

CITY OF SOUTHFIELD

REQUEST FOR PROPOSAL/QUALIFICATIONS

21000 Northwestern Highway
Southfield MI 48075

**VACANT LAND KNOW AS
STOUFFER DEVELOPMENT SITE**



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INVITATION TO DEVELOPERS

The City of Southfield is now soliciting proposals for the development of a prime, fully serviced downtown site under one ownership for a multi-use, residential, medical and/or restaurant development. This Request for Proposals/Qualifications (RFP/Q) will provides historical background, outline, design and zoning considerations and sets forth the requirements for consideration of this property by interested developers. This prime piece of real estate in the Cornerstone Development Area is known as the “Stouffer Development Site.”

The redevelopment area consists of 3.47 acres of vacant land in the southeast corner of Northwestern Service Drive and Northland Drive. This property’s superior location affords the opportunity for an excellent development project.

The purpose of the RFP/Q is to identify a qualified developer and to execute an exclusive offer to negotiate and to develop the Stouffer Development Site. Upon completion of review, the City of Southfield will contact those developers whose proposals merit further discussion and/or negotiation.

SITE-SPECIFIC INFORMATION

SITE LOCATION

Southfield is a community of 78,296 residents located northwest of Detroit. Home to 9,000 businesses, including 83 “Fortune 500” companies and many international firms, Southfield is Michigan’s leading business address. Exhibit A provides more information on the City of Southfield.

The Cornerstone Development Authority, created by the Southfield City Council in 1988, is a public non-profit development corporation charged with strengthening the economic vitality of the Cornerstone District (Exhibit B). The Authority is considered a component unit of the City of Southfield municipal government and is an official Downtown Development Authority (DDA) under Public Act 197 of 1975. The Cornerstone District is in the midst of over \$145,000,000.00 in capital projects and improvements that have occurred from 1999 through the present, all within approximately a one-square-mile area of the City. The attached map and investment summary (Exhibit C), define the numerous recent capital improvements to the Cornerstone District.

21000 Northwestern Highway Southfield, Michigan

Southeast corner of northbound Northwestern Highway service drive and Northland Drive.
Approximately 3.47 acres (Sidwell # 24-36-477-001)

LEGAL DESCRIPTION

All that part of the Southeast ¼ of Section 36, Town 1 North, Range 10 East, City of Southfield, Oakland County, Michigan, described as: Beginning at a point on the Southerly line of Northland Dr., 150 feet wide, as now established which is distant North 1 degrees 12 minutes 30 seconds West, 1052.00 feet and South 88 degrees 44 minutes 00 seconds West 556.85 feet and South 59 degrees 47 minutes 40 seconds West, 294.12 feet from the Southeast corner of said Section 36; thence South 30 degrees 12 minutes 20 seconds East, 156.75 feet; thence along the face of six story building, North 59 degrees 47 minutes 40 seconds East 11.25 feet, and South 30 degrees 12 minutes 20 seconds East 48.20 feet, and South 59 degrees 47 minutes 40 seconds West, 11.25 feet; thence South 30 degrees 12 minutes 20 seconds East 135.05 feet; thence North 59 degrees 47 minutes 40 seconds East 9.00 feet; thence South 30 degrees 12 minutes 20 seconds East 80.00 feet; thence South 59 degrees 47 minutes 40 seconds West 81.00 feet; thence South 30 degrees 12 minutes 20 seconds East 20.00 feet; thence South 59 degrees 47 minutes 40 seconds West, 234.04 feet; thence along the Northeasterly line of Northwestern Highway (I-696), North 40 degrees 03 minutes 37 seconds West, 446.59 feet; thence along said Southerly line of Northland Dr., North 59 degrees 47 minutes 40 seconds East 382.47 feet to the point of beginning.

Together with Easement for ingress and egress over Northland Drive, so-called, recorded in Liber 4249, Page 123, (also in Liber 4300, Page 321 for benefit of Northland Towers #1) and in Liber 4867, Page 466, Oakland County Records, Easement for water recorded in ingress and egress, surface parking, utilities dated October 8, 1986 and recorded October 27, 1986 in Liber 9609, Page 279, Oakland County Records.

Containing: 3.47 acres.

