Exhibit

A

Westchester County
Department of Parks, Recreation & Conservation

Playland

Reinventing Playland Park for the 21st Century

Request for Proposals to: Develop, Manage, Operate and Maintain and/or Propose Other Options for Playland Park
Playland Parkway
Rye, NY 10580

Release Date: August 27, 2010
Pre-proposal Meeting: October 13, 2010
Submission Deadline: February 10, 2011

INTRODUCTION

There is nothing that cannot be achieved by firm imagination
Japanese Proverb

There is no shortage of choices facing today's consumers when they find themselves trying to decide how to spend their precious leisure time and limited personal income.

With time and money scarce, the success of those with products and services to sell depends on their ability to attract, satisfy and retain customers. Anyone who has ever run a business can tell you this is no small task. And nowhere are the challenges tougher than in the quest for entertainment dollars where tastes and technology redefine consumer choices on a seemingly daily basis.

Against this backdrop, Westchester County is seeking the answer to this question: How does it reinvent iconic and historic Playland Park to thrive in the 21st century?

This Request for Proposals ("RFP") is an attempt to answer that question. Over the years, there have been numerous studies regarding Playland but the focus has always been on the viability of the Amusement Park. This RFP is different in that it is looking for ideas that will unlock the full recreational and entertainment value of the property at large.

The RFP covers approximately100 acres of the larger 280-acre Playland Park in Rye, New York, which includes long stretches of scenic vistas of Long Island Sound. A beautiful beach, Olympic-size pool, waterfront boardwalk, fishing piers, boating, dining and picnic areas, and indoor ice skating rinks are just some of the features.

Since 1928, the focal point of the property has been the Amusement Park, which today has 50 major rides and attractions. The prototype of today's modern theme parks, Playland was the country's first totally planned amusement park. Seven of its rides and several of its art deco buildings are designated as National Historic Landmarks.

Bold and visionary ideas are welcome, but simple and practical may be a winning combination as well. The critical point is that this RFP should be considered a "blank sheet of paper" on which a new and sustainable future for one of the greatest open spaces anywhere can be drawn. Ideas may include keeping all or part of the Amusement Park or completely refashioning Playland to bring life to a vision of what the property can and should be in the years and decades to come.

Entrepreneurial imagination is encouraged to produce the widest array of possibilities. This is a unique opportunity to invent the future.

CONTEXT

Successful ideas will be grounded with a solid understanding of Playland's past and present. It is important that participants in the RFP process know the county's emotional attachment to the property as well as the financial challenges it is facing in trying to maintain current operations.

It is not an overstatement to say Westchester loves Playland. For eight decades, Playland has been a summer destination for countless families from Westchester and the broader New York metropolitan areas. Kiddyland holds memories for every generation with graduation to the Dragon Coaster as a rite of passage. So while the Amusement Park may or may not be part of proposals, recognizing its emotional connection to past patrons should be carefully considered and to the extent possible positively channeled into new ideas.

Westchester County's keen interest in the economics of Playland stems from the fact that it is the current owner and operator of the Amusement Park. As such, the county is one of only a handful of governmental bodies to be in the amusement park business, which means tax dollars are placed at risk each year against the profitability of the park.

Westchester County is not necessarily looking to make a profit off Playland, although such an outcome would certainly be welcome. As with its other parks, the county's interest is to provide broad access to a resource that enhances the quality of life of residents. The mission, therefore, is to balance access with affordability.

For a variety of reasons, ranging from the weather to changing consumer tastes, Playland has been drawing fewer customers in recent years. Attendance over the last five years has dropped from 1 million in 2005 to 615,000 last year. Figures for this year are incomplete, but likely to come in around 550,000.

The downturn in attendance has translated directly into greater county subsidies. Playland has been costing Westchester taxpayers millions of dollars each year with no end in sight. At a time when the county is facing the stark possibility of laying off workers to balance its books, using tax dollars to subsidize an amusement park seems irresponsible and unsustainable.

Therefore, winning ideas will lay out plans to reverse the current financial misfortunes of the park by creating a new business model that is both sensitive to what the park has been and in step with what it must be to survive.

OBJECTIVE

The County of Westchester ("County") is soliciting proposals to reinvent Playland Park from interested and qualified firms and individuals for the potential development, management, or operation and maintenance of the area outlined in Appendix A located at Playland Park, 1 Playland Parkway, Rye, New York 10580 ("Playland Park"). The purpose of this solicitation is to tap the creativity of the private sector to explore what, if any, options may exist to redevelop Playland Park in a way that maximizes its resources and location, while reducing the financial burden to taxpayers of operating Playland Park.

The County, as all state and local governments, is facing difficult economic challenges and must reduce its overall costs and/or seek to increase revenue without further burdening taxpayers. Playland Park has regularly suffered operating losses and requires constant infusions of capital for new rides and attractions to remain competitive, as well as for maintenance of existing infrastructure.

THE COUNTY IS OPEN TO CREATIVE AND INNOVATIVE PROPOSALS REGARDING THE DEVELOPMENT AND UTILIZATION OF PLAYLAND PARK WITHIN THE LEGAL AND POLICY CONSTRAINTS AS SET FORTH HEREIN AND BY THE COUNTY. THE COUNTY IS ALSO OPEN TO RECEIVING PROPOSALS FOR THE MANAGEMENT AND OPERATION OF THE EXISTING PLAYLAND AMUSEMENT PARK, IN WHOLE, IN PART, OR SOME VARIATION THEREOF, UTILIZING ALL OR SOME OF THE EXISTING INFRASTRUCTURE AT PLAYLAND PARK.

Detailed information about Playland Park can be found at www.ryeplayland.org. An aerial photograph of the park outlining the areas available for proposal purposes is attached as Appendix A.

PROPOSAL OPTIONS

The County is looking for creative responses and is willing to entertain different or hybrid uses of Playland Park other than its current use, utilizing some, all or none of the existing infrastructure or facilities at Playland Park. Proposals may contemplate the development of Playland Park for some other use with or without the Amusement Park or may include aspects of the Amusement Park, such as the operation and maintenance of portions of the Amusement Park (e.g., Kiddyland) as a destination in order to attract patrons for other aspects of the proposal. The only restrictions that will be placed on proposals are the following: a) the Edith G. Read Natural Wildlife Park and Sanctuary (except for Playland Lake) is not included in this development proposal; b) the public must be guaranteed free access to that area; c) public access to the boardwalk and beach must be maintained; d) the area known as the Pier Restaurant and Tiki Bar are excluded; and e) the County will not accept proposals for residential uses.

