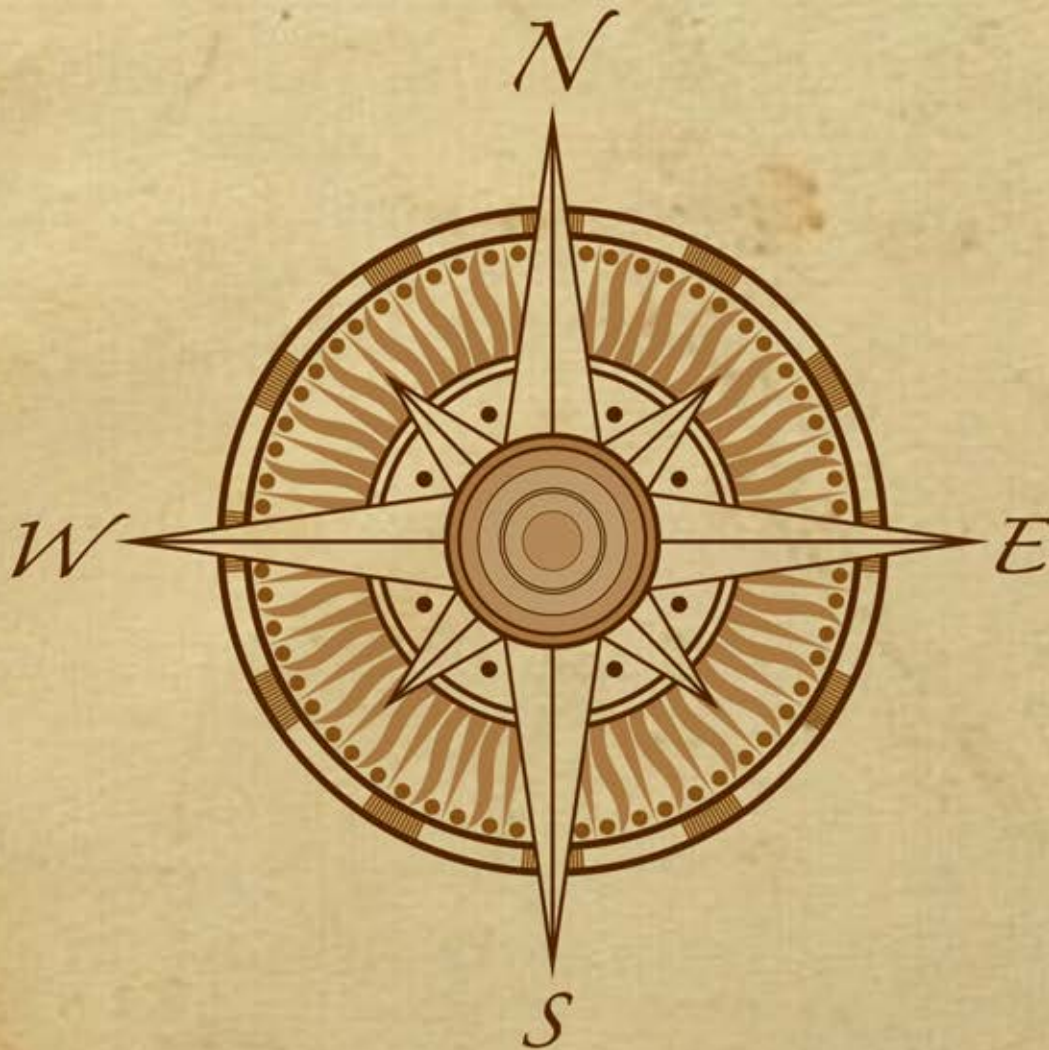


Invitation for Proposals
12-01

PROJECT RENAISSANCE~A NEW GEORGETOWN
35 Acre Public - Private Partnership





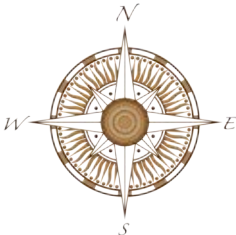
PROJECT RENAISSANCE-A NEW GEORGETOWN
35 Acre Public - Private Partnership

Invitation for Proposals
12-01

41 Perimeter Center East, Suite 250
Dunwoody, GA 30346

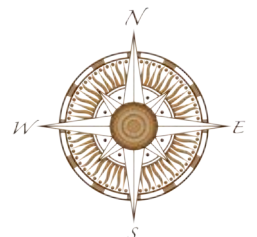
For Additional Information:
Kimberly Greer
Assistant to the City Manager
kimberly.greer@dunwoodyga.gov
678-382-6700

DUE
APRIL 20, 2012
2:00 P.M.



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SECTION I: SUMMARY & PROJECT GOALS

Summary

The City of Dunwoody hereby solicits invitations for qualified developers to submit proposals to partner with the City for the development of 35 noncontiguous acres of property on North Shallowford Road. The property is comprised of a 16 acre parcel owned by the City and 19 acres of property the City has under contract.

Both properties have been identified as prime redevelopment opportunities through the Comprehensive Land Use Plan, adopted in 2010, and the Georgetown / North Shallowford Master Plan, adopted in 2011. The land uses identified by the Master Plan for these properties include new city parks, owner-occupied residential development, a small retail node, and civic facilities.

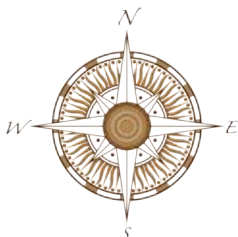
Based on the Master Plan and its nine month, community focused public planning process, the City intends to develop parks, open spaces, greenways, multi-use trails and possibly a Municipal Complex on portions of both properties. The City intends to utilize approximately 17 acres for park and civic uses and potentially 3 acres of the 16 acre parcel for a commercial node.

The City anticipates receiving proposals from potential partners for developing the remaining portions of both the 16 acre parcel and the 19 acre property. The City's preferred land use plan would include both owner occupied medium- to low-density residential and neighborhood style commercial development. Residential proposals best aligned with the City's goals will likely suggest no more than 70 single family owner occupied homes on the 16 acre parcel and no more than 40 single family owner occupied homes on the 19 acre property. Commercial proposals best aligned with the City's goals will likely suggest no more than 30,000 square feet of proposed commercial space for either parcel in this project.

