

**Responses to Issues and Questions Raised by Dickinson Development and LNR in
Pre-Proposal Conferences of January 4, 2006**

1. **Who is the ultimate decision maker for this project? Who should the respondents expect to negotiate with?** The Dover Housing Authority (DHA) has ultimate control. The CWDAC has been appointed by them and they will seriously consider all recommendations of the committee. City staff along with professional advisors will assist the CWDAC.
2. **Is there a weighting system for evaluating the responses to the RFPs?** No. The CWDAC will make its selection based on a qualitative evaluation of the proposals in line with the criteria specified in the RFP.
3. **Changes to development team.** As specified in the RFP, “If the Proposer wishes to add any new development entity or partner at this time, the Proposer should, prior to the submission of the proposal, present the name of and pertinent information concerning this party to the Committee, which reserves the right to approve or reject such addition, at its sole discretion.” This requirement does not apply to other members of the development team such as consultants or architects, which may be supplemented or changed for the final proposal without consulting with the Committee. Following selection and negotiation of a development and disposition agreements, the selected master developer will be allowed to bring additional developers into the project to collaborate in the development, with such developers subject to the approval of the Committee. Changes to other members of the development team subsequent to selection will also be allowed. The requirements for approval of such changes will be negotiated in the development and disposition agreements. Generally, the intent will be to allow the successful master-developer reasonable flexibility to alter its team, while ensuring that the nature and quality of what the committee has selected and negotiated is not compromised.
4. **Properties to be addressed in the proposal, specifically the five-acre out parcel in the middle of the property. Has that property owner been contacted and involved?** Proposals should be viable within the property that the proposer would control if it were to acquire the RFP property. Proposers are encouraged to present a larger vision including additional property it might try to acquire. With regard to the five-acre property, the owner has been contacted and invited to meetings and is not averse to the project. Contact information will be provided to the proposers.
5. **What is the preference of the community relative to the ownership of public spaces and roadways?** CWDAC would prefer public ownership of the waterfront open space, but is open to different approaches that developers may propose as they consider most effective to achieve both parties’ goals. CWDAC will take into consideration municipal operating costs or savings entailed in alternate proposals.
6. **Is there a preference for either a sale or a lease of the property?** No preference has been expressed by the CWDAC in discussions on this. Further, the CWDAC recognizes that at least with regard to condominium projects, land sale is the more likely scenario.

7. **Clarification of CWDAC intent re. developer providing security and maintenance of the site in the predevelopment phase.** The proposers are free to respond as they chose. It was noted that even if a proposer does not want to be responsible for either prior to taking possession and commencing construction, it might want to consider such a role for land not yet taken down after commencement of prior phase development.
8. **Time required to get plans approved.** City staff has made a preliminary estimate of approximately three months for City approvals and four months for state approvals. Meeting these time frames would assume the successful developer provides complete and satisfactory information and no significant problems arise which could cause delays. Federal and NH Wetlands Bureau approvals will also be needed if there is anything to be done on the river itself, such as marina slips. The Committee expects the proposers to do their own due diligence for their proposals as to required approvals and realistic estimated time frames required to obtain such approvals.
9. **Parking requirements and City plans for parking facilities.** Parking would be required for both non-residential and residential development as per zoning. (**Chapters 170.44 and 170.45**). The City anticipates the need for additional parking beyond the level required by zoning to meet demand from those attracted to the public amenities. While such parking may be developed off-site by the City, the CWDAC will entertain proposals for their development on-site by means of a public-private partnership. There also may be some shared parking opportunities with the abutting recreation facilities planned to serve Maglaras Park. The developers may want to familiarize themselves with the latest Recreation Master Plan as well as to stay abreast with the ongoing Maglaras Park Recreation Master Plan that is expected to be completed by February 2006. When this Master Plan is complete it will be posted on the City's web site.
10. **Zoning.** The property has been rezoned from an industrial use to a very flexible zone called Cochecho Waterfront District (CWD). The requirements are listed in the zoning under the Tables of Use and Dimensional Regulations at the end of Chapter 170. Proposers are expected to keep their proposals within existing building and zoning codes. Variances from such codes, while potentially permissible, will be the responsibility of the successful proposer to obtain and no commitment to such variances is implied by the City.
11. **Is there any requirement or expectation that some of the residential units on the site will be affordable housing?** No.
12. **Is there any minimum requirement for commercial development?** The CWDAC recognizes that a significant portion of the development program may be residential for economic reasons. The RFP expresses the desire that commercial development be included to a level that will activate and result in the public orientation of the project, but has left the proposers latitude in achieving this goal in a practical manner, rather than imposing any square footage or ratio requirements. The nature, quality, and quantity of public spaces will also play a role in this consideration.

