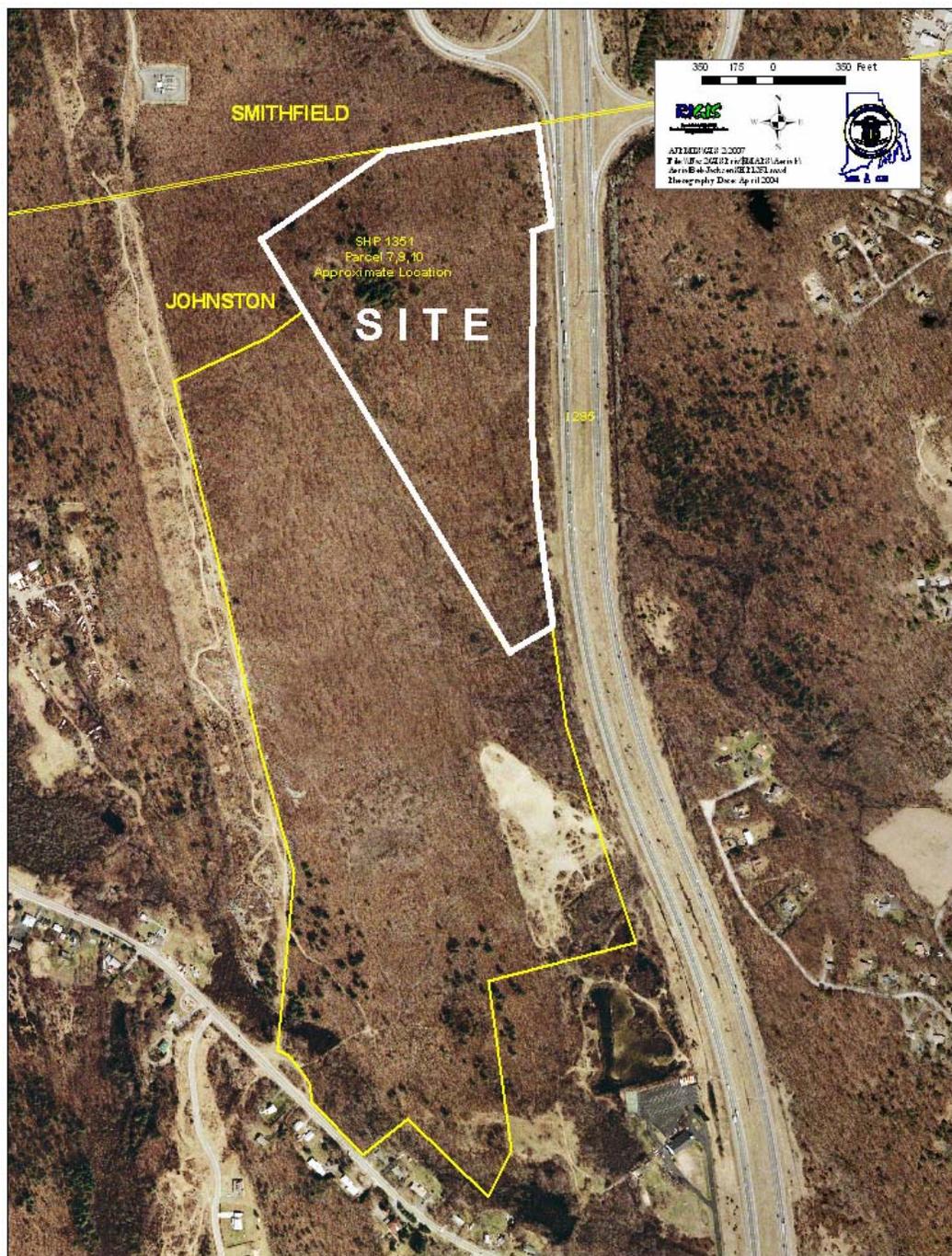




# REQUEST FOR PROPOSALS

**Sale of 2,395,800± Square Feet or 55 acres of  
Excess Land  
Johnston, Rhode Island**

Aerial Photo of Property



The State of Rhode Island, acting through the Department of Administration's Division of Purchasing, invites proposals from the general public for the sale and development of approximately 2,395,800 square feet or 55 acres of real property deemed excess by the Department of Transportation. The property is located in Town of Johnston, Rhode Island bounded to the north by the Johnston/Smithfield Town Line, to the east by Interstate Route 295, and to the west and south by land which is privately owned. A more detailed description of the property is contained within, along with the instructions for completing the Request for Proposals.