Overall, the City seeks to ensure that the future redevelopment of these sites utilizes the land for the desired purposes and uses specified by the community and that these uses are arranged, scaled, and designed in a manner forwarding our community's Master Plan for the future. The City expects to receive fair market value for any land it sells.

Project Goals

- Catalytic development for the Georgetown area
- Increase in number of acres of parks and open space
- New retail construction
- Pedestrian friendly environment
- Expansion of trail network from Brook Run Park to Chamblee Dunwoody Road
- Site for a Municipal Complex
- Site for festivals and special events
- City will reinvest profits from the sale of land to fund park and infrastructure investments



SECTION II: BACKGROUND

A. City Background

On December 1, 2008 the City of Dunwoody became Georgia's newest municipality following a community-led movement to incorporate. This 13 square mile community of just over 46,000 residents is also home to many of metro Atlanta's top dining, shopping, schools, and recreation activities and destinations.

The City of Dunwoody is approximately 15 miles north of downtown Atlanta at the most northern tip of DeKalb County. Dunwoody is strategically located in a cradle of three major transportation routes: to the west, the north line of the regional commuter metro rail system, MARTA; to the south, Interstate 285, the Perimeter beltway ringing suburban Atlanta; and on the east, Peachtree Industrial Boulevard. The road network and public transit provide easy access to Buckhead, Midtown, Downtown, and Hartsfield Jackson International Airport and has solidified Dunwoody's reputation as a convenient location for business.

The southwest corner of the City features one of the Southeast's largest employment centers surrounding a major regional economic retail generator, Perimeter Mall. The area is home to Fortune 500 companies, high-rise offices, high-end hotels, and a host of restaurant and retail attractions which all contribute to Dunwoody's strong local economy.

Dunwoody's prime location and prosperous local economy make it an attractive destination for families as well as businesses. Outside of the perimeter area, the majority of the City of Dunwoody is comprised of low density, stable single family homes and smaller neighborhood-level shopping centers and office complexes.

As of the 2010 Census, the largest age groups in Dunwoody's 46,267 residents are individuals 25-34 and 35-44 in the prime of their working and family lives. The City of Dunwoody's median household income in 2008 was \$98,648 and the per capita income was \$56,254. In comparison, the Georgia and Atlanta Metropolitan Statistical Area are substantially lower at \$32,227 and \$39,453 respectively.

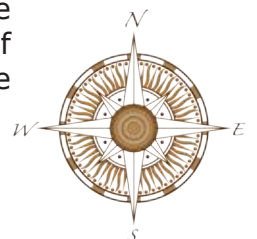
Dunwoody thrives by partnering with organizations sharing our mission to provide the highest quality of life for those who live, work, or play in our community and to foster an environment where businesses can prosper.

More information can be found at the City's website: www.dunwoodyga.gov.

B. PLANNING BACKGROUND

Immediately following incorporation, the City began planning for its future. After a 15 month community-based planning process, the Mayor and City Council adopted the City's first Comprehensive Land Use Plan (Comprehensive Plan) in 2010. The Comprehensive Plan is a legal document guiding future development in Dunwoody, as well as providing the policy framework and principles for future planning initiatives.

Throughout the creation of the Comprehensive Plan, the community designated several "character areas" in the City with specific land use and redevelopment recommendations. The Comprehensive Plan identified the Georgetown / North Shallowford area as one of these character areas, including the properties targeted by this IFP. Following the



finalization of the Comprehensive Plan, the City embarked on a Master Planning process for the Georgetown / North Shallowford area in order to capture the community's specific vision for the redevelopment of the area. The Master Plan was ultimately adopted in March 2011.

Concurrently with the Georgetown / North Shallowford Master Plan, the City also completed a Comprehensive Transportation Plan and a Parks, Recreation, and Open Space Master Plan (Parks Master Plan). Together with the Comprehensive Plan, these documents present a clear vision for the City's future and specifically outline the community's preferences for the redevelopment of the 35 acres targeted in this IFP.

i. COMPREHENSIVE LAND USE PLAN

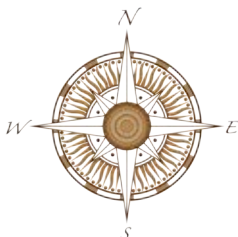
The Comprehensive Plan establishes the community vision for the future including a description of the development patterns expected by the City and under what conditions certain development may be appropriate. Additionally, the Comprehensive Plan establishes a vision and describes the intent for each of the ten identified character areas within the City. For the roughly 400 acre Georgetown / North Shallowford character area, the vision/intent stated in the Comprehensive Plan is as follows:

"By 2030, this area will redevelop into a pedestrian- and bicycle-oriented activity center with medium-scaled intensity of activity. A mix of commercial, office and high-end shopping integrated with multi-family as an accessory use, or as a primary use for senior living. Redevelopment will incorporate functional open space and greenways and preserve adjacent single-family homes protected by adequate buffering. Ideally, this area includes a community center where a wide array of activities achieve the City's desire to be a "lifelong community," allowing options for aging in place. Multi-use paths and transit options will invite alternative transportation modes and greater connectivity; new pedestrian and bicycle options will link the area to Perimeter Center. It focuses more intense development along I-285 with transitions to adjacent residential subdivisions. Redevelopment takes advantage of the planned, neighborhood transit station."

Although the Comprehensive Plan does not make specific recommendations for the parcels within the Georgetown / North Shallowford area, it describes the overall future development intent for the character area as a whole in terms of height, form, and uses. Selected highlights of these themes include:

- Use of high quality durable building materials
- Mix of uses to include quality public spaces such as plazas and pocket parks
- Residential density to not exceed 18 units per acre
- A range in the maximum height of buildings to ensure appropriate transitions to adjacent residential properties
- Appropriate buffers
- Multi-modal designs integrated into the site design using innovative site planning techniques

The Comprehensive Plan's goals for the Georgetown / North Shallowford area centered on land use, development, and transportation to advance the aforementioned development themes. One of the key goals from the Comprehensive Plan for the area was to develop a Master Plan detailing parcel-specific vision promoting investment to redevelop the former hospital site and the North Shallowford Road corridor.



