

REQUEST FOR PROPOSALS

COCHECHO WATERFRONT DEVELOPMENT

**COCHECHO WATERFRONT DEVELOPMENT
ADVISORY COMMITTEE**

CITY OF DOVER, NEW HAMPSHIRE



DATE ISSUED: March 28, 2018

PROPOSALS DUE: 2:00 PM May 24, 2018

Table of Contents

I. INVITATION TO RESPOND TO REQUEST FOR PROPOSALS...	3
II. ENVIRONMENTAL CONDITIONS OF THE SITE	4
III. SITE IMPROVEMENTS PLANNED BY CITY	5
IV. SUBMISSION REQUIREMENTS	7
V. DISPOSITION PROCESS AND EVALUATION CRITERIA.....	16
EVALUATION AND DISPOSITION PROCESS	16
SELECTION CRITERIA	17
DISPOSITION PROCEDURES	20
DISCLOSURES, DISCLAIMERS, AND MISCELLANEOUS PROVISIONS	23
RFP SUBMISSION REQUIREMENT CHECKLIST.....	26

I. Invitation to Respond to Request for Proposals

Based on the Cochecho Waterfront Development Advisory Committee's (CWDAC's) evaluation of the responses to the initial stage Request for Qualifications, three development teams ("Proposers") have been invited to submit responses to this Request for Proposals.

The Proposers are requested to provide comprehensive proposals detailing their complete project teams, their vision, plans, and proposed terms for the project, as well as supportive information to validate the viability of these plans and terms.

The Proposers will be invited to present their proposals to CWDAC and, based upon the presentations and evaluation of the proposals, CWDAC intends to recommend to the City¹ the selection of one or more Proposers which will be invited to enter into negotiations with the City for the right to develop the property or portions thereof.

Detailed information on submission requirements, evaluation criteria and process, and other procedures, terms, and conditions of the RFP are presented on the following pages.

The information contained in the Request for Qualifications (RFQ) of September 29, 2017 and the Addendum #1 dated November 22, 2017 is operative and is not repeated in this document, with the exception of the updated environmental and the site improvements planned by the City information in the next two sections.

¹ References to the City in this RFP shall also be understood to mean the Dover Housing Authority which has been delegated development oversight authority and lead agency status for the project by the Dover City Council (Resolution 12B-15 on 2/9/05).

II. Environmental Conditions of the Site

The property has been owned by the City for many years and during that time a Public Works facility with two fueling stations and a wastewater treatment facility were located on the property. Redevelopment activity on the property began in the late 1990's with an initial environmental assessment which led to additional characterization efforts, the removal and clean-up of the underground storage tanks, and establishment of a Groundwater Management Zone (GMZ). Annual groundwater sampling associated with the GMZ shows water quality is improving and NHDES has determined no further remedial action is required to address petroleum contamination. Copies of the site assessments are available on the City's website to view at:

<http://www.dover.nh.gov/Assets/government/city-operations/2document/planning/cocheco-waterfront/PreviousStudies/Remedial%20Action%20Plan.pdf>

<http://www.dover.nh.gov/Assets/government/city-operations/2document/planning/cocheco-waterfront/PreviousStudies/Test%20Pit%20and%20Soil%20Gas%20Survey.pdf>

<http://www.dover.nh.gov/Assets/government/city-operations/2document/planning/cocheco-waterfront/PreviousStudies/Hydrogeological%20Limitations.pdf>

The characterization also identified a few locations of impacted soil, primarily by metals at relatively low concentrations. The environmental consultant, GZA, will prepare a Remedial Action Plan (RAP) for submission to the NHDES for approval once development plans have been finalized. The RAP will include a generic Soil and Groundwater Management Plan (SGMP) providing guidance for handling of potentially contaminated soil and groundwater if development extends below the soil cap proposed for the site. In addition, an Activity and Use Restriction will be developed for parcels where waste currently exists and appended to the deeds for those parcels. Initial and subsequent discussions with NHDES have taken place.

Concept plans (75% development) currently show impacted soil on the majority of the site will be left in place and generally covered with four to six feet of clean fill over a high visibility (brightly colored) geotextile. The fill is intended to accomplish two purposes: it creates a barrier to prevent contact of the impacted soil with future residents and users of the property and it

elevates planned structures above the elevation associated with future sea level rise.

Within the proposed park along the Cochecho River, final grading will be maintained at current elevations to retain current flood storage capacity. In this area, two feet of soil will be excavated and replaced with clean fill over geotextile warning fabric. Along the eastern shoreline, selected existing trees will be retained by limiting the amount of excavation and fill. Approximately six inches of clean fill material is currently proposed within the circumference of the tree drip edge.

