide by the terms of any conservation or open-space easements, leases, or other agreements that are in effect on the property at the time of the project. For Proposers' awareness regarding specific park areas of interest, these agreements and related constraints include:

- a. Beaverdam Reservoir Regional Park: presence of historic resources;
- b. Bull Run Regional Park: Section 6(f) protections against conversion of use;
- c. Gilbert's Corner Regional Park: Section 6(f) protections against conversion of use, presence of historic/archaeological resources, conservation easements (Exhibits G and H), and an agricultural lease until 2022 on 14.5 acres;
- d. Springdale Regional Park: Section 6(f) protections against conversion of use, presence of historic/archaeological resources, a residential lease on 33 acres, and an agricultural lease on 76 acres until 2023; and
- e. White's Ford Regional Park: Section 6(f) protections against conversion of use, presence of historic/archaeological resources, a conservation easement (as amended, Exhibits I and J), an agricultural lease until 2024, and requirements of a Loudoun County special exception permit for park use (Exhibit K).

Proposer shall indicate the approximate portion of each Mitigation Bank Site to be open to the public and shall describe the proposal's accommodation of current and planned park uses.

3.9. Permitting

Proposer shall be responsible for applying for and obtaining all permits and other governmental approvals required for the construction, operation, and maintenance of the Mitigation Bank(s). In accordance with the requirements of this RFP, the Proposer shall include the costs and estimated time requirements of permitting in any pro-forma/financial model and/or schedule required by this RFP. All costs associated with identifying, applying for, and obtaining all required permits and other governmental approvals shall be borne solely by the Proposer.

3.10. Construction

In order to guaranty the completion of the initial design, development, and construction of the Mitigation Bank(s) and in order to protect the interests of the Authority, all design and construction contracts relating to the initial development of the Mitigation Bank(s) shall be fully assignable to the Authority and shall contain such provisions as may be required by the Authority.

3.11. Confidential Data

If applicable, the outside of the proposal must be marked to denote proprietary information is contained in the documents. Written notice of proprietary information must be submitted as the

first page of the proposal. Notice must specifically identify the applicable portions of the proposal that contains data or materials to be protected and state the reasons why protection is necessary. In addition, the specific (i.e. specific words, figures or paragraphs) proprietary or trade secret material submitted must be identified on the applicable page(s) within the proposal, by some distinct method, such as highlighting, underlining, etc. The classification of an entire proposal document, line item prices, and/or total proposal prices as proprietary or trade secrets is not acceptable and may result in rejection and return of the proposal. Disclosure of requested information will be determined in accordance with Virginia law.

3.12. Late Submission and Modifications of Proposals

- A. It is the responsibility of the Proposer to submit its proposal by the due date and time set forth in this RFP. Any proposal received after the exact time specified for receipt will not be considered and will be rejected.
- B. Any modification of a proposal, except a modification resulting from the Procurement Officials' request, is subject to the same conditions above.
- C. Any modification of a proposal should be prepared on company letterhead, signed by an authorized representative, state that the new document supersedes or modifies the prior proposal, and be resubmitted to the Procurement Officials as required pursuant to this RFP.
- D. A modification resulting from the Procurement Officials' request for a Best and Final offer received after the time and date specified in the request may not be considered unless received before award, and the late receipt is due solely to mishandling by the Authority.

3.13. Withdrawal of Proposals

Proposals may be withdrawn by written notice to the Procurement Officials before the deadline established for receipt of proposals. If withdrawn in writing, withdrawals must be made on company letterhead and signed by an authorized representative of the Proposer. Proposals may only be withdrawn by the Proposer's authorized representative, provided the identity of the person requesting withdrawal is established and the person signs a receipt.

3.14. Award of Contract

- A. Basis of Award. After negotiations have been conducted with each Proposer so selected, the Authority shall select the Proposer which, in its opinion, has made the best proposal, and shall award the contract to that Proposer. Should the Authority determine in writing and in its sole and unfettered discretion that only one Proposer is fully qualified, or that one Proposer is clearly more highly qualified than the others under consideration, a contract may be negotiated and awarded to that Proposer.
- B. Determination of Responsibility. The contract will be awarded to the responsive and responsible Proposer whose proposal, conforming to this solicitation, will be most advantageous to the Authority, technical and financial factors considered. A responsible Proposer is one who affirmatively demonstrates to the Authority that it has adequate financial resources and the requisite capacity, capability, and facilities to perform the contract, has a satisfactory record of performance on other comparable projects, has a satisfactory record of integrity and business ethics, and is otherwise qualified and eligible to receive award under this solicitation and laws or

regulations applicable to this procurement. The Authority reserves the right to investigate the capabilities of Proposers, confirm any part of the information furnished by a Proposer, and require other evidence to determine that the Proposer is responsible. If the Proposer is a Special Purpose Entity, the Authority may require a Performance Guaranty and/or Bond.