The Comprehensive Plan in its entirety is available for download from the City's website. The URL is: http://www.dunwoodyga.gov/Departments/community_development/Land_Use_Plans.aspx.

ii. GEORGETOWN/NORTH SHALLOWFORD MASTER PLAN

The Georgetown / North Shallowford Master Plan (Master Plan) outlines a realistic and community-crafted vision related to future development, open space, circulation, transportation, and economic development. Based on the nine month, community-focused public planning process, the Master Plan establishes recommendations for both the redevelopment of the area as a whole and specific recommendations for key parcels including the 16 acre site now owned by the City and the 19 acre property the City has under contract. A map of the Georgetown / North Shallowford Master Plan area is included as Exhibit A.

Both these sites were categorized as "primary opportunities" based upon an analysis of the physical and economic assessment of the area coupled with an understanding of the community desires. The Master Plan details two optimum development scenarios for the 16 and 19 acre sites. The land uses identified for these parcels include a new city park, residential, a retail node, and civic facilities. The Master Plan specifically acknowledges "a public/private partnership may be necessary to offset the potential costs of purchasing the land and developing community green space." Additionally, the fact the Master Plan presents multiple options for these parcels showcases the fact that combinations of the aforementioned land uses, based upon the site design, can advance the community desires manifested in both the Comprehensive Plan and the Master Plan.

As the property owner, the City seeks to ensure that future redevelopment of these sites utilizes the land uses desired by the community and ensures these uses are arranged, scaled, and designed in a manner forwarding our community's plan for the future.

The Georgetown / North Shallowford Master Plan is available for download from the City's website. The URL is http://www.dunwoodyga.gov/Departments/community_development/Land_Use_Plans.aspx.

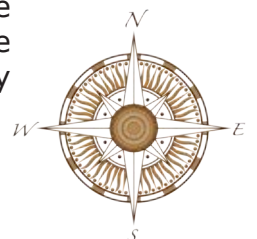
C. PROPERTY INFORMATION

i. 16-ACRE PARCEL

The 16 acre parcel is bounded to the west by Chamblee Dunwoody Road, to the southeast by Dunwoody Park Drive and to the east by North Shallowford Road. The property is surrounded on three sides with multi-family residential developments. A location map of the 16 acre parcel is included as Exhibit B.

In 2003, the property was zoned for a high-density, multi-family development use. The owners planned for development of 280 multi-family residential units. After utilities (including water, sanitary sewer, and storm sewer lines) were installed and the road network was established, the economic recession pushed the property into foreclosure. Wells Fargo (then Wachovia Bank) purchased the property out of foreclosure in 2009.

The property was a key focal point of the City's Georgetown / North Shallowford master planning effort throughout 2010. Through the master planning effort, and the Comprehensive Plan, the City received extensive feedback and input from the community indicating this area has an overabundance of apartments. The City



IFP 12-01 Project Renaissance - A New Georgetown

Council took action to make sure this key site was not developed as a high density development or contrary to the vision the community has for this area of the City.

The City signed a Letter of Intent with Wells Fargo in February 2011 and after a thorough due diligence period, closed on the property in September 2011. An American Land Title Association (ALTA) Survey completed during the due diligence period and is included as Exhibit C. Since purchasing the property, the City capped, at grade, the PVC sanitary sewer laterals installed as part of the original development, leaving the sub-grade portions intact. All other aspects of the property remain in generally the same condition as received.

The area Master Plan acknowledges the necessity of a public/private partnership to offset the costs of purchasing the land and developing a portion of it as community green space. As such, since the adoption of the Master Plan in 2011, City staff has met with interested developers to explore the scenarios outlined in the Master Plan to determine which combinations and arrangements of desired uses afford the City the ability to implement the community's documented vision for the property. As discussed further in Section III, the City expressed a preference for the ideal land uses and arrangements for the redevelopment of this 16 acre parcel.

Originally, the City's purchase of the 16 acre parcel was financed utilizing a lease purchase agreement with RBC bank facilitated by the Georgia Municipal Association. This financing was structured to be paid back by 2018. The lease purchase agreement contains a provision preventing the City from rezoning the property until the full note is paid off. Additionally, the entire 16 acres is collateral for the bank so if any portion of the land were sold to a private party, title to the land would be clouded with a deed to secure debt.

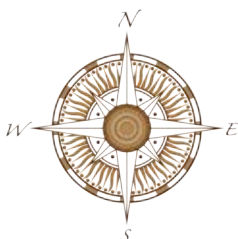
The City's goal concerning the property transaction is to provide a free and unencumbered title on the property for any private party who purchases the land from the City. Due in part to limitations within the current agreement, the City initiated the process to refinance the land and allow the City the ability to sell any portion of the parcel (as contemplated in this IFP) to a private party without onerous zoning or title restrictions.

ii. 19-ACRE PROPERTY

The 19 acre property is located east of North Shallowford Road and along Pernoshal Court. The site consists of five separate parcels. The three parcels located on the north side of Pernoshal Court make up 14 acres. The other two are located on the south side of Pernoshal Court. Both the westernmost parcel north of Pernoshal Court and the westernmost parcel on the south side of Pernoshal Court abut North Shallowford Road. A location map of the 19 acre property is included as Exhibit D.

The terrain on the 14 acre portion drops about 10 feet from the roadway on North Shallowford Road and slopes gently downward to the eastern property line. The eastern most 2.8 acres of the 14 acre portion are located in the flood plain. The property is bordered to the north by multi-family residential.

The five acre property south of Pernoshal Court is flat and is mostly impervious surface. There are three buildings on the site. A vacant 22,000 square foot former medical office building sits facing North Shallowford Road. Behind this office building are two medical office buildings, roughly 16,000 square feet and 12,000 square feet. These buildings are subject to a long term ground lease expiring in 2022. There is no revenue generated from this property for the land owner. This portion of the site will likely remain intact until the



ground lease expires in 2022.

The 14 acre portion is the former site of the Emory Dunwoody Medical Center and the adjacent five acre portion's medical office buildings once served the hospital. The hospital closed in 2006 and was ultimately demolished in 2011.

The 19 acre property was also a key focal point of the City's master planning effort throughout 2010. The plan acknowledges the importance of including community open space in any redevelopment and outlines the best option for the site as a civic institution, such as a municipal complex, and/or single family or low-intensity senior-oriented housing.

