

**REQUEST FOR PROPOSAL FOR PURCHASE AND REDEVELOPMENT OF THE
ATLANTA DEVELOPMENT AUTHORITY, D/B/A INVEST ATLANTA AND/OR
INVEST ATLANTA - OWNED PROPERTY**

**LOCATED AT LAND LOT 18, 14TH DISTRICT, ATLANTA, FULTON COUNTY,
GEORGIA ON THE ATLANTA BELTLINE CORRIDOR**

RFP DATE: MARCH 31, 2014

**ISSUED BY: THE ATLANTA DEVELOPMENT AUTHORITY, D/B/A INVEST
ATLANTA**

133 PEACHTREE STREET, SUITE 2900

ATLANTA, GEORGIA 30303



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SECTION 1

GENERAL INFORMATION, BACKGROUND AND INSTRUCTIONS

General

The opportunity presented in this Request for Proposals ("RFP") is generally described in the Scope of Services, and proposals must be submitted in accordance with the specifications in this RFP. Any proposal that does not conform fully to these instructions may be rejected, at the sole discretion of The Atlanta Development Authority, d/b/a Invest Atlanta ("Invest Atlanta").

The Atlanta Development Authority, d/b/a Invest Atlanta and Overview of the Atlanta BeltLine Organizational Structure

Invest Atlanta is issuing this RFP as part of its implementation of the Atlanta BeltLine Redevelopment Plan, as briefly summarized herein. Invest Atlanta is seeking responses from qualified firms/teams ("Proposers") for proposals concerning the purchase and redevelopment/development of the Property identified in "Procurement Objective" below, in connection with the implementation of a portion of the Atlanta BeltLine Redevelopment Plan.

The "Atlanta BeltLine Project," as it is commonly referred to, is a complex, public infrastructure-driven project, undertaken with the participation of a number of key partners and stakeholders – both governmental and private sector. It is comprised of a wide variety of project elements, all with unique planning, design and implementation characteristics. There are a number of other partners/stakeholders, including the Atlanta BeltLine Partnership, PATH Foundation, the Trust for Public Land, Trees Atlanta, and MARTA, which play a key role in the Atlanta BeltLine Project's implementation. The Atlanta BeltLine Partnership, Inc. is responsible for a \$60 million private capital campaign and public education/advocacy.

Invest Atlanta reserves the right to award the right to purchase and redevelop/develop all or a portion of the Property (as defined hereinafter) to one Proposer, or, to the extent practicable, to award the right to purchase and redevelop/develop distinct portions of the Property to separate Proposers. Individual firms and teams responding to this RFP must demonstrate the capital capacity and resources to consummate the financial closing on, as well as the timely redevelopment/development of the Property (or portions thereof) awarded to them.

Procurement Objective

Invest Atlanta is seeking high quality proposals for the purchase and redevelopment or/development of an Invest Atlanta owned parcel of land located in Atlanta, Georgia, at or about the Atlanta BeltLine corridor in Land Lot 18 of the 14th District adjacent to the Masquerade Bar and Lounge south of North Avenue a depiction of which is attached as Exhibit A (hereinafter the "Property"). It is anticipated that any development or redevelopment activity taking place on this Property will be consistent with the City of Atlanta BeltLine Overlay District Regulations and the

Atlanta BeltLine Master Plan Sub-Area 5: Freedom Parkway, City of Atlanta Ordinance 09-O-0129, as well as the Atlanta BeltLine Redevelopment Plan adopted by the City Council of the City of Atlanta in connection with the approval and creation of the City of Atlanta Tax Allocation District Number Six – BeltLine (the "Atlanta BeltLine TAD"). The Property is located adjacent to the Masquerade Bar on North Avenue the Atlanta BeltLine Corridor, as further described under the caption "Property Description" on Exhibit A attached,

Goals for the Property

- Increase residential density and diversity
- Increase the supply and availability of workforce and affordable housing
- Maximize the financial return to Invest Atlanta for the sale of the Property
- Maximize Atlanta BeltLine TAD revenue to the City generated by this Property

Our vision for the Property

- A project design that is appropriate in and consistent with and/or an enhancement to the area around the Historic Fourth Ward Park and the nearby existing residential neighborhoods.
- A pedestrian-friendly building that relates well to the street, planned transit and other public improvements (such as trails), with setbacks which increase as building height increases
- A project that will help encourage and foster revitalization of the area.
- For projects which include multi-family rental housing elements, a minimum of 15% of units affordable to individuals and families earning up to 60% of Area Median Income ("AMI"), as defined by the U.S. Department of Housing and Urban Development (HUD) for a minimum affordability period of 15 years, and for projects with owner-occupied housing elements, a minimum of 15% of for sale units affordable to individuals or families earning up to 80% of AMI (for one or two person households) and up to 100% of AMI (for households with three or more persons). The affordable, for sale housing units must also meet the HUD 203(B) purchase price limits. Fulfillment of this factor may also include an alternative proposal for the provision of a comparable number of workforce housing units.
- A project which is developed so as to comply with requisite noise and vibration easements needed to facilitate the planned transit improvements.
- A project that provides the parking spaces required by the City of Atlanta building regulations, either constructed below ground or otherwise hidden from view, built to the City's specifications. The parking needs of the building shall be provided for by the developer separate from those public spaces on site at the developer's sole expense.
- A project that, where possible, will include a number of environmentally sensitive design features that follow Leadership in Energy and Environmental Design (LEED) standard.

Property Description

The Property is approximately 47,829 (+/-) square feet with no frontage on any street running along the Atlanta BeltLine corridor (a parcel site map is attached hereto as Exhibit A).

