

REQUEST FOR PROPOSALS

Business Opportunity

BERNARDSVILLE TRAIN STATION

TABLE OF CONTENTS

I.	INTRODUCTION	1
II.	PROPOSAL EVALUATION	2
	A. IMPROVEMENTS TO LOCATION	3
	B. FINANCIAL BENEFIT	4
	C. EXPERIENCE.....	4
	D. FINANCIAL CAPABILITY.....	5
III.	PROPOSAL REQUIREMENTS	6
IV.	SCHEDULE	7
V.	PROTEST PROCEDURE	8

INTRODUCTION

Bernardsville Borough's objective is to enter into a sublease with an experienced, financially sound individual or entity to operate a restaurant at the Bernardsville Train Station. Although the Borough prefers a restaurant, it will also consider other uses permitted in the zone, such as bakeries, artisan manufacturing (including distilleries and micro-brewing), business and professional offices, personal care services, recreational type uses such as health clubs, spas and boutique exercise class providers, boutique gaming facilities, arcades, dance and art studios, cafes, bookstores and similar retail sales, but in order to be consistent with the Quimby Redevelopment Plan, the following uses will not be considered:

- Financial institutions
- Beauty salons
- Pharmacies
- Convenience stores
- Commercial laundromats

The term of the sublease is negotiable.

The Bernardsville Train Station is located on Mine Brook Road (U.S. 202) in the heart of downtown Bernardsville and serves commuters, shoppers, theater goers and others traveling to New York City and downtown Newark.

Selection will be based upon a review of proposals submitted to Bernardsville Borough in response to this Request for Proposal package.

General RFP and Sublease Conditions

- Available for sublease is the Bernardsville Train Station.
- All improvements to the premises must be approved by NJ Transit and the Borough.
- Station waiting room must be available to NJ Transit customers at all times.
- Restaurant or other businesses cannot place tables or other furniture or goods in the 400 square feet of required commuter space between 6:00 a.m. and 9:00 a.m.
- In the case of a restaurant or cafe, the Borough's sublease will provide the authorization for the service of alcoholic beverages subject to receipt of an annual permit to be obtained by the Sublessee from the NJ Division of Alcoholic Beverages.
- The sublease may include short-term parking at the station.
- Minimum annual rent increases of no less than 2.5% per sublease year commencing in the second year of the term.

- The successful Proposer will submit signed and sealed plans to the Borough and NJ Transit for any improvements to the subleased area within 24 days of sublease execution. All construction must be in accordance with State building codes and regulations. In addition, since the building is on the New Jersey Register of Historic Places, the property must be preserved and maintained in accordance with the Secretary of the Interior standards for the treatment of historic properties (36 CFR Part 68, Vol. 60, No. 133). Prior to undertaking any project, the Sublessee will seek the authorization of the Commissioner of the Department of Environmental Protection as required by the New Jersey Register of Historic Places Act of 1970 (N.J.S.A. 13:1B-13.128, et seq.). Upon receipt of approved plans by the Borough (with NJ Transit approval), the successful Proposer must complete construction of all improvements in compliance with the construction schedule submitted with the successful Proposer's proposal. The successful Proposer must forward a copy of all correspondence with NJ Transit and SHPO to the Borough. The successful Proposer shall deposit funds or provide a bond equal to one hundred percent (100%) of the estimated costs for construction of the improvements to the Demised Premises to be held by the Borough, without interest, following the successful Proposer's execution of the sublease, thereby assuring the Borough the availability and dedication of funds for completion of the construction of the Demised Premises. Upon satisfactory and timely completion of the improvements and the issuance of a Certificate of Occupancy by the Borough, the deposit or bond shall be returned to Sublessee.
- The successful Proposer assumes all costs in connection with any improvements to the subleased area (including but not limited to building systems such as electricity, HVAC, fire suppression, plumbing and structural issues). The successful Proposer also agrees to assume all regular utility, trash removal, common area and maintenance costs and to abide by all governmental requirements. The Borough will be responsible for exterior repairs including sidewalks, curbing, roof, gutter/leaders, soffits, window retrofits, lighting, dumpster area and freezer enclosure (but not the freezers themselves).

II. PROPOSAL EVALUATION

The Borough will make an award, if any, only to a Proposer that has been determined by the Borough to be fully responsive to the RFP requirements.

IMPORTANT: Any proposal that materially fails to provide the information requested for EACH criterion will be judged non-responsive and will be rejected.

Proposers must submit five (5) copies of their proposal. Upon receipt of proposals, the Borough will review and rate proposals based upon the following criteria:

A. Improvements to Location	35%
B. Financial Benefit	25%

C. Experience	20%
D. Financial Capability	20%
..	..
..	..

For the purpose of this RFP, the term “Proposer” shall mean the individual or entity submitting a Proposal in response to this RFP.