- C. Notice of Award. Any award of a contract resulting from this RFP shall be posted by the Authority on the Authority's website at <https://www.novaparks.com/about/bids-proposals>.
- D. Contract Language. With respect to all legal documentation to be entered into in connection with the Mitigation Banks, the Proposer agrees as follows: (i) all documents shall be governed by the laws of the Commonwealth of Virginia; (ii) no documents shall require the Authority to indemnify and hold harmless any party; (iii) no documents shall require the Authority to enter into reimbursement arrangements relative to attorneys' fees; and (iv) no documents shall require the Authority to submit any dispute to arbitration or mediation, other than non-binding mediation. The foregoing shall be non-negotiable.
- E. Proposer's Responsibility for Services Proposed. It is understood and the Proposer hereby agrees it shall be solely responsible for all services it proposes, notwithstanding the detail present in the RFP.
- F. Incorporation of RFP and Proposal. The award document will be a contract incorporating by reference all the requirements, terms, and conditions of this RFP and the Proposer's proposal as negotiated.

3.15. Cancellation of Solicitation

The Authority may cancel this Request for Proposals or reject proposals at any time prior to an award, and is not required to furnish a statement of the reason why a particular proposal was not deemed to be the most advantageous.

3.16. Ethics in Public Contracting

By submitting their proposals, Proposers certify that their proposals are made without collusion or fraud and that they have not offered or received any kickbacks or inducements from any other Proposer, supplier, manufacturer, or subcontractor in connection with their proposal, and that they have not conferred on any public employee having official responsibility for this procurement transaction any payment, loan, subscription, advance, deposit of money, services, or anything of more than nominal value, present or promised, unless consideration of substantially equal or greater value was exchanged.

3.17. Debarment Status

By submitting their proposals, Proposers certify that they are not currently debarred by the Commonwealth of Virginia from submitting proposals on contracts for the type of goods and/or services covered by this solicitation, nor are they an agent of any person or entity that is currently so debarred.

4. SUBMISSION REQUIREMENTS

4.1. General Format

- A. For the initial qualifications stage, submit six (6) original hard-copy and one (1) electronic copy (via CD/DVD/flash drive) of your proposal that can be readily disseminated among the Authority's evaluation committee members.
- B. Proposals shall not exceed 25 one-sided pages; provided, however, if a proposal includes more than one option for the Mitigation Banks, the proposal may include up to an additional 5 one-sided pages for each additional option that addresses solely the specifics of that option. The page count includes charts, graphs, pictures, tables, and submittals, etc. The page count excludes the proposal cover sheets (back and front), blank sectional/numerical dividers, any required Authority forms, pro forma, and any table of contents. It also excludes resumes of key personnel, which should be appended at the end of the proposal response.
- C. Erasures or other changes must be initialed by the person signing the proposal.
- D. Proposals signed by an agent of the Proposer (other than an officer or a partner) should be accompanied by evidence of the agent's authority (unless such evidence has been previously furnished to the Authority).
- E. Proposal documents shall be prepared in single-spaced type, on 8-1/2" x 11" pages. Pages shall be numbered to show the page number and total number of pages in the proposal (e.g., Page 1 of 15, Page 2 of 15, etc.).
- F. To provide uniformity and to facilitate comparison of proposals, all information submitted should clearly refer to the page number, section, or other identifying reference in this RFP. All information submitted must be noted in the same sequence as its appearance in this RFP.
- G. All names and applicable titles shall be typed and printed where indicated on the various documents. Required entries on all proposal documents shall be typed using black ribbon, printed using dark printer ink, or legibly written in dark ink (no pencil).

4.2. Authority's Website

The Authority will post to the Authority's website at <https://www.novaparks.com/about/bids-proposals> answers to questions submitted by qualified parties, addenda, and, if applicable, any due diligence materials and other items deemed appropriate by the Authority.

4.3. Submission Instructions

- A. Copies of your proposal should be delivered to the representative at the address shown below no later than 12:00 PM EST, on Friday, Oct. 23, 2020.