13. City development fees and exactions. Standard site review fees, school impact fees, water and sewer hook-up fees will apply, and, depending upon the proposed project, off-site improvements, may be required. Proposers should familiarize themselves with the relevant City regulations and practices to identify and estimate the costs of these for their proposals. Information on School Impact Fees may be found at <http://www.ci.dover.nh.us/planning/schoolimpact.pdf>. The formula listed for the school impact fees is subject to change and the developer is advised to inquire as to the most recent formula for determining those fees.

Proposers are advised that the City is considering other impact fees in the future. Among those under consideration are impact fees for recreation, transportation, and the fire department. Proposers should inquire with the City's Planning Department as to the nature, prospects, and timing of such potential fees.

14. Eligibility of project for federal or state grant funding. The City is not aware of specific funding programs applicable to development of the site. The site is not located in census tracts that have been identified for New Market Tax Credits. There may be some state or federal funding available for environmental clean-up. The City's Environmental Projects Manager would be resource in this respect. The City is amenable to working with developers to access such grants that are applicable. The proposers should do their own due diligence on potentially appropriate federal or state funding and specify in their proposals the nature, timing, likelihood, and financial implications to the project and the financial proposal to City of receipt of such funding.

15. Nature of architectural design required to be presented in proposal. As stated in the RFP Section II E 2, the design graphics that are requested are "conceptual level", i.e. what would reasonably be considered appropriate to convey the character and magnitude of the overall project and its component buildings and other improvements at this stage, rather than plans suitable for site review.

16. Nature of financial pro forma information required in the proposal. The CWDAC expects proposals to include financial pro formas at a level of detail sufficient to demonstrate an understanding of the anticipated costs, revenues, expenses, and absorption relative to the master-development and its component projects sufficient to demonstrate financial feasibility, as well as providing better understanding of the character, price point, and quality level of the proposed development. It is at the discretion of the proposer to provide the level of detail in its financial pro forma information that it feels provides a reasonable balance of providing what can reasonably be estimated at this early stage while providing CWDAC with an adequate understanding of the proposal and confidence that the proposed project is reality-based.

17. Concern about providing financial statements in the proposal. The CWDAC will be satisfied with the following approach. Proposers may limit their demonstration of financial capacity in the proposal to: (1) letters from any proposed equity investors stating the nature of their commitment to the project; (2) letters from financial institutions confirming the ability of developer and any proposed equity investors to finance projects

of the magnitude proposed; (3) a presentation of projects that developer and any proposed equity investors have developed and/or financed, including their role, interest, nature, status, magnitude, and dollar value of the project/investment; (4) other information requested in RFP re. litigation, bankruptcy, and foreclosure (RFP Section II O 6 and 7).

Prior to formal designation of the selected developer, that developer would be required to provide the financial statement information requested in the RFP and, for any proposed equity investors presented in the proposal, a letter from an accredited auditor stating a minimum net worth and liquidity available to that party would be required.

Financial statements and letters detailing minimum net worth and liquidity should be submitted separately addressed to the Attorney for the Dover Housing Authority. Material submitted in this manner will be reviewed by said attorney, a designated member of the CWDAC, and professional advisors to the City, but shall not be available to the larger CWDAC as a whole or to the public at large. This material is considered confidential and the CWDAC will keep it confidential. In submitting your response, indicate that it is your understanding that the material being submitted is to be kept confidential. We have been assured by DHA Counsel and the DHA that, while DHA is a public body and, as such, is held to the standards of the Right to Know law, there are provisions in the Right to Know law that state that as long as both parties specify that material is to be kept confidential, then this information can and will remain confidential.