Currently this Property is zoned I-1. The proposed project design should be reflective of the design, massing and density consistent with zoning and other developments in the immediate area and assuming that the Property could be rezoned to MRC-3. This Property is located in the Atlanta

BeltLine TAD, and is therefore subject to various other covenants, conditions, restrictions, requirements and/or public policy objectives designed to assist the City and Invest Atlanta in implementing the Atlanta BeltLine Project and achieving its related vision (the "Atlanta BeltLine Vision").

Brief Description of the Atlanta BeltLine Redevelopment Plan

The Atlanta BeltLine Redevelopment Plan (the "Redevelopment Plan") details an overall vision and funding plan for the Atlanta BeltLine Project. It details a conceptual framework of proposed land uses, locations of new parks and trails, a transit system, and activity centers that would support higher intensity uses in the Atlanta BeltLine corridor. It also frames the vision for economic development, reuse of contaminated properties, preservation of historic buildings and the addition of affordable workforce housing. The Redevelopment Plan was adopted by the City Council of the City of Atlanta in November 2005, and provided the framework for approval of the City of Atlanta's Tax Allocation District Number Six – BeltLine (the "Atlanta BeltLine TAD") by the City, Fulton County and the Atlanta Public Schools. The Redevelopment Plan is available at <http://beltlineorg.wpengine.netdna-cdn.com/wp-content/uploads/2012/05/Atlanta-BeltLine-Redevelopment-Plan.pdf>. More recently, Invest Atlanta has adopted a Strategic Implementation Plan or "SIP" for the Atlanta BeltLine, a copy of which can be obtained online at: <http://beltline.org/progress/planning/implementation-plan/>.

Information and Inquiries

Requests for information must be made in writing, and unwritten questions and any verbal responses and/or comments will not be binding. All inquiries must be received by Invest Atlanta by 5:00 p.m., on April 3, 2014 (which date is 10 days before the Proposal Submittal Deadline).

Should any prospective Proposer be in doubt as to the true meaning of any portion of this RFP, or should the prospective Proposer find any ambiguity, inconsistency, or omission herein, such person or entity shall make a written request for an official interpretation or correction. All questions concerning the solicitation and specifications shall be submitted in writing via e-mail or fax to the Invest Atlanta representative named below. You are encouraged to submit your questions via email.

Any oral responses to any questions submitted by a Proposer shall be unofficial and not binding on Invest Atlanta. Invest Atlanta's staff will make such interpretations or corrections, as well as provide any supplemental or amendatory RFP provisions which Invest Atlanta may decide to include, but only as a RFP addendum or as officially published responses available to all potential Proposers as provided in this RFP. Staff will mail or deliver (including electronic delivery or web posting) addenda to each prospective Proposer recorded as having received a copy of the RFP. Any addendum issued by Invest Atlanta shall become a part of the RFP. Proposers should consider issued addenda in preparing his or her proposal.

Invest Atlanta will provide all written questions and responses to interested Proposers by close of business on April 4, 2014, via electronic delivery or web posting.

Inquiries regarding this RFP should be directed by email, writing or fax to:

Mr. Chris Leutzinger
Real Estate Development Specialist
The Atlanta Development Authority, d/b/a Invest Atlanta
133 Peachtree Street, NE, Suite 2900
Atlanta, Georgia 30303
Fax: (404) 880-9333
cleutzinger@investatlanta.com

Proposers must strictly limit their contact to this person when seeking information on matters related to the Property transaction or the selection process. No telephone contact is permitted. Written questions or comments are the **only** permitted method of communication, and Invest Atlanta responses will be disclosed to all Proposers by posting same on the Invest Atlanta website, unless they are clearly of a proprietary nature (as determined by Invest Atlanta). Improper contact may result in disqualification from this procurement process and all subsequent phases of the Project. See also Terms and Conditions.

Planning Documents

Numerous planning and other analyses have been performed in respect of the Atlanta BeltLine Project and are available for public inspection. Certain of these documents are referenced in the section describing a Brief Description of the Atlanta BeltLine Redevelopment Plan above. Proposers are advised to read and be familiar with each of these documents prior to submitting a Proposal responsive to this RFP.

In addition to the above, the City of Atlanta ordinance requirements for planning, zoning, building, and parking can be accessed via the website currently maintained by Municode located at: <http://library.municode.com/index.aspx?clientId=10376> or requested from the City's Department of Planning and Development located at 55 Trinity Avenue, SW, Suite 1450, Atlanta, Georgia 30303, whose general number is (404) 330-6070.

Invest Atlanta does not warrant or guarantee the accuracy of the Planning Documents provided under or otherwise described in this RFP. Rather, it is providing reference to the related documents and information for background purposes only and not for any other purpose. Potential Proposers are not relieved of their responsibility – and are encouraged – to make personal investigations of the Property and all such Planning Documents, and shall determine to its own satisfaction the conditions to be encountered, the nature of the ground, the difficulties involved, and all other factors affecting the propriety of purchasing the Property, planning, designing and financing its development or redevelopment, as the case may be, and undertaking any other development or redevelopment activities contemplated by this RFP or incidental to any other private development activity. In addition, Invest Atlanta cannot and will not guarantee the timing or completion of all or any portion of the transit and other public improvements contemplated by it and/or the City in connection with the implementation of the Atlanta BeltLine Vision. Potential Proposers will assume all risk associated with the ownership of the Property, as and to the extent such is transferred to one or more of them as contemplated in this RFP. As and to the extent awarded, and contingent on execution of, and subject to the terms and conditions of, definitive documents and the related conveyance of title or interests therein to the winning Proposer, the Property will be conveyed "As is, where is" with all faults, latent or patent, and without warranty,

express or implied. The Property will also be subject to a Noise and Vibration Easement to be conveyed by the winning Proposer at a closing on the Property which is similar to Noise and Vibration Easements obtained from other developers of property adjacent to the Atlanta BeltLine Corridor.