Request for Proposals packages are available from the Department of Administration, Division of Purchases, located at One Capitol Hill, Providence, RI 02908 between the hours of 8:30 A.M. and 4:00 P.M.

A mandatory pre-proposal meeting is scheduled for 10:00 A.M., April 5, 2007, at One Capitol Hill, 2nd Floor, Providence, RI 02908

All proposals must be submitted in a sealed envelope clearly marked:

Request for Proposals Number SPLP 113 55 Acres Johnston, Rhode Island
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All RFP's must be received by 10:00 A.M., April 26, 2007 at the:

Department of Administration Division of Purchases One Capitol Hill, 2nd Floor Providence RI 02908
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Thank you for your interest.

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Jerome F. Williams  
Director of Transportation

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## Part 1

### **Introduction and Site Description**

#### **Overview**

The State of Rhode Island, acting through the Department of Administration's Division of Purchasing, offers for sale approximately 2,395,800 square feet or 55 acres of excess land (hereinafter referred to as the "Parcel") located in the Town of Johnston, Rhode Island bounded to the north by the Johnston/Smithfield Town Line, to the east by Interstate Route 295SB, and to the west and south by land which is privately owned, The Parcel comprises portions of those parcels formerly identified in Rhode Island State Highway Condemnation Plat 1351 Parcels 7, 9, and 10. Although the parcel enjoys frontage on Interstate Route 295SB no access will be allowed from either Interstate Route 295 or from Route 44 (Putnam Pike). (see Exhibit A, B, attached)

#### **Site Description**

The subject parcel consists of approximately 2,395,800 square feet or 55 acres of unimproved land located in the Town of Johnston, adjacent to Interstate Route 295SB. The subject parcel is irregular in shape and is comprised of dense ledge, wetlands and hilly terrain. The parcel is without access as a stand alone parcel.

#### **The Improvements**

The subject property is vacant, unimproved land

#### **Zoning**

The subject property is not zoned. However, properties in the immediate environs are zoned Residential (R-40) with 40,000 square foot minimums for developable parcels. (see attached Exhibit B-Zoning)

#### **Utilities**

All utilities are available on both Atwood Avenue in the Town of Johnston and Putnam Pike in the Town of Smithfield in sufficient quantities and include electricity, sewer, telephone, gas, public water services. The Town of Johnston provides trash removal and full time police and fire services.

#### **Flood Hazard Zone**

The parcel is located in Zone "X" of the F.E.M.A Flood Insurance Rate Maps, Community Panel Number 4400180010C, dated November 17, 1983. Properties in Zone "X" are not susceptible to flooding.

## **Conclusion**

The parcel consists of 55 acres of unimproved land located in the Town of Johnston, adjacent to Interstate Route 295SB. The subject parcel is irregular in shape and is comprised of dense ledge, wetlands and hilly terrain. The parcel is without access as a stand alone parcel. The abutting parcel to the south has access via Greenville Avenue, Johnston.

