

Borough of Carnegie

Request for Development Proposals

*Approx. 27,282 sq. ft. lot located at the intersection of Broadway and Mansfield Avenue
in the Borough of Carnegie*



I. SCHEDULE

Request for Development Proposals

- April 2018 - RFDP is advertised and/or distributed to Developers.
- May 31, 2018- Question and Clarification Period ends.
- June 14, 2018 Statement of Qualifications & Proposals are due to CARNEGIE.
- July 2, 2018 – Decision as to Development

SUBMIT TO:

**Steve Beuter
Borough Manager
Borough of Carnegie
1 Veterans Way
Carnegie, PA 15106
412-276-1414**

ON OR BEFORE 3:00 P.M. ON June 14, 2018

II. OBJECTIVE

The purpose of this Request for Development Proposal (the “RFDP”) is to provide interested developer(s) and/or real estate professional(s) (collectively, “Developers”, and in the singular, a “Developer”) with information to enable them to prepare and submit a proposal for the lease or purchase and development of the Borough owned lot at the intersection of Broadway and Mansfield Avenue located within Carnegie Borough, Allegheny County (the “Site”) and to enable the Borough to select a qualified and experienced Developer or Developers to lease or purchase and develop the Site.

Specifically, the Borough would like to see a multi-purpose structure developed to include additional parking such that the total number of parking spaces increases significantly from its current parking space count of 66. Office space and/or apartments can be included. However, the Borough’s focus is on increasing the number of parking spaces available to customers of the businesses in our growing business district. Proposed developments should enhance, support and strengthen the continued growth of the business district. Any development must match the character of our old fashioned/walkable downtown. Maximum height of this development should be four (4) stories.

The Borough will consider a single retail tenant if the business meets a community need such as a supermarket or another entity that is approved by Carnegie Borough Council.

Proposals including privately owned properties adjacent to our parking lot are of interest to the Borough.

III. GENERAL INSTRUCTIONS AND INFORMATION

A. About this Document

This document is a Request for Development Proposals. The Borough is requesting the submission of proposals emphasizing not only the consideration for the Site, but also the scope and quality of the development of the Site, intended use, job creation, tax revenue, environmental impact, impact on the surrounding neighborhoods, the time line for completion and other factors. This RFDP shall not be construed to create or provide any private or public right or cause of action for or by any person or entity, or to impose any specific obligations on the Borough.

The RFDP process allows the Borough to receive and review proposals and if necessary, negotiate, with Developers prior to conveying the Site and entering into a development agreement. A lease or sales agreement and development agreement shall be awarded to a qualified responsible Developer submitting the best overall proposal. Carnegie Borough reserves the right to select, negotiate and subsequently recommend to the Borough Council the Developer that submits the best overall proposal for the purchase and development of the Site.

HOWEVER, the issuance of this RFDP does not obligate the Borough to enter into a lease or sales agreement or development agreement for the Site. Carnegie reserves the right to reject any and all proposals submitted.

Carnegie therefore invites interested Developers to submit their qualifications and proposals for the development of the Site. Carnegie is interested in obtaining each Developer's concept for the development and intended use of the Site as well as the means and strategy it intends to implement to successfully complete the development of the Site. This information, coupled with the consideration offered for the purchase of the Site, as well as other information provided in the submitted proposal, will serve as the basis for subsequent negotiations and selection.

Carnegie may select and/or contract with a number of Responding Developers for the development of the Site. Carnegie anticipates that the most qualified Responding Developers who have submitted a proposal for the desired use of the Site will be selected and granted a limited right to negotiate with Carnegie with respect to the Site.

B. Examination of RFDP Documents and the Site

Interested Developers shall carefully examine all RFDP documents and thoroughly familiarize themselves with the Site and all requirements prior to submitting a proposal to ensure that the proposal meets the intent of this RFDP. Before submitting a proposal, each Responding Developer shall be responsible for making all investigations and examinations that are necessary to ascertain existing Site conditions and restrictions to the extent necessary to submit a proposal. It is anticipated that the Responding Developer that is ultimately approved for the sale or lease and development of the Site will enter an agreement with the Borough of Carnegie which shall contain a period of due diligence with certain contingencies.