Overview of Proposal Selection Process

Invest Atlanta intends at this time to use the following process for awarding the Property (or interests therein) to one or more Proposer(s). The first step will consist of an evaluation of all the Proposer's experience with similar projects and catalytic undertakings and selection of a short list of Proposers for interviews, if necessary. For purposes of clarification, the Proposer's prior experience forms an integral part of the RFP, and will be evaluated and scored in addition to the evaluation of any other components of the Proposals. The second step may consist of an extensive interview of the most qualified Proposers with the designated interview panel consisting of The Atlanta Development Authority, d/b/a Invest Atlanta staff, Atlanta BeltLine staff and others. The Proposer(s) selected for contract negotiation after the interviews will make a short presentation to the interview panel, if requested by Invest Atlanta, outlining the Proposers' approach to the development of similar projects, as well as other relevant experience. Negotiations on pricing and scope allocation may then be conducted with one or more Proposers.

Invest Atlanta reserves the right to award the Property to Proposer or team of Proposers whom it deems the most responsible and most likely to develop the Property in a manner which is in the best overall interest of the advancement and attainment of the public policy and other objectives of the Atlanta BeltLine Project, and not necessarily to the Proposer or team of Proposers offering to pay the highest price for the Property. Invest Atlanta further reserves the right to modify the procurement process in a manner that serves the interests of Invest Atlanta, including but not limited to: extending submission dates; extending the timeline for selection, re-sequencing, deleting, or adding steps in the process; rejecting all responses; or re-advertising. Under no circumstances shall Invest Atlanta be liable for any cost or expense incurred by any Proposer or member of a Proposer team in connection with the procurement process.

RFP and Evaluation Schedule

RFP Issued	March 31, 2014
Deadline for Submittal of Questions by Potential Proposers	April 3, 2014
Response to Questions Publication Date	April 4, 2014
RFP Proposals Due Date (by 5:00 P.M. EDT)	April 9, 2014
Selection Committee Recommendation	April 11, 2014
Anticipated Selection by Board of Directors of Invest Atlanta	April 17, 2014
Anticipated Negotiation of PSA and/or Option Agreement	April 18, 2014

The above schedule is subject to change at the absolute and unfettered discretion of Invest Atlanta.

Proposal Submissions and Clarifications; Open Government Laws

Proposals must be submitted in the proposal format required. Sealed Proposals will be received by Invest Atlanta, located on the 29th Floor, 133 Peachtree Street, NE, Atlanta, Georgia 30303 by the time and date stipulated. Each Proposal must be enclosed in a sealed envelope, endorsed across one end as follows: **REQUEST FOR PROPOSALS FOR PURCHASE AND REDEVELOPMENT OF INVEST ATLANTA-OWNED PROPERTY LOCATED IN ATLANTA, GEORGIA.**

One original and three (3) copies of the Proposal and an electronic version of the Proposal in Adobe Acrobat format shall be submitted, with the Acquisition Price Proposal submitted separately in a sealed and marked envelope. The information included therein should be as concise as possible. To be considered, each Proposer must submit a complete response to this RFP using the format found in Section 3 of this RFP. No other distribution of the Proposals is to be made by the submitting Proposer. Each Proposal must be signed by an official authorized to bind the Proposer to its Proposal provisions.

Proposals must arrive no later than **April 9, 2014 at 5:00 p.m. EDT**. Proposals received after the deadline will be deemed unacceptable for further consideration. Regardless of the delivery method the Proposer is responsible for the actual delivery of the Proposals to Invest Atlanta's office as of the deadline. Each Proposer must agree to honor their Proposal for a period of one hundred twenty (120) days from the Proposal due date. All Proposals become the property of Invest Atlanta after the deadline whether awarded or rejected.

All Proposers should obtain and thoroughly familiarize themselves with the Georgia Open Records Act (O.C.G.A. § 50-18-70, *et seq.*) and the Georgia Open Meetings Act (O.C.G.A. § 50-14-1, *et seq.*) (collectively, the "Open Government Laws") applicable to the issues of confidentiality and public information. Invest Atlanta will not advise a Proposer as to the nature or content of documents entitled to protection from disclosure under the Open Government Laws, as to whether or to what extent documents submitted with their Proposal are or may be exempt from the Open Government Laws, as to the interpretation of such laws, or as to the definition of "proprietary." Each Proposer shall be solely responsible for determining the application and requirements of Open Government Laws. All written correspondence, exhibits, photographs, reports, printed material, tapes, electronic discs, and other graphic and visual aids submitted to Invest Atlanta during this procurement process are the property of Invest Atlanta, may not be returned to the submitting parties, and are subject to the Open Government Laws.

