



REQUEST FOR PROPOSALS

**Sale of 141,231 square feet or 3.24 acres of
Excess Waterfront Land, adjacent to
Fred Humlak Way
plus
295,789 square feet or 6.79 acres of Littoral Rights
on Greenwich Bay, Warwick, Rhode Island**

Aerial Photo of Property





Subject, Waterfront Property



Westerly Property, looking northwest



Water view from atop Amtrak line



Water view from Fred Humlak Way

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 141,231 square feet or 3.24 acres of real property deemed excess by the Department of Transportation. The property is located along the easterly and westerly sides of Fred Humlak Way in the City of Warwick and 295,789 square feet or 6.79 acres of Littoral Rights with approximately 800 linear feet of water frontage on Greenwich Bay. 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 John Ryan (401-222-4240) at the Department of Administration, Division of Purchases, located at One Capitol Hill, Providence, RI 02908 or Robert Jackson (401-222-2411, Ext. 4525) at the Department of Transportation located at Two Capitol Hill, Providence, RI 02903, 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., August 6, 2009, at the site.

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

Request for Proposals Number SPLP #141
Fred Humlak Way
Warwick, RI

All proposals must be received by 10:00 A.M., August 27, 2009 at the:

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

Thank you for your interest.

Michael P. Lewis
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 141,231 square feet or 3.24 acres of excess land plus 295,789 square feet or 6.79 acres of Littoral Rights on Greenwich Bay (hereinafter referred to as the "Parcels") located in the City of Warwick, Rhode Island. Two parcels are along the easterly and westerly sides of Fred Humlak Way, between the Amtrak rail line to the west and Greenwich Bay to the east. Fred Humlak Way is a State-owned roadway, which is maintained by the City of Warwick, and serves only to connect Brewer's Yacht Yard Cowesett, Inc., to the south and Masthead Drive and Post Road to the north. The third parcel is the Littoral Rights on Greenwich Bay. The Parcels are formerly identified on Rhode Island State Highway Condemnation Plat 1827, Parcel 6.

Site Description

The property consists of two very irregularly shaped, non-contiguous parcels, located on either side of Fred Humlak Way and has a combined gross land area of 141,231 square feet or 3.24 acres. The "waterfront parcel," which is the easterly tract, consists of approximately 75,000 square feet, and the "westerly parcel," the westerly tract, consists of 65,000 square feet, located adjacent to the Amtrak rail line and 295,789 square feet or 6.79 acres of "Littoral Rights" with approximately 800 linear feet of frontage on Greenwich Bay. A 150-foot right-of-way to Greenwich Bay will be retained via the right-of way of Masthead Drive. (See attached Exhibit A-Site Plan).

Improvements

The property is unimproved with the exception of some vegetation that includes small trees, grasses, and native shrubbery. Off-site improvements include storm sewers, concrete curbing, and overhead street lighting.

Zoning

The property is currently zoned OS Open Space. (See attached Exhibit B-Zoning).

Utilities

Municipal water, electricity, and telephone

Flood Hazard Zone

The property is located in Zones "AE" and "VE" of the FEMA Flood Insurance Rate Maps, Community Panel Number 445409-0005E, dated June 16, 1992. Areas in a Zone "AE" are considered to be areas susceptible to flooding, and flood insurance is available if required. This particular locus of the AE zone has a specified elevation of 15 feet which requires that any structure containing residential dwelling units be elevated 15 feet above sea level at this location. Areas in a Zone "VE" designation indicates that portions of the property are susceptible to damage caused by velocity wave and wind action to an elevation of 17 feet.

Conclusion

Special Conditions

1. The Parcels 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 Parcels conforming to RIDOT specifications. Any subdivision and deed filing requirements of the City of Warwick 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 Parcels. 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 on March 31, 1981 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 property commercially, industrially, 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 City of Warwick 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 Parcels 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 City of Warwick’s 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. If applicable, 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 property 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 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 the Proposer. The State assumes no responsibilities or liabilities for these costs.
10. 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 141,231 square foot or 3.24 acre and 295,789 square feet or 6.79 acres of Littoral Rights in its 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 or lease any special conditions or restrictions which RIDOT may deem necessary. Any proposal that is incomplete, conditional, obscure, or has 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 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 Evaluation 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 mandatory pre-proposal conference will be held at the following time and location:

<p>Time: 10:00 A.M. Date: August 6, 2009 Place: Fred Humlak Way Warwick, Rhode Island</p>

Prospective Proposers or their representatives may attend this pre-proposal conference. Oral questions concerning this Request for Proposals (RFP) will be considered only at 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 August 27, 2009.

Questions and Additional Information

Any questions or requests for additional information should be submitted in writing by August 13, 2009 and addressed to:

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

A copy of the questions and requested additional information will be disseminated to all interested parties by August 20, 2009.

Proposal Schedule

August 6, 2009: Site Visit
August 13, 2009: Any/all questions due from Proposers
August 20, 2009: Responses forwarded to all Proposers
August 27, 2009: Proposals due no later than 10:00 A.M.
August 27, 2009: Proposals opened at 10:00 A.M.