Submitted to:
NOVA Parks 5400 Ox Road Fairfax Station VA, 22039 Attn: Brian Nolan

- B. Proposers should not contact any other parties or advisors of the Authority with regard to this opportunity. Proposers are advised that unauthorized contacts with officials or related parties of the Authority or any of its member jurisdictions may result in elimination from this RFP process.

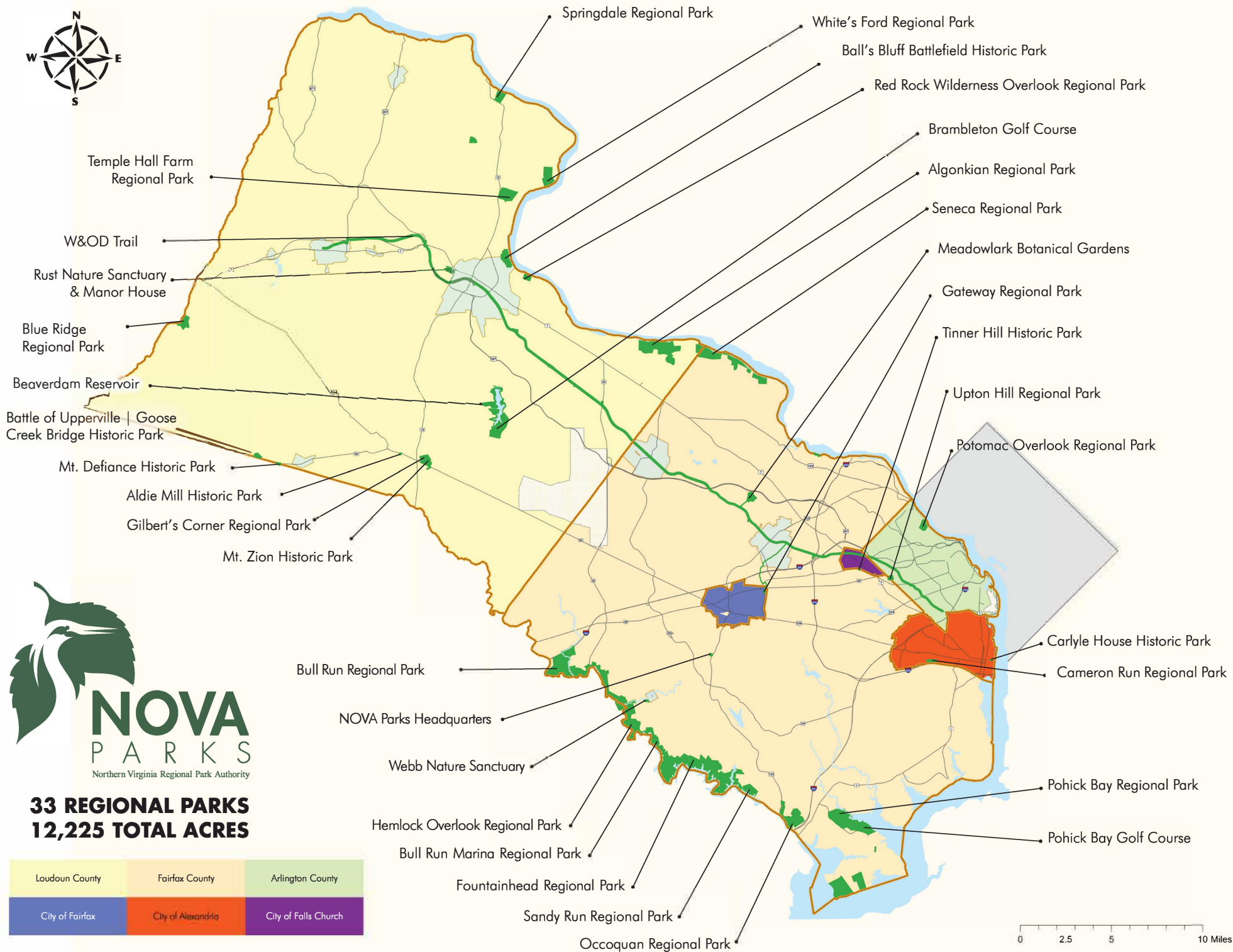