Georgia law also recognizes a protection from public disclosure for information which is determined to be a "trade secret." Each Proposer shall be responsible for clearly identifying and labeling any document contained in its Proposal Plan as "Proprietary" or "Trade Secret" that the Proposer has reasonably determined meets the definition of "proprietary" under Section 32-2-80(a)(4) of the Official Code of Georgia Annotated (the "Code"), a "trade secret" under Article 27 of Chapter 1 of Title 10 of the Code, or which is otherwise exempt from disclosure under Section 50-18-72 of the Code or any other applicable law. In addition, and as it relates to "trade secrets," any Proposer submitting and wishing to keep records containing trade secrets confidential **shall** submit and attach to all such records an affidavit affirmatively declaring that specific information in the records constitute trade secrets pursuant to Article 27 of Chapter 1 of Title 10 of the Code. Proposers are advised that the designation of "proprietary" or "trade secret" with respect to any documents or other information submitted shall not be binding on Invest Atlanta or determinative of any issue relating to confidentiality. Further, blanket "proprietary" or "trade secret" designations by a Proposer shall be considered non-responsive. In no event shall Invest Atlanta or any of its agents, representatives, consultants, directors, officers or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of a Proposal response submitted under this RFQ.

If Invest Atlanta receives a request for public disclosure of all or any portion of the materials identified as confidential (that is, materials which are propriety or include an asserted trade secret) in a Proposal, Invest Atlanta will endeavor to notify the applicable Proposer of the request; but in all cases, Invest Atlanta will follow the requirements placed upon it under the Open Government Laws. The Proposer may seek, at its own cost and expense, a protective order, injunction or other appropriate remedy. If Invest Atlanta determines in good faith that the materials identified as "proprietary" or as a "trade secret" are not exempt from the Open Government Laws, unless otherwise ordered by a court of competent jurisdiction, Invest Atlanta will release the requested information. By submitting documents to Invest Atlanta, each Proposer agrees and affirms that Invest Atlanta shall have the unqualified right to make the final determination regarding whether the requested information is to be disclosed or withheld."

It should be noted that, other than private financial information and the Acquisition Price Proposal, submission contents will not be deemed proprietary information or trade secret protected.

Invest Atlanta accepts no financial responsibility for costs incurred by any Proposer in responding to this RFP. By responding to this RFP the Proposer agrees to hold Invest Atlanta, Invest Atlanta and the City harmless in connection with the release of any information contained in its Proposal.

Independent Price/Cost Determination

1. By submission of a Proposal, the submitter certifies in connection with its Proposal:
 - (a) It has arrived at the proposed purchase price (the "Acquisition Price Proposal") and projected costs to be borne by it in connection with the development or redevelopment activities described in the Proposal independently, without consultation, communication, or agreement for the purpose of restricting competition as to any matter relating to such fees with any other Proposer or with any competitor;
 - (b) Unless otherwise required by law, the costs which have been quoted in the Proposal have not been knowingly disclosed by the submitter and will not knowingly be disclosed by the submitter prior to Award directly or indirectly to any other prospective Proposer or to any competitor; and
 - (c) No attempt has been made or shall be made by the Proposer to induce any other person or firm to submit or not submit a Proposal for the purpose of restricting competition.
2. Each person signing the Proposal certifies that he/she is the person in the Proposer's organization responsible within that organization for the decision as to the Acquisition Price Proposal being offered in the Proposal and has not participated (and will not participate) in any action contrary to 1(a)-(c) above.
3. A Proposal will not be considered for Award if it includes any statements or assumptions, or if the Acquisition Price Proposal is dependent upon such altered statements or assumptions, which serve to defeat, delete, amend or otherwise modify the certifications required to be made by the Proposer in 1(a) or 1(c) above. If certification 1(b) has been modified or deleted, the Proposal will not be considered for Award unless the Proposer furnishes with the Proposal a signed statement, which sets forth in detail the circumstances of the disclosure, and Invest Atlanta determines, in its sole discretion, that such disclosure was not made for the purpose of restricting competition.

Adjacent Property

Any Proposal that states or suggests that it will include adjacent property must verify the Proposer's ownership of said property, or the commitment of adjacent property owners with a signed option to purchase from that property owner or other reasonably acceptable evidence of ownership or control thereof upon submission of the RFP response. Evidence of adjacent property control shall not count against the page limitation for Proposals as otherwise indicated in this RFP.

Selection Criteria

The evaluation will be based upon the responses to the questions outlined in these specifications. Responses to this RFP will be evaluated using the following criteria.

Professional Qualifications	% weight
Past Involvement with Similar Projects – verified by references, including experience with infill development projects, and experience with residential and mixed use buildings	15%
Financial capacity and ability to finance the proposed project, including, but not limited to, experience, willingness and capacity to develop any applicable residential elements of the project attractive to a mix of incomes (including the Atlanta BeltLine's affordability goals as referenced in the RFP). Demonstrated ability to procure financing for a project of this size and type	25%
Extent to which the Proposal meets the goals and project scope of the RFP and achievement of site development goals and visions.	25%
Proposed purchase price, projected City TAD increment generated by the proposed development, and achievement of financial goals.	35%

Selection Process

The Selection Committee for this RFP will consist of representatives of Invest Atlanta and ABI.

The Acquisition Price Proposal **must** be separately submitted in a sealed and marked envelope. Before the interview(s), the Acquisition Price Proposal(s) of the Proposers(s) selected for interview will be opened and reviewed.

The Selection Committee then may schedule the interviews with the selected Proposers. The selected Proposer(s) will be given the opportunity to discuss in more detail their qualifications, past experience, proposed development plan and Acquisition Price Proposal during the interview process. The interview shall consist of a presentation of approximately thirty (30) minutes by the Proposer, including the person who will be the project manager on this Contract, followed by approximately thirty (30) minutes of questions and answers. Audiovisual aids may be used during the oral interviews. Following the presentation, the Selection Committee may request additional financial or project information.