For the purpose of this RFP, the term “Affiliate(s)” shall mean any natural person or entity controlling, controlled by, or under common control with Proposer.

Proposals must be organized to cover each criterion described below:

A. IMPROVEMENTS TO LOCATION

Proposers must provide a Concept Plan which will depict the physical improvements (“Initial Improvements”), presentation and the menu for the demised premises. Tenant Improvements (build out) will require quality materials and workmanship. The plan will be rated according to the degree to which it maximizes, both visually and operationally, the use of the space, and the extent to which it enhances the quality of the social life of the community and downtown. The Concept Plan must incorporate materials that will contribute to the sense of quality and substance of Bernardsville Train Station. The improvements must enhance and be fully compatible with the ambience and historic character of the Station. As noted above, since the building is on the New Jersey Register of Historic Places, the property must be preserved and maintained in accordance with the Secretary of the Interior standards for the treatment of historic properties (36 CFR Part 68, Vol. 60, No. 133).

Proposers’ score in this category will be based not only on the value of the proposed improvements, but on the extent of the Concept Plan’s contribution to the sense of quality and ambience of the Station. Signage should be separately discussed in the proposal. Proposed signage improvements will also be scored based upon contribution to the sense of quality and ambience of the station.

The Concept Plan must include a floor plan depicting the number of tables and layout of the restaurant. As tables will not be permitted in the main waiting room between the hours of 6:00 a.m. and 9:00 a.m., the proposal must information on where the tables will be stored during these hours.

The Concept Plan must include a Construction Schedule, which will provide the estimated time from plan approval required for both the design of the space and the time required to build out the space. Proposals that do not provide a Construction Schedule will not be considered. Failure to meet the time line in the Construction Schedule will be considered a

default of the sublease with Bernardsville Borough.

Proposers must specify the total dollar value of the proposed improvements. The dollar value must separately delineate the soft costs of the build out and the cost for the actual construction (hard costs).

The proposal must elaborate on any unique aspects of your planned tenancy and improvements. Also provide a description of all brands, including proof of franchise agreements that you are currently operating and are authorized to operate at Bernardsville Train Station, if any. Disclosure of any franchise exclusivity or restrictions is required.

If proposing a franchise, it is necessary that the Borough receive assurance directly from the Franchisor that you are authorized to operate the franchise at the premises being proposed. A letter stating a “willingness” to work with the proposer or similar statement does not suffice to fulfill this requirement. Proposer must provide either a copy of an executed franchise agreement for this location, or at minimum, an officer of the Franchisor must provide a letter to include with your proposal, **addressed directly to Bernardsville Borough**, which contains an affirmative statement of your authorization to operate its franchise at the proposed site.

B. FINANCIAL BENEFIT:

1. The Borough requires a fixed rental fee; it will not entertain proposals for a percentage rent.

The term of the sublease shall be negotiable. Any continued occupancy of the premises beyond the initial term or any extended term will be on a month-to-month basis unless the Borough states otherwise in writing. The Borough requires that there be a minimum annual cumulative increase in rent for each year of the sublease term of 2.5%.

C. EXPERIENCE:

1. The experience factor should demonstrate that the Proposer has the industry expertise and skilled resources to successfully operate the type of business proposed. At least five (5) years of continuous experience in the development, management and operation of an establishment of the type which is being proposed is required. The proposal must contain the following information:

- a. A description of the Proposer’s experience in managing and operating the type of business proposed.
- b. For reference purposes, the names, titles, addresses and phone numbers of existing landlords and prior landlords during the past 5 years.
- c. A description of the strengths and experience of key staff that will be committed on a day-to-day basis to the successful operation of this business location.
- d. A description of retail construction projects, including costs that the Proposer has completed in the past ten (10) years or in which it is currently engaged.

- e. Renderings or photographs of business establishments or facilities that the Proposer has operated and/or constructed within the past ten (10) years.

2. INFORMATION ABOUT PROPOSING ENTITY:

The Proposer that submits the proposal must be the entity, if successful, that will become the Borough's subtenant. Proposer must provide details of the entity which include the following:

- a. If a corporation, furnish:
 - i. The date and state of incorporation.
 - ii. The names of all persons or entities owning at least 10% interest in the company Articles of Incorporation and Certificate of Good Standing.
- b. If Proposer is a limited liability company, furnish the date and state of organization; the names of all Managers; the names of all Members having at least a 10% ownership interest, and furnish the Certificate of Formation, the Operating Agreement and a Certificate of Good Standing.
- c. For any out-of-state entity, proof of qualification to do business in New Jersey must be supplied.
- d. If a partnership, list all partners and percentage owned and copy of Partnership Agreement.
- e. If a joint venture, provide:
 - i. The information requested within this section for each party to the joint venture.
 - ii. A copy of any written agreement or understanding, which exists between the members of the joint venture. If no written agreement or understanding exists, then a written statement explaining how the joint venture will fulfill the requirements of the proposal.
- f. If a sole proprietorship, list all business names under which such individual has done business during the last five (5) years.
- g. List all subleases that the Proposer or any Affiliate currently or previously has had with the Borough or NJ Transit.