SITE CONSIDERATIONS

1. The property is accessible both from northbound Northwestern Service Drive and from Northland Drive.
2. All utilities are available, including: gas, electric, water, sewer, telephone, cable.
3. Underground environmental contamination of the property is not evident; however, the City of Southfield makes no representation in this respect nor does it accept responsibility. The basis for this statement is from a Phase I Environmental Study conducted by the City of Southfield.
4. Adjacent property to the east and south is privately held and contains four office buildings. The parcel shares common-access driveways with the neighboring office complex.
5. The Cornerstone Development Authority collects a two-mill tax levy on all taxable properties within the district.
6. The City may initiate a Special Assessment District (SAD) for the improvement of Northland Drive. The successful bidder will be required to participate in the SAD.
7. 2001 Per-day Average Daily Traffic counts amount to 101,000 for northbound Northwestern Highway, 137,000 for southbound Northwestern Highway, 9,703 for northbound Northwestern Service Drive, 13,198 for southbound Northwestern Service Drive, 8,336 for Northland Drive, 85,200 for Eight Mile Road, and 45,905 for Greenfield Road.

Site maps are enclosed as Exhibit E. The site is surrounded by commercial and office uses. To the north stands the country's first regional mall, Northland Center, consisting of over 1,700,000 square feet of gross leasable area, 85% of which is occupied (97% occupancy rating if excluding anchor tenants). To the east and south is the campus of Northland Towers, which consists of four multi-tenant office buildings at 77% occupancy with a gross leasable square footage of 398,888. To the west, across Northwestern Highway are the Ameritech office building and Bally's Total Fitness health club.

ZONING OF PROPERTY

The site is zoned RS (Regional Shopping), allowing for a variety of intense land uses geared toward servicing the regional community. Among these uses are; retail stores, medical offices, banks, post offices, nursery schools, commercial studios, personal service establishments, public buildings, assembly halls, and hotels. Furthermore, the City has placed a priority on mixed-use development that includes residential, medical and/or restaurant use. The RS classification is fully outlined in Exhibit D of this document.

The City of Southfield is amenable to rezoning of the property if a proposal meets numerous criteria. Any proposed zoning change must be clearly identified in the Proposal. However, it is the sole responsibility of the applicant to obtain rezoning and site plan approval in accordance with applicable City requirements. If the applicant applies for a rezoning of the Property, the zoning classification of which would permit uses other than those outlined within this document, the City of Southfield reserves the express right, within its sole discretion, to impose deed restrictions on the Property to exclude some or all of the additional or other uses permitted within such zoning classification, in order to promote and achieve the City's best interests.

While deed restrictions have not yet been placed on the property beyond the requirements of the RS zoning, the following uses shall be expressly prohibited on the Property:

1. Non-Tax Generating Entity
2. Pawn Shops
3. Rent-to-Own, and/or second-hand clothing stores and/or used or second-hand furniture stores
4. Topless bars and topless restaurants
5. Free standing fast food restaurants
6. Automotive repair facilities

PROPOSAL TIMELINE AND SPECIFICATIONS

TIMELINE

December 9, 2005 – RFP's distributed and supporting materials made available.

February 28, 2006 by 4:00 p.m. – Proposals are due to the Purchasing Agent, c/o the City Clerk's Office, 26000 Evergreen, PO Box 2055 Southfield, MI 48037-2055.

- The Following Dates are Tentative -

March 31, 2006 - Completion of reviews and interviews by Redevelopment Panel, submission of recommended Proposals to City Council.

April 28, 2006 – Special Council Meeting, with public presentations by those who submitted recommended proposals.

May 31, 2006 – Final review and selection of successful proposal by City Council.

SELECTION SUBMISSION PROCEDURES AND GUIDELINES

PROPOSAL PROCESS

The Request for Proposals/Qualifications is intended to solicit creative high quality proposals for use, design, architecture, financing and construction of this project. Developers are encouraged to question and advise as much as necessary to produce the very best proposal.

It is understood by all parties submitting proposals under the terms of this request that their submissions become the property of the City of Southfield and will not be returned. By submitting a proposal the developer agrees to accept the conditions contained in this request. The developer also understands that there is no express or implied obligation on the part of the City to reimburse any expenses incurred on the part of the developer in responding to the request.

The City has land and utility surveys that are available. Developers will be responsible for making their own analysis and decisions regarding the conditions of the site.