Interviewed Proposers will be evaluated by the above Evaluation criteria after the interview (if interviews are performed) and ranked. The highest-ranked proposer will be recommended by the Selection Committee to Invest Atlanta's Board of Directors for the award of the sale of the Property (the "Award"), contingent upon negotiation, execution and delivery of definitive agreements related to the purchase, sale and proposed development/redevelopment of the Property deemed satisfactory to Invest Atlanta, in its sole discretion.

After the Award, Invest Atlanta will proceed with negotiations of a mutually acceptable Purchase and Sale Agreement and/or Option Agreement, with the highest ranked Proposer(s). Notwithstanding the foregoing, the final terms and conditions relating to the acquisition and sale of the Property may be subject to financing, development commencement, reversionary title or other conditions or contingencies, as reasonably determined by Invest Atlanta. Following the Award and during the contract negotiation phase, Invest Atlanta reserves the right to determine to propriety of authorizing all or a portion of the scope of the proposed project, modifying the proposed scope, and/or agreeing to the advancement of the scope in phases. The Purchase and Sale Agreement and/or Option Agreement, as the case may be, will not contain any assurances of any rezoning or site plan approvals necessary to complete the proposed project. Invest Atlanta will provide for a reasonable time in which to obtain such approvals before closing. The Selected Proposer must secure and pay for all plan review fees necessary for the prosecution of its proposal. If a Purchase and Sale Agreement and/or Option Agreement is not successfully negotiated, executed and delivered by Invest Atlanta and the highest ranked Proposer(s), Invest Atlanta, at its sole option, may choose to initiate negotiations with any other qualified Proposer, or reopen the entire process. Invest Atlanta reserves the right to not consider any Proposal that it determines to be unresponsive and/or deficient in any of the information requested for evaluation. A Proposal with all the requested information does not guarantee the proposing firm or person to be a candidate for an interview. The Selection Committee may contact references to verify material submitted by the Proposers.

Earnest Money Deposit/Option Price

As a good-faith commitment to proceed, equal to Ten Thousand Dollars (\$10,000) shall be deposited as a nonrefundable earnest money deposit or option price, as applicable, will be required upon the execution of a Purchase and Sale Agreement and/or Option Agreement with Invest Atlanta. The non-refundable deposit or option price, while non-refundable, will be applied to the purchase price upon closing on the sale of the Property.

Reservation of Rights

Invest Atlanta expressly reserves the right to accept any Proposal, to reject any or all Proposals, to waive irregularities and/or informalities in any Proposal and to make the Award in any manner which it believes to be in its best interest.

SECTION 2

PROPOSAL SCOPE OF PROJECT

Site Development Goals for the Property

Invest Atlanta wishes to advance a number of important goals of the Atlanta BeltLine Redevelopment Plan and the Atlanta BeltLine Vision in the sale, development or redevelopment, as the case may be, and use of the Property. The required elements for any Proposal must include:

1. Residential use, either as a sole use or as a part of a mixed-use plan, for the site.
2. Housing for a diversity of people, including a minimum of 15% of the housing units meeting the affordability goals described in the "Vision for This Project" above.
3. The provision of parking consistent with the intensity of the proposed development and in keeping with the City-imposed requirements for same.
4. The provision of structured parking on the site for the parking needs of the development
5. Pedestrian-friendly design of all street and Atlanta BeltLine corridor frontages.
6. A project that will include a number of environmentally sensitive design features that follow Leadership in Energy and Environmental Design (LEED) standards and, with respect to housing elements, meet the EarthCraft standards applicable to the Atlanta BeltLine Project.
7. A maximal financial return to Invest Atlanta for the sale of the Property, as well as the Tax Allocation Increments generated by the development or redevelopment of the Property.
8. A project design and use of the site to help activate the area.

Scope of Project

1. The Proposal must include a detailed plan for development, redevelopment and/or reuse of any existing improvements on the Property, including but not limited to an impact study of the development of this site on surrounding property and a detailed work plan listing all elements necessary to accomplish redevelopment of the site. The work plan shall include a time line schedule depicting the sequence and duration of plan components showing how the work will be organized and executed. Any additional project elements suggested by the Proposer are to be included in the work plan and identified as Proposer suggested elements. Also include in the work plan proposed steps, if any, to expedite completion of the individual components within the project. This will be given due consideration during evaluation of proposals.
2. The Proposal must include a statement that the Proposer agrees to defend, indemnify and hold harmless Invest Atlanta, its officers, employees and agents from and against all claims,

lawsuits, losses and expenses including attorney's fees arising out of or resulting from the performance of this Award.

3. The Proposal must include the time period by which the proposed project will be initiated and completed. Failure to perform, initiate and complete project components, within an acceptable time period will trigger Invest Atlanta's ability to reclaim title on the property or exercise other remedies as will be provided in the Purchase and Sale Agreement or Option Agreement, as the case may be.

SECTION 3

INFORMATION REQUIRED FROM ALL PROPOSERS

Format

Proposals should be submitted using the following format:

Section 1: Proposal Letter (format attached – **Appendix A**)

Section 2: Project Description: This section should provide a narrative summary description of the proposed project. Proposed uses, number and type of residential units (if any), parking provisions, phasing, circulation, interface with proposed Atlanta BeltLine Corridor improvements, concept and building design objectives shall be addressed.

Section 3: Target Population: This section should describe the targeted residents of the units, including income levels for residential units, as well as estimated numbers and kinds of tenants for the other elements of the building if a commercial, retail or mixed-use project is proposed.

Section 4: Impact Analysis: This section should provide an analysis of the impact of the project upon the community, including economic impact through commercial activities, streetscape modifications, housing impact, traffic impacts, and other related facets. The response should be developed incorporating the project goals in Section 1 and 2.