Eleven monitoring wells (seven associated with the current Groundwater Management Permit) are located within the development area. Monitoring wells will need to be maintained for sampling activities by the City during and after redevelopment.

The former municipal landfill on the adjacent property which operated between 1918 and 1969 will be retained by the City and maintained as a public park. It is registered with NHDES as a pre-1981 landfill and does not have any ongoing required activity associated with it. A dredge disposal facility was constructed and operated on top of a portion of the former landfill to accept dredge spoils during the Cochecho River dredge operation with approval from NHDES. The lined dredge facility will be closed and capped in 2019.

III. Site Improvements Planned by City

As part of the plans to redevelop the waterfront parcel, the City approved a Waterfront Tax Increment Financing plan that calls for the City to make improvements to the property to prepare the site for development. The TIF budget adopted included \$6 million and in 2017 the City added another \$400,000 to the TIF budget. The public improvements that the City plans to make are as follows:

- Stabilization of the riverbank of the Cochecho River;
- Site grading to raise the elevation of the property to account for projected sea level rise;
- Excavation of a portion of the bluff;
- Closure of the dredge cell located on Maglaras Park;
- Remediation of soils on the site;
- Design and construction of the public riverfront park, including a paddlesports dock;

- Design, engineering and permitting costs associated with the improvements as well as design and consulting associated with the site's redevelopment; and
- Roadway/Utility construction coordinated with selected developer's construction phasing and in accordance with the limitations set forth in the Design Guidelines (pg. 9).

The total expenditures for these public improvements that the City is committed to spend will not exceed the \$6.4 million TIF budget. The total funds expended and/or committed to date is approximately \$1.55 million. Final decisions on the allocation of funds and phasing of public improvements will be made by the City Council based on cost estimates provided by the City's consultants and the results of a bidding process for the public improvements.

Any consideration of potential increases to the City's financial commitment would be based on the amount and anticipated phasing of city revenue generation (from real estate tax revenues and parcel sale proceeds) committed and anticipated from the proposed development and ongoing development implementation (to the extent in excess of revenues required to cover debt service on the TIF bonding). Improvements to be funded by the Waterfront TIF will be within the parameters of revenue generated by the district, as the City Council approves.

For purposes of site design and financing, the Developer(s) should assume the following general parameters.

- Streets the City has retained a consultant to design, will be constructed by the City up to, and not including, the curb line abutting proposed development of the so-called "private" parcels (A-F). It is anticipated that this construction will generally include public sewer, water, and stormwater utilities, road base subgrade preparation, base gravels, and binder course. Curbing and sidewalks will also be installed where they abut City-owned park areas.
- To maximize site design flexibility and reduce construction coordination issues, the Developer(s) will be responsible for installation of curbing abutting the "private" parcels upon which they are doing development on, as well as sidewalks, street trees, planting strips, lighting, site furniture, and other streetscape amenities, as more fully described in the Design Guidelines and as approved through the Design Review Process.
- Upon completion and acceptance by the City of the above described improvements, as well as completion of abutting private development, the City will facilitate final paving and assume responsibility for all street improvements within the right-of-way as it is ultimately defined.

- The Developer(s) shall also be responsible for coordination and installation of all private utilities (electric, telephone, CATV, etc.) serving the private proposed development parcels. Location of underground conduits, transformers, hand holes, and other appurtenances shall typically be below sidewalk areas.
- To the extent TIF funding (as may be increased at the City's discretion by other revenues generated by the project) does not cover all planned public improvements, the City will generally prioritize construction of streets and related public improvements on those streets abutting or required to access early phase private development as well as other required public improvements.

IV. Submission Requirements

Proposers should carefully follow the format and instructions outlined below. Proposals must contain the information and documents described below. Proposals which do not include all of the following items may be deemed non-responsive. The Proposal shall be written in sufficient detail to permit CWDAC to conduct a meaningful evaluation of the proposed project.

A checklist of minimum information and document requirements is included in this request and shall be completed and attached to your submission.

The Proposal must include the following information:

A) Cover Page

The cover page should include the following information.

- 1) Title of RFP
- 2) Proposer/Name of Firm
- 3) Business Address
- 4) Business Phone
- 5) Web page and email addresses
- 6) Contact Person

B) Table of Contents

The Table of Contents should outline, in sequential order, the major areas of the proposal. All pages of the proposal, including the enclosures, should be clearly and consecutively numbered and correspond to the Table of Contents.

C) Development Team and Organization

State the members of the development team, including the developer (including principals and any joint venture partners), management company, architect, landscape architect, urban planners, engineers, legal, marketing, contractors, financial partner(s) (if any), and other members key to development or operation of the project. Outline the roles and organization of the team, including key personnel in an organization chart.