## **Special Conditions**

1. The Parcel will be sold "as is" by Quit Claim Deed. No Warranty Deed will be offered by the State. The selected Proposer will be responsible for the cost and preparation of a conveyance plat map and a metes and bounds description of the Parcel conforming to RIDOT specifications. Any subdivision and deed filing requirements of the Town of Johnston will also be at the selected Proposer's cost and expense.
2. The State will pay no broker's fee, finder's fee, commission, or other compensation to any party claiming to counsel or represent any Proposer regarding the sale of the Parcel. If the selected proposer desires the property's title examination, all cost and responsibilities therefore will be the selected proposer's. The property was acquired by the State in 1966 under the power of eminent domain.
3. No representations will or have been made by the State that the Parcel meets local, State, or Federal ordinances, regulations, or laws governing development of the property for residential use or otherwise.
4. All proposals are subject to the stipulations of this Request for Proposals and are subject to the pre-emptive rights to the Parcel's (re)purchase by its owner(s) at the time of condemnation and the Town of Johnston pursuant to Title 37, Chapter 7, Section 3 of the General Laws of Rhode Island, 1956, as amended.
5. Any use of the Parcel will be in compliance with "Appendix C," Title VI of the Federal Civil Rights Act of 1964, as amended, i.e., without discrimination as to race, color, or national origin.
6. No billboard, sign, or other outdoor advertising devices shall be erected upon the Parcel other than those indicating ownership or on-premise advertising and shall be subject to reasonable restrictions with respect to number, size, location, and design by regulation of the RIDOT and/or the Federal Highway Administration and subject to the Town of Johnston zoning ordinance.
7. Any public utilities or municipalities having facilities under, over, or through the Parcel as of the date of its conveyance to the selected Proposer shall have the right and easement to continue to maintain, operate, and renew their facilities within the subject property.
8. The selected Proposer will indemnify, save harmless, and defend the RIDOT and the State of Rhode Island from any claim or claims arising from the discovery, uncovering, finding, transportation, storage, and disposal of any oil, hazardous material, hazardous waste, or

hazardous substance, as those terms are defined by any applicable law, rule, or regulation, including but without limitation, the "Rhode Island Hazardous Waste Management Act," R.I.G.L. Section 23-19.1-1 et seq., the "Rhode Island Hazardous Substances Act," R.I.G.L. Section 23-24-1, et seq., the "Rhode Island Rules and Regulations for Hazardous Waste Management" (2005), the "Oil Pollution Control Act," R.I.G.L. Section 46-12.5.1-1 et seq., the "Comprehensive Environmental Response, Compensation and Liability Act," as amended, 42 U.S.C. 9601 et seq., and the "Resource Conservation and Recovery Act," as amended, 42 U.S.C. 6901 et seq., attributable to the selected Proposer subsequent to the date the parcel is conveyed to the selected Proposer arising under R.I.G.L. Sections 23-19.1-1 et seq., as amended or otherwise, and R.I.G.L. Section 46-12.5.1-1 et seq., as amended or otherwise.

9. The Rhode Island Historical Preservation & Heritage Commission (HP&HC) is requiring an archaeological investigation to locate and assess the parcels cultural resources prior to any land transfer. All costs and responsibilities therefor will be the selected proposer's expense.
10. All costs associated with responses to this Request for Proposals and/or providing written and/or verbal clarification of its contents will be the responsibility of proposer's. The State assumes no responsibilities or liabilities for these costs.
11. Execution of a Purchase and Sale Agreement with the State substantially in the form of Exhibit C, see attached.
12. No proposals to purchase portions or subparts of the property will be accepted by the State. Proposers must offer to purchase the property in its 2,395,800 square foot or 55 acre entirety.

### **Withdrawal of Proposal**

No proposal will be allowed to be withdrawn after it has been received by the Rhode Island Department of Administration.

### **Rejection or Acceptance of Proposals**

The State reserves the right to unconditionally accept or reject any and all proposals. The State likewise reserves the right to impose under the deed any special conditions or restrictions which RIDOT may deem necessary. Any proposal that is incomplete, conditional, obscure, or irregularities of any kind, may be rejected by the State.

### **Unacceptable Proposals**

No proposals will be accepted from, nor will any proposal be awarded to, any person, entity, firm, or corporation that is in arrears or is in default to the State of Rhode Island upon any debt, tax, or contract, or that has previously defaulted in surety or otherwise, upon any obligation to the State of Rhode Island, or that has failed to perform faithfully any previous contract with the State of Rhode Island. No consideration will be given to proposals which are inconsistent with the information required in the attached Proposal Format.

**Explanations Written and Oral**

Any additions or deletions to this Request for Proposals will be made known to all Proposers via written addenda. The State will not be responsible for any oral instructions.

**Proposal Requirements and Evaluation Criteria**

The Proposal will include proof of financial viability, and a written offer to purchase (in dollars) for the Parcel.

Each proposal will be reviewed for compliance with the terms of the RFP and evaluated by an Executive Committee comprised of RIDOT staff members who will forward their collective recommendation to the Director of Transportation. The Director of Transportation will then seek the formal approval of the State Properties Committee to convey the Parcel. No award will be in force or binding until the approval from the State Properties Committee is received.