C. Addenda to RFDP

Carnegie reserves the right to issue addenda for the purpose of supplementing, clarifying, revising or amending the RFDP (collectively, the "Addenda"). Any Addenda so issued shall be kept on file at Carnegie's offices. In addition, all Addenda will be mailed to each Developer who received a copy of this RFDP and who has entered its name and address on the list maintained by Carnegie for such purpose. Nevertheless, it is the responsibility of each Responding Developer to: (1) inquire as to the issuance of any Addenda, (2) ascertain prior to submitting a proposal that all Addenda have been received, and (3) acknowledge in said proposal that all Addenda have been received. All Addenda shall become part of this RFDP at the time they are issued, and all Responding Developers shall be deemed to have constructive knowledge and notice of, and to be bound by, such Addenda, whether or not they are in actual receipt thereof.

D. Conflict of Interest

Developers shall neither offer gifts or anything of value nor enter into any business arrangement with any employee, official or agent of Carnegie. By signing their proposal, the Responding Developer certifies and represents to Carnegie that the Responding Developer has not offered, conferred or agreed to confer any pecuniary benefit or other thing of value for the receipt of special

treatment, advantaged information, recipient's decision, opinion, recommendation, vote or any other exercise of discretion concerning this RFDP.

E. Proposal Preparation Costs

Each Responding Developer agrees that the cost of all materials, preparations and presentations involved in the submission of its proposal and/or its participation in the selection process shall be borne by said Responding Developer at its sole cost and expense. Carnegie shall not, under any circumstances, be responsible for any costs or expenses incurred by a Responding Developer in preparing a proposal or response to this RFDP, or in participating in any subsequent steps in the selection process, such as providing additional information to the Borough, engaging in negotiations and/or discussions with the County/ Carnegie, and/or making presentations to any interested parties. Each Responding Developer agrees that all documentation and materials submitted either with a proposal or at any point during the selection process shall remain the property of Carnegie.

F. Diversity:

Carnegie does not discriminate on the basis of race, color, creed, religion, disability, or sexual orientation. Furthermore, minority, women, and disadvantaged business owners are encouraged to pursue business opportunities with Carnegie.

G. No Co-Partnership

No partnership, joint venture, other business combination or agency relationship is created between Carnegie and any Responding Developer by virtue of this RFDP, the selection process or otherwise.

H. Proposal Coordinator:

For additional information concerning this Request for Development Proposals, interested parties may contact Steve Beuter, Borough Manager at 412-276-1414 ext. 1423.

IV. SUBJECT SITE CONDITIONS

A. Physical Condition and Limitations

The Site, comprised of an approximate 27,000 sq. ft. portion of a parcel of land identified as Lot & Block 103-M-226, is owned by the Borough and located at Broadway and Mansfield Avenue in the Borough of Carnegie. The Site has immediate access to Broadway Avenue from the parcel's west side. Previously, there was access to Mansfield Avenue and the Borough is willing to consider reopening that access. The Site is situated near commercial shopping facilities and residential neighborhoods.

B. Environmental/Deed Restrictions

Environmental reports and/or Deed restrictions limiting future usage types on the property are not known to exist, however it is incumbent upon the Developer to investigate and obtain and evaluate this information, should it exist.

The Borough has a current Lease for parking spaces in place. The proposal may need to honor said Lease the Borough has with the landlord of a business adjacent to our parking lot requiring 28 parking spaces exclusively for their use until the end of February 2026.

C. Utility Information

All public and private utilities are available to serve the boundaries of the Site. Relocation of some utilities may be required, provided that all necessary relocation plans and specifications are approved by the appropriate agencies, authorities, and/or organizations.

D. Zoning

It is believed that the Site is currently zoned D-3 Arterial District.

DEVELOPERS OF THE SITE MUST ACCEPT THE SITE IN “AS IS” AND “WHERE IS” CONDITION, WITH ALL FAULTS. CARNEGIE MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND, EXPRESS OR IMPLIED, CONCERNING OR RELATED TO ENVIRONMENTAL, SOIL, SUBSURFACE OR ANY OTHER CONDITIONS ON THE SITE, OR THE AVAILABILITY OR RELOCATION OF UTILITIES ON THE SITE (INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR USE). DEVELOPERS SHOULD PERFORM THEIR OWN DUE DILIGENCE AND NOT RELY ON THE INFORMATION PROVIDED BY BOROUGH.

V. SELECTION PROCESS AND CRITERIA

A. Review and Selection

Representatives of Carnegie will review all submissions to identify those which, in the Borough's judgment, offers the best return to the Borough, has the most qualified Developer, and is an appropriate development/use for the Site. The review may include requests for additional information and interviews and negotiations with responding developers (“Responding Developers”). Carnegie reserves the right to reject any and all submittals, in whole or in part, in its sole discretion, for any reason.