D) Development Plan

All three of the Proposers have expressed an interest in most, if not all, of the parcels. Therefore each Proposers' development plan should include a detailed concept plan for each of the parcels being offered in this RFP process, with the exception that if the Proposer does not wish to propose on Parcel G, a concept plan for this parcel is not required.

1) The development plan should include the following information:

- a) A program summarizing the proposed use or mix of uses for each parcel and each building or phases on each parcel
- b) Approximate estimates of gross and net square footage of finished and other building areas for each use, specifically:
 - o Gross square feet of building area including enclosed finished and unfinished areas(e.g. in-building parking, storage)
 - o Gross square feet of finished area (including occupiable and interior common areas)
 - o Net occupiable area
 - o Leasable area if different from occupiable area (e.g. NRA for office if including common area gross up factor)
 - o Above-grade vs. any below-grade areas should be clearly broken out in the above areas
- c) Number and size of residential units, whether rental or for sale, including number of bedrooms
- d) Anticipated type of use of commercial spaces (including any committed end users), number of seats of any restaurant.
- e) Number of parking spaces and physical approach to on-site parking and any reliance on off-site public parking
- f) Number of stories/height
- g) Analysis demonstrating that proposed development complies with existing zoning or identify any variances required
- h) Building typology, materials, and general style
- i) If phasing is contemplated, state the order of phasing and anticipated time-frames for later phases

- j) Anticipated preconditions for financing and construction of initial and any later phases
- k) Plan for ensuring active use of commercial space on ongoing basis.
- l) Other information for uses as appropriate to fully describe them

2) Characterization of development program components in terms of:

- a) target markets
- b) price point
- c) for sale vs. rental
- d) operating/management structure
- e) potential or committed tenants (provide letters of interest or commitment)

3) Parking proposal in terms of:

- a) number of private and public spaces
- b) number dedicated, monthly, transient
- c) preliminary estimate of demand and shared use
- d) whether parking is proposed to be publicly or privately owned and managed and any operating requirements

4) State whether the proposed project is confined to the property offered by the City or if it utilizes additional property. If the latter, specify the level of commitment of such additional property to be included in the Proposer's project and provide evidence of such commitment. If the proposed project may include additional property, but such property has not yet come under the Proposer's control, state the status of acquisition efforts, and, in the appropriate sections, below, the impact on program, design, phasing, and proposed terms that acquisition of such additional property would have on the project.

5) For any public improvements (e.g. parks, promenades, infrastructure, etc.) proposed to be constructed by Proposer, provide:

- a) nature/description (e.g. components, amenities, square footage, seating, public art, etc.)
- b) phasing
- c) capital cost (hard and soft)
- d) maintenance and management costs
- e) responsibility for funding capital costs, maintenance, management, and programming
- f) basis for cost estimates

E) Conceptual Design

Proposers shall familiarize themselves with the Design Guidelines adopted by CWDAC on September 19, 2017 and insure that their proposed development meets or exceeds the adopted standards. Proposals should remain in conformity with the approved Concept Plan and the adopted Design Guidelines, with the exception that Proposers may consider the realignment of River Street as it relates to the stretch between Henry Law Avenue and the existing pump station

1) A design narrative which describes:

- a) the goals of the proposed design and development mix and how the various elements work to achieve those goals
- b) Characterization of design style, quality level, or other information that would give the City a better understanding of the character of the buildings, public improvements, and project as a whole

2) A set of conceptual level design graphics (in 8 ½" x 11", 8 ½" x 14", or 11" x 17" form in the body of the proposal document) and in one set of presentation boards which communicate the following:

- a) an overall site layout plan which depicts the location, footprints, and mix of uses, including a table which identifies the net and gross square foot area of each use by floor level
- b) conceptual development site plan which highlights the key design elements and proposed site materials
- c) key architectural elevations and renderings for each building depicting details and overall architectural character of the development as well as building height in feet and number of floors
- d) a description of how the proposed site layout promotes sustainable development and energy conservation features, including taking advantage of alternative energy sources
- e) floor plans for each floor of each proposed structure
- f) not less than two overall cross sections of the site which illustrate how the development responds to the terrain and relates to the public waterfront park and the river
- g) not less than one perspective rendering which serves to communicate the character of each of the key elements within the project
- h) provisions for public transit stops or shelters
- i) Any other graphics the Proposer considers helpful in facilitating CWDAC's understanding of the Proposer's vision such as precedent images (e.g. photographs of buildings comparable in scale and style to those proposed for this project)

F) Project Schedule

Schedule for project implementation depicting milestones for the full project and its component parts, from commencement through occupancy of the final phase. Schedule should be presented in a graphic format, allowing understanding of any cause and effect relationships between major elements. More than one schedule may be presented if considered to increase clarity, e.g. a schedule for overall multi-phase project and a more focused schedule for initial phase development components.