The City has the entire 19 acre property under contract. The site will be purchased over a 3 year period using exclusive options. The City will be making annual payments to the Seller (2012, 2013, and 2014) to complete the transaction. A detailed ownership take-down map is included as Exhibit F. Each payment yields fee simple ownership of a portion of the property. The first transaction, payment in July 2012, is the purchase of land defined as Site A1 and Site A2 on Exhibit F. The second transaction, defined as Site B on Exhibit F, closes on July 1, 2013, and the third and final transaction, defined as Site C on Exhibit F, closes on July 1, 2014. After the last payment is made, the City will own all 19 acres in fee simple. The City has the right to accelerate payments to the Seller and exercise these exclusive options at an earlier date. The City is willing to accelerate payments if it becomes necessary to do so and the private sector partner provides the funds to do so.

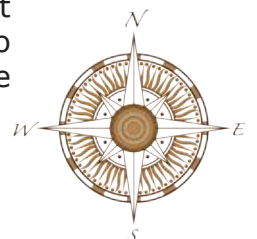
D. ZONING

In December 2008, upon incorporation as a City, the Dunwoody City adopted a Zoning Ordinance which nearly identically mirrors the DeKalb County Zoning Ordinance under which Dunwoody was developed over the past 30+ years. In 2010, the City codified all its ordinances with the Municipal Code Corporation (Municode). Dunwoody's entire Zoning Ordinance is available online at www.municode.com and a direct URL is <http://library.municode.com/index.aspx?clientId=14784&stateId=10&stateName=Georgia>.

The City's existing Zoning Ordinance is of a traditional (Euclidian) composition. In order to bring the Zoning Ordinance into conformity with our adopted Comprehensive Plan, area Master Plans, and modern best practices, the City is currently drafting a new Zoning Ordinance and Land Development Regulations.

The current Zoning Ordinance does not support the redevelopment envisioned by our community's Master Plan for these properties. The City intends to create a new zoning category to permit the development of land which is suitable in location and character for the uses proposed as unified and integrated developments in accordance with detailed development plans. The City will create the new zoning category to forward the implementation of its adopted Comprehensive Plan and area Master Plans. The City will move forward with this initiative in concert with the ongoing drafting of a new Zoning Ordinance, however the City will create this new zoning category immediately. The City recognizes the need for certainty of zoning and a quick turnaround to assist our private sector partners. The City anticipates the schedule to select a private sector partner will allow for the City to accept proposals for rezoning into this new zoning category as early as July 2012.

As for the rezoning of the 16 acre parcel and the 19 acre property, the applicant must follow all of the City's existing rezoning procedures to apply for a rezoning into the new zoning category or other appropriate zoning category dependent upon the



applicant’s proposal. Information and forms related to the City’s rezoning procedures can be found on the City’s website at http://www.dunwoodyga.gov/Departments/community_development/PlanningZoning.aspx

The rezoning process includes both public hearings and public meetings. The City’s zoning process is efficient and fair; including citizen-involvement in the process.

E. URBAN REDEVELOPMENT AUTHORITY

The Urban Redevelopment Act, O.C.G.A. § 36-61-2(18) et. seq., gives cities and counties in Georgia specific powers to rehabilitate, conserve, or redevelop a defined geographic area. The Act remains the most powerful, flexible, and easy to use legislative tool for governing the use of public/private revitalization partnerships.

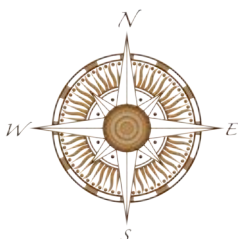
Pursuant to that Act, if the Mayor and City Council, find an area within the City meeting the definitions in accordance with OCGA § 36-61-2(18), they can specify the area, adopt a plan for redevelopment, and name a redevelopment agency.

A redevelopment agency, such as an Urban Redevelopment Authority, has the power to purchase property, dispose of property, and contract with private and governmental entities. As authorized by O.C.G.A. § 36-61-10, redevelopment agencies may dispose of property through a public, competitive process to the proposer determined to have plans in the best interest of the redevelopment agency.

Later this month, the City of Dunwoody intends to adopt an Urban Redevelopment Plan, as authorized by O.C.G.A. § 36-61-1 et. seq., for specific properties within the Georgetown / North Shallowford Master Plan area including the 16 acre parcel and 19 acre property. The proposed Urban Redevelopment Plan Area Map is included as Exhibit G. Furthermore, the City intends to create a redevelopment agency, known as the Dunwoody Urban Redevelopment Authority comprised of seven residents of the City to promote the implementation of the Urban Redevelopment Plan.

The proposed Urban Redevelopment Plan for the area works in conjunction with Dunwoody’s Comprehensive Plan, the Georgetown / North Shallowford Master Plan, the Comprehensive Transportation Plan, and the Parks Master Plan to revitalize these critical properties, recruit and nurture appropriate retail opportunities, ensure architecturally compatible infill development, and generate new uses for vacant land.

By specifying the 16 acre parcel and 19 acre property are part of an urban redevelopment area, adopting a specific plan for redevelopment, and naming a redevelopment agency, the City intends to contract with the implementation agency for both the disposition of property and for development authority financing for part of the transaction. This process has been successful for communities in our region for decades.



SECTION III. FUTURE REDEVELOPMENT

As mentioned previously, the City spent considerable time working with the community to plan for the future of the City as a whole, prioritize further transportation and park improvements, and determine specific recommendations for key properties in character areas such as the Georgetown / North Shallowford area. Through these planning processes, the City documented the community's priorities for optimum land uses and redevelopment scenarios applicable to all 35 acres.

However, the City recognizes a creative or previously unconsidered idea may also meet the community's vision and intent for the redevelopment of the area and project goals as outlined in Section I. The City welcomes all qualified proposers to submit their alternate redevelopment plans that generally meet the project goals as outlined in Section I. The City will carefully consider all legitimate proposals meeting the requirements for proposals as documented further in Sections IV and V.

A. CITY-DEVELOPED PORTIONS OF FUTURE REDEVELOPMENT

As outlined in the Comprehensive Plan and the Master Plan, incorporating significant, functional community green space is a top priority for our community in the redevelopment of both the 16 acre parcel and the 19 acre property.

Additional insights about the community's aspirations for future parkland, open space, greenways, and multi-use trails can be found in the City's Parks Master Plan adopted in June 2011. The URL for this plan is

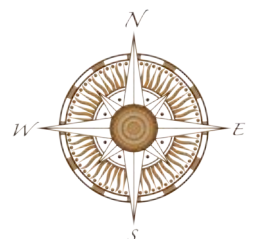
<http://www.dunwoodyga.gov/Departments/Parks-and-Recreation/ParksMasterPlan.aspx>.