The Evaluation Criteria is weighted as follows:

Total Purchase Price Offered ..... 100%

**Signature of Bidder**

All proposals must be signed in ink, notarized, and dated by the Proposer or their representative.

**Proposal Surety**

All proposals must be accompanied by a cashier’s or certified check made payable to the "General Treasurer - State of Rhode Island," and drawn in the sum of Twenty Three Thousand Five Hundred Dollars (\$23,500.00)

The check of the Proposer to whom the award is made shall be forfeited if the Proposer fails to close on the subject property's sale within one hundred twenty (120) days after notice of acceptance. The surety of unsuccessful Proposers will be returned upon proposal award or the rejection of all proposals by the State.

**Acknowledgments**

The State is soliciting competitive proposals pursuant to its determination that such a process best serves the interest of the State of Rhode Island and not because of any legal requirements to do so. The Proposer acknowledges that it is the State’s right to accept any proposal, or number of proposals, even if from different Proposers, or to unconditionally reject any and all proposals; or to amend with the consent of the Proposer any bid proposal prior to acceptance; or to waive any formality and otherwise effect the State’s intent under this proposal, all as the State, in its sole judgment, may deem to be in its best interest. The State reserves the right to interview any and all Proposers to more fully understand their proposal as well as their individual or corporate experience.

The State will not be responsible in any manner for any costs associated with proposal submission. The individual proposals, including all drawings, plans, photos, and narrative

material shall become the property of the State upon receipt. The State shall have the right to copy, reproduce, publicize, or otherwise dispose of each proposal in any manner that it selects. However, all financial information submitted to show proof of financial viability will be kept confidential and returned to the Proposer. Furthermore, the State shall be free to use or to adopt as its own, without liability for payment or compensation, any idea, scheme technique, layout, or plan received as part of this proposal process.

### **Pre-Proposal Conference**

A pre-proposal conference will be held at the following time and location:

**Time: 10:00 A.M.**  
**Date: April 5, 2007**  
**Place: One Capitol Hill, 2nd Floor**  
**Conference Room B**  
**Providence, Rhode Island**

Prospective Proposer's or their representatives are required to attend this pre-proposal conference. No questions to, or contact with, State officials regarding this RFP, except for interviews by the Evaluation Committee, will be allowed after this pre-proposal conference and until after proposal award. If a question cannot be answered at the pre-proposal conference, a written response will be provided to all attendees.

### **Deadline for Receipt of Proposals**

All proposals must be signed in ink, dated, and received by the Department of Administration, Division of Purchases, at the address described in the following Proposal Format no later than 10:00 A.M. on April 26, 2007 when each proposal will be acknowledge and read aloud.

### **Questions and Information**

Any questions or requests for additional information should be submitted in writing by April 12, 2007 and addressed to:

Robert B. Jackson  
RIDOT Real Estate Section  
Two Capitol Hill  
Providence, RI 02903  
(401)-222-2411, Ex 4525

A copy of the questions and requested additional information will be disseminated to all interested parties by April 19, 2007.

### **Proposal Schedule**

April 12, 2007: Any/all questions due in writing from proposers  
April 19 2007: Responses forwarded to all proposers  
April 26, 2007: Proposals due no later than 10:00 A.M.  
April 26, 2007: Proposals opened at 10:00 A.M.

PART II

**Proposal Format**

**Sale of 2,395,800± Square Feet or 55 acres of  
Excess Land  
Johnston, Rhode Island**

**General Information**

**Proposers must provide the following information in the format outlined below. Four (4) complete copies of this Proposal Format along with any attachments, signed in ink by the Proposer, must be submitted in a sealed envelope to:**

**Rhode Island Department of Administration  
Division of Purchases  
One Capitol Hill, 2nd Floor,  
Providence RI 02908**

**The outside of the envelope must include the following information:**

**Request for Proposals Number: SPLP 113  
55 acres of excess land  
Johnston, Rhode Island**

**All proposals must be received by the RIDOA no later than 10:00 A.M. on April 26, 2007.**

**Contact Information**

Name of Proposer:

Address of Proposer:

Description of Proposer: (Corporation, Partnership, Association, etc.)