Proposals may contemplate various types of arrangements, including, but not limited to: long-term lease, long-term license, and/or management agreements.

DUE DILIGENCE

Respondents are expected to do their due diligence before submitting a proposal to the County.

A proposer seeking to tour the facility should make arrangements to do so immediately with Peter Tartaglia of the Westchester County Department of Parks and Recreation at (914) 864-7000 (RFP-Tour-Playland@westchestergov.com) consistent with the timeline as detailed below. September 18th is the last day of operation of the Amusement Park for the 2010 season at Playland Park. After this date, tours may continue to be arranged by appointment through Mr. Tartaglia. Any costs associated with such requests shall be borne by the respondent.

REGISTRATION

Only those respondents who register their interest with the County will be eligible to arrange a pre-proposal tour at Playland Park, attend the pre-proposal meeting and submit written questions to the County for formal written response.

In order to register, respondents must email the following information: name of the business, postal address, email address for notices related to this RFP, and name of contact person. Please indicate REGISTRATION REQUEST in the subject line of the email. Please send such email to:

William M. Mooney III, Esq.
Senior Assistant to the County Executive
RFP-Reg-Playland@westchestergov.com.

However, failure to register does not preclude submission of a proposal.

CONTACT INFORMATION

Registered respondents must any submit requests for clarification of this RFP to RFP-Playland@westchestergov.com up until 5 p.m. EDT on October 27, 2010. In accordance with applicable State and County Laws and Procurement Policies, questions, requests for clarifications or information submitted to the website will NOT be responded to directly. Further, requests for clarification will NOT be received, nor responded to, that are directed to email addresses other than those listed herein. Nor will requests for clarification be accepted nor responded to telephonically. Formal written responses will

be distributed by the County on or before November 17, 2010 via the County's Web site (**www.westchestergov.com/rfp**)

NO COMMUNICATIONS OF ANY KIND WILL BE BINDING AGAINST THE COUNTY, EXCEPT FOR THE FORMAL WRITTEN RESPONSES TO ANY REQUESTS FOR CLARIFICATION, WHICH WILL BE POSTED ON THE COUNTY'S WEB PAGE TO ALLOW ALL INTERESTED RESPONDENTS EQUAL ACCESS TO SUCH INFORMATION.

RFP TIMELINE

September 18, 2010: September 18th is the last day of operation of the Amusement Park for the 2010 season at Playland Park. A proposer seeking to tour the facility prior to the end of the season should make arrangements to do so immediately with Peter Tartaglia, Westchester County Department of Parks and Recreation at 914 864-7000 (RFP-Tour-Playland@westchestergov.com). After this date, tours may continue to be arranged by appointment through Mr. Tartaglia at Westchester County Department of Parks.

October 13, 2010:	Pre-proposal informational meeting with presentations by County Departments. Attendance is encouraged. All formal questions must be submitted via the above process and email address by registered potential RFP respondents and will be responded to on the County's RFP Website.
October 27, 2010:	Deadline for submission of written questions via RFP-Playland@westchestergov.com from registered potential RFP respondents to the County.
November 17, 2010:	Date the County will publish answers to all written questions submitted by the above deadline on the County's RFP webpage.
February 10, 2011:	Five (5) pm ET, deadline for submission of proposals.

GENERAL

Site Description

Approximately 280 acres consisting of:

30 Acres	Amusement Park including rides, game and food areas, other attractions
23 Acres	Main Parking Lot
36 Acres	Shoreline including pier, boardwalk, beach, pool, bathhouses, seaside walk
12 Acres	Ice Casino, Fountain Plaza, perimeter and other properties
179 Acres	Edith G. Read Wildlife Sanctuary, including Playland Lake

See Appendix A for aerial overview and note exclusions of the following:

Pier Restaurant and Tiki Bar
Edith G. Read Wildlife Sanctuary (except for Playland Lake)

The current parking area is shown in Appendix A, as well as the overflow parking area. There are 2,084 paved spaces, plus a grass area used for special days and events which holds approximately another 700 vehicles.

The County currently has a license agreement that sets aside 50 parking spaces for use by the Pier Restaurant customers. This license continues through December 31, 2014 and any proposal must allow the County to honor this license. In addition, permits for free parking for users of Read Sanctuary must be honored.

Financial Responsibility

Respondents must provide audited annual financial statements for the past three years, a current Dun & Bradstreet report (if available) and other such documentation to demonstrate financial responsibility that is acceptable to the County. In addition, respondents should provide the names and contact information of three to five business/professional references that they regularly do business with.

Safety and Security

Safety and security of its residents are paramount to the County. All proposals should include and demonstrate, ensure and maintain appropriate safety, security, emergency and fire response systems specific to the proposal.

The selected respondent, at its sole cost and expense, shall be responsible for maintaining security of the area leased, licensed or managed by the selected respondent and associated amenities according to a security plan prepared by the selected respondent and approved by the Parks Department and the Westchester County Department of Public Safety.

Should proposals contemplate continuing operations of the Amusement Park compliance with ASTM F-24 standards[1] is mandatory

Consistent with County policy the selected respondent must provide written documentation of all accidents that take place on County property within 24 hours of their occurrence in a format acceptable to the Westchester County Director of Risk Management.

Utilities

The selected respondent shall be responsible for costs associated with utilities, including water, sewer, propane, natural gas, power and telecommunications utilities. The selected respondent will be required, as necessary, to connect to and/or upgrade any existing utility service or create a new utility system, and obtain the appropriate permits and approvals.

Infrastructure Maintenance

Respondents must ensure that all buildings, fencing, gates, pavilions, boardwalks, rest room facilities, columns, utility buildings, and other structures, electrical, water, sewer and drainage and all other infrastructure within the confines of the leasehold are kept in good repair and painted to provide a safe and first class experience for the customers. This duty shall be a general duty and shall apply to any County infrastructure that the successful respondent would seek to utilize or to any infrastructure that the successful respondent would propose to construct. Nothing herein shall be construed as a prohibition against proposals that seek to demolish existing infrastructure and replace it with new infrastructure. However, all new infrastructure must be properly maintained during the term of the agreement with the County.

Subcontractors

The selected respondent may propose to include subcontractors for portions of their proposed operations, but such subcontracts and agreements with subcontractors shall be subject to the approval of the County.