Upon receipt of the proposals Carnegie will commence its review and selection process. At any time during the selection process, Carnegie may request from Responding Developers more detailed project information, including but not limited to conceptual designs and financial

information, including a development and operating pro forma. Carnegie, in its sole discretion, may require Responding Developers to make one or more formal presentations to the Borough Council and/or any other interested parties.

One or more submittals may be selected by Carnegie as best meeting the goals for the Site and such submittals may be explored further by Carnegie.

The Borough will carefully review all responses to the RFDP and will schedule follow-up meetings with the most qualified Responding Developers who have submitted development concepts consistent with the goals and objectives of this RFDP.

The Borough may elect to negotiate with Responding Developers to determine which submittal(s) is most appropriate for working towards final agreements with the Borough.

B. Sources of Information and Criteria

Carnegie will make its decisions based upon the following sources of information:

- The Responding Developers proposal submitted in response to this RFDP;
- Potential Interviews with and oral presentations of the Responding Developer;
- Investigations of prior projects completed by the Responding Developer;
- The Responding Developer's performance in previous undertakings;
- Credit record, civil judgment search and criminal background search;
- Financial information submitted by or requested from Responding Developers;
- Such other sources of information as it deems appropriate under the circumstances.

Carnegie will make its selection of the most appropriate development based on the following criteria:

- Responding Developer's qualifications and experience (including but not limited to Principals, key managers, consultants and team members);
- General Design and Zoning Requirements - All development proposals should be designed to respect and complement the scale and proportions of adjacent properties and projects.
- The scope and quality of the development of the Site:
- Intended use of the Site;
- Job creation;
- The value of the proposed improvements and projected tax revenue;
- Environmental impact;
- Benefit to and impact on the surrounding neighborhoods;
- The time line for completion;
- The Responding Developer's financials, financing and financial commitment to the project. **Public subsidies should not be presumed.**
- Commitment by the Developer to meet or exceed the Borough's M/W/DBE participation goals. Additionally, Responding Developers should include any

demonstration of meeting or exceeding the Borough's M/W/DBE participation goals on prior projects.

- The Responding Developer's ability to undertake, complete and manage the project;
- Demonstrated history of utilization of local workforce, where appropriate, on prior projects;
- References; and
- Such other factors that Carnegie determines are relevant to the development of the Site.

VI. SUBMISSION REQUIREMENTS

A. Procedures for Submission of Responses to RFDP

To be considered, a Responding Developer shall submit a complete response to this RFDP. Carnegie encourages creative and innovative submittals that are compatible with local land-use policies. Submittals shall be straightforward and contain a concise delineation of the Responding Developer's capability to deliver the proposed development.

Submittals shall be comprehensive, accurate, bound and contained on 8-1/2" X 11" paper with foldouts if necessary. Responding Developers shall submit eight (8) copies of all documents required as part of the RFDP. Submissions must be hand delivered or delivered by postal or delivery service by the time indicated below; e-mail or electronic delivery will not be accepted. Submissions lacking one or more of the requested documents may be considered irregular. Carnegie reserves the right to reject any irregular submission and reserves the right to waive any irregularity in submissions.

It is the Responding Developer's sole responsibility to read and interpret this RFDP and the written instructions contained herein.

B. Mailing Address & Submission Deadline

Responses to the RFDP shall be submitted to:

Steve Beuter
Borough Manager
Borough of Carnegie
1 Veterans Way
Carnegie, PA 15106
412-276-1414

Responses are due in the above office on or before 3:00 p.m. June 14, 2017. Responses to the RFDP that are not received in the above office prior to the time and date specified will be considered late.

C. Content of Proposals & Developer Qualification

RESPONDING DEVELOPERS PROPOSALS SHOULD CONTAIN THE FOLLOWING PROPOSAL INFORMATION AND A STATEMENT OF DEVELOPER QUALIFICATIONS IN THE FOLLOWING ORDER:

1. *Cover Page* [should include the name of the Project, name address and phone number of the Responding Developer and Date];
2. *Letter of Transmittal*. The Letter of Transmittal section shall contain the following information:
 - a) Legal name, address and organizational information of the Responding Developer along with the names and addresses of the individual principals with the authority to legally bind and act on behalf of the Responding Developer.
 - b) If a joint venture is being proposed, provide the above information for each entity participating in the joint venture.
 - c) Name, title, address, telephone number, fax number and e-mail address of the contact for the Responding Developer.
 - d) Brief description of the proposed Site development and the consideration offered for the Site.
 - e) Signature of lead principal of Responding Developers team.
3. *Table of Contents* [for the following items 4 through 7 and their subparts]
4. *Consideration* – State the consideration offered for the site and the payment terms.
5. *Proposed Development of the Site, Vision, etc.:*