G) Environmental / Public Approvals Plan

Outline the major elements of the environmental and public approvals process (including agencies and approvals required) for the project and the key issues and time frames entailed. The plan should address environmental permitting required for each parcel. Time frames should be incorporated in the Project Schedule.

H) Public Funding Plan

Identify any public funding, other than from the City, which might be sought for the project and your assessment of prerequisites, likelihood, amount and timing of receiving those funds. Elaborate any actions the City or other public body needs to take to assist in acquiring the sought after funding. Identify in your financial proposal whether any such funding is assumed and the implications if it is or is not secured.

I) Description of the proposed approach to developing, maintaining, and managing the project

- 1)** Role of the Proposer in developing the various project components itself versus partnering with or selling/sub-leasing parcels to other developers
- 2)** Approach to land takedown consistent with Section V.C.4.h
- 3)** Role of the Proposer in providing security and maintenance during the pre-development and development phases of the project
- 4)** Approach to ownership, management, and maintenance of land and improvements relative to private development components and management and maintenance of public improvements if offered by Proposer

- 5) Nature and level of commitment to ongoing ownership and management of the project by Proposer
- 6) Identification of any anticipated or programmed transfer of ownership of the project or any portion of the project (including the land)

J) Approach to Marketing

Detailed description of the proposed marketing strategy for this development, including marketing budget for the initial and subsequent phases

K) Market and Financial Analysis and Financing Plan

For the entire projected multi-phase land development as well as for each major project component, building/site, and phase provide:

- 1) Development cost budget, detailing all major categories of hard and soft costs
- 2) Debt and equity financing assumptions for preconstruction, construction and operating periods, including fixed or floating interest rate on debt, amortization period, maximum DCR, LVR and/or LCR, financing fees, target equity and unleveraged return requirements in terms of OAR, ROE, IRR, net or gross profit margin, or other
- 3) Sources and uses of financing
- 4) Financial pro forma and cash flow analysis detailing projected gross income, expenses and net cash flow for ten years of operation beginning upon project completion (or through sell-out for for-sale components), as well as a multi-phase land development financial model
- 5) Basis and assumptions of the above analyses should be presented at a level of detail sufficient to allow an understanding of their derivation. All construction and other development costs and revenues and expenses should be presented in a manner that allows for clear understanding of their equivalent in 2018 dollars and the escalation factors assumed in future dollar estimates
- 6) Market analysis supporting the viability of all aspects of the proposed development, including but not limited to:

- a) identification of target markets and project characteristics appropriate to those markets
 - b) description of comparable and competitive projects in terms of size, character, status, pricing, absorption and other relevant factors
 - c) projections of absorption, occupancy, and pricing within near and long-term future
 - d) basis for establishing the assumptions used for the Proposer's pro forma cash flow analysis
- 7) Other Financial Benefits – Proposals shall also include a description and estimation of other significant financial and economic benefits to be derived by the City from the proposed project, including real estate taxes and construction and permanent employment

L) Financial Proposal

- 1) Price and complete terms of purchase for each parcel of the City-owned land
- 2) Phased acquisition/land take-down schedule and relationship to key milestones
- 3) Scope, nature, cost, timing, and conditions, if any, relative to public improvements to be funded by the developer (parks and public infrastructure)
- 4) Identification of any private project components which may at any time charge a user fee to general public (e.g. parking garage) and provisions for public parking
- 5) Any anticipated off-site improvements (either public portions of the waterfront project area or adjacent public streets or utilities), their cost, and who would be responsible for funding these costs
- 6) Any other key information or anticipated term sheet items that the City should be aware of in the formation of its approach to negotiating with your team

M) A brief narrative which discusses the most significant challenges facing this development as proposed and proposed means of addressing them

N) A letter, certified by the Board of Directors or other ultimate decision-making authority of the primary development entity,