Required Proposal Elements include (but not limited to) the following:

1. Identification.
 - a. Name, address and telephone number of developer and contact person for this proposal.
 - b. Organizational form of developer (individual, company, corporation, partnership, joint venture or other.)
 - c. Principals of the development organization (corporate officers, principal stockholders, general and limited partners.)
 - d. Relationship that the development organization has with Parent Corporation,

- subsidiaries, affiliates, joint ventures or other entities.)
- e. Names and information about the architect, engineer, general contractor, economic advisor, and other principal associates who would work with the developer on this project.
2. Development Experience - The developers should show experience in successfully developing the particular type and mix of development designated. The proposal should include the following information:
 - a. Resume(s) of developer and project manager.
 - b. Names of public/private development projects in which the developer has participated. Project descriptions should include location, photographs, type and dollar volume of the work.
 - c. Resume(s) of general contractor, if separate from developer. If the project will be bid out competitively, please indicate this in the proposal.
 - d. Resume(s) of the architect, including graphic description of the architect's work and a list of projects designed by the architect.
 3. Proposed Development Project - The developer must submit a conceptual site plan and architectural design concepts for their proposal. The developer is also encouraged to submit photographs, model images and drawings that convey their proposed development concept. Any images submitted should also include written descriptions of how the images apply to a specific aspect of their development concept. The City of Southfield anticipates making the graphic materials available for public viewing and comment. As a result, the materials submitted should be appropriate for this purpose and will become the property of the City for its use.

The developer will be responsible for financing all elements of the project from private sector funds. An independent appraisal will be made based on the proposed use subject to acceptance by the City at the time of the preliminary submittals.

4. Proposal shall also include:
 - a. Estimated time frame for development of plan, construction and market absorption
 - b. Any information relative to desired partnership structure and transaction structure for transfer of City-owned land to the selected development team
 - c. Proposed development schedule
 - d. Ownership information (identification of portions of development that may be sold)
 - e. Detailed description of each component of the proposed development (i.e. project cost, architecture, use and location on the property)
 - f. Other information that may be useful to the City in selecting the preferred developer
 - g. Developer's vision of the project
 - h. Private finance plan
 - i. Development management plan – describe how this plan will be implemented, key partners, summarize the process including contract administration, scheduling, cost control and construction oversight
 - j. Preliminary predevelopment and development schedule
 - k. Preliminary operation program- who will operate and manage the project once it is completed
 - l. The proposal must include a letter executed by a principal of the entity that will enter

into a Development Agreement for the site documenting his or her authority to submit the offer to a legally-binding Development Agreement for the development area by the City of Southfield

- m. Developer must include any conditions that must be satisfied prior to entering into a Development Agreement for the site. The proposal must include a schedule for completing all due diligence activity, securing any governmental approvals required and securing financing commitments
5. Project Financial Summary- Please include the following elements when summarizing the financial components of the proposed development program:
- a. A draft pro forma financial statement and business plan
 - b. A description of the nature and extent that the proposed project will require a commitment of public funds in order to be completed
 - c. Evidence of financial capability to fund the total cost of the development project proposed. Developers must note whether they will fund the proposed development project through equity, debt or a mixture of the two. Acceptable forms of evidence include current financial statements demonstrating adequate equity resources to fund the development project, signed commitment letter(s), or other written evidence of financial support from one or more lending institutions having the capability and demonstrating the commitment to provide the financing required to successfully completing the proposed development project.
 - d. A detailed breakdown of the total estimated development costs of the project (detailed construction costs, architectural and engineering fees, construction interest, insurance, payment and performance bonds and all other relevant expenses or fees.)
 - e. A 10-year projected pro-forma cash flow analysis including a break-even analysis for all proposals. The analysis should be presented in current dollars and in sufficient detail for the City of Southfield to evaluate the financial viability of the proposed development. Projected rents and /or sales prices are required (by phase, if necessary) for each type of residential unit developed.
 - f. Detailed assumptions for the projected pro-forma cash flow analysis.
6. Purchase Price - Developer should state the amount offered for the land. The minimum bid for the property has been established by the City of Southfield at Five Hundred Thousand Dollars (\$500,000.00). Bids submitted in an amount less than the established minimum bid shall not be considered. The City will not consider sale of a portion of the property.