County Access

To ensure the County's satisfaction with compliance of any lease, license or management agreement's conditions, the selected respondent will be required to provide authorized representatives from the County with full and free access to the entire leased, licensed or managed areas and all structures and infrastructure within.

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[1] The amusement ride industry has developed a set of voluntarily engineering standards through ASTM International. The ASTM F-24 committee is responsible for standards related to amusement rides and devices.

Insurance
The selected respondent will be required to carry Commercial General Liability Insurance in the amount of at least $25,000,000 per occurrence (an umbrella policy in combination with Commercial General Liability coverage shall be an acceptable method of obtaining this limit), and carriers must be licensed in New York and carry a Best's financial rating of A- or better. A waiver of subrogation in favor of the County must be obtained, "Special Form" Property insurance endorsed to cover Flood and Earthquake, Boiler and Machinery (Boiler and Machinery may be provided under a separate policy), to cover full replacement cost of all properties required to be insured by the selected respondent, Automobile Insurance in the amount of $1,000,000 combined single limit, and statutory limits of Worker's Compensation, Employer's Liability, and New York State Disability Insurance. All policies, other than Employer's Liability, Worker's Compensation and Disability Insurance, must be endorsed to name the County of Westchester as additional insured (parties on a primary and non-contributory basis). The County shall be named as "Loss Payee" on the Special Form Property Policy including Boiler and Machinery. Respondents are on notice that the County may revise these liability limits or coverages if, in the opinion of the County of Westchester's Risk Manager, the proposed program warrants it.

Notifications of any potential loss that may be covered under any of the aforementioned policies must be made to the County's Office of Risk Management within 24 hours.

PROPOSAL REQUIREMENTS

Each proposal must contain the following elements:

A. Business Terms

Respondent must submit the following information. The data should cover start up, any construction, and operations throughout the length of the proposed agreement term.

- Proforma statements describing all aspects of the proposal, including, but not limited to:

    1) Statements of assumptions on which all calculations are based, including revenue as well as minimum returns sought;
    2) Construction budget delineating specific hard and soft costs if construction is part of the proposal;
    3) Sources and uses of funds, including details of equity and financing sources (temporary and permanent) and a break-out of all soft and hard costs. Please clearly

indicate escalation rates, if applicable in your budget or any contingencies;

4) Cash flow from operations, reserves, debt service payments and lease payments; and
5) Letters of interest and/or intent from lenders, if applicable.

B. Project Description

Each respondent must provide a detailed description of its proposed operation and improvements and maintenance (if applicable to the proposal option chosen). The project description should include a detailed narrative describing all aspects of the project. The respondent's level of detail in the project description is critical for the County to determine not only the seriousness of the respondent, but also whether the proposal is viable.

C. Respondent Description

Each respondent must demonstrate sufficient financial resources and professional experience necessary to carry out its proposal. In addition, the successful respondent must complete and submit the required Criminal Background Disclosure, a copy of which is attached as Appendix B. Each proposal must also include a description of the business entity and the management team that will carry out the proposal, including:

- The intended form and structure of the business (e.g., any proposed partnership or joint venture and a diagram of the lessee structure (percentages) of ownership, investment, profit-sharing and draw-downs).

- Name, address, telephone number and qualifications of each member of the respondent's team, including all persons or entities that will develop, manage, operate or oversee space in the leased, licensed or managed area. Respondents must provide the corporate name and Federal EIN of the company that will actually lease, license or manage under the proposal.

- Background information on all members of the respondent's team, including the relevant experience of all principal members thereof.

- Information on and references from any previous projects undertaken by the respondent's team involving semi-permanent or permanent amusement operations.

- Information required under the topic Financial Responsibility set forth above.

D. Site Plan

Each respondent should provide schematic drawings for any proposed changes to the County's current site, as relevant to their proposal.

E. Construction Plan

Respondents that propose to do any construction must provide a preliminary construction schedule and staging area plan. Respondents must provide comments on estimated timelines for the improvements along with an explanation of the proposed construction schedule. Respondents are advised that a successful proposal will be subject to approval by the County, and subject to all Local, State, and Federal laws, rules, regulations, including the State Environmental Quality Review Act and all required codes and permits. The construction plan should reflect an understanding of the timing considerations of those approvals.

F. Miscellaneous

Proposals must be submitted on the respondent's letterhead or standard proposal form and signed by an authorized representative of the respondent. Telephone or facsimile proposals will not be accepted.

The proposal cover letter signed by a person authorized by the respondent to make a binding proposal must set forth that "this proposal constitutes a valid, binding and continuing offer at the prices set forth in the proposal for a period of ninety (90) days from the deadline for acceptance of proposals as set forth herein."

Proposals must be typed or printed in black ink. All corrections made by the respondent prior to the opening must be initialed and dated by the respondent. No changes will be allowed after proposals are opened.

Proposals delivered prior to the deadline shall be secured unopened so long as the package is properly marked as set forth above. Late proposals will not be accepted.

NO COMMUNICATIONS OF ANY KIND WILL BE BINDING AGAINST THE COUNTY, EXCEPT FOR THE FORMAL WRITTEN RESPONSES TO ANY REQUEST FOR CLARIFICATION, WHICH WILL BE POSTED ON THE COUNTY'S WEBPAGE TO ALLOW ALL INTERESTED RESPONDENTS EQUAL ACCESS TO SUCH INFORMATION.

Proposals MUST be signed. Unsigned proposals will be rejected.

Respondents may be required to give an oral presentation to the County to clarify or elaborate on the written proposal.

No proposal will be accepted from nor any agreement awarded to any respondent that is in arrears upon any debt or in default of any obligation owed to the County. Additionally, no agreement will be awarded to any respondent that has failed to satisfactorily perform pursuant to any prior agreement with the County.

SELECTION CRITERIA

The County will use the following criteria, in no order of importance, as a guideline to review submissions and, if appropriate, select a proposal:

- Respondent's demonstrated experience to carry out the proposal.
- Respondent's financial strength.
- Potential financial benefit to Westchester County based on a cost/benefit analysis of the proposal. (See additional considerations below).
- The level of detail and credibility of the proposal.
- Respondent's clear understanding of all necessary approvals required to carry out the proposal.
- Respondent's creativity in maximizing Playland Park as a resource to the Public and County residents, while reducing the financial impact of Playland Park to the County and its residents.