documenting full knowledge and support of this specific proposal and its content

0) Developer Qualifications and Financial Capacity

- 1) Financial Reports** - Certified summary level financial reports for the prime development entity for the last three years (See section on Confidential Materials)
- 2) Approach to Financing** - Description of your approach to financing the project, including identification of specific financial sources committed, anticipated, or to be pursued for preconstruction, construction and permanent debt and equity, including the amount and source of equity
- 3) Commitment of Principals** - Identify the level of financial commitment which the principals of the development entity will pledge to this project
- 4) Commitment of Institutions** - Documentation from financial institutions willing to commit financing for this project as proposed herein, clearly citing any constraints, time sensitive terms and/or conditions of the financing
- 5) Track Record** - Summary level narrative which details the prime developer's and project team's experience in successfully executing comparable mixed-use projects and provides supplemental information for original team members and complete information for new team members, including (Note, any of the following information already submitted in your response to the initial stage RFQ may be noted as such in this submittal. Any lengthy material should be presented at the end of the proposal):
 - a) Number of years the Proposer has been in business, number of employees, and the primary markets served;
 - b) Description of proposing organization's history, legal structure and development experience, qualifications and understanding of the development requirements
 - c) Description of significant, comparable project(s) developed and/or managed including:
 - name of project
 - description of project
 - total dollar value of project
 - client contact person and phone number for reference
 - specification of your firm's role in the project (e.g. primary developer, development manager, manager, consultant, etc.)

- the results/status of the project and your involvement in the project
- d) Information for team architect and any other members of the team should be provided. If not provided in response to RFQ, include graphic representations of architect's prior relevant work on completed mixed-use urban projects, along with a description of the projects and their role in these projects

6) Litigation

- a) Description of any litigation, including arbitration, filed by or against Proposer in the past five (5) years involving any governmental entity, private client, employee or sub-contractor, providing the nature of the litigation, a brief description of the case, the outcome or projected outcome, and the monetary amounts involved
- b) Description of all litigation or disputes that could result in a financial settlement having a materially adverse effect on the ability to execute this project. This applies to the development entity or any named individual of the entity

- 7) Bankruptcy** - Description of all bankruptcy filings and foreclosure events associated with any project of this development entity or any principal of this entity.

P) Minimum Requirements

Please note that the submission materials requested above are the minimum requirements. As CWDAC evaluates your proposal, you may be requested to provide additional materials.

V. Disposition Process and Evaluation Criteria

A) Evaluation and Disposition Process

1. Evaluation/Selection

Following submission of the proposals, Proposers will be invited to make presentations of their proposals to the CWDAC. CWDAC and its advisor(s) may also request clarifications or additional information from the Proposers to facilitate its evaluation.

Following presentations and submission of any supplemental information, CWDAC anticipates entering into non-public deliberations, pursuant to RSA 91-A, to make its selection. The selection shall be based upon the proposals, presentations, and any clarifications or other additional information provided by the Proposers in response to the questions of CWDAC and its advisors, as well as any other appropriate information which shall be weighed in relation to the goals and selection criteria specified in this RFP.

Assuming it finds one or more of the proposals to be acceptable, CWDAC shall recommend to the City that it invite the Proposer(s) which it considers to have made the proposal(s) providing the best opportunity to meet the stated goals and criteria for the project (the preferred developer(s)) to negotiate for the right to develop the property, or if more than one developer, the right to develop a portion of the property. If, after due course and reasonable efforts to negotiate, the City cannot reach a satisfactory agreement with the Proposer(s), the City will cease negotiations with the Proposer(s) and, if the non-preferred Proposer is considered to have provided a proposal of sufficient merit, commence negotiations with that Proposer.

2. Negotiation Process

The City anticipates negotiations to be conducted in two stages. First, a term sheet, outlining the key business terms of the transaction will be negotiated. Second, assuming satisfactory agreement upon the term sheet, comprehensive agreements for land disposition, master development, and operation, will be negotiated and documented. Such agreements shall require the Proposer(s) to defend, hold harmless and indemnify the City for any cost, expenses or losses arising from the Proposer's activities related to the project.

3. Compensation

a. Fair Market Value

The City will seek compensation for the property, in the form of land purchase and developer-funded construction and maintenance/management of public improvements, at fair market value, to be based upon the agreed upon program of development, any developer funding of public improvements, development constraints, site conditions, and other pertinent factors that will affect value. The fair market value will be negotiated.

b. Participation

The City strongly encourages financial proposals to include, and the City will seek in negotiations to secure, opportunities for the City to participate in value creation and upside by means of such methods as price adjustors for staged land sales and participation in operating and sell-out upside.

B) Selection Criteria

The criteria that will be considered in making the selection include but are **not limited** to the following:

- 1)** In making its selection, the foremost goal of CWDAC will be to realize a great project that creates a community which incorporates a vibrant mix of uses, high quality design, and effective plans for ongoing management. This project will provide both a public open space and a new downtown neighborhood, to act as an amenity for and spur further development of the downtown and the entire community.
- 2)** To realize this goal, CWDAC will seek to ensure that the selected developer(s) has the capability to complete a quality project and that the proposed project is feasible and will be implemented in a timely manner. Further, it is expected that the project will not impose a net cost to the City beyond the cost already budgeted by the City for public improvements.
- 3)** Given achievement of the above goals, CWDAC will seek to maximize the City's financial outcome from the project, in the form of land payments, developer funding of on- or off-site public improvements, public benefit infrastructure maintenance offerings and real estate tax benefits.