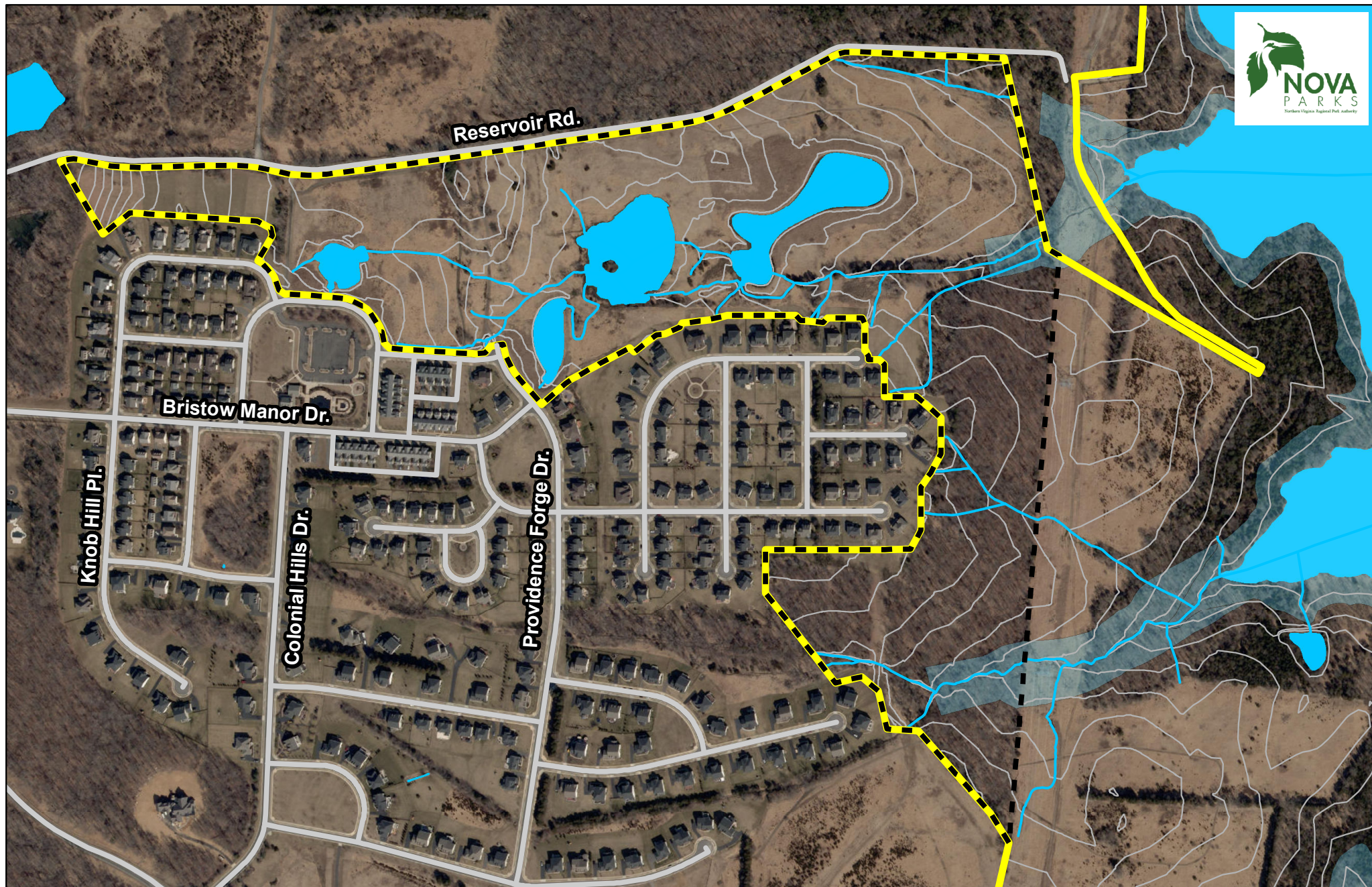
A-47



33 REGIONAL PARKS
12,225 TOTAL ACRES






Loudoun County	Fairfax County	Arlington County
City of Fairfax	City of Alexandria	City of Falls Church





BEAVERDAM PARK - EVERGREEN VILLAGE PARCEL






41905 Reservoir Rd. Leesburg, VA 20175

-  Park Land
-  Proposed Banking Area (94 Ac.)
-  Floodplain (100 yr)
-  Streams
-  Topo (4 ft)