PROPOSAL EVALUATION CRITERIA

Qualifying proposals will be reviewed by a Redevelopment Panel. Based on the results of this review, a finalist's list will be formulated and selected candidates will be interviewed to discuss their respective proposals in greater detail. The City Council will take action at their own discretion. Arrival at a recommendation will be predicated on a proposal's creativity, design/engineering, marketing and overall sound economics. Specific criteria to be used in assessing the best proposal(s) include, but are not limited to:

1. New mixed use business development.
2. Architecture, aesthetics and atmosphere created.
 - a. Synergy created with existing businesses.
 - b. Integration/linking infrastructure.
3. New property tax generation.
4. Land acquisition price.
5. Overall plan strength (business, marketing, timing.)
6. Developer's experience with similar types of development.
7. Experience with public/private developments, last 3-5 years.
8. Financial position.
9. Project management of complex projects.

The City intends to execute a land sale and development agreement with the selected developer. The City reserves the right to terminate negotiations and all commitments hereunder if, within a reasonable time determined by the City, in its sole discretion, the parties have not arrived at a mutually acceptable sale and development agreement. Once selected for further negotiations, the developer, pursuant to this RFP/Q shall submit a \$10,000 non-refundable fee prior to commencement of negotiations. Evidence of private lender commitment shall be submitted to the City within sixty (60) days of commencement of negotiations. This fee shall be credited to the developer upon the execution of the development agreement between the developer and the City, with the method of credit to be negotiated in the final agreement.

The City reserves the right to the final determination of a recommendation. Notwithstanding any other provision of the RFP/Q, the City reserves the right to reject any or all proposals submitted, to waive or not to waive informalities or irregularities in the proposal, re-issue the RFP/Q, to request additional information or to accept any proposal determined by the City at its sole discretion to be in the best interest of the people of the City of Southfield.

The City reserves the right to negotiate the terms and conditions of all or any part of the proposals and/or contracts. Participation in this RFP/Q process in no way assures the developer inclusion in future development requests for this or other properties.

DEVELOPMENT AGREEMENT

The City of Southfield anticipates entering into a Development Agreement with the selected developer. The Development Agreement, setting out the rights and responsibilities for the parties, will deal with the basic business arrangements between the developer and the City of Southfield, establishing the agreed upon project schedule and financial arrangements.

A Development Agreement will require the developer to obtain required regulatory approvals, indemnify the City of Southfield; provide a schedule of development, design and construction; provide equity and debt financing for elements of the building and the site to be developed; and financing required for public improvements necessary as part of the proposed project. Within the Development Agreement, in order to assure that the development proposed by the developer will be timely completed and in accordance with the terms of the Development Agreement, the City of Southfield reserves the right to convey the Property to the developer via a Covenant Deed, which deed will grant to the City of Southfield the right and option to repurchase the Property, or portion(s) thereof, upon the default of the developer to comply with the terms of the Development Agreement.

The proposal must include a letter executed by a principal of the entity which will enter into a Development Agreement for the site, documenting his or her authority to submit the offer to a legally binding Development Agreement for the development area as defined by the City of Southfield.

The City of Southfield will not pay or be liable for the payment of any realtor or real estate broker fee. The Applicant shall indemnify the City of Southfield against any claim by any real estate agent, broker, or finder engaged or claiming to have been engaged by the Applicant.

Documents that developers submit as a part of their response will become public record and therefore will be subject to public disclosure.

<i>Cornerstone Development Authority</i>	<i>Phone Number</i>	<i>Fax Number</i>
Jonathon Hallberg, Executive Director	(248) 796-5192	(248) 796-5195
<i>Planning Department</i>		
Nicholas Banda, Director of Planning and Development	(248) 796-4154	(248) 796-4105
Rochelle Freeman, Business Development Manager	(248) 796-4161	(248) 796-4105

Six (6) sealed copies of the Proposal, clearly marked "Stouffer Development Site" must be submitted to:

City of Southfield, Purchasing Agent
c/o City Clerk's Office
26000 Evergreen Road
PO Box 2055
Southfield, MI 48037-2055

Facsimile transmissions will not be accepted. Proposals are due to the Purchasing Agent, c/o the City Clerk's Office, not later than 4:00 PM on February 28, 2006. Proposals received subsequent to the due date and time will be disqualified and returned unopened to sender.

The City reserves the right to modify this date as events dictate.