E-Mail Address:

Telephone Number:

Fax Number:

Name and address of any other person/parties collaborating in the submission of this proposal:

**Financial Information**

**Credit:** Please provide Proposer's present credit rating information. Specify if other than Dunn & Bradstreet.

**Financial:** Briefly describe the Proposer's financial status. Include bank and/or insurance references. Include a current statement of financial condition attested to by a Certified Public Accountant.

## **Affidavits**

### **Affidavits and Disclosures**

- Include with this Proposal Form the affidavits and disclosures (attached as Forms 1, 2, 3 and 4) described below.
- Proposals must include an Affidavit of Non-Collusion (Form 1) stating that neither the Proposer nor their agents, nor any other party for them, has paid or agreed to pay any money or valuable consideration directly or indirectly, to any person, firm or corporation for assistance in procuring or attempting to procure the proposal award herein contemplated.
- Proposals must include an Affidavit of Non-Conviction (Form 2) stating that neither the Proposer nor any of their officers, directors, partners, or any of their employees directly involved in obtaining or performing business with public bodies, have been convicted of or have had probation before judgment or have pleaded nolo contendere to a charge of bribery, attempted bribery, or conspiring to bribe in violation of the General Laws of Rhode Island or the law of any other State or the Federal Government.
- are foreign corporations, that is, corporations not chartered in Rhode Island, but licensed to do business in Rhode Island, are required to submit with their proposal an affidavit duly executed by their president, vice president, or general manager and stating that the corporation has, in accordance with the provisions of the General Laws of Rhode Island, obtained a certificate authorizing it to do business in Rhode Island.
- Corporations and partnerships are required to submit with their proposal a Certificate of Disclosure of Corporation or Partnership (Form 3 or 4), listing the name and address of principal officers.

- 

### **Minimum Offer**

It is determined that the purchase price for the subject property must equal or exceed the sum of Four Hundred Seventy Thousand Dollars (\$470,000.00). All offers are subject to final acceptance by the Rhode Island Department of Transportation (RIDOT and the State Properties Committee).

### **Signatures and Acknowledgements**

Proposals must include with this Proposal Form the Offer to Purchase (Form 5), duly witnessed, along with the previously described proposal surety.

The Proposer acknowledges that it has received and read this Request for Proposals and its attachments and that the terms thereof are incorporated by reference in this Proposal Form. This proposal constitutes a firm offer.

The State is soliciting competitive proposals pursuant to determining that such a process best serves the interest of the State and the general public and not because of any legal requirement to do so. The Proposer acknowledges that it is the State's right to accept or reject any or all proposals, to modify or amend with the consent of the Proposer any proposal prior to acceptance, and to waive any informality and to effect any agreement all as the State in its sole judgment may deem to be in its best interest.

**AFFIDAVIT OF NON-COLLUSION**

**(Form 1)**

**SPLP 113  
Sale of 2,395,800± Square Feet or 55 acres  
Johnston, Rhode Island**

I, \_\_\_\_\_ of \_\_\_\_\_  
*(Name)* *(City/Town, State)*

being of lawful age, duly sworn, state that I am an Agent authorized by the Proposer to submit the attached Request for Proposals on the Proposer’s behalf. That the proposal filed herewith is not made in the interest of or on the behalf of any undisclosed person, partnership, company, association, organization or corporation. That such proposal is genuine and not collusive or a sham; that said Proposer has not, directly or indirectly induced or solicited any other Proposer to put in false or sham proposal, and has not, directly or indirectly, colluded, conspired, connived, or agreed with any Proposer or anyone else to put in a sham proposal, or that anyone else shall refrain from proposing. That said Proposer has not in any manner, directly or indirectly, sought by agreement, communication, or conference with any to fix the proposal price of said proposal or to fix any cost element of such proposal price of said Proposer or any other Proposer, or to secure any advantage against anyone interested in the proposal. That there has been no discussion between Proposers and any official of the Rhode Island Department of Transportation or any employees of the Rhode Island Department of Transportation concerning exchange of money or other things of value for special consideration in submitting a sealed proposal. That all statements contained in such proposal are true; that Proposer has not, directly or indirectly, submitted his proposal price or any breakdown thereof of the contents thereof, or divulged information or data relative thereto to other parties.