D. FINANCIAL CAPABILITY:

The Financial Capability Statement must include personal or entity assets, which will give the Borough assurance that the Proposer can complete the anticipated capital improvements and pay annual rent. The Financial Capability Statement must include pro forma revenue and expense data to demonstrate that the Proposer can satisfy their rent obligation for the first two years of the sublease.

Proposers must submit one or more of the following: (A) a copy of the Proposer's audited financial statements for its most recent fiscal year, (B) a financial statement prepared by a Certified Public Accountant or (C) a letter signed by a bank officer which verifies the assets listed by the Proposer.

If the successful Proposer is not a publicly traded company and its net assets are worth less than \$10,000,000.00, it will be required to provide a Guaranty for all of the obligations of

Sublessee under the Sublease from an individual whose financial resources are satisfactory to the Borough (the "Guarantor"). Guarantor must submit its last Federal tax return along with a financial statement reviewed by its accountant and certified as true and correct by the Guarantor.

All Proposers and the Guarantors must include a **net worth statement**, detailing the Proposer's and the Guarantor's assets and liabilities.

III. PROPOSAL REQUIREMENTS

1. All questions and communications about this RFP shall be submitted in writing to Borough of Public Works Manager John Macdowall at the Bernardsville Borough Hall, 166 Mine Brook Road, Bernardsville, NJ 07924. Only questions answered in writing will be binding. Interpretations, clarifications or supplemental instructions will be issued by Addendum and will be mailed or delivered to all parties requesting this RFP.
2. The proposal must be accompanied by a CASHIER'S CHECK OR MONEY ORDER payable to Bernardsville Borough in the amount of 10% of the first year's rent but not to exceed \$10,000.00 ("Deposit"). The successful Proposer's Deposit shall become non-refundable upon award and shall be retained by the Borough as security for the successful Proposer's execution of a sublease in accordance with the accepted Proposal. Checks or money orders will be returned to unsuccessful Proposers (except the second ranked Proposer) at the time the successful Proposer is selected. The Borough shall return the Deposit of the second ranked Proposer upon receipt of a signed sublease from the successful Proposer.
3. The Borough reserves the right to accept or reject any or all proposals and to waive minor informalities and irregularities. During the evaluation process, if the Borough determines that a particular requirement may be modified or waived, then the requirement will be modified or waived for all Proposers.
4. The Borough reserves the right to investigate or conduct on-site visits of Proposer's and its affiliates' places of business if The Borough determines this to be in its best interest.
5. The Borough further reserves the right to require oral presentations, ask specific questions and conduct exploratory discussions with one or more Proposers at any time during the evaluation process in order to clarify the details of a proposal. In the event that the Evaluation Committee's scoring of one or more proposals is within 10% of the top proposal, the Borough, at its discretion, may give each of those Proposers within that 10% range an opportunity to submit a revised financial proposal. The Proposer with the highest proposed rent will then be determined to be the successful Proposer.

6. The Borough, at its discretion, may refuse to evaluate a proposal or proposals for the following reasons:
 - a. More than one response submitted by a Proposer under the same or different name. One or all responses will be rejected if there is reason for believing that collusion exists among Proposers.
 - b. Unsatisfactory record of Proposer or any of its Affiliates, as hereinbefore defined, judged from the standpoint of conduct, workmanship, payment history, or untimely completion of renovations and level of performance, etc., as shown by past or current subleases with Bernardsville Borough.
7. Attached is the Borough's standard form of railroad station sublease for review. The form sublease is subject to revisions recommended by the Borough Attorney. **Requested modifications to the attached sublease form must be submitted in writing simultaneously with the Deadline for Submittal of Questions Date set forth with the address on the following page.** The sublease may be subject to the approval of the Borough's Council. If any requested modifications to the sublease are accepted the Borough will notify all proposers five (5) days prior to the deadline for proposal submission
8. The successful Proposer will be required to execute and return same to the Borough along with a certificate of insurance and security deposit of 3 times the last month's rent of the Term. Should Proposer fail to execute the sublease within 30 days of notification of award, the Borough reserves the right to select the next qualified Proposer or to seek new proposals.
9. Each Proposer must disclose in its proposal any relationships (family, personal, business) between itself or its Affiliates and any Borough employees, officers or Board members and complete and return the enclosed forms with its proposal.