Exhibit A – CITY OF SOUTHFIELD INFORMATION

The City of Southfield offers a diverse range of activities and services for its residential and business populations. Southfield is home to Oakland County’s largest office community, consisting of more than 26.6 million square feet of existing office space. The City has a daytime population of approximately 200,000 people. As one of Michigan’s top business communities, Southfield continues to provide a high quality environment in which to live and work. The following comprises some of Southfield’s more pertinent demographic information and features:

Office

- The City of Southfield boasts over 26 million square feet of office space.
- Southfield is home to 8,600 businesses and 83 Fortune 500 companies.
- Southfield has 25% of all the metro area’s office space, 25% of Oakland County’s office space, 25% of Oakland County’s foreign firms and 50% of the County’s Japanese firms.
- Southfield has more office space than the downtowns of Detroit, Cleveland, Indianapolis, Kansas City or Cincinnati; and far surpasses any Detroit metro-area community.
- Ten of the top 25 office buildings in metro Detroit are located in Southfield. Southfield has 10 office complexes with more than 500,000 square feet and 46 complexes with more than 100,000 square feet.
- Southfield offers a diverse market of office space ranging from Class A, B and C.

Businesses

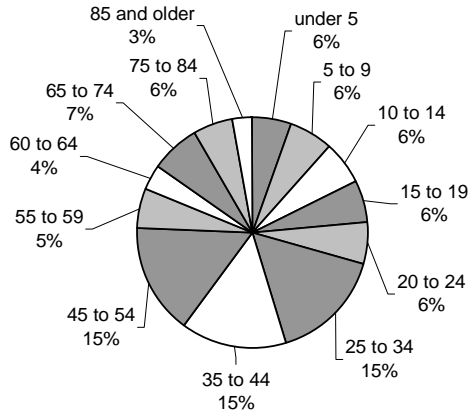
- Southfield has three industrial parks and a new research & development park, which includes the world headquarters of Barton-Malow Construction, Lear Corporation and Denso International.
- Southfield has more than 400 high-tech/telecommunications companies, more than any other Michigan community and is the only Oakland County community ringed in high-speed fiber optics.
- Southfield maintains a strong retail presence, with four million square feet in retail space and 32 shopping centers.
- Southfield is home to 21 hotels and motels and approximately 200 restaurants.

MAJOR EMPLOYERS					
SBC/Ameritech	1,200	Denso International America	700	Meadowbrook Insurance	300
Accenture Ltd.	415	Detroit Edison	400	Metropolitan Life Insurance	675
AON	250	DOC Optics (World HQ)	575	Tech Team Global	300
ARCADIS Giffels	250	Document Company Xerox	500	Plante & Moran	550
Barton Malow Co.	768	Federal Mogul Corp. (World HQ)	1,000	PPOM	350
BASF Corporation	760	Fifth Third Bank	200	Providence Hospital	4,556
Blue Care Network	625	Guardian Alarm Co.	550	R.L. Polk & Co.	450
Blue Cross & Blue Shield of MI	2,362	Lawrence Tech. University	550	Southfield Public Schools	2,229
City of Southfield	1,036	Lear Corporation	1,400	Sterling Bank and Trust	250
Comerica Bank	700	Mars Advertising	280	Universal Standard Healthcare, I	500

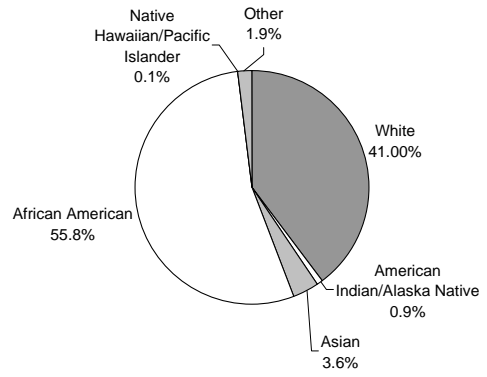
Community

- Southfield is served by ten elementary, three middle and two public high schools, as well as nine private schools. About 84% of Southfield’s high school graduates attend either a college or university. Southfield is also home to the following eight institutions of higher learning; Lawrence Technological University, Oakland Community College-Southfield Campus, University of Phoenix-MI Campus, Sienna Heights College-Metro Detroit, Central Michigan University-Southfield Center, Cleary College, Marygrove College, and Corinthian College. Wayne State University has a satellite campus in neighboring Farmington Hills.
- Southfield’s median household income (1999): \$56,326 (vs. Detroit MSA: \$40,579)
- 2005 Taxable Assessed Valuation (TAV): Office, commercial, industrial, personal property and multiple family = \$1,547-billion, Single-family residential: \$1.496-billion
- Southfield has a 2000 census population of 78,296 and total labor force of 49,325
- As of 2002, the average home price in Southfield is \$158,200.
- The City has 18,953 single family dwelling units, 20,007 multiple family units and 16,475 apartment units.