Specific criteria elements are outlined in sections 4-8 below:

4) Developer

- a) Qualifications and financial capacity and commitment of the Proposer and any other key project participants as they indicate the ability to finance, develop and manage the proposed project in a timely and effective manner
- b) Overall quality of the development entity and its principals and their ability to provide a collaborative public-private partner
- c) Financial capacity, including ability to attract and sustain financing
- d) Capability to execute the full project on a reasonable schedule
- e) Approach and financial commitment to project marketing
- f) Quality of the overall consultant team
- g) Financial stability and depth of financial resources to commit to this project
- h) Ability to attract and maintain sufficient financing
- i) Depth of experience in completing mixed-use projects of this scope
- j) Reputation of Proposer for integrity, fair dealing, and follow-through, especially in public-private projects

5) Design and Development Programming

- a) Responsiveness to the adopted Design Guidelines
- b) Amount and quality of the public spaces
- c) Incorporation of dynamic design elements and iconic features to create special place(s) and give this location a special identity
- d) Design which responds and relates to the public waterfront park and the river
- e) Overall creativity, quality and appeal of the design, details and materials for the public and private elements of the project

- f) Creation of vibrant atmosphere in the proposed public spaces
- g) Maximization of physical and visual connectivity to the downtown, Henry Law Park and Maglaras Park
- h) Overall potential to spark private investment in surrounding neighborhoods
- i) Mix and siting of uses which maximize the public nature of the riverfront (CWDAC has a strong preference for maximizing retail, restaurant, and other public-oriented uses on the ground floor space of buildings facing the public waterfront park and other public places)
- j) Mix of uses offering strong market and financial viability
- k) The likelihood of the project to be developed in a timely manner and operated successfully
- l) Strength of anchor use(s) to sustain the development
- m) Long term flexibility and adaptability of site areas and structures
- n) Appropriate density and consideration of off-site impacts
- o) Financial benefits to be derived from real estate taxes and any other significant benefits

6) Development and Management Approach

- a) Evidence of a thorough understanding of the development, marketing, and management issues relating to the site and creative and effective means of dealing with them
- b) Long term commitment to development and management and proposed approach to managing and maintaining this commitment in overseeing other developers, users, condominium owners, tenants, and, in the case of change of project, ownership or control
- c) Ability of the proposed development and land take-down approach to provide the City with ongoing control and/or confidence that development and operations will proceed in a timely manner in line with its intent

7) Financial Proposal

- a) Attractiveness of the financial proposal for the City in terms of near and long-term revenues and net cost relative to construction and maintenance of public improvements
- b) Opportunities for the City to participate in value creation and upside by means of such methods as price adjustors for staged land sales and participation in operating and sell-out upside

8) Overall Proposal

- a) Responsiveness to the proposal
- b) Quality, clarity, creativity, and level of thought and understanding of the issues entailed in development of the project evidenced in proposal
- c) Quality of presentation

C) Disposition Procedures

1) Deposits

Upon being selected as the Preferred Proposer, that party shall make a deposit in the form of a cashier's check in the amount of \$20,000, made payable to the City of Dover, to offset the costs of the City's third party attorneys and advisors in and relating to negotiating the term sheet (e.g. including analysis, drafting, written and oral presentations to CWDAC, City, or other relevant bodies). Upon execution of the term sheet, the preferred Proposer shall make a second deposit in the amount of an additional \$20,000 to the City of Dover to offset the costs of the City's third party attorneys and advisors in and relating to negotiating the land disposition, development, and any other required agreements (as well as the term sheet, to the extent any of the initial deposit was not used in that phase). If the parties cannot reach agreement at either stage of the negotiation process, the City will refund the portion of the deposit(s) that has not been spent on the third party costs in that process. Upon the execution of the land disposition, development, and any other required agreements, the Preferred Proposer will make an additional payment of \$60,000 (i.e. total payments equaling \$100,000, including the two initial deposits). Any portion of the deposit(s) that is not spent by the City on the third party costs will be credited to the purchase price.