IV. SCHEDULE

Proposer's Meeting*	Thursday, November 18, 2021
Deadline for submittal of questions	Friday, December 3, 2021
Deadline for Proposal submission	Friday, January 14, 2022
Anticipated date for notification of successful proposer	Tuesday, February 8, 2022
Anticipated date for sublease execution	Wednesday, February 23, 2022
Anticipated date for plan submittal	Friday, March 18, 2022
Anticipated date for plan approval	Friday, May 20, 2022

Anticipated date for completion of construction	Friday, July 29, 2022
Anticipated opening date for business	Monday, September 5, 2022

***Proposer's Meeting/Prospective Subtenant will be held at 2:00 pm Thursday, November 18, 2021 at the Bernardsville Train Station Building. Depending on the state of the COVID-19 pandemic at that time, the meeting may be held via Zoom. If that is the case, instructions to participate will be provided well in advance.**

If you wish to be considered as a prospective tenant for the space listed above under the conditions contained in this RFP and in the attached form of sublease, you must submit five (5) copies of your proposal by **2:00 p.m.**, Friday, January 14, 2022 to the following address:

**John Macdowall
Bernardsville Borough Hall
166 Mine Brook Road
Bernardsville, New Jersey 07924
RE: Bernardsville Train Station**

V. PROTEST PROCEDURE

This section describes the policies and procedures governing the receipt and resolution of vendor protests in connection with this Request for Proposal (RFP).

A. Parties

Only an interested party may file a protest.

B. Types of Protests/Time Limits

1. Protests based upon alleged restrictive specifications or alleged improprieties in the Borough's procurement process must be filed no later than five (5) days prior to the bid opening date, or no later than five (5) days prior to the closing date for receipt of initial proposals.
2. Protests based upon alleged improprieties of a Proposal shall be filed no later than five (5) days after the Protestor knows or should have known of the facts giving rise thereto.
3. Protests based upon the award of a contract shall be filed no later than five (5) days after the notification to the unsuccessful firms of the Borough's intent to award, or no later than five (5) days after an unsuccessful firm becomes aware of the Borough's intent to

award a contract, whichever comes first.

4. All protests must be filed in writing. Oral protests will not be accepted.

C. Where to File

Protests must be filed directly with the Bernardsville Borough Clerk, Borough Hall, 166 Mine Brook Road, Bernardsville, NJ 07924.

D. The Protest

1. The protest must contain the following information:
 - a. The name, address and telephone number of the protestor.
 - b. A statement of the specific grounds for protest and any supporting documentation. Additional materials in support of the protest will only be considered if filed within the time limits set in Paragraph B.
 - c. An indication of the ruling or relief desired from the Borough.
2. If the protest is filed before contract award, the potential contractor will be advised by the Borough of the pending protest.
3. If deemed appropriate by the Borough, an informal conference on the merits of the protest may be conducted with all interested parties allowed to attend.

E. Confidentiality of Protest

Material submitted by a protestor will not be withheld from any interested party, except to the extent that the withholding of information is permitted or required by law or regulation. If the protestor considers that the protest contains proprietary material which should be withheld, a statement advising of this fact must be affixed to the front page of the protest documents and the alleged proprietary information must be so identified wherever it appears.

F. Response to the Protest

The Borough Clerk will respond to the protest within a reasonable time after receipt of the protest by the Borough. The Borough's response shall address only the issues raised originally by the protestor.

G. Rebuttal to Bernardsville Borough's Response

The protestor may submit a written rebuttal to the Borough's response, addressed to the Borough Clerk, but must do so within five (5) days after receipt of the original the Borough response. New issues in the rebuttal will not be addressed by the Borough. After receipt of the protestor's rebuttal, the Borough Clerk will review the protest and notify the protestor of his final decision.

H. Request for Additional Information

Failure of the protestor to comply expeditiously with a request for information as specified by the Borough Clerk may result in determination of the protest without consideration of the additional information. If any parties to the protest request information from another party, the request shall be made to the Borough Clerk and shall be complied with by the other party within five (5) days if the Borough so directs.

I. Procurement Process Status

Upon timely receipt of a protest, the Borough will delay the receipt of proposals until after resolution of the protest for protests filed prior to the proposal due date, or withhold award until after resolution of the protest for protests filed after receipt of proposals. However, the Borough may receive proposals or award a contract whenever the Borough, at its sole discretion, determines that:

1. The items or work to be procured are urgently required; or
2. Delivery or performance will be unduly delayed by failure to make the award promptly; or
3. Failure to make prompt award will otherwise cause undue harm to the Borough or the Federal Government.

J. Definitions

1. "Days" means working days.
2. "File or Submit" means date of receipt by the Borough Clerk.
3. "Interested Party" means all proposers/offerors. It may also include a subcontractor or supplier provided they have a substantial economic interest in a portion of the RFP.
4. "Potential Contractor" means the proposer that is in line for award of the contract in the event that the protest is denied.