The Responding Developer shall describe the proposed development and/or present a vision for developing the Site. Carnegie recognizes that this plan is preliminary and that its composition and details may change. Carnegie is approaching this process with the flexibility it believes necessary to create a financially feasible development plan beneficial to all parties. The responding developer should include the following information in this section:

- a) A description of the nature of the development, including identification of proposed land-use.
- b) A description of the market(s) to be served by the proposed development.

- c) An explanation of how and why the proposed development is compatible with existing local land-use regulations, other requirements and integration of Carnegie's objectives.
- d) A preliminary development timetable including each development activity and projected completion date, including meeting frequencies and how the Responding Developer plans to work with Carnegie and its project timeline. The schedule should indicate dates for major milestones, such as start of project design, construction bids, and start of construction, and should include anticipated dates for the application and receipt of funds as appropriate to the financing requirements of the project.
- e) An explanation of how and why the proposal is complimentary to the existing environs of the Borough and its impact on the surrounding area.
- f) Job creation and anticipated tax revenues.
- g) Financing – describe how the development is to be financed

6. *Statement of Developer Qualifications.* In order to facilitate review by the Carnegie, please submit materials in keeping with the following Statement of Qualifications format. Responding Developers will NOT be entitled to withdraw or amend their Statement of Qualifications for a period of ninety (90) days after its submission.

The Responding Developer shall provide a statement of qualifications, which shall include:

- a) Overview of the Responding Developer. The Overview section shall contain the following information:
 - i. A concise description of the Responding Developer including organizational structure, identification of principals, identification of parent or subsidiary companies, length of time in business, office locations and number of personnel. If the Responding Developer is a joint venture, please furnish this information for each entity participating in the joint venture.
 - ii. Evidence that the Responding Developer, including joint venture partners, has the financial capability to carry out the proposed commitments.
- b) Experience Record. The Experience Record section shall contain the following information:
 - i. A statement as to why the Responding Developer is qualified to undertake this particular project.

ii. A description of the Responding Developer's most recent successfully undertaken projects that demonstrate an ability to proceed with this project, and the details of any experience within the past ten years related to similar developments

iii. A description identifying the Responding Developer's project team, including experience of the key personnel who will manage the development project and notable experience of the professionals or professional firms that will be used in the development. Examples include, but are not limited to, architects, engineers, attorneys, market analysts, environmental testing firms, property managers, marketing specialists, and the general construction contractor.

c) Site Development Financial Information. In this section, the Responding Developer should provide Carnegie with the following information to demonstrate that the development concept is economically feasible:

i. A preliminary financial analysis of the development, including equity contribution, construction cost estimate, square footage of development, square footage by type of space to be built (retail, office, etc.), lease and operating expense estimates for the space, proposed financing, leasing/sales timetable, and operating expense estimates. A pro-forma should be submitted that provides estimates of the square footage, rental rates, operating costs, construction costs and any critical assumptions that may affect the project.

ii. A statement describing any assistance or concessions expected by the Responding Developer from the Borough, Carnegie and/or any other public or government sources. Neither this RFDP nor any part or aspect of the selection process shall in any way obligate Carnegie to grant any assistance or concessions expected or requested by the Responding Developer.

iii. A statement on whether the proposed development is contingent on any local, State or Federal government action (e.g., regulation changes, Site access issues, public funding such as grants, loans or special tax actions), as well as the justification for such government action and the methods to be implemented for successfully obtaining such government action.

d) Additional Information. During subsequent steps of the selection process, Responding Developers may be required to additionally submit:

i. A brief written description of the proposed development concept, including an explanation of the manner in which the development will meet the design objectives and requirements of the project. The description

should include conceptual land use plans, elevation drawings from adjoining streets, and identification of exterior material and finishes.

ii. Letters of intent to lease from prospective tenants, letter(s) of intent from financial backers or lenders, and an evaluation of the market appeal of the proposed development concept.

iii. A description of the Responding Developer's marketing approach for the leasing and/or sale of the space in the development.

iv. Additional financial information pertaining to the Responding Developer and the development.