Section 5: Plans: This section should provide a schematic plan including site plan data and schematic floor plans for each level. Plans shall be no larger than 11 inches x 17 inches in size.

Section 6: Project Schedule: This section should include a project completion schedule including start and completion dates and other key dates as identified for action. Proposal must include the time period by which this project will be initiated and completed.

Section 7: Construction Team: This section should identify the professionals who will provide the following components of the project: design team, construction oversight, and construction. Include the name of executive and professional personnel by skill and qualification that will be employed in the work. Identify where these personnel will be physically located during the time they are engaged in the work. Indicate which of these individuals you consider key to the successful completion of the project. Identify individuals who will do the work on this project by name and title, and what percentage of the work you expect these individuals to perform. Resumes or qualifications of proposed project personnel may be submitted as an appendix.

Section 8: Overview of the Organization and its services – This section should give a summary of the Proposer's history, including years in business, locations, size, growth, services and financial stability. Include information regarding any pending or recent lawsuits against the organization, its officers or employees. If the proposal is submitted by a lead organization on behalf of several partners, provide similar information for each partner.

Section 9: Professional Qualifications: This section should include the full name and address of your organization and, if applicable, the branch office or other subordinate element that will perform, or assist in performing, the work hereunder. Indicate whether it operates as an individual, partnership, limited liability company or corporation. This information shall be provided for all organizations participating in the development of the Property. If the Proposal is submitted by a lead organization on behalf of several partners/members, list all key partners/members and their respective roles in the proposal. Identify the technical expertise, which make the organization(s) qualified for this work.

Section 10: Prior Experience with Downtown Projects: This section should provide a description of other infill downtown projects completed, including those with mixed-use and residential components. Include names, title and phone numbers of contact persons from units of government where these projects are located. Include supporting documents to demonstrate capacity.

Section 11: Financial Capacity: This section should provide a description of the financial capacity of the Proposer, including appropriate documentation and banking references. If available, provide 3 years of audited or certified financial statements.

Section 12: Project Financing: This section should include a development budget and a ten-year pro forma (operating budget) analysis and other financial information for the project. Include the anticipated time schedule to assemble needed financial commitments, types of financing expected and letters of interest from banks or other sources. Financial partnerships (e.g., public/private; nonprofit/profit) must be identified.

Section 13: Acquisition Price Proposal (must be separately submitted in sealed and marked envelope) – This section should include the amount offered for purchase of the Property, in whole or in part; and, any purchase contingencies proposed. Any financial contingencies must also be identified.

Proposals shall not exceed twenty (20) double-sided pages in length, including maps and plans. Each section of the Proposal must be clearly identified with the appropriate headings. Up to ten (10) additional pages of financial information and/or personnel resumes may be attached as appendices. To be considered responsive to this RFP, a prospective Proposer must provide all of the information requested. The specifications within the RFP represent the minimum performance necessary for response.

References

Each Proposer shall submit a list of at least four (4) references for recent projects. At least one reference from a governmental or other public corporation is recommended, but not required. Reference must include a point of contact, and email address and a telephone number where the point of contact can be contacted. The reference list shall also include the dates when these projects were constructed.

Each Proposer shall also submit at least two (2) financial references from banks or other financial institutions attesting to the Proposer's financial capacity and Invest Atlantality to finance a project as proposed.

SECTION 4

ADDITIONAL ADMINISTRATIVE DETAILS

General Administrative Matters

1. The final Award of the right to enter into one or more Purchase and Sale Agreements or Option Agreements contemplated under this RFP is contingent upon approval by the Invest Atlanta Board of Directors.
2. Invest Atlanta encourages all Proposers to employ a workforce reflective of the region's diversity. All Proposers shall adhere to all non-discrimination requirements as set forth in Federal and State laws and regulations and Atlanta City code provisions.
3. Non-Discrimination

Proposers shall not create barriers to open and fair opportunities for persons to participate in Invest Atlanta contracts and to obtain or compete for contracts and subcontracts as sources of supplies, equipment, construction and services. In considering offers from and doing business with consultants, contractors, subcontractors and suppliers, Respondents shall not discriminate on the basis of race, color, creed, religion, sex, age, nationality, marital status, sexual orientation or the presence of any mental or physical disability in an otherwise qualified disabled person.

4. Invest Atlanta encourages, but does not require, all Proposers to promote opportunities for diverse businesses, including Minority Business Enterprises ("MBE"), Female Business Enterprises ("FBE") and Small Business Enterprises ("SBE") to be included as sub-consultants and/or vendors. However, nothing herein should be construed to indicate that an MBE, FBE or SBE may not apply and be selected independently. MBEs, FBEs, and SBEs that meet the qualifications of this RFP are encouraged to submit their qualifications for consideration. For an MBE, FBE or SBE to participate on the contract said MBE, FBE or SBE must be certified as an MBE or FBE and be registered with the City of Atlanta Office of Contract Compliance's M/FBE Register, the Georgia Minority Supplier Development Council, Inc., or MARTA. SBEs must be certified through SBA and are defined as businesses not exceeding \$2.5 million in gross sales during the recent calendar or fiscal year. Firms interested in obtaining applications for certification should contact either of the following organizations:

- City of Atlanta – Office of Contract Compliance (MBE/FBE): Hubert Owens, Director, Office of Contract Compliance, 55 Trinity Avenue, Atlanta, Georgia 30303, Tel: (404) 330-6010, Fax: (404) 658-7359
- Georgia Minority Supplier Development Council, Inc.: 759 W. Peachtree Street, NE, Suite 107, Atlanta, GA 30308, Tel. (404) 589-4929, Fax (404) 589-4925
- Small Disadvantaged Business Enterprise (SDBE) certification by the U.S. Small Business Administration provided they reflect certification because of minority or women-owned status. As firm selected by the proposer can only satisfy one of the three categories. The same firm may not,

for example, be listed for participation as a MBE organization and a SBE organization even if the level of participation exceeds each category's goal. All firms must be registered or certified prior to the submittal of the proposal. A proposer is at risk in that there may be an issue of time to certify or register if it intends to use a firm that is not certified or registered at the time the Proposal is submitted.