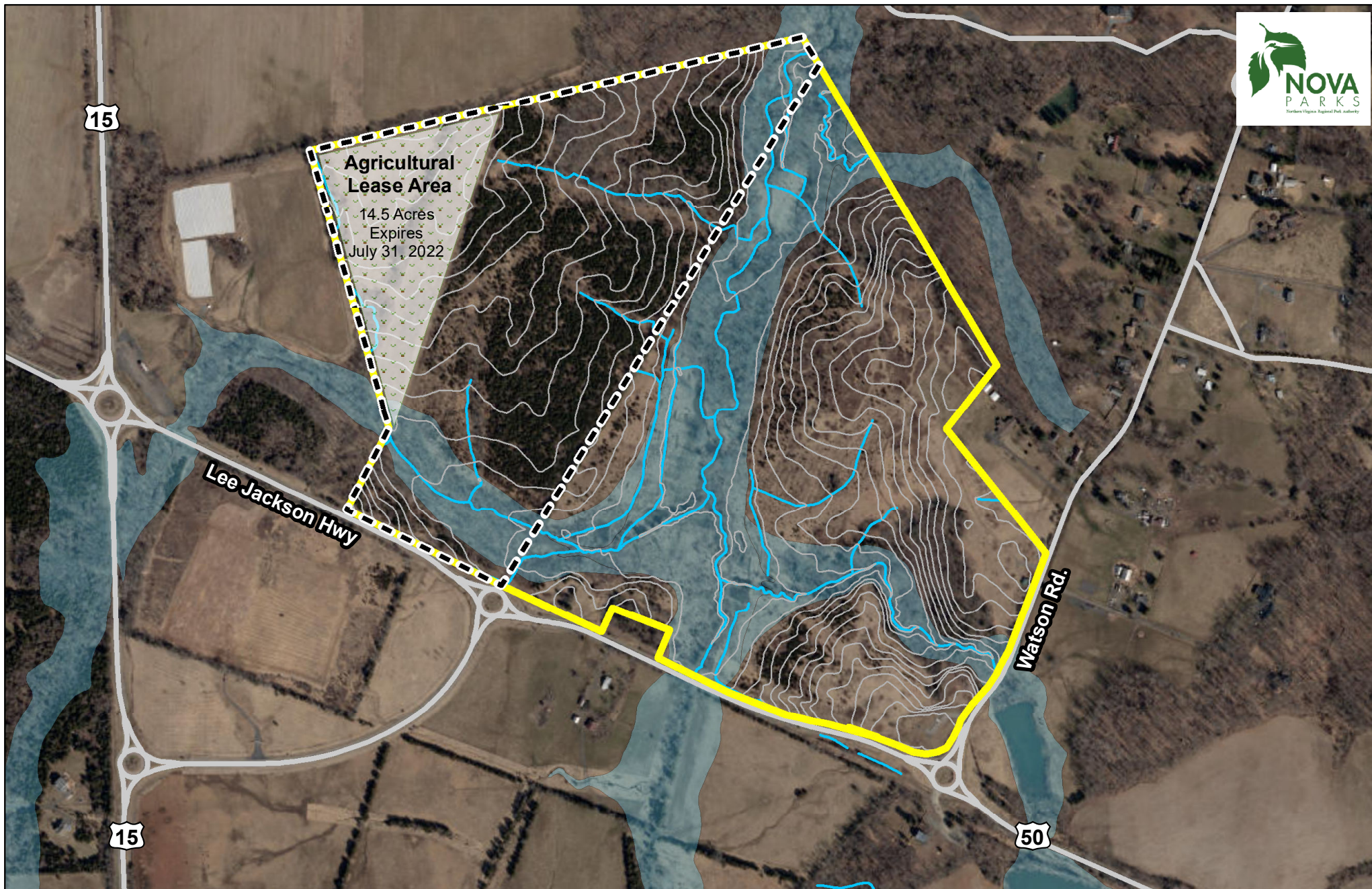


BULL RUN REGIONAL PARK

7700 Bull Run Dr. Centreville, VA 20121

-  Park Land
-  Proposed Banking Area 357 ac
-  Floodplain (100 yr)
-  Streams
-  Topo (2 ft)