ADDITIONAL CONSIDERATIONS FOR THE COUNTY'S COST/BENEFIT ANALYSIS OF PROPOSALS

In developing their proposals respondents should take into consideration that private use of County parkland can impose significant costs on the County. The purpose of soliciting proposals is to reduce existing costs and potentially generate revenue, while increasing access to the location of and resources at Playland Park. Accordingly, all proposals must necessarily be evaluated by the County in light of such costs and considerations. Such costs and considerations may include but are not limited to the following:

<u>Parkland Alienation</u>

Playland is dedicated parkland pursuant to New York State Law. The Courts in New York have consistently held that dedicated parkland is impressed with a public trust. Generally, once a park is created, it can only be used for park

purposes, and additionally, it cannot be alienated without the approval of the New York State Legislature. Parkland alienation occurs when a municipality wishes to sell, lease or discontinue parkland. If the successful proposal involves an alienation of parkland at Playland Park, or a portion thereof, the County would pursue approval by the New York State Legislature of the required alienation. An outline of the process prepared by the New York State Office of Parks, Recreation and Historic Preservation can be downloaded at:

http://nysparks.state.ny.us/publications/documents/AlienationHandbook.pdf

County Bonds

Prior capital improvements at Playland Park have been financed through issuance of County tax exempt General Obligation Bonds ("GO Bonds"). The County has been advised by its bond counsel that unless the proposal conforms to the "Safe Harbor Management Contracts Guidelines" as described in IRS Revenue Procedure 97-13, the resulting contract may be considered a private business use and creates private activity under the Internal Revenue Code, jeopardizing the tax exempt status of a portion of the GO Bonds. If the proposal does not conform to IRS Revenue Procedure 97-13, these outstanding GO Bonds relating to Playland Park would need to be defeased at a cost that County bond counsel estimates at $11.5 million. This is an approximate amount because it assumes a settlement date of August 1 and US Treasury SLG rates as of June 21 for the investment earnings on the escrow account funded by the vendor payment. The actual payment amount will be determined when the escrow settlement date is established and more current SLG rates are available. In addition, as approximately $30 million in bonds are currently outstanding for Playland, after the aforementioned defeasement of the approximately $11.5 million of bonds, the County would still be facing payment of interest and principle on the remaining outstanding bonds. See attached Appendix "C" which delineates the remaining debt service after such defeasement.

The County also currently anticipates issuing approximately $6 million in short term debt related to projects at Playland Park. This debt will either need to be defeased or paid off.

Bond counsel has also advised that if any transfer of fee simple title to the property is contemplated, federal tax rules require that such transfer must be at fair market value for cash. The fair market value may take into account the use of Playland Park by the new owner imposed by the County (e.g., as an amusement area and park), if any. The fair market value should be substantiated by an independent appraiser. The cash received from the transfer must be used to redeem the outstanding bonds issued to finance Playland Park (*approximately $30 million outstanding at the time of issuance of the RFP*) or, if such bonds are not then redeemable, to defease such bonds to their first call date from a yield restricted escrow. If the cash received is insufficient to redeem or defease all the

allocable outstanding bonds, then such portion of the bonds that can be redeemed or defeased should be redeemed or defeased.

Union Contracts

Operations at Playland Park are currently undertaken by unionized County workers. Should respondents choose to continue use of the Amusement Park or current park related activities on site and a proposal includes provisions to replace any existing County workers exclusively performing these jobs, the County may incur significant costs associated with the replacement of this workforce.

Outstanding Licenses

The County has outstanding licenses with Manhattanville College for use of the Ice Casino through December 2012 and with Culinart for food services through December 2013. Such licenses are public documents and registered potential RFP respondents may request copies as part of their due diligence.

Children's Museum

Respondents should be advised that there is a proposal to establish a Children's Museum at the Bathhouse identified in Appendix A. Respondents may or may not choose to incorporate the potential Children's Museum into their proposal or may propose to develop a different use for the Bathhouse. For more information about this proposal or for collaboration with the Children's Museum proposal please visit, www.discoverWCM.org.

Historic Landmark Renovations

If the proposal includes continuation of the existing Amusement Park and utilizing existing structures, any proposed renovations must be approved in writing by the Westchester County Parks Department prior to the work being done. As Playland Park is a National Historic Landmark, all renovation work must comply with the United States Secretary of the Interior Standards for Rehabilitation of Historic Buildings.

LEGAL APPROVALS

Any transaction resulting from this RFP is subject to all necessary legal approvals. Depending on the structure of the agreement proposed, such approvals may include the County Board of Legislators, the County Board of Acquisition and Contract, the County Parks Board and/or the New York State Legislature.

For your information, a copy of the Laws of Westchester County can be found at:

http://www.ecode360.com/?custId=WE0640

SUBJECT TO APPLICABLE LAWS

All proposals must comply with all applicable laws, rules, regulations, ordinances and codes. If the proposal does not contemplate a sale of County property, then the proposal must also contemplate operation in accordance with those local laws governing use of County lands. See, e.g., § 712.311 *et seq.* and §765.351 *et seq.* of the Laws of Westchester County governing the preservation of trees, shrubs and grass on County property and in County parks, including Playland Park.

SUBMISSIONS

Five (5) hard copies of the proposal and one (1) copy in Adobe.PDF format on disc, identified by "Playland RFP" on the envelope must be submitted to and received by the County by the deadline set forth in the schedule at the beginning of this RFP. All copies of the proposal should be clearly organized with a Table of Contents included near the beginning of the proposal. Such proposals must be delivered to the following address:

William M. Mooney III, Esq.
Senior Assistant to the County Executive
Office of the County Executive
Michaelian Office Building
148 Martine Avenue
White Plains, New York 10601

LEGAL UNDERSTANDINGS

Please take notice, by submission of a proposal in response to this RFP, proposing entity agrees to and understands:

- That any proposal, attachments, additional information, etc. submitted pursuant to this RFP constitute merely a suggestion to negotiate with the County and is not a bid under Section 103 of the New York State General Municipal Law;

- Submission of a proposal, attachments, and additional information shall not entitle the proposing entity to enter into a service agreement with the County for the required services;

- By submitting a proposal, the proposing entity agrees and understands that the County is not obligated to respond to the proposal, nor is it legally bound in any manner whatsoever by submission of same;

- That any and all counter-proposals, negotiations or any communications received by a proposing entity, its officers, employees or agents from the County, its elected officials, officers, employees or agents, shall not be binding against the County, its elected officials, officers, employees or agents unless and until a formal written agreement for the services sought by this RFP is duly executed by both parties and approved by the Westchester County Board of Acquisition & Contract and the Office of the Westchester County Attorney.