Specifically, the Parks Master Plan documents the City of Dunwoody as a whole is underserved in our total acreage of parkland, as compared to national standards, for both our population and our size. However, the City does not have funding, nor find it to be the best plan to build out 35 new acres of parkland at this time.

As part of the redevelopment of the 16 acre parcel and the 19 acre property, the City intends to construct a total of approximately 17 acres of parkland, multi-use trails, and civic space. The City will pay for all costs related to the development and maintenance of the proposed parkland and multi-use trails. All City-built facilities will be open to the public.

Specifically, on the 16 acre parcel, the City intends to retain approximately 4 acres to build a neighborhood park in the center of the site, a playground with adequate buffering on the Chamblee Dunwoody side of the site, and a concrete multi-use trail running from Chamblee Dunwoody Road across the entire 16 acre parcel and connecting to 19 acre property off of North Shallowford. A map of a preliminary concept for the proposed park elements and layouts for the 16 acre parcel is included as Exhibit H. An artist rendering of a possible 1.5 acre central neighborhood park is included as Exhibit I.

Additionally, on the 16 acre parcel, the City envisions a portion of the property should be dedicated to commercial use. Unless the City receives a proposal it deems appropriate for a commercial development, the City intends to retain roughly three acres located along North Shallowford Road and Dunwoody Park Drive for the development of a future retail node. The boundaries of the area the City may retain for a future commercial node are denoted on Exhibit H.



The City intends to continue the aforementioned concrete multi-use trail from the 16 acre parcel to, and across, the 19 acre property allowing for a future connection to Brook Run Park located northeast of the property along Nancy Creek. The City recognizes that this potential future connection will require the cooperation of the property owners between the 19 acre property and Brook Run Park. Additionally, on the 19 acre property, the City intends to retain 5 acres to build an open field type park and 3 acres of passive and wooded nature area with soft-surface walking trails. A map of the proposed park elements and layouts for the 19 acre property is included as Exhibit J. An artist rendering of the open field type park is included as Exhibit K.

On the 19 acre property, the City also intends to retain the five acres located to the south of Pernoshal Court for a future Municipal Complex to include City Hall and the Police Department. If a future City Council decides not to place the Municipal Complex on this site, the City may expand the amount of park space and/or facilitate a commercial development fronting North Shallowford Road south of Pernoshal Court if the market dictates it would be successful.

As part of the redevelopment of this five acre property, the City intends to relocate Pernoshal Court to the southern edge of the property line, curving it back to the middle of the property in order to retain site access for the benefit of the existing multi-family developments and office tenants abutting this development to the east while allowing optimal redevelopment of the five acre parcel. A map of the proposed relocation of Pernoshal Court is included as Exhibit L.

B. SUGGESTIONS FOR REMAINING REDEVELOPMENT

As previously mentioned, the planning the City completed for these key redevelopment properties acknowledged the necessity of a public/private partnership to effect the changes desired by the community on all 35 acres.

If the 16 acre parcel and the 19 acre property are to be developed in accordance with the Georgetown / North Shallowford Master Plan, the land uses identified for these parcels include parkland, certain residential development, a retail node, and civic facilities.

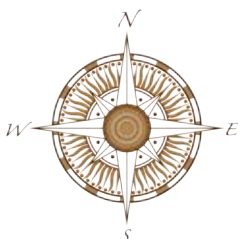
The City anticipates successful proposals will likely include the following features:

i. 16-Acre Parcel - Residential Proposals:

- No multi-family residential units, no for rent residential products
- No more than 70 owner occupied single family residential units
- No more than any 2 units may share a common wall or abut by less than 10 feet
- Minimum of 2,100 square feet of interior heated space per unit (excluding garages)
- Construction of homes using only durable materials
- No more than 40% of homes with front loaded garages
- Pedestrian and cyclist connectivity throughout the development
- Exterior elevations of no more than 3 stories, including garages
- Construction shall include model variety, design variation, and architectural integrity to ensure a non-repetitive streetscape within the development; all building elevations will be reviewed and approved by the City

ii. 16-Acre Parcel – Commercial Proposals:

- No more than 30,000 square feet of commercial property
- No more than 15,000 square feet of commercial property in any one building
- Construction using only durable materials



- Exterior elevations of no more than 3 stories; building elevations will be reviewed and approved by the City

An artist rendering of a potential commercial node idea is included as Exhibit M. A map of the Proposed Land for Private Partnership on the 16 acre parcel is included as Exhibit N.

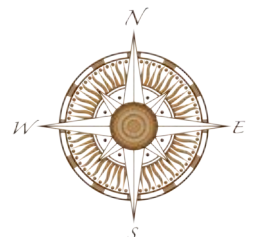
iii. 19-Acre Property – Residential Proposals:

- No multi-family residential units, no for rent residential products
- No more than 40 owner occupied single family residential units
- No more than 2 units may share a common wall or abut by less than 15 feet
- Minimum of 2,500 square feet of interior heated space
- Construction of homes using only durable materials
- Pedestrian and cyclist connectivity throughout the development
- Construction shall include model variety, design variation, and architectural integrity to ensure a non-repetitive streetscape within the development; all building elevations will be reviewed and approved by the City

iv. 19-Acre Property – Commercial Proposals:

- No more than 30,000 square feet of commercial property
- No more than 15,000 square feet of commercial property in any one building
- Construction using only durable materials
- Exterior elevations of no more than 3 stories; building elevations will be reviewed and approved by the City.

A map of the Proposed Land for Private Partnership on the 19 acre property is included as Exhibit O.



SECTION IV: PROPOSAL FORMAT, CONTENT, AND EVALUATION

A. PROPOSAL FORMAT AND CONTENT

One signed original, ten (10) paper copies, and one (1) electronic copy in a searchable PDF of the proposal should be submitted in a sealed envelope. To aid in thorough and consistent review, the proposal shall be organized and labeled or numbered to correspond to the sections and information listed below.

Description of required Sections and Information:

1. Cover Letter: A transmittal letter signed by the appropriate officer of the firm offering the proposal and certifying the proposal and price remain in effect for 180 days after the due date. The letter should include the IFP number, name of the firm, local address, telephone number, e-mail address, and name of a primary contact person.