Proposer: \_\_\_\_\_

Signed and sworn before me this \_\_\_\_\_ day  
of \_\_\_\_\_, 20\_\_.

By: \_\_\_\_\_

\_\_\_\_\_  
Notary Public  
My Commission expires \_\_\_\_\_

Name: \_\_\_\_\_  
*(typed or printed)*

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Affix seal

**AFFIDAVIT OF NON-CONVICTION**

**(Form 2)**

**SPLP 113  
Sale of 2,395,800± Square Feet or 55 acres  
Johnston, Rhode Island**

**I HEREBY AFFIRM THAT:**

I am the \_\_\_\_\_ and the duly authorized representative of  
*(Title)*

\_\_\_\_\_  
*(Business, Organization, or Corporation)*

and that I possess the legal authority to make this Affidavit on behalf of myself and the business for which I am acting.

**I FURTHER AFFIRM THAT:** Neither I, nor, to the best of my knowledge, information and belief, the above business as above-described in this proposal, or any of its officers, directors, partners, or any of its employees directly involved in obtaining or performing contracts with public bodies, have been convicted of, or has had probation before judgment, or has pleaded nolo contendere to a charge of bribery, attempted bribery, or conspiracy to bribe in violation of Rhode Island State Law or the law of any other state or the Federal government. (Indicate below the reason(s) why affirmation cannot be given and list any conviction, plea, or imposition of probation before judgment with the date, court, official or administrative body, sentence or disposition, name(s) of person(s) involved, and their current positions and responsibilities with the business.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**I FURTHER AFFIRM THAT:** Neither I, nor to the best of my knowledge, information, and belief, the above business, or any of its officers, directors, partners, or any of its employees directly involved in obtaining or performing contracts with public bodies, has:

- (a) Been convicted under state or federal statute of a criminal offense incident to obtaining, attempting to obtain, or performing a public or private contract, fraud, embezzlement, theft, forgery, falsification or destruction of records, or receiving stolen property;
- (b) Been convicted of any current violation of a state or federal antitrust statute;

- (c) Been convicted under the provisions of Title 18 of the United States Code for violation of the Racketeer Influenced and Corrupt Organization Act, 18 U.S.C. 1961, et seq., or the Mail Fraud Act, 18 U.S.C. 1341, et seq., for acts arising out of the submission of bids or proposals for a public or private contract;
- (d) Been convicted of conspiracy to commit any act or omission that would constitute grounds for conviction or liability under any law or statute described in subsection (a), (b), (c), or (d) above;
- (e) Admitted in writing or under oath, during the course of an official investigation or other proceedings, acts or omissions that would constitute grounds for conviction or liability under any law or statute described above, except as follows (indicate reasons why the affirmation cannot be given, and list any conviction, plea, or imposition of probation before judgment with the date, court, official or administrative body, the sentence or disposition, the name(s) of the person(s) involved and their current positions and responsibilities with the business, and the status of any debarment):

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I DO SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THIS AFFIDAVIT ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

Proposer: \_\_\_\_\_

Signed and sworn before me this \_\_\_\_\_ day  
of \_\_\_\_\_, 20\_\_.

By: \_\_\_\_\_

Name: \_\_\_\_\_  
(typed or printed)

\_\_\_\_\_  
Notary Public  
My Commission expires \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Affix seal

CERTIFICATE OF AUTHORITY

I, \_\_\_\_\_, certify that I am the \_\_\_\_\_ of \_\_\_\_\_ the corporation described in and which executed the foregoing instrument with the State of Rhode Island; that the said corporation is organized under the laws of the State of Rhode Island; that the corporate seal affixed to said instrument is the seal of said corporation; that \_\_\_\_\_ who executed said instrument as \_\_\_\_\_ of said corporation was then \_\_\_\_\_ of said corporation and has been duly authorized to execute said instrument in behalf of said corporation; that I know the signature of said \_\_\_\_\_; and that the signature affixed to such instrument is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