PART II

Proposal Format

**Sale of 141,231 square feet or 3.24 acres of
Excess Waterfront Land, adjacent to
Fred Humlak Way
plus
295,789 square feet or 6.79 acres of Littoral Rights
on Greenwich Bay, Warwick, 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 to:

**Rhode Island Department of Administration
Division of Purchases
One Capitol Hill
Providence RI 02908**

**Request for Proposals Number: SPLP #141
Fred Humlak Way
Warwick, RI**

All proposals must be received by the RIDOA no later than 10:00 A.M. on August 27, 2009.

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.
- Proposers that 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 Five Hundred Ninety Thousand Dollars (\$590,000.00). All offers are subject to final acceptance by the Rhode Island Department of Transportation (RIDOT) and the State Properties Committee.

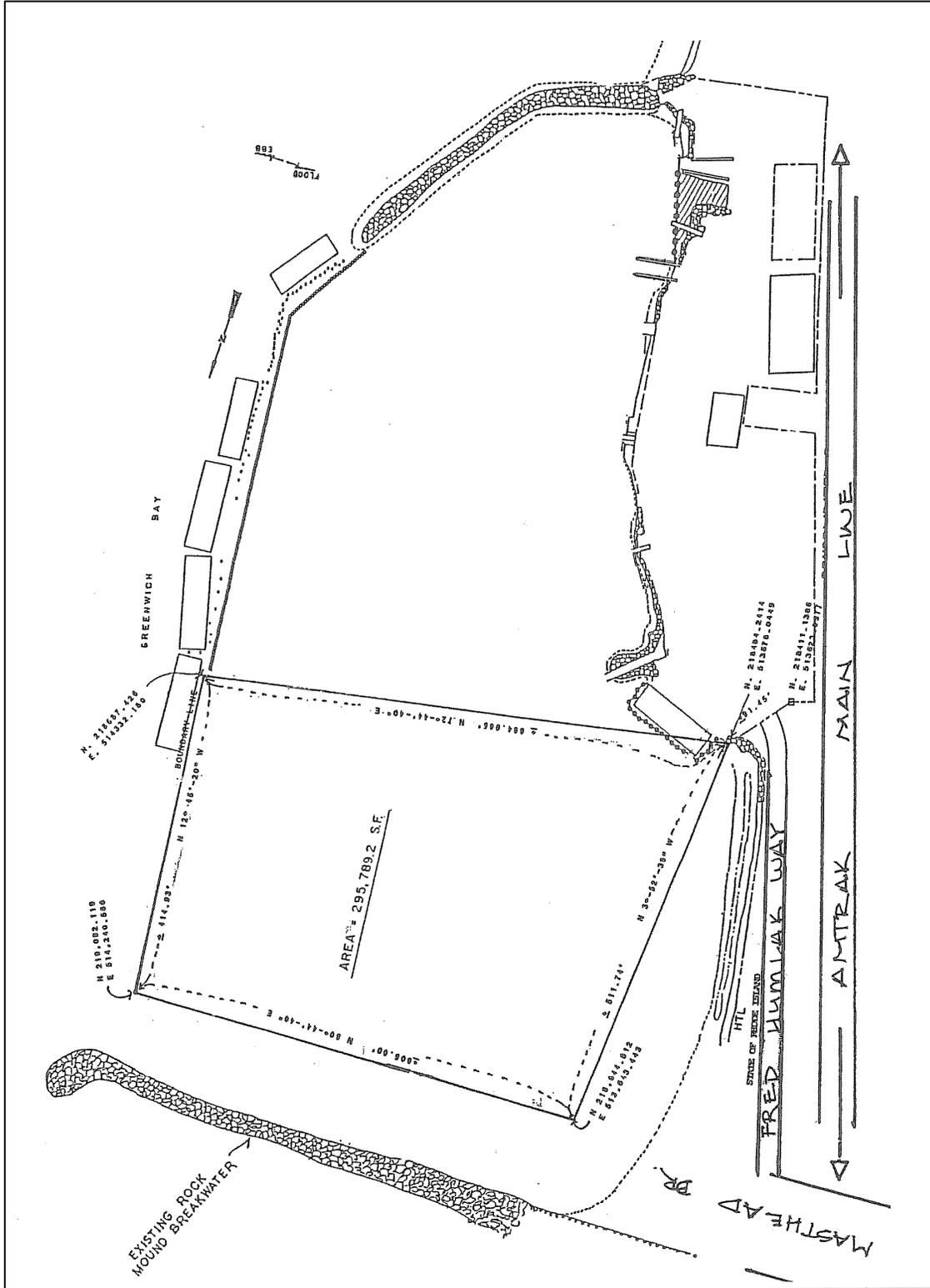
Signatures and Acknowledgements

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.

Exhibit B



SPLP #141

**Sale of 141,231 square feet or 3.24 acres of
Excess Waterfront Land, adjacent to
Fred Humlak Way
plus
295,789 square feet or 6.79 acres of Littoral Rights
on Greenwich Bay, Warwick, 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 _____, 2009.