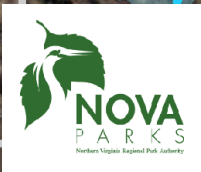


0 500 Feet

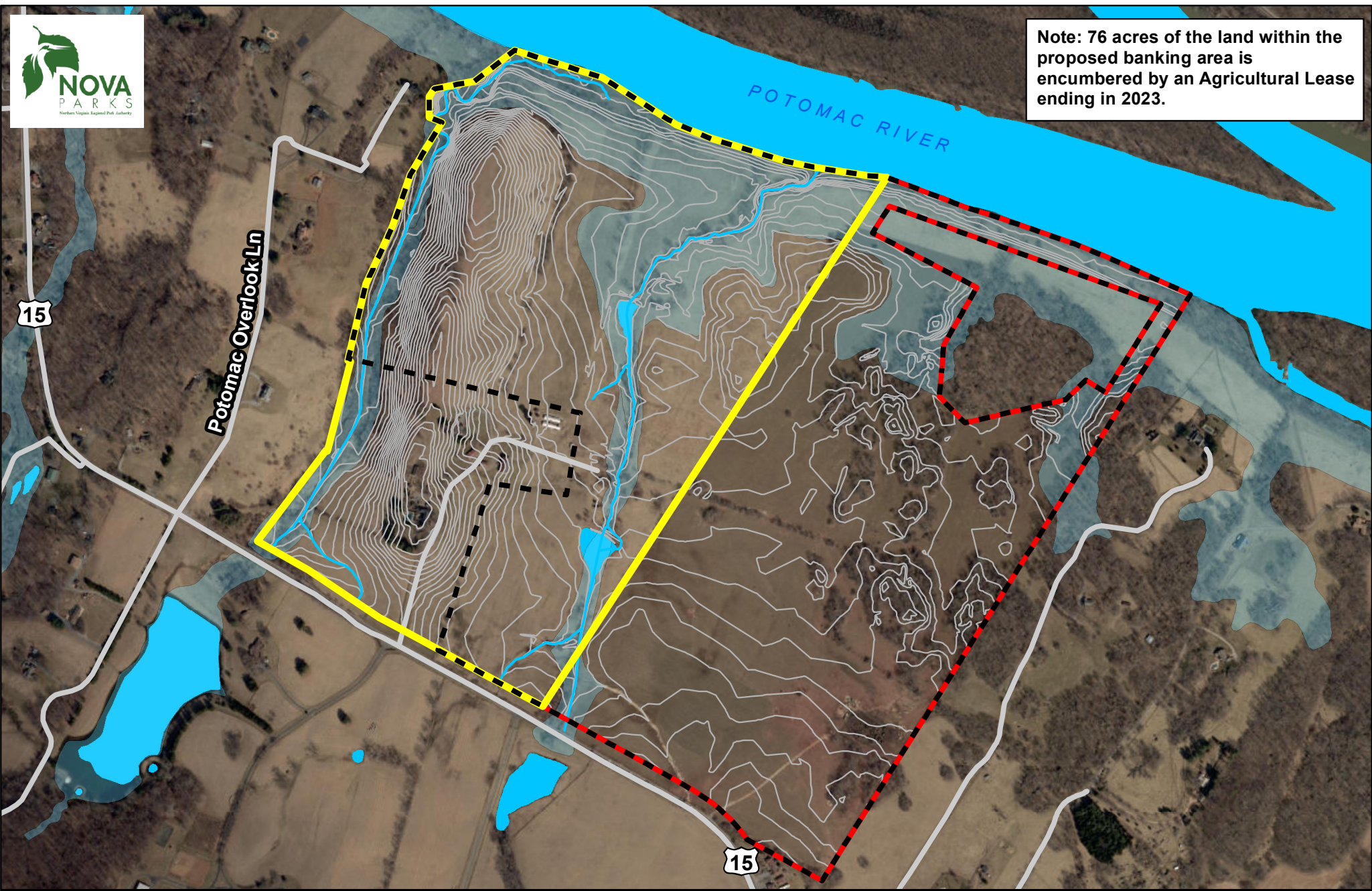
GILBERTS CORNER REGIONAL PARK

23601 Watson Rd. Leesburg, VA 20175

-  Park Land
-  Agricultural Lease
-  Proposed Banking Area 68 ac)
-  Floodplain (100 yr)
-  Streams
-  Topo (4 ft)



Note: 76 acres of the land within the proposed banking area is encumbered by an Agricultural Lease ending in 2023.



0 1,000 Feet

SPRINGDALE REGIONAL PARK

13047 Kenslee Hill Ln. Leesburg, VA 20176

- Park Land
- Future Park Land
- Proposed Banking Area (246 ac)
- Floodplain (100 yr)
- Streams
- Topo (4 ft)

Note: All land within the proposed banking area that can be reasonably used for agricultural purposes is currently under an Agricultural Lease ending in 2024.



Harrison Hill Ln.






Hibler Rd.



WHITES FORD REGIONAL PARK

43646 Hibler Rd. Leesburg, VA 20176

0 1,000 Feet

-  Park Land
-  Proposed Banking Area (295 ac)
-  Floodplain (100 yr)
-  Streams
-  Topo (4 ft)