VII. POST SELECTION REQUIREMENTS

A. Pennsylvania Borough Code: Approval of Borough Council. The Borough's selection is subject to the requirements of Section 5-701.03 of The Pennsylvania Borough Code.

B. Written Agreement Required. Once approved by the Borough Council and Borough Code, the selected developer or developers (the "Selected Developer") must be willing to negotiate and enter into a formal, written lease or sales agreement (the "Agreement") with the Borough for the purchase or sale of the Site and a development agreement (the "Development Agreement") with the Borough through its Carnegie relating to the design, construction, use, and timetable of the proposed development (the Agreement and Development Agreement may be collectively referred to as the "Agreements"). However, the selection of a Selected Developer in no way obligates Carnegie to enter into any binding agreement or contract with the Selected Developer. Rather, Carnegie reserves the right to terminate all discussions and negotiations with the Selected Developer at any time prior to the execution of the Agreements. No legal or contractual rights or obligations between the Carnegie and a Selected Developer will come into existence at any time; and no legal or contractual rights or obligations between Carnegie and a Selected Developer will come into existence unless and until the Agreements have been fully executed by both parties. The legal rights and obligations which will come into existence at such time shall be limited to those expressly set forth or incorporated by reference in said Agreements.

C. Design Review Process. Approval by Borough Council of a selected Developer for the property shall not relieve the Selected Developer of its obligation and responsibility to design a project that meets the zoning regulations and building codes adopted by the Municipality and which otherwise complies with all laws, regulations and ordinances.

D. Costs. All costs associated with the transfer, including but not limited to reimbursement for the appraisal and 100% of the real estate transfer, shall be borne by the Selected Developer purchasing the property.

Taxes, liability insurance, property maintenance, Site security, permits, approvals, and all aspects of owning and developing the Site shall be the sole responsibility of the Selected Developer at the time of conveyance as specified in the Agreement.

VIII. GENERAL CONDITIONS

Developers are encouraged to confer with Carnegie prior to submitting their proposals. All proposals, including attachments, supplementary materials, addenda and any other materials submitted therewith shall become the property of Carnegie and will not be returned.

Each Responding Developer, by submitting a response to this RFDP, hereby waives, releases and disclaims any and all rights to protest and/or seek any legal remedies whatsoever against the Borough regarding any aspect of this RFDP, the negotiation process and/or the selection process, including, without limitation, the decisions to accept or reject any proposals, reject any Responding Developers and/or select the Selected Developer.

The Selected Developer and its employees, contractors and primary subcontractors shall not discriminate against or segregate any person or group of persons on any unlawful basis in connection with the construction, sale, transfer, use, occupancy, tenure or enjoyment of the Site or any improvements erected or to be erected thereon, or any part thereof.

A. NO REPRESENTATION OR WARRANTY

BY SUBMITTING INFORMATION OR A PROPOSAL IN RESPONSE TO THIS RFDP, RESPONDING DEVELOPERS ACKNOWLEDGE AND AGREE THAT THE INFORMATION CONTAINED HEREIN WAS OBTAINED FROM A VARIETY OF SOURCES, AND THAT CARNEGIE HAS NOT MADE ANY INDEPENDENT INVESTIGATION OR VERIFICATION OF SUCH INFORMATION. ADDITIONALLY, RESPONDING DEVELOPERS ACKNOWLEDGE AND AGREE THAT THE INFORMATION PROVIDED IN THIS RFDP, AS WELL AS IN RELATED REPORTS, DRAWINGS AND ADDENDA FURNISHED BY CARNEGIE AND/OR ITS CONSULTANTS, IS FOR INFORMATIONAL PURPOSES ONLY AND IS PROVIDED FOR CONVENIENCE ONLY. FURTHER, NO WARRANTY OR REPRESENTATION OF ANY KIND, EXPRESS OR IMPLIED, IS MADE AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION, AND THE SAME IS SUBMITTED SUBJECT TO ERRORS, OMISSIONS OR WITHDRAWAL WITHOUT NOTICE. RESPONDING DEVELOPERS SHOULD MAKE ALL APPROPRIATE INQUIRIES AND INVESTIGATIONS AND FORM THEIR OWN CONCLUSIONS REGARDING THE SITE AND IT'S PHYSICAL, ENVIRONMENTAL AND/OR MARKET CONDITIONS. RESPONDING DEVELOPERS ARE RESPONSIBLE FOR VERIFYING ANY AND ALL INFORMATION REGARDING THE SITE TO THEIR OWN SATISFACTION, AND ARE ENCOURAGED TO CONSULT WITH THE APPROPRIATE AGENCIES WITHIN THE MUNICIPALITY TO OBTAIN CURRENT PLANNING AND ZONING INFORMATION, AS WELL AS ALL OTHER RELEVANT FEDERAL, STATE, AND LOCAL AGENCIES. CARNEGIE, AND ITS AGENTS, PARTNERS, CONSULTANTS, CONTRACTORS, EMPLOYEES AND OFFICERS, ARE NOT RESPONSIBLE FOR ANY INCOMPLETE