In addition to the foregoing, by submitting a proposal, the proposing entity also understands and agrees that the County reserves the right, and may at its sole discretion exercise the following rights and options with respect to this RFP, except to the extent restricted by applicable law, including, but not limited to, the Westchester County Procurement Policy, as amended:

- To reject proposals that do not conform in all material respects to the RFP or meet the minimum evaluation criteria;

- To reject all proposals;

- To issue additional solicitations for proposals and/or amendments to this RFP;

- To waive any irregularities in proposals received after notification to all respondents;

- To negotiate for amendments or other modifications to proposals;

- To conduct investigations with respect to the qualifications of each respondent;

- To exercise its discretion and apply its judgment with respect to any aspect of this RFP, the evaluation of proposals, and the negotiations and award of any contract;

- To enter into an agreement for only portions (or not to enter into an agreement for any) of the services contemplated by the proposals with one or more of the respondents;

- To select the proposal that best satisfies the interests of the County and not necessarily on the basis of price or any other single factor in the evaluation criteria;

- While this is an RFP and not a bid, the County reserves the right to apply the case law under General Municipal Law § 103 regarding bidder responsibility in determining whether a respondent is a responsible vendor for the purpose of this RFP process;

- The County assumes no responsibility or liability of any kind for costs or expenses incurred in the preparation or submission of any proposal, which shall be at the sole cost and expense of the respondent; and

- The County is not responsible for any internal or external delivery delays which may cause any proposal to arrive beyond the stated deadline. To be considered, proposals MUST arrive at the place specified herein and be time stamped prior to the deadline.

CONTRACT

After selection of the successful respondent, and following contract negotiations, a formal written contract will be prepared by the County and will not be binding until all necessary legal approvals have been obtained and the contract has been signed by both parties and approved by the Office of the County Attorney.

NON-COLLUSION

The respondent, by signing the proposal, does hereby warrant and represent that any ensuing agreement has not been solicited, secured or prepared directly or indirectly, in a manner contrary to the laws of the State of New York and the County of Westchester, and that said laws have not been violated and shall not be violated as they relate to the procurement or the performance of the agreement by any conduct, including the paying or the giving of any fee, commission, compensation, gift, gratuity or consideration of any kind, directly or indirectly, to any County employee, officer or official.

CONFLICT OF INTEREST

The award of a contract is subject to provisions of all Federal, State and County laws. All respondents must disclose with their proposals the name of any officer, director or agent who is also an employee of the County. Further, all respondents must disclose the name of any County officer, employee, or elected official who owns, directly or indirectly, an interest of ten percent or more in the respondent or any of its subsidiaries or affiliates.

PROPOSALS SUBJECT TO FREEDOM OF INFORMATION LAW

The New York State Freedom of Information Law as set forth in Public Officers Law, Article 6, Sections 84-90, mandates public access to government records. However, proposals submitted in response to this RFP may contain technical, financial background or other data, public disclosure of which could cause substantial injury to the respondent's competitive position or constitute a trade secret. Respondents who have a good faith belief that information submitted in their proposals is protected from disclosure under the New York Freedom of Information Law shall:

a) insert the following notice in the front of its proposal:

"NOTICE

The data on page___ of this proposal identified by an asterisk (*) contains technical or financial information constituting trade secrets or information the disclosure of which would result in substantial injury to the respondent's competitive position.

The respondent requests that such information be used only for the evaluation of the proposal, but understands that any disclosure will be limited to the extent that the County considers proper under the law. If the County enters into an agreement with this respondent, the County shall have the right to use or disclose such information as provided in the agreement, unless otherwise obligated by law."

and

b) clearly identify the pages of the proposals containing such information by typing in bold face on the top of each page " * **THE RESPONDENT BELIEVES THAT THIS INFORMATION IS PROTECTED FROM DISCLOSURE UNDER THE STATE FREEDOM OF INFORMATION LAW."**

The County assumes no liability for disclosure of information so identified, provided that the County has made a good faith legal determination that the information is not protected from disclosure under applicable law or where disclosure is required to comply with an order or judgment of a court of competent jurisdiction. The contents of the proposal which is accepted by the County, except portions "Protected from Disclosure," may become part of any agreement resulting from this RFP.

MBE/WBE

Pursuant to Section 308.01 of the Laws of Westchester County, it is the goal of the County to use its best efforts to encourage, promote and increase the participation of business enterprises which are owned and controlled by persons of color or women in contracts and projects funded by the County.

RESPONDENT CERTIFICATION

The undersigned agrees and understands that this proposal and all attachments, additional information, etc. submitted herewith constitute merely an offer to negotiate with the County of Westchester and is NOT A BID. Submission of this proposal, attachments, and additional information shall not obligate or entitle the proposing entity to enter into a service agreement with the County of Westchester for the required services. The undersigned agrees and understands that the County of Westchester is not obligated to respond to this proposal nor is it legally bound in any manner whatsoever by the submission of same. Further, the undersigned agrees and understands that any and all proposals and negotiations shall not be binding or valid against the County of Westchester, its directors, officers, employees or agents unless an agreement is signed by a duly authorized officer of the County of Westchester and approved by the Westchester County Board of Acquisition & Contract and by the Office of the County Attorney and any other necessary legal approvals such as those described in this RFP.

It is understood and agreed that the County of Westchester reserves the right to reject consideration of any and all proposals including, but not limited to, proposals which are conditional or incomplete. It is further understood and agreed that the County of Westchester reserves all rights specified in the RFP

It is represented and warranted by those submitting this proposal that except as disclosed in the proposal, no officer or employee of the County of Westchester is directly or indirectly a party to or in any other manner interested in this proposal or any subsequent service agreement that may be entered into.