2) Schedule

The anticipated scheduling of the RFP process is as follows (all times in EST, with time kept at Finance Office on 2nd floor of City Hall):

RFP issued.....March 28, 2018
Deadline to Request Pre-submission conference..... April 9, 2018
Optional Pre-submission conference..... mid-April, 2018
Deadline for receipt of Questions.....May 1, 2018, 2:00 PM
Responses to Questions.....by May 15, 2018
Proposals due.....May 24, 2018, 2:00 PM
Interviews of developers.....early/mid-June, 2018
Notification of preferred developer(s)late June, 2018
Negotiation with preferred developer(s)..... late-June/early-July, 2018

3) Proposal Submission

- a) All submission materials must be submitted on paper sheets, tabbed by section and bound. Only one set of presentation boards are required.
- b) Confidential Materials
A Proposer must clearly designate the portions of its proposal, if any, that it contends are confidential and place such material in a sealed envelope within its proposal. In addition to labeling such material as confidential, the Proposer shall include a brief assertion as to the reasons for confidentiality (e.g. financial information, proprietary business information, etc.). To the extent the law permits, the City will use reasonable efforts to hold the designated material in confidence.
- c) Please submit eighteen (18) bound paper copies and one electronic copy on a disk or thumb drive of the required material by the date and time indicated above.

- d) The proposal must be submitted in a sealed envelope or container, stating on the outside the Proposer's name, and the RFP title, to:

**Cochecho Waterfront Development Advisory Committee
c/o City of Dover Finance Department
288 Central Avenue
Dover, New Hampshire 03820**

The DEADLINE for submission of ALL materials is:

**Thursday, May 24, 2018
Not later than 2:00 PM**

4) Other Procedures

- a) Notification of any revisions to this Request for Proposals will be posted on the City's website (www.dover.nh.gov).
- b) Proposers are responsible for informing any commercial delivery service, if used, of all delivery requirements and for ensuring that the required information appears on the outer wrapper or envelope used by such service.
- c) The proposal must be signed by an authorized officer of the Proposer who is legally authorized to enter into a contractual relationship in the name of the Proposer.
- d) Optional pre-submission conference - The City will hold a pre-submission conference should any of the Proposers consider this to be beneficial. Proposers shall inform Dover City Planner Steven Bird by e-mail at s.bird@dover.nh.gov no later than April 9, 2018, whether they would like to have such a session. Proposers are encouraged to submit written questions to the City in advance of the pre-submission conference.
- e) Questions To Be Requested In Writing - Any questions, explanations or other requests for information desired by the Proposer(s) regarding this RFP must be requested in writing to the City Purchasing Agent. No other professional staff member or official is authorized to respond on the City's behalf. Among other penalties, violation of these provisions by any Proposer may render any RFP award to said Proposer voidable. Questions and their answers will be shared with all Proposers.
- f) Additional Information / Addenda - Requests for additional information or clarifications must be made in writing and received by the City

Purchasing Agent by e-mail at A.Legere@dover.nh.gov, in accordance with the preceding section, no later than the deadline for receipt of questions specified in the RFP Timetable. The request must contain the RFP title, Proposer's name, address, phone number, and email address.

- g) The City will issue responses to inquiries and any other corrections or amendments it deems necessary in written addenda published on the City's website prior to the Proposal Due Date. Proposers should not rely on any representations, statements or explanations other than those made in the RFQ, this RFP or in any written addendum to this RFP or by the City's representatives at the pre-submission conference. Where there appears to be a conflict between the RFQ and the RFP, the RFP shall prevail. Where there appears to be a conflict between the RFP and any addenda issued, the last addendum issued shall prevail.
- h) It is the intent of CWDAC and the City to transfer ownership of the parcels to the developer on a staged take-down basis with transfer of each parcel only occurring upon satisfaction of conditions precedent to evidence that financing and construction of development on and requiring transfer of that parcel are assured. The City will consider alternate approaches only to the extent there is a compelling reason that it is in the City's interest to do so with reasonable protection of the City's interests.
- i) Any partnering, selling, sub-leasing of a parcel which developer has been designated to develop shall be subject to approval of the CWDAC and City subject to restrictions and conditions to be negotiated in the term sheet.

D) Disclosures, Disclaimers, and Miscellaneous Provisions

- 1) All materials submitted in response to this Request for Proposals become the property of the City of Dover and may be used as the City of Dover deems appropriate. All submittals will be subject to the provisions of RSA 91-A.
- 2) The information contained in this Request for Proposals is provided solely for the convenience of the Proposer. The City has assembled the information in a good faith effort to assist in the disposition process; however, the City makes no representation, warranty or guarantee as to the accuracy of the information. It is the responsibility of the Proposer to verify that the information presented is accurate and

complete and any reliance on the information contained herein or from communications with City representatives or its advisor(s) is and shall be at the Proposer's sole and exclusive risk.