2. Invitation for Proposals Form – Included as Exhibit P

3. Proposal (Section I): Beginning with an Executive Summary, the Project Proposal section should describe the proposer’s planned development for the 16 acre parcel and 19 acre property. Specifically, the proposal should include the following:

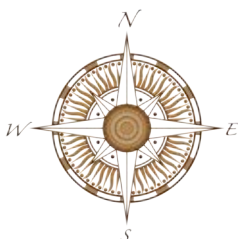
- Detailed and Scaled Site Plan – showing the proposed private development areas including the orientation of any home, building, or structure; location of garages and parking spaces and/or structures; and estimation of the height of each structure.
- Elevation Drawings - showing an estimation of the height of each proposed structure.
- Square Footage Estimates – for all proposed structures
- Artist Rendering of the proposed development on the 16 acre parcel and at least one artist rendering of the proposed development on the 19 acre property
- Primary materials proposed to be used in the facades of any proposed structures

4. Community Vision Alignment (Section II): Beginning with an Executive Summary, the Community Vision Alignment section should describe how the proposer’s planned development for the 16 acre parcel and the 19 acre property align with the community’s vision for the area as documented in the Comprehensive Land Use Plan and the Georgetown / North Shallowford Master Plan. Specifically, the section should include a discussion of the following ideas:

- How does this development align with the goals, visions, and intent described in the Georgetown / North Shallowford Master Plan?
- How will this development be “catalytic” for the redevelopment of the Georgetown area as a whole?
- Does this development have a realistic opportunity to be successful?

5. Development Schedule (Section III): Including a Project Calendar, the Development Schedule section should describe a detailed development schedule in terms of key milestones from the time a Development Agreement is executed until the full project is completed. Specifically, the section should cover the following:

- Assuming zoning is accepted and all permits issued by July 1, 2013, when could construction commence?
- Would development be completed in phases?
- Would development begin on the 16 acre parcel first, the 19 acre property first, or would development be simultaneous on both properties?
 - When would the development be completed?

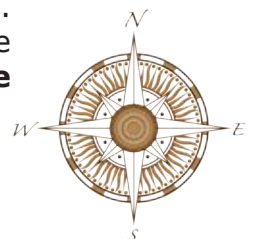


6. Firm Profile and Experience (Section IV): The Firm Profile and Experience Section should include information about the firm, or each firm participating in the project and examples of past developments or projects which are relevant and/or similar to the proposal. Specifically, this section should include:

- Firm name and business address, including telephone number, fax number, web address, and e-mail address. In the case of joint venture proposals, state the lead firm's name and name of all subcontracting firms
- Year established (including former firms and years established, if applicable).
- Office location primarily responsible for work on this project.
- Similar or relevant experience matching the scope and/or design of the project.
 - » Identify unique constraints or challenges associated with those projects and how you addressed those in order to deliver a successful project.
 - » For each example, include the project name and location; scope of services provided by your firm; estimated and actual completion date of the work; and a reference name, address, telephone number, and e-mail address of a contact person for each project.
 - » If available, include representative photos of as-built developments completed by the firm.

7. Price, Financing, and Required Deposit (Section V): The Price, Financing, and Required Deposit Section should include information about the firm's proposed price for the land, relevant financing information, a signed Letter of Intent, and acceptance of the \$100,000 required deposit as described below. The City is interested in selecting and negotiating with a firm having a realistic plan, adequate financial resources, and demonstrated willingness to move forward diligently to bring the project to completion. The City expects to receive fair market value for any land it sells. Specifically, this section should include:

- Price – In exchange for the land described in Exhibit N and Exhibit O and the City's proposed development of city parks and civic elements as described in Exhibit H and Exhibit J, describe the firm's offer and any relevant business terms or payment schedules. The proposed price should clearly indicate whether or not the proposer accepts the assumption that the City will retain roughly 17 acres of the properties for park and civic use and roughly 3 acres of the 16 acre parcel for a future commercial node (if the proposer is not proposing for a commercial aspect). A pricing summary should also be included on the form included as Exhibit Q.
- Relevant financing information – If the firm does not intend to pay full cost at closing, provide detailed information related to any proposed financing of the development including how these payments will be structured and scheduled. Please include a statement detailing the source (bank, private equity partners, cash on hand, etc...) of the anticipated private funding.
- Letter of Intent – A sample Letter of Intent is included as Exhibit R. The firm should provide its proposed Letter of Intent to the City as part of its proposal. The sample included as Exhibit R is intended to provide the firm with the specific items the City wishes the firm to address, at a minimum, in its Letter of Intent. The firm may suggest changes to the sample Letter of Intent provided or submit their own Letter of Intent. If the selection committee recommends the firm for partnership, the City requires a Letter of Intent to be agreed upon by both parties by 12:00 p.m. on Thursday, May 3, 2012.
- Required Deposit – The City requires a \$100,000 deposit from the firm selected for partnership. As described in the IFP schedule in Section V, the City intends to announce the selection committee's recommendation for partnership on May 3, 2012. If recommended, the firm must be willing to deposit \$100,000 towards the land acquisition costs by **5:00 p.m. on Thursday, May 3, 2012. Only the**



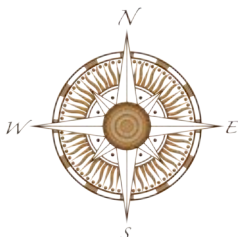
recommended firm will be required to pay the deposit.

- » The City will work with the recommended firm to negotiate a final Development Agreement setting the terms and conditions of the partnership.
- » If the agreement is not executed by both parties by **8:00 a.m. on Wednesday, May 30, 2012**, the City will keep \$50,000 as liquidated damages and return \$50,000 to the selected firm.
- » If the recommended firm abandons the project or is found by the City to be acting in bad faith, the City will keep the entire deposit and terminate the Letter of Intent. The City then may select an alternate private sector partner.
- » The City will work diligently to negotiate a Development Agreement in good faith with the selected firm to implement their proposal.
- » The City will return the entire deposit if the City were to abandon the project or end negotiations unilaterally.
- » If agreement is reached, the City keeps the \$100,000 and provides a credit of the same amount towards any financial obligations the firm will have with the City.