18. **Nature of the financial participation in value creation and upside encouraged in the RFP.** Such participation should not detract from the proposed fixed payments being that which can be supported by the project. Accordingly, participation is anticipated to be in a form that would apply in an upside scenario, for example in which the successful developer were to be achieving a threshold return or relative to price adjustors or determination of price for land to be taken down for future phases based on financial potential at that time.
19. **Bidding requirements, requirement for and timing of appraisal, and relation to disposition terms.** The DHA and the CWDAC are not obligated to select the “high bidder”, but rather are free to select the best overall proposal considering all of the criteria specified in the RFP, including the financial proposal. Neither the DHA nor the City is required by law to have the property appraised, nor to sell the property at fair market value. However, the RFP states that “the City [defined elsewhere in the RFP as including the Dover Housing Authority] will seek compensation for the property, in the form of land purchase or lease payments and developer-funded construction and maintenance/management of public improvements, at fair market value, to be based on the agreed upon program of development, Developer funding of public improvements, development constraints, site conditions, and other pertinent factors that will affect value. The fair market value will be established in an appraisal to be performed at the time that the development program, and other relevant development constraints and developer responsibilities can be determined.” It is the intent of the CWDAC to have the appraisal proceeds at a pace so that it can inform the negotiation, while itself benefiting from the market indications provided by the proposals. Proposers are directed to make the best

financial proposal that can be supported by their proposed project. It is not the intent of the CWDAC to invalidate or overturn the deal ultimately negotiated with the selected developer based upon the appraisal, nor would there be any legal imperative that would result in this.

20. Status of the portion of the property that lies on the bluff behind Paul Street.

Access has been provided off Nantucket Court. That access will run parallel to Wallingford Court. Of course, the developer is still able to negotiate or buy access off Paul Street.

21. Status of bridge. Funding has been approved in the CIP and City expects preliminary bridge designs shortly. The intent is to have the design of the bridge coincide with a selected developer in order for the developer to participate in the ultimate design. The States Transportation Improvement Plan (TIP) has approved \$2.6million for the construction of this bridge. Dover is responsible for 20% of the project. The final design is expected by October 2006 with construction to commence in the 2007 construction season.

22. The vision and extent of use for a through road through the parcel into Maglaras Park and Henry Law Avenue. It is expected that there will be a through road which will be the major entrance into Maglaras Park. The road will be planned and designed accordingly, with the design expected to temper speeds.

For all following questions related to dredging and the environmental conditions of the site, it is preferred that questions be directed to Dean Peschel, the City's Environmental Projects Engineer. Questions should be submitted in writing to Planning Director Steve Stancel to be forwarded to Mr. Peschel. At that point, the City staff will facilitate a meeting between the respondent and the Environmental Projects Manager.

Respondents are free to speak directly to any of the consultants that have worked on the various phases of the waterfront, but any contact made is not to be considered part of the City's contract with them.

23. Status of the dredge spoil cell. When complete and capped, this site is planned to become the parking area for Maglaras Park and thus be made available for the City parcel as well.

24. Availability of the dredge cell for excavated material. There is excess capacity in the City-owned and operated cell. The City intends to recoup its cost to build the cell by selling the excess capacity. The Dover City Council has determined the price would be no more than ninety percent (90%) of the price that Turnkey Landfill charges in Rochester. Currently that price would be \$54 per cubic yard. However, the price may be negotiable depending on other in kind services that may be afforded to the eventual capping of the cell.

25. **Need to adhere to the recommendation expressed in some of the environmental materials that the ground water be remediated to a drinking water quality.** The CWDAC recommends that proposers plan to remediate to the level that will provide an optimum balance of economic efficiency enabling the best financial proposal while providing a level of remediation appropriate to the marketability and financability of the intended uses and in conformance with applicable legal requirements.
26. **How confident is the City that the dredging will go to the next phase in the fall?** The money has been allocated on a federal level and the ACOE is planning to bid out the dredging in the spring so that the dredging can begin next November.
27. **Planned remediation of odor from the sewer pump station on site.** The City has allocated funds in the CIP to address remediation of the odor problem. City staff will provide information to the proposers concerning the nature of the planned remediation.
28. **Can the respondents speak directly to GZA, Jacques-Whitford, or other consultants that have done work for the City for more detail environmental assessments?** Yes. They have been notified that they may hear from the responders to the RFP. Any such contact is not intended to be a part of any current or future contract the City may have with any of these consultants.
29. **Status of the petroleum remediation.** It is recommended that the proposers contact Dean Peschel, the City's Environmental Projects Manager.
30. **Have the wetlands been delineated?** It is recommended that the proposers contact Dean Peschel, the City's Environmental Projects Manager.