5. Invest Atlanta is committed to the practice of non-discrimination in the selection of third-parties selected to advance the Atlanta BeltLine Vision, with a desire to reflect diversity in the participation of developers, contractors and subcontractors engaged in the Atlanta Beltline effort. All Proposers shall include specific information on the role of Minority and Female Owned Business Enterprises, if any. Applicants must include copies of MBE, FBE, DBE certifications for the contractors and subcontractors listed in their submittal packages, if any.

Invest Atlanta is an Equal Opportunity Employer.

Terms and Conditions

1. All submittals and supporting materials (exclusive of trade secrets), as well as correspondence relating to this RFP, will become the property of Invest Atlanta when received. Subject to the Open Government Laws provisions above, any proprietary or trade secret information contained in the submittal should be so indicated. However, a general indication that the entire contents, or a major portion, of the proposal is proprietary or trade secret protected will not be honored.

2. All applicable State of Georgia and Federal Laws, City and County ordinances, licenses and regulations of all agencies having jurisdiction shall apply to the Proposers and their redevelopment activities and are expressly incorporated herein. The definitive agreement with the selected Proposer or Proposers, and all questions concerning the execution, validity or invalidity, capability of the parties, and the performance of the definitive Agreement, shall be interpreted in all respects in accordance with the laws of the State of Georgia.

3. Appropriate professionals for any professional services, licensed in the State of Georgia, shall be responsible for those portions of the work as may be required by law.

4. No submittal shall be considered, if received from, and no contract will be awarded to, any person, firm, or corporation that is in arrears to Invest Atlanta, Invest Atlanta or City of Atlanta, upon debt or contract that is a defaulter, as surety or otherwise, upon any obligation to Invest Atlanta, Invest Atlanta or City of Atlanta that is deemed irresponsible or unreliable by Invest Atlanta, Invest Atlanta or City of Atlanta. Each Proposer shall be required to submit satisfactory evidence that they have the necessary financial resources to purchase and redevelopment the Land, or portion thereof, which is awarded by Invest Atlanta.

5. *It is vital that the successful Proposer be knowledgeable of all requirements and guidelines for project delivery processes related to real estate development projects located adjacent to public transportation improvements, to ensure that the transportation components of the Atlanta BeltLine are eligible for all available federal transportation funding at a later date. Appropriate noise and vibration easements, as well as consent to the creation and imposition of assessments by a community improvement or similar special assessment district,*

as determined by Invest Atlanta, will be required for the Property as part of any conveyance of interests in same as contemplated in this RFP.

6. Proposer Joint Ventures may be formally created at any time prior to contract execution.

7. Invest Atlanta Policy on Communications and Contact. Proposers are required to conduct the preparation of Proposals and participation in the interview and negotiation process, if selected, with professional integrity and without lobbying activities. Proposers and their respective agents and consultants are not permitted to contact or communicate with, directly or indirectly, any member of the Invest Atlanta Board regarding the subject matter of this RFP after the issuance date of this RFP, except as specifically permitted herein or approved in advance by Invest Atlanta. Any confirmed allegation that a Proposer or Proposer team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of Proposers is cause for Invest Atlanta to disqualify the Proposer and its team members from further consideration of such Proposer/Proposer team.

Appendices

Appendix A - Proposal Letter must be completed and returned with the Proposal.

Exhibits

Exhibit A - Property Site Map

APPENDIX A - PROPOSAL LETTER

(TO BE PROVIDED ON PROPOSER LETTERHEAD)

The Atlanta Development Authority d/b/a Invest Atlanta
133 Peachtree Street, SW
Suite 2900
Atlanta, Georgia 30303

Ladies and Gentlemen:

The undersigned declares that this Proposal is made in good faith, without fraud or collusion with any person or persons submitting a proposal on the same transaction; that the undersigned has carefully read and examined the "Request for Proposal" documents, including the Planning Documents, and the Information and Instructions, Scope of Project, Information Required, all Addenda (if any), and understands them. The undersigned declares that it is fully informed as to the nature of and the conditions relating to the terms of sale of the Property. Further, the undersigned declares that it has extensive experience in successfully implementing the development and/or redevelopment activities required under the specifications of this Request for Proposal.

The undersigned acknowledges that it has not received or relied upon any representations or warranties of any nature whatsoever from Invest Atlanta, Invest Atlanta, the City of Atlanta, or their respective agents or employees, and that this Proposal is based solely upon the undersigned's own independent investigation, due diligence and business judgment.

If Invest Atlanta accepts this Proposal and the undersigned fails to enter into a definitive contract, furnish the required earnest money deposit or option payment, or provide any requisite insurance documentation at the time of execution of the contemplated Purchase and Sale Agreement or Option Agreement, then the undersigned shall be considered to have abandoned the Award. In submitting this Proposal, it is understood that the right is reserved by Invest Atlanta to accept any Proposal, to reject any or all Proposals, to waive irregularities and/or informalities in any Proposal, and to make the Award in any manner Invest Atlanta believes to be in its best interest.