OR INACCURATE INFORMATION THAT MAY BE OBTAINED FROM ANY SOURCE WHATSOEVER REGARDING THE SITE OR THE PROJECT.

THE SELECTED DEVELOPER MUST ACCEPT THE SITE IN “AS IS” AND “WHERE IS” CONDITION, WITH ALL FAULTS, AND CARNEGIE MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER, EXPRESS OR IMPLIED, REGARDING THE SITE, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR USE.

B. Carnegie Borough Non-Liability and Related Matters

1. *Inspection of Property.* The Selected Developer shall be given an opportunity to conduct its due diligence of the Site and the title thereto as more particularly mutually agreed to in the Sales Agreement. **IF AN AGREEMENT IS REACHED, THE SELECTED DEVELOPER SHALL ACQUIRE AND TAKE POSSESSION AND OWNERSHIP OF THE SITE IN “AS IS” AND “WHERE IS” CONDITION, WITH ALL FAULTS. THE SELECTED DEVELOPER MUST RELY ON ITS OWN REVIEWS AND OTHER DUE DILIGENCE IN PURCHASING THE SITE, INCLUDING WITH REGARD TO ENVIRONMENTAL ISSUES AND/OR HAZARDOUS WASTES. UPON CONVEYANCE, THE SELECTED DEVELOPER SHALL ASSUME THE RISK OF ADVERSE MATTERS, INCLUDING BUT NOT LIMITED TO, TITLE DEFECTS AND ADVERSE PHYSICAL AND ENVIRONMENTAL CONDITIONS, WHICH MAY NOT HAVE BEEN REVEALED BY ITS REVIEWS AND/OR DUE DILIGENCE.**

2. *Permits, Zoning Variances, and Financial Viability.* Carnegie, by virtue of this RFDP, the selection process or the conveyance of the Site to a Selected Developer, in no way guarantees or warrants the issuance of demolition permits, building permits, zoning variances or any other type of permit, license, registration or approval which may be required with respect to the Site or the project, and Carnegie in no way warrants or guaranties the financial viability of the Site or the project.

2. *Right to Investigate.* Carnegie, and its agents, partners, consultants, contractors, employees and officers, shall have the right to verify, through any means, the accuracy of all information submitted by a Responding Developer and shall have the right to make such inquiries and investigations as it deems necessary to determine the ability of a Responding Developer to perform the obligations set forth in its response to this RFDP. Carnegie reserves the right to reject the response of any Responding Developer who refuses to cooperate with and assist Carnegie in the making of such inquiries and investigations. Moreover, Carnegie reserves the right to reject any response where the available evidence or information does not satisfy Carnegie, in its sole judgment and discretion, that the Responding Developer (a) is qualified to properly carry out the obligations set forth in the response, and/or (b) is a person or developer of good reputation and/or character with the ability to undertake strict, complete and faithful performance of its business obligations.

3. *Carnegie Borough Discretion, Non-Liability, Waivers and Hold Harmless.* **By submitting information and a proposal to Carnegie in response to this RFDP, Responding Developers hereby acknowledge and agree that the Carnegie does undertake and shall have no liability with respect to this RFDP and any matters related thereto, including, without limitation, the information provided in the RFDP, the negotiation process, the selection process and the verification of information submitted by Responding Developers (collectively, the “Released Matters”). By submitting information and a proposal in response to this RFDP, Responding Developers hereby knowingly and voluntarily waive, release and forever discharge the Carnegie Borough from any and all liability with respect to the Released Matters, and agree to hold the Carnegie Borough harmless from any and all claims, demands, damages, expenses, losses, fees, costs, obligations, penalties, liabilities, defenses, judgments, proceedings and/or suits or other actions, of any kind or nature whatsoever, which may arise with respect to any of the Released Matters or otherwise relating to the RFDP and be claimed by the Responding Developer or anyone claiming by, through or under the Responding Developer.**