B. EVALUATION CRITERIA

The following evaluation criteria will be used by the City as it considers which proposal best reflects the goals and vision in the City’s established plan for the redevelopment of the Georgetown area. The criteria are in no specific order and are not given specific weights, but are rather used collectively to gauge the merit of the proposals. Specifically, the City will consider:

1. Is the proposal consistent with the Georgetown Master Plan?
2. Is the development proposed “catalytic” for the Georgetown Area?
3. How quickly can the developer complete this development?
4. Is the developer capable of following through with their financial and other obligations related to this project?
5. Is the City being offered a market-based sum for the land, given the unique nature of this project?
6. Does the development mesh appropriately with the park/civic improvements?
7. Has the developer built “quality” projects in the past?



SECTION V. INSTRUCTIONS TO PROPOSERS

A. Invitation for Proposals

Firms whose proposals meet the criteria established in the Invitation for Proposals, at the sole discretion of the City, may be considered for a Development Agreement. The City may, by direct negotiation, finalize terms with the firm who is selected for partnership based on proposals submitted. The City reserves the right to reject any or all responses for any reason. Clarification of information may be requested by the City.

The City reserves the right to waive any informalities or irregularities of proposals, to request clarification or information submitted in any proposal, to request additional information from any proposer, or to reject any or all proposals, and to re-advertise for proposals. The City also reserves the right to extend the date or time scheduled for the opening of proposals.

A Development Agreement, if reached, will be with the responsible and responsive proposer submitting the proposal which is deemed by the City, in the sole discretion, to be the most advantageous to the City, price and other factors being considered.

B. Proposals Due

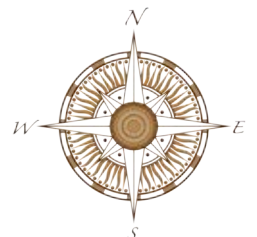
One (1) printed and signed unbound original, ten (10) paper copies, and one (1) electronic copy in a searchable PDF of the proposal should be submitted in a sealed envelope which shall be clearly marked IFP 12-01 and addressed as follows:

City Manager's Office
ATTN: Kimberly Greer
City of Dunwoody
41 Perimeter Center East, Suite 250
Dunwoody, GA 30346

Proposals shall be submitted no later than **2:00 p.m. on Friday, April 20, 2012**. Proposals will not be accepted by facsimile or e-mail. At 2:00 p.m. on Friday, April 20, 2012, all proposals received will be publicly opened. Any proposal received after the time and date specified for the opening of the proposals will not be considered, and will be returned unopened. Proposals are legal and binding when submitted. No proposal may be withdrawn for a period of one hundred and eighty (180) days after the time and date scheduled (or subsequently rescheduled) for proposal opening.

C. Pre-Proposal Conference

A Pre-Proposal Conference will be held at 10:00 a.m. on Thursday, March 22, 2012 at the City of Dunwoody City Council Chambers, 41 Perimeter Center East, First Floor, Dunwoody, GA 30346. The conference will include a review of the proposal documents, and a question and answer period. Proposers are expected to be familiar with the proposal documents and to provide the City with any questions regarding the proposal documents at the Pre-Proposal conference or by the deadline for questions to be submitted.



D. Questions and Communication

Questions regarding the IFP should be directed to Kimberly Greer, Assistant to the City Manager, by email at **kimberly.greer@dunwoodyga.gov** no later than 2:00 p.m. on Friday, April 13, 2012.

To ensure the proper and fair evaluation of proposals, the City highly discourages any communication initiated by a proposer or its agent to an employee of the City evaluating or considering the proposal during the period of time following the issuance of the IFP, the opening of proposals and prior to the time a decision has been made with respect to the Development Agreement. The City also highly discourages any communication initiated by a proposer or its agent to any member of the City Council, including the Mayor, until such time that the City Council has authorized the City Manager to sign the Development Agreement.

A designated representative of the City may initiate communication with a proposer in order to obtain information or clarification needed to develop a proper and accurate evaluation of the proposal.

Any communication initiated by proposer during evaluation should be submitted and delivered to the City of Dunwoody, Assistant to the City Manager by e-mail to kimberly.greer@dunwoodyga.gov.

E. Short-listing and Interviews

The City will review all qualifying proposals submitted. After reviewing the proposals, the City may, at its discretion, short-list firms deemed to best meet the City’s requirements, taking into consideration all the criteria listed in the IFP.

The City may, at its sole discretion, ask for interviews and/or formal presentations from all of the responsive and responsible proposers, or only from those firms short-listed, if short-listing is determined to be in the best interest of the City. If short-listing occurs, the City will notify short-listed firms by 5:00 p.m. on Tuesday, April 24, 2012.

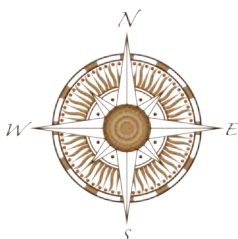
If interviews and/or formal presentations are conducted, the City will invite short-listed firms or requested proposer(s) to interview (at proposer’s expense at the City’s site) on Thursday, April 27, 2012. The purpose of such an interview and/or formal presentation would be for requested proposer(s) to elaborate upon their proposal before a final recommendation for ranking of the proposals is made. Interview responses along with the written proposal become part of proposer’s submission to be evaluated pursuant to the evaluation criteria.

On Thursday, May 3, 2012 the City’s selection committee will announce the firm with which they recommend partnership. At the time of this announcement, the City will make public the proposals, except for any information that is protected as a trade secret or otherwise to be held confidential pursuant to Georgia law, of both the recommended firm and any short-listed firms.

F. Negotiations

Negotiations will be conducted and may take place in person, over e-mail, or via telephone with the most qualified firm as identified by the City. If short-listing occurs, negotiations may, but are not required to, occur with all of the short-listed proposers.

Proposers participating in negotiations may be given an opportunity to submit best and final offers.



G. Contracting

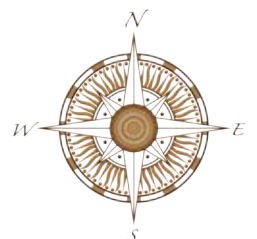
The City will work with the recommended firm to negotiate a final Development Agreement setting the terms and conditions of the partnership. If both parties do not execute the agreement by 12:00 p.m. on Wednesday, May 30, 2012, the City will keep \$50,000 as liquidated damages and return \$50,000 to the selected firm as referenced in Section IV (7).

The proposer awarded the Development Agreement must provide evidence of a business or occupational license, as outlined in the Proposal Form (included as Exhibit P).