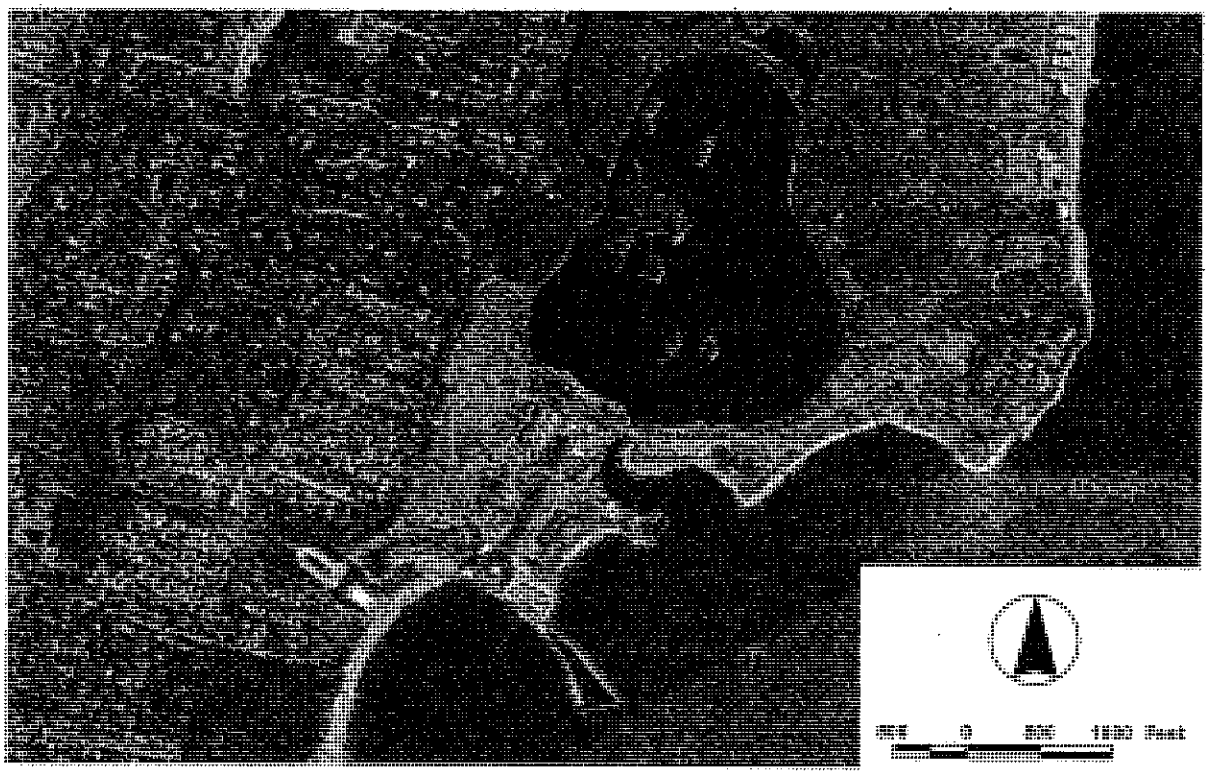
_____
Respondent Name

By: _____
Name and Title

Sworn to before me this
___ day of _____, 2010.

_____
Notary Public

Appendix A
Aerial Overview



Appendix B

CONSULTANT
CRIMINAL BACKGROUND DISCLOSURE INSTRUCTIONS

Pursuant to Executive Order 1-2008 and subject to the applicable provisions of New York Correction Law §§ 752 and 753, the County shall have the right to bar the following "Persons Subject to Disclosure" (Persons shall mean individuals or legal entities) from providing work or services to the County or from being on County property:

(a) Consultants, Contractors, Licensees, Lessees of County owned real property, their principals, agents, employees, volunteers or any other person acting on behalf of said Contractor, Consultant, Licensee, or Lessee who is at least sixteen (16) years old, including but not limited to Subconsultants, Subcontractors, Sublessees or Sublicensees who are providing services to the County; and

(b) Any family member or other person, who is at least sixteen (16) years old, residing in the household of a County employee who lives in housing provided by the County located on County property.

If any of the above mentioned Persons Subject to Disclosure has either one of the following:

(a) A conviction of a crime (all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State);

(b) A pending criminal proceeding for a crime(s) as defined above; or

(c) A refusal to answer such questions.

Where the following criteria apply:

(a) If any of the Persons Subject to Disclosure providing work or services to the County in relation to a County Contract are not subject to constant monitoring by County staff while performing tasks and/or while such persons are present on County property pursuant to the County Contract; and

(b) If any of the Persons Subject to Disclosure providing work or services to the County, in relation to a County Contract may, in the course of providing those services, have access to sensitive data (for example, Social Security Numbers and other personal/secure data); facilities (secure facilities and/or communication equipment); and/or vulnerable populations (for example, children, seniors and the infirm).

Accordingly, the Consultant is required to review these Instructions and complete Appendix "B-1" as well as any other applicable criminal disclosure forms (i.e., "Appendix B-2" through "B- 5," together with "B-1," collectively referred to as "Disclosure Forms").

However, the following Persons Subject to Disclosure are **exempt** from Executive Order 1-2008: (i) those persons for whom the County has already conducted a background check and issued a security clearance that is in full force and effect; or (ii) those persons for whom another state or federal agency having appropriate jurisdiction has conducted a security and/or background clearance or has implemented other protocols or criteria for this purpose that apply to the subject matter of this Contract that is in full force and effect.

If a Person Subject to Disclosure is exempt from the disclosure described in Executive Order 1-2008 because of either "i" or "ii" above, then the Consultant shall notify the Procuring Officer[2] in the respective Department of its claim of exemption and it shall be the responsibility of the Procuring Officer to verify each exemption. If the Procuring Officer determines that the Consultant is exempt under sections "i" or "ii" above, the Procuring Officer shall confirm same with the Consultant and maintain a written record including all supporting details of the verification of and acknowledgment of said exemption.

[2] "Procuring Officer" shall mean the head of the department or the individual(s) authorized by the head(s) of the department(s) undertaking the procurement and with respect to those matters delegated to the Bureau of Purchase and Supply pursuant to Section 161.11(a) of the Laws of Westchester County, the Purchasing Agent.

If the Procuring Officer determines that the Consultant is not exempt under sections "i" or "ii" above, the Procuring Officer shall notify the Consultant in writing, and the appropriate Disclosure Forms shall be required.

It shall be the Consultant's duty to disclose and to inquire of each and every Person Subject to Disclosure, whether they have been convicted of a crime or whether they are currently subject to pending criminal charges. It shall be the duty of the Consultant to submit a completed Certification Form annexed hereto as Appendix "B-1," which certifies that the Consultant and every Person Subject to Disclosure has been asked whether they have been convicted of a crime or are currently subject to pending criminal charges.