- 3) The City may, at its sole and absolute discretion, reject any and all, or parts of any and all proposals; re-advertise this RFP; postpone or cancel, at any time, this RFP process; or waive any irregularities and informalities in this RFP or in the proposals received as a result of this RFP.
- 4) The City assumes no financial or other obligation to any Proposer. Any Proposal submitted in response to this RFP is at the sole risk and responsibility of the party submitting such Proposal.
- 5) All expenses involved with the preparation and submission of proposals to the City, or any work performed in connection therewith shall be borne by the Proposer. No payment will be made by the City for any responses received, nor for any other effort required of or made by the Proposer prior to execution of final agreements.
- 6) Neither the City nor the developer will pay a brokerage, finders or referral fee to any party in connection with this RFP. In the event of any conflict between this section and the rest of the RFP, the provisions of this section shall control.
- 7) The responsibility for submitting a Proposal to this RFP to the City on or before the stated time and date will be solely and exclusively the responsibility of the Proposer. No Proposal received after the stated time and date will be considered.
- 8) Each Proposer shall examine all RFP documents and shall judge all matters relating to the adequacy and accuracy of such documents. The City shall not be responsible for oral interpretations given by any City employee, representative, or others. The issuance of a written addendum on the City's website is the only official method whereby interpretation, clarification, or additional information may be given.
- 9) It shall be the responsibility of each Proposer to check the website for addenda and to submit a proposal in accordance with such addenda.
- 10) By offering a submission to the RFP, the Proposer certifies that the Proposer has not divulged to, discussed or compared his/her competitive response with other responders and has not colluded with

any other responders or parties to this competitive response whatsoever.

- 11) The property is offered "as is" by the City for development. No representations or warranties whatsoever are made as to its condition, state or characteristics. Expressed warranties and implied warranties of fitness for a particular purpose or use and habitability are hereby disclaimed.
- 12) Testing, audits, appraisals, inspections, and the like necessary or desired to submit a proposal shall be at the sole expense of the prospective Proposer. Reports regarding the property, including any appraisal reports that the City may have in its possession are available as public records.
- 13) A Proposer may submit a modified proposal to replace all or any portion of a previously submitted proposal up until the Proposal Due Date. The City will only consider the latest version of the proposal.
- 14) Proposers may take exception to any of the terms of this RFP. All exceptions taken must be specific, and the Proposer must indicate clearly what alternative is being offered to allow the City a meaningful opportunity to evaluate and rank proposals, and the cost implications to the City of the exception (if any).
- 15) Where exceptions are taken, the City shall determine the acceptability of the proposed exceptions. The City, after completing evaluations, may accept or reject the exceptions.
- 16) All exceptions shall be referenced by utilizing the corresponding Section, paragraph, and page number in this RFP. However, the City is under no obligation to accept any exceptions. If no exception is stated, the City will assume that the Proposer will accept all terms and conditions.
- 17) No Proposer shall have any rights against the City arising from such negotiations or termination thereof.
- 18) Each proposal will be reviewed to determine if the proposal is responsive to the submission requirements outlined in the RFP. A responsive proposal is one which follows the requirements of the RFP, includes all documentation, is submitted in the format outlined in the RFP, is of timely submission, and has the appropriate signatures as required on each document. Failure to comply with these requirements may deem the proposal non-responsive.

RFP Submission Requirement Checklist

Information Required

Submitted

- | | |
|--|--------------------------|
| 1. Cover Page | <input type="checkbox"/> |
| 2. Table of Contents | <input type="checkbox"/> |
| 3. Development Team and Organization | <input type="checkbox"/> |
| 4. Development Plan | <input type="checkbox"/> |
| 5. Conceptual Design | <input type="checkbox"/> |
| 6. Architectural Elevations and Renderings for Each Building | <input type="checkbox"/> |
| 7. Floor Plans for Each Floor for Each Building | <input type="checkbox"/> |
| 8. Two Cross-Sections of the Site | <input type="checkbox"/> |
| 9. Perspective Rendering of Project | <input type="checkbox"/> |
| 10. Project Schedule | <input type="checkbox"/> |
| 11. Environmental/Public Approvals Plan | <input type="checkbox"/> |
| 12. Public Funding Plan | <input type="checkbox"/> |
| 13. Approach to Developing, Maintaining and Managing Project | <input type="checkbox"/> |
| 14. Approach to Marketing | <input type="checkbox"/> |
| 15. Market and Financial Analysis and Financing Plan | <input type="checkbox"/> |
| 16. Financial Proposal | <input type="checkbox"/> |
| 17. Narrative of Development Challenges | <input type="checkbox"/> |
| 18. Letter From Board of Directors or Other Authority | <input type="checkbox"/> |
| 19. Developer Qualifications and Financial Capacity | <input type="checkbox"/> |
| 20. Eighteen Copies of Proposal | <input type="checkbox"/> |
| 21. One Electronic Copy of Proposal | <input type="checkbox"/> |