By: _____

Notary Public
My Commission expires _____

Name: _____
(typed or printed)

Title: _____

Date: _____

Affix seal

SPLP #141

**Sale of 141,231 square feet or 3.24 acres of
Excess Waterfront Land, adjacent to
Fred Humlak Way
plus
295,789 square feet or 6.79 acres of Littoral Rights
on Greenwich Bay, Warwick, 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;

AFFIDAVIT OF NON-CONVICTION

(Form 2)

- (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):

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 _____, 2009

By: _____

Name: _____
(typed or printed)

Notary Public
My Commission expires _____

Title: _____

Date: _____

Affix seal

CERTIFICATE OF AUTHORITY
(Corporation)

(Form 3)

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 _____, 2009.

Secretary

CERTIFICATE OF AUTHORITY
(Partnership)

(Form 3)

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 _____, 2009.

Secretary

CERTIFICATE OF DISCLOSURE
(Corporation)

(Form 4)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration

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 _____

NAME	<u>DIRECTORS</u>	ADDRESS
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

NAME	<u>STOCKHOLDERS</u>	ADDRESS
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____, 2009.

By _____, its Secretary.

STATE OF RHODE ISLAND
COUNTY OF _____

Subscribed and sworn before me at _____ this _____ day of _____ 2009.

Notary Public

My Commission Expires: _____

CERTIFICATE OF DISCLOSURE
(Corporation)

(Form 4)

INSTRUCTIONS

1. Completed certificates must be attached to the Bid Proposal.
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.

CERTIFICATE OF DISCLOSURE
(Partnership)

(Form 4)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration

STATE PROPERTIES COMMITTEE

One Capitol Hill

Providence, Rhode Island 02903

CERTIFICATION OF DISCLOSURE OF PARTNERSHIP

1. Name of Partnership (if any): _____

2. Type or character of business: _____

3. Location of Principal Place of Business: _____

4. 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).

5. Property under lease to/from the State covered by this certificate:

Location: _____

State Offices Occupying Property (if any): _____

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

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 _____ 2009.

Notary Public

My Commission Expires: _____

CERTIFICATE OF DISCLOSURE
(Partnership)

(Form 4)

I N S T R U C T I O N S

1. Completed certificates must be attached to the Bid Proposal.
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:
 - a) Except as provided by section 7-12-27 persons who are not partners as to each other are not partners as to third persons.
 - b) Joint tenancy, tenancy in common, tenancy by the entireties, joint property, common property, or part ownership does not of itself establish a partnership.
 - c) 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.
 - d) 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:
 - 1) As a debt by installment or otherwise;
 - 2) As wages of an employee or rent to the landlord;
 - 3) As an annuity to a widow or representative of a deceased partner;
 - 4) As interest on a loan, though the amount of payment may vary with the profits of the business;
 - 5) 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:
 - a) All property originally brought into the partnership stock or subsequently acquired by purchase or otherwise, on account of the partnership, is partnership property.
 - b) Unless the contrary intention appears, property acquired with partnership funds is partnership property.
 - c) Any estate in real property may be acquired in the partnership name. Title so acquired can be conveyed only in the partnership name.
 - d) 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.

CERTIFICATE OF DISCLOSURE
(Limited Liability Company)

(Form 4)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Department of Administration

STATE PROPERTIES COMMITTEE
One Capitol Hill
Providence, RI 02908

CERTIFICATE OF DISCLOSURE OF LIMITED LIABILITY COMPANY

I, _____, Member of _____ LLC,
under oath, make affidavit and say that the following are all the members of said limited liability company:

Member _____ Address _____

Member _____ Address _____

Member _____ Address _____

State of Limited Liability Company: _____

Principal Place of Business: _____

Agent for Service _____

Property under lease to/from the State of Rhode Island covered by this Certificate:
Location: _____

State Offices Occupying Property (if any): _____

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said _____

_____ LLC (hereunto duly authorized) this _____ day of _____, 2009.

_____, LLC

By: _____
Member

STATE OF RHODE ISLAND
COUNTY OF _____

In _____, on this _____ day of _____, 2009, before me personally appeared _____, Member of _____, LLC, to me known and known by me to be the party executing the foregoing instrument on behalf of said limited liability company, and he acknowledged said instrument and the execution thereof, to be his free act and deed individually and in his said capacity, and the free act and deed of said limited liability company.

Notary Public

My Commission Expires: _____

OFFER OF PURCHASE

(Form 5)

SPLP #141

**Sale of 141,231 square feet or 3.24 acres of
Excess Waterfront Land, adjacent to
Fred Humlak Way
plus
295,789 square feet or 6.79 acres of Littoral Rights
on Greenwich Bay, Warwick, Rhode Island**

On this date and in accordance with the terms and conditions set forth in the Request for Proposals Number SPLP No. _____, the offer to purchase approximately 141,231 square feet or 3.24 acres of real property deemed excess by the Department of Transportation on adjacent to Fred Humlak Way plus 295,789 square feet or 6.79 acres of Littoral Rights on Greenwich Bay, located in Warwick, Rhode Island

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