\_\_\_\_\_

Secretary

**(Form 3)**

CERTIFICATE OF AUTHORITY

I, \_\_\_\_\_, certify that I am the \_\_\_\_\_ of \_\_\_\_\_ the partnership described in and which executed the foregoing instrument with the State of Rhode Island; that the said partnership is organized under the laws of the State of Rhode Island; that the partnership seal affixed to said instrument is the seal of said partnership; that \_\_\_\_\_ who executed said instrument as \_\_\_\_\_ of said partnership was then \_\_\_\_\_ of said partnership and has been duly authorized to execute said instrument in behalf of said partnership; that I know the signature of said \_\_\_\_\_; and that the signature affixed to such instrument is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the partnership seal of said partnership, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_

\_\_\_\_\_

Secretary



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration

(Form 4)

STATE PROPERTIES COMMITTEE
One Capitol Hill
Providence, Rhode Island 02903

CERTIFICATION OF DISCLOSURE OF CORPORATION

I, \_\_\_\_\_, Secretary of \_\_\_\_\_, (State Full Name of Corporation) under oath, make affidavit and say that the following, the officers and directors of said Corporation, having been duly elected and/or appointed thereto:

President \_\_\_\_\_
Vice President \_\_\_\_\_
Treasurer \_\_\_\_\_
Secretary \_\_\_\_\_

State of Incorporation \_\_\_\_\_ Principal Place of Business \_\_\_\_\_

DIRECTORS

Table with 2 columns: NAME, ADDRESS. Multiple rows for listing directors.

STOCKHOLDERS

Table with 2 columns: NAME, ADDRESS. Multiple rows for listing stockholders.

Property under lease to/from the State of Rhode Island covered by this certificate:
Location: \_\_\_\_\_
State Offices Occupying the Premises (if any): \_\_\_\_\_

In witness whereof I have hereunder set my hand and the seal of the said \_\_\_\_\_
(Hereto duly authorized) this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ by
its \_\_\_\_\_ Secretary.

STATE OF RHODE ISLAND
COUNTY OF:

Subscribed and sworn before me at this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

Notary Public
My commission expires

## **INSTRUCTIONS**

1. Completed certificates must be returned to the  
  
Rhode Island State Properties Committee  
One Capitol Hill  
Providence, Rhode Island 02908
  
2. A separate certificate must be completed for each lease the subject corporation has with the State of Rhode Island in which the State is either landlord or tenant.
  
3. If the space provided on this certificate is insufficient, use a continuation sheet of the same size and identify the section (s) to which it relates.
  
4. If the subject corporation is wholly owned by a parent corporation disclose the name of that corporation and its directors and stockholders.
  
5. If the subject corporation is publicly held disclose those stockholders holding greater than 10% of the stock. Include the total number of outstanding corporate shares.
  
6. If the subject corporation publishes an annual report please attach a copy to this certificate.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration

(Form 4)

STATE PROPERTIES COMMITTEE
One Capitol Hill
Providence, Rhode Island 02903

CERTIFICATION OF DISCLOSURE OF PARTNERSHIP

- 7. Name of Partnership (if any)
8. Type or character of business
9. Location of Principal Place of Business
10. Names of individuals having legal title to the property under lease to the State of Rhode Island (complete only when subject Partnership is the landlord).

- 11. Property under lease to/from the State covered by this certificate:
Location
State Offices Occupying Property (if any)

- 12. Name and place of residence of each partner, general and limited partners being respectively designated:

Table with 3 columns: NAME, ADDRESS, TYPE OF PARTNER

I hereby under oath make affidavit in my capacity as a partner and state that this certificate of disclosure is complete, true and correct.

(Signature of Partner Filing Certificate) (Date)

STATE OF RHODE ISLAND
COUNTY OF:

Subscribed and sworn before me at this day of 20.