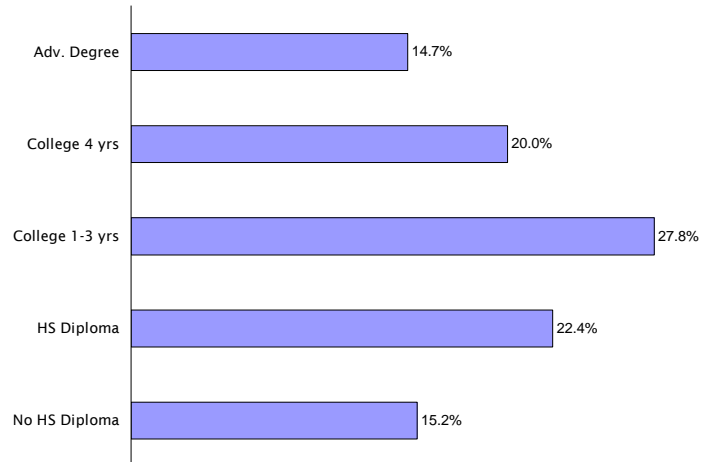
Population by Age



Population by Race



Educational Attainment of People over 25 Years of Age



MILEAGE RATES

The redevelopment area is subject to taxation from the following taxing jurisdictions: City of Southfield, Oak Park School District, Oakland Community College (OCC), SET, Southeastern Michigan Area Regional Transportation (SMART), Oakland County, and the Cornerstone Development Authority. Here follows the 2005 Property Tax Rates.

City Rate	Total School Rate	6.9997	24.9997
<u>Fiscal Years</u>		<u>Hmstead</u>	<u>Non-Hmst.</u>
7/1/05 - 6/30/06	City General	16.26400	16.264000
1/1/05 - 12/31/05	County	1.39000	1.390000
7/1/05 - 6/30/06	ISD (1/2)	1.68450	1.684500
7/1/05 - 6/30/06	OCC	1.58440	1.584400
10/1/05 - 9/30/06	State Ed.	6.00000	6.000000
7/1/05 - 6/30/06	School		9.000100
7/1/05 - 6/30/06	School Debt.	3.49990	3.499900
		30.42280	39.422900
7/1/05 - 6/30/06	Adm. Fee	0.304228	0.394229
		30.727028	39.817129
7/1/05 - 6/30/06	DDA School Dist.	1.933400	1.933400
		32.660428	41.750529
 County Rate			
<u>Fiscal Years</u>		<u>Hmstead</u>	<u>Non-Hmst.</u>
7/1/05 - 6/30/06	School		8.999900
7/1/05 - 6/30/06	School Debt	3.49980	3.499800
7/1/05 - 6/30/06	Drains At Large	0.07880	0.078800
7/1/05 - 6/30/06	SMART	0.59620	0.596200
1/1/06 - 12/31/06	County	3.04150	3.041500
7/1/05 - 6/30/06	ISD (1/2)	1.68450	1.684500
		8.90080	17.900700
7/1/05 - 6/30/06	Adm. Fee	0.089808	0.179007
		8.990608	18.079707
	Total - 2005	39.716836	57.896836
	Total w/DDA	41.650236	59.830236

Exhibit B – CORNERSTONE DEVELOPMENT AUTHORITY INFORMATION AND MISSION STATEMENT

The Cornerstone District is:

- Over 4.5 million square feet of office space
- More than two million square feet of retail space, including Northland Center, Michigan’s largest shopping center
- 2,870 residential units in high rises, condominiums and town homes
- Providence Hospital, Oakland Regional Rehabilitation Hospital, 20 clinics and more than 500 private medical and dental practices
- Oakland Community College – Southfield Campus with 2,500 students
- Comerica Bank and Tel-Com Credit Union
- Media – Fox 2 television and WWJ 950 radio
- The Millennium Centre performing arts venue
- Ramada Southfield and Motor City Howard-Johnson hotels
- Approximately 33 restaurants and cafeterias
- Home to the Southfield Police Department’s Downtown Station

Located in the heart of