COMPANY NAME*: _____

STREET/P. O. BOX: _____

CITY, STATE, AND ZIP CODE: _____

DATE: _____ TELEPHONE: _____

FAX: _____

AUTHORIZED SIGNATURE: _____

PRINTED NAME OF SIGNER: _____

TITLE OF SIGNER: _____

* NOTE: If the PROPOSER is a corporation, the legal name of the corporation shall be set forth above together with the signature of authorized officer or agents. If PROPOSER is a partnership, the true name of the firm shall be set forth with the signature of the partners authorized to sign contracts on behalf of the partnership. If PROPOSER is an individual, his signature shall be placed above.

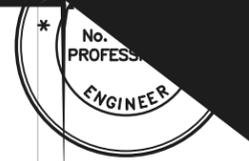
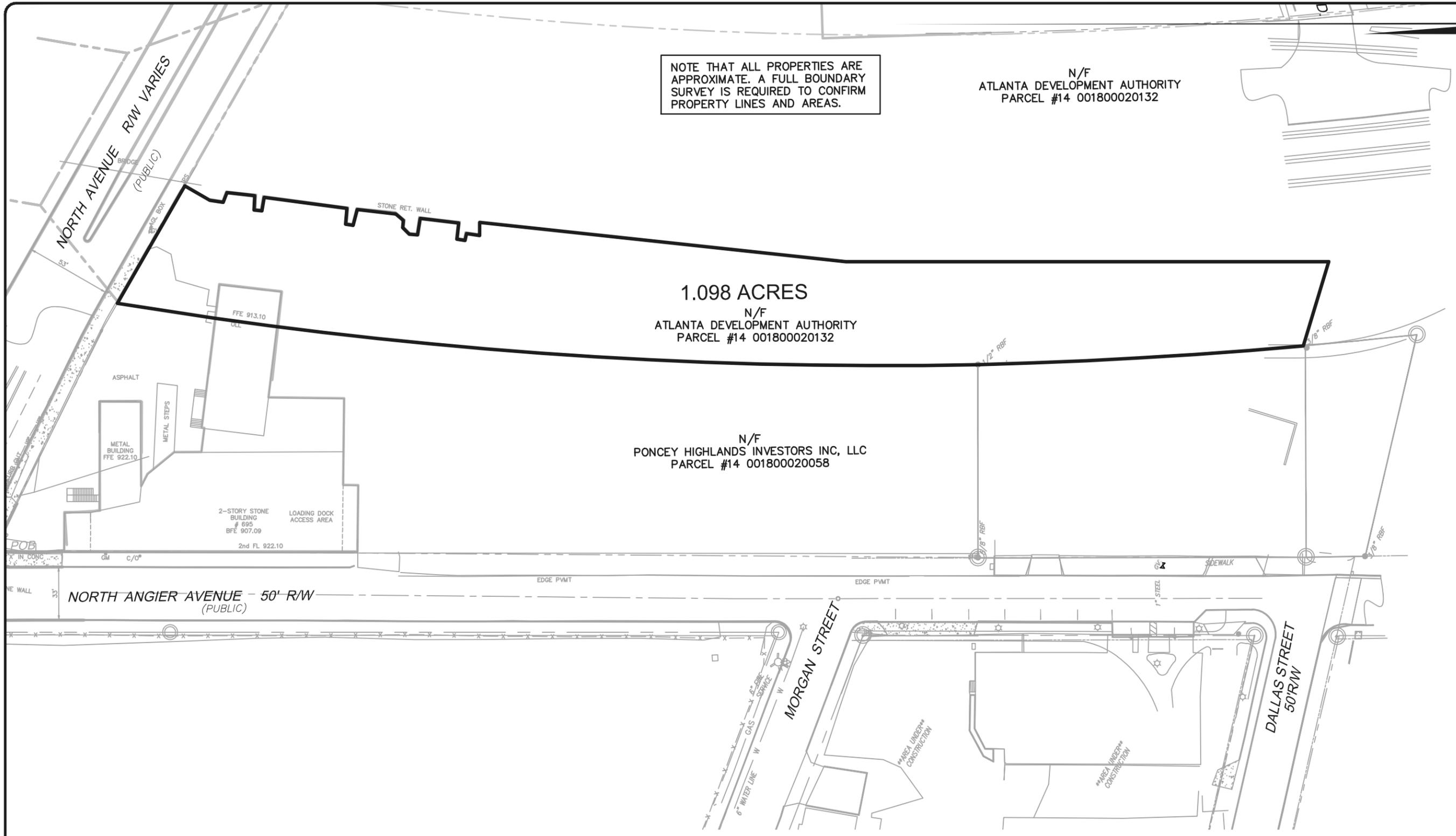
EXHIBIT A PROPERTY SITE MAP

NOTE THAT ALL PROPERTIES ARE APPROXIMATE. A FULL BOUNDARY SURVEY IS REQUIRED TO CONFIRM PROPERTY LINES AND AREAS.

N/F
ATLANTA DEVELOPMENT AUTHORITY
PARCEL #14 001800020132

1.098 ACRES
N/F
ATLANTA DEVELOPMENT AUTHORITY
PARCEL #14 001800020132

N/F
PONCEY HIGHLANDS INVESTORS INC, LLC
PARCEL #14 001800020058



paradigm
Engineering Services, Inc.
SEVEN DUNWOODY PARK, SUITE 115
ATLANTA, GEORGIA 30338
(P) 770.605.6030 (F) 404.537.1899

Project No.	
Design By:	
Drawn By:	
Checked By:	
Date:	
Scale:	