Should the Consultant or any Person Subject to Disclosure (also referred to as "Person") affirmatively advise that they have been convicted of a crime said Person shall be identified in Appendix "B-2" and shall complete Appendix "B-3," entitled, "Criminal Background Disclosure Form For Persons Who Have Been Convicted of A Crime."

Should the Consultant or any Person Subject to Disclosure advise that they are subject to pending criminal charges, said Person shall be identified in Appendix "B-2" and shall complete the form annexed hereto as Appendix "B-4," entitled, "Criminal Background Disclosure Form For Persons Who Are Subject to Pending Criminal Charges."

Should the Consultant or any Person Subject to Disclosure refuse to answer whether they have been convicted of a crime or are currently subject to pending criminal charges, the name and title of said Person(s) shall be listed in Appendix "B-5."

It shall be the duty of the Consultant to submit to the Procuring Officer all of the attached applicable Disclosure Forms prior to the commencement of this Contract. It is the responsibility of each Consultant to assure that all of their proposed Subconsultants complete the criminal background and disclosure certification forms and submit the

forms to the Procuring Officer before they will be approved to perform work on the contract.

Under no circumstances shall the existence of a language barrier serve as a basis for the waiver of or an exception to this obligation. If the Consultant needs to obtain translation services to fulfill this obligation, it shall be at the sole cost and expense of the Consultant.

The Consultant shall be required to make the same inquiry and forward updated Disclosure Forms to the Procuring Officer regarding additional Persons Subject to Disclosure in connection with this Contract during the term of this Contract. **NO NEW PERSON SUBJECT TO DISCLOSURE SHALL PERFORM WORK OR SERVICES OR ENTER ONTO COUNTY PREMISES UNTIL THE UPDATED DISCLOSURE FORMS ARE FILED WITH THE PROCURING OFFICER.**

THE CONSULTANT HAS A CONTINUING OBLIGATION TO MAINTAIN THE ACCURACY OF THE DISCLOSURE FORMS FOR THE DURATION OF THIS CONTRACT, INCLUDING ANY AMENDMENTS OR EXTENSIONS THERETO AND SHALL PROVIDE ANY UPDATES TO THE COUNTY AS NECESSARY TO COMPLY WITH THE DISCLOSURE REQUIRED BY EXECUTIVE ORDER 1-2008.

Any failure by the Consultant to comply with the disclosure requirements of Executive Order 1–2008, absent proof of exemption deemed satisfactory by the County Procuring Officer, may be considered by the County a material breach by the Consultant and shall be grounds for immediate termination of this Agreement by the County.

Contract # _____

Name of Consultant/Subconsultant_____

APPENDIX "B-1"

CONSULTANT AND ALL PERSONS SUBJECT TO DISCLOSURE[3] CERTIFICATION FORM

IF THIS FORM IS COMPLETED BY A SUBCONSULTANT CHECK HERE[4]

_____

I, _____,
(Name of Person Signing Below)

(CHECK APPLICABLE ANSWER BELOW)

_____ a principal of the Consultant & authorized to execute this Certification Form;

_____ a representative of the Consultant & authorized to execute this Certification Form;

(CHECK APPLICABLE RESPONSES FOR SECTIONS A AND B BELOW)

A. **PRINCIPAL/REPRESENTATIVE/CONSULTANT DISCLOSURE**

I am a principal or a representative of the Consultant authorized to execute this Certification Form and based upon my own personal knowledge or having made all necessary efforts to obtain the facts my answers to the questions below are as follows:

1) Have you or the Consultant ever been convicted of a crime (all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State) including, but not limited to, conviction for commission of fraud, embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements or receiving stolen property?

_____Yes _____No

2) Are you or the Consultant subject to any pending criminal charges (all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State)?

_____Yes _____No

---

[3] Persons Subject to Disclosure are identified and defined in Schedule "B," pursuant to Executive Order 1-2008.

[4] If this Certification Form is being completed by a Subconsultant, please consider all references to "Consultant" to mean "Subconsultant."

B. PERSONS SUBJECT TO DISCLOSURE

I hereby certify that all of the Persons Subject to Disclosure, as previously defined under this Contract that will or are intended to provide services, work or intended to be on County property under this Contract have been asked the following questions and their responses are as follows:

1) Have you ever been convicted of a crime (all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State) including, but not limited to, conviction for commission of fraud, embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements or receiving stolen property?

_____Yes _____No

2) Are you subject to any pending criminal charges (all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State)?

_____Yes _____No

If the answer is "yes," to any of the questions in Sections "A," or "B" above, please list the names and titles of all such Persons in Appendix "B-2."
In addition, the Persons identified in Appendix "B-2" must complete Appendix "B-3" or "B-4."

Appendix "B-3" must be completed by those Persons who have previously been convicted of a crime.

Appendix "B-4" is provided for those Persons who are subject to pending criminal charges.

If a Person refuses to answer any of the questions in Sections "A" or "B" above, the name and title of said Person shall be listed in Appendix "B-5."

CONSULTANT CERTIFICATION

I hereby certify that all of the information provided herein is true and accurate and that all additional required Disclosure Forms have been completed.

It is understood and agreed that to the extent that new Persons Subject to Disclosure are proposed to be added after execution of this Certification Form, the Consultant shall not utilize such persons or permit said individual onto County property until the updated Disclosure Forms are filed with the Procuring Officer.

No Person Subject to Disclosure shall perform work or services or enter onto County premises until the Disclosure Forms are filed with the Procuring Officer.

It is further understood and agreed that the Consultant has a continuing obligation to maintain the accuracy of the Disclosure Forms for the duration of this Contract, including any amendments or extensions thereto, and shall provide any updates to the information to the County as necessary to comply with the requirements of Executive Order 1-2008.

_____
Name:
Title:
Date:

_____ _____
Notary Public Date

**** ATTENTION****

IF YOU HAVE ANSWERED "NO" TO ALL OF THE QUESTIONS CONTAINED IN APPENDIX "B-1," PLEASE DISREGARD ALL OF THE FORMS LOCATED AFTER THIS PAGE.

Contract # _____

Name of Consultant/Subconsultant_____

APPENDIX "B-2"[5]

NAMES AND TITLES OF PERSONS SUBJECT TO DISCLOSURE THAT ANSWERED "YES" TO ANY QUESTION IN APPENDIX "B-1"

1. _____

2. _____

3. _____

4. _____

5. _____

6. _____

Note: If more names and titles must be added, please attach a separate page entitled, "Appendix B-2 Continued."