Notary Public

My Commission Expires

## INSTRUCTIONS

1. Completed certificates must be returned to the  

Rhode Island State Properties Committee  
One Capitol Hill  
Providence, Rhode Island 02908
2. A separate certificate must be completed for each lease the subject partnership has with the State of Rhode Island in which the State is either landlord or tenant.
3. If the space provided on this certificate is insufficient, use a continuation sheet of the same size and identify the section (s) to which it relates.
4. For the purpose of this certificate, a partnership is, as defined in the Uniform Partnership Act (Sections 7-12-12 to 7-12-55, inclusive of the General Laws of Rhode Island, 1956, Reenactment of 1969), an association of two (2) or more persons to carry on as co-owners of a business for profit. But any association formed under any other statute of this State, or any statute adopted by authority, other than the authority of the State, is not a partnership under Section 7-12-12 to 7-12-55, inclusive, shall apply limited partnerships except insofar as the statutes relating to such partnerships are inconsistent herewith.
5. In determining the existence of a partnership, the rules cited in the Uniform Partnership Act shall apply:
  - (1) Except as provided by section 7-12-27 persons who are not partners as to each other are not partners as to third persons.
  - (2) Joint tenancy, tenancy in common, tenancy by the entireties, joint property, common property, or part ownership does not of itself establish a partnership.
  - (3) The sharing of gross returns does not of itself establish a partnership, whether or not the persons sharing them have a joint or common right or interest in any property from which returns are derived.
  - (4) The receipt by a person of a share of the profits of a business is prima facie evidence that he is a partner in the business, but no such inference shall be drawn if such profits were received in payment:
    - (a) As a debt by installment or otherwise,
    - (b) As wages of an employee or rent to the landlord,
    - (c) As an annuity to a widow or representative of a deceased partner,
    - (d) As interest on a loan, though the amount of payment may vary with the profits of the business,
    - (e) As the consideration for the sale of a good will of a business or other property by installments or otherwise,
6. For the purpose of this certificate, partnership property shall be as defined in the Uniform Partnership Act:
  - (1) All property originally brought into the partnership stock or subsequently acquired by purchase or otherwise, on account of the partnership, is partnership property.
  - (2) Unless the contrary intention appears, property acquired with partnership funds is partnership property.
  - (3) Any estate in real property may be acquired in the partnership name. Title so acquired can be conveyed only in the partnership name.
  - (4) A conveyance to a partnership in the partnership name, though without words of inheritance, passes the entire estate of the grantor unless a contrary intent appears.
7. The partner executing this certificate shall be bound by the Uniform Partnership Act in that notice to any partner of any matter relating to partnership affairs, and the knowledge of the partner acting in the particular matter, acquired while a partner or then present to his mind and the knowledge of any other partner who reasonably could and should have communicated it to the acting partner, operate as notice to or knowledge of the partnership, except in the case of a fraud on the partnership committed by or with the consent of that partner.
8. For the purposes of this certificate, a limited partnership is, as defined in the Uniform Limited Partnership Act (Sections 7-13-1 to 7-13-31, inclusive, of the General Laws of Rhode Island, 1956, Reenactment of 1969), a partnership formed by two or more persons under the provisions of Section 7-13-3, having as members one or more general partners and one or more limited partners. The limited partners as such shall not be bound by the obligations of the partnership.
9. In determining the existence of a limited partnership, the rules cited in the Uniform Limited Partnership Act shall apply
10. A new certificate must be refiled whenever any additional partners (either general or limited) are admitted into the partnership.

**OFFER OF PURCHASE**

**(Form 5)**

**SPLP 113  
Sale of 2,395,800± Square Feet or 55 acres  
Johnston, Rhode Island**

On this date and in accordance with the terms and conditions set forth in the Request for Proposals Number SPLP 113, the undersigned offers to purchase approximately 2,395,800 square feet or 55 acres of real property deemed excess by the Department of Transportation. The property is located in Town of Johnston, Rhode Island bounded to the north by the Johnston/Smithfield Town Line, to the east by Interstate Route 295, and to the west and south by land which is privately owned.

**Amount:** \_\_\_\_\_ Dollars (\$ \_\_\_\_\_)

Also, as required by the terms of the RFP, proposal surety in the amount of Twenty Three Thousand Five Hundred Dollars (\$23,500.00) in the form of a cashier's or certified check made payable to "State of Rhode Island - General Treasurer" is enclosed.

**This offer is made and surety submitted on behalf of:**

\_\_\_\_\_  
*Name of Individual, Business, or Corporation*

\_\_\_\_\_  
*Address*

\_\_\_\_\_  
*City/Town, State*

**By a duly authorized agent:**

\_\_\_\_\_  
*Name – please print or type*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

**Witnessed:**

\_\_\_\_\_  
*Name – please print or type*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*