H. Invitation for Proposal Schedule

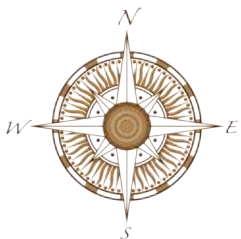
The following schedule highlights the key dates of the IFP process:

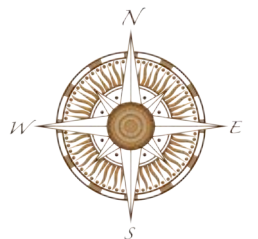
Thursday, March 8, 2012	Invitation for Proposals Release /Press Conference (10:00 a.m.)
Thursday, March 22, 2012	Pre-Proposal Conference (10:00 a.m.)
Friday, April 13, 2012	Questions Due (2:00 p.m.)
Friday, April 20, 2012	Proposals Due (2:00 p.m.)
Tuesday, April 24, 2012	Short-listed Firms Announced
Thursday, April 27, 2012	Interviews of Short-listed Firms
Thursday, May 3, 2012	Selection Committee Recommendation Announced; Short-listed Firms Proposals Released; \$100,000 Deposit (5:00 p.m.)
Tuesday, May 29, 2012	City Council Considers Development Agreement (7:00 p.m.)
Wednesday, May 30, 2012	Deadline for Development Agreement Signed (12:00 p.m.)
Tuesday, July 31, 2012	Latest date for the City Closing on first transaction related to the 19 acre property

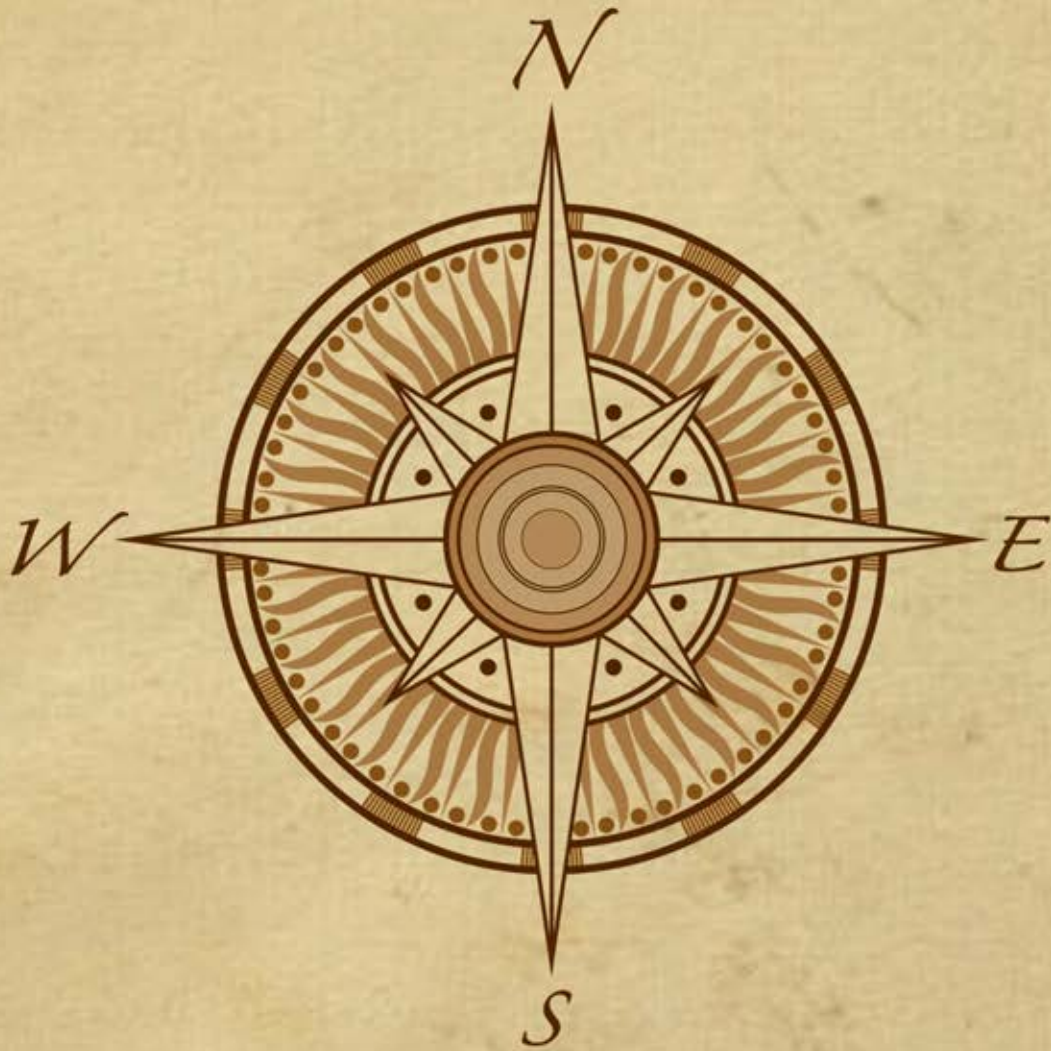


SECTION VI. EXHIBITS

- Exhibit A - Georgetown / North Shallowford Area Map
- Exhibit B - 16 Acre Parcel - Location Map
- Exhibit C - 16 Acre Parcel - ALTA Survey
- Exhibit D - 19 Acre Property - Location Map
- Exhibit E - 19 Acre Property - ALTA Survey
- Exhibit F - 19 Acre Property - Ownership Take-Down Map
- Exhibit G - Urban Redevelopment Plan Area
- Exhibit H - 16 Acre Parcel - Planned City Park Elements
- Exhibit I - 16 Acre Parcel - Artist Rendering of Neighborhood Park
- Exhibit J - 19 Acre Property - Planned City Park Elements
- Exhibit K - 19 Acre Property - Artist Rendering of the Open Field Type Park
- Exhibit L - Pernoshal Court Relocation Map
- Exhibit M - 16 Acre Parcel - Artist Rendering of Commercial Node
- Exhibit N - 16 Acre Parcel - Proposed Land for Private Partnership
- Exhibit O - 19 Acre Property - Proposed Land for Private Partnership
- Exhibit P - Proposal Form
- Exhibit Q - Pricing Document
- Exhibit R - Letter of Intent







Dunwoody*
*Smart people – Smart city

41 Perimeter Center East

Dunwoody, GA 30346

678-382-6700

dunwoodyga.gov