CONSULTANT CERTIFICATION

I hereby certify that all of the information provided herein is true and accurate and that all additional required Disclosure Forms have been completed.

No Person Subject to Disclosure shall perform work or services or enter onto County premises until the Disclosure Forms are filed with the Procuring Officer.

It is understood and agreed that to the extent that new Persons Subject to Disclosure are proposed to be added after execution of this Certification Form, the Consultant shall not utilize such persons or permit said individual onto County property until the updated Disclosure Forms are filed with the Procuring Officer.

It is further understood and agreed that the Consultant has a continuing obligation to maintain the accuracy of the Disclosure Forms for the duration of this Contract, including any amendments or extensions thereto, and shall provide any updates to the information to the County as necessary to comply with the requirements of Executive Order 1-2008.

_____

Name:

Title and Date:

_____

Notary Public

[5] If this Certification Form is being completed by a Subconsultant, please consider all references to "Consultant" to mean "Subconsultant."

Contract # _____

Name of Consultant/Subconsultant_____

APPENDIX "B-3"

CRIMINAL BACKGROUND DISCLOSURE FORM FOR
PERSONS WHO HAVE BEEN CONVICTED OF A CRIME

The conviction of a crime will not automatically result in a denial of your right to work on a County contract, your right to be on County property or your license, but may, if the County determines that the prior conviction(s) create an unacceptable risk. However, if you fail to list any part of your conviction history, whether due, but not limited to any omission, intentional falsification or any failure to disclose for any reason, you may be prohibited from working or being on County property without any risk assessment. If it is later determined that you failed to disclose a criminal conviction for any reason, your right to work on a County contract, be on County property or your license may be terminated at any time.

I, _____, am _____
(Name of Person Signing Below) (Title Relevant to Contract)

1) Describe the reason for being on County property if applicable, identify the specific duties and responsibilities on this project which you intend to perform for the County, including but not limited to, access to sensitive data and facilities and access to vulnerable populations.

2) Please list all criminal convictions along with a brief description of the crime(s) (including all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State).

3) Please provide the date and place of each conviction.

4) Please provide your age at the time of each crime for which you were convicted.

5) Please provide the legal disposition of each case.

6) Please provide any information either produced by yourself or someone on your behalf in regards to your rehabilitation and good conduct.

I certify that this information is correct and complete. I understand that providing false or incomplete information or withholding by omission or intention pertinent information will be cause for refusing further consideration of my employment on this project.

No Person Subject to Disclosure shall perform work or services or enter onto County premises until the Disclosure Forms are filed with the Procuring Officer.

I understand that I have a continuing obligation to maintain the accuracy of this form for the duration of this Contract, including any amendments or extensions thereto, and shall provide any updates to the information to the County as necessary to comply with the requirements of Executive Order 1-2008.

By my signature below I hereby affirm that all of the facts, statements and answers contained herein and all attachments are true and correct.

_____
Name:
Title:
Date:

_____ _____
Notary Public Date

Contract # _____

Name of Consultant/Subconsultant_____

APPENDIX "B-4"

CRIMINAL BACKGROUND DISCLOSURE FORM FOR
PERSONS WHO ARE SUBJECT TO PENDING CRIMINAL CHARGES

A pending criminal charge will not automatically result in a denial of your right to work on a County contract, your right to be on County property or your license, but may, if the County determines that the pending charge(s) create an unacceptable risk. However, if you fail to list any part of your conviction history, whether due, but not limited to any omission, intentional falsification or any failure to disclose for any reason, you may be prohibited from working or being on County property without any risk assessment. If it is later determined that you failed to disclose a criminal conviction for any reason, your right to work on a County contract, be on County property or your license may be terminated at any time.

I, _____, am _____
(Name of Person Signing Below) (Title Relevant to Contract)

1) Describe the reason for being on County property and if applicable, identify the specific duties and responsibilities on this project which you intend to perform for the County, including but not limited to, access to sensitive data and facilities and access to vulnerable populations.

2) Please identify all pending criminal charges (all felonies and misdemeanors as defined under the New York State Penal Law or the equivalent under Federal law or the laws of any other State).

3) Please briefly describe the nature of the pending charges and the date upon which it is alleged that a crime was committed.

I certify that this information is correct and complete. I understand that providing false or incomplete information or withholding by omission or intention pertinent information will be cause for refusing further consideration of my employment on this project.

No Person Subject to Disclosure shall perform work or services or enter onto County premises until the Disclosure Forms are filed with the Procuring Officer.

I understand that I have a continuing obligation to maintain the accuracy of this form for the duration of this Contract, including any amendments or extensions thereto, and shall provide any updates to the information to the County as necessary to comply with the requirements of Executive Order 1-2008.

By my signature below I hereby affirm that all of the facts, statements and answers contained herein and all attachments are true and correct.

_____
Name:
Title:
Date:

_____ _____
Notary Public Date

APPENDIX "B-5"[6]

PERSONS THAT REFUSED TO ANSWER

Please list the names and titles of each Person that refused to answer any of the questions in "Appendix B-1."

1. _____

2. _____

3. _____

4. _____

5. _____

6. _____

CONSULTANT CERTIFICATION

I hereby certify that all of the information provided herein is true and accurate.

No Person Subject to Disclosure shall perform work or services or enter onto County premises until the Disclosure Forms are filed with the Procuring Officer.

It is understood and agreed that to the extent that new Persons Subject to Disclosure are proposed to be added after execution of this Certification Form, the Consultant shall not utilize such persons or permit said individual onto County property until the updated Disclosure Forms are filed with the Procuring Officer.

It is further understood and agreed that the Consultant has a continuing obligation to maintain the accuracy of the Disclosure Forms for the duration of this Contract, including any amendments or extensions thereto, and shall provide any updates to the information to the County as necessary to comply with the requirements of Executive Order 1-2008.

_____
Name:
Title:
Date:

_____
Notary Public

[6] If this Certification Form is being completed by a Subconsultant, please consider all references to "Consultant" to mean "Subconsultant."

Appendix C

Westchester County
Selected Playland Park Debt Maturities
Principal and Interest
(in thousands)

Total Outstanding	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
$ 22,045	$1,511	$2,044	$1,961	$2,002	$2,037	$2,086	$1,922	$1,678	$1,579	$1,429	$895	$1,000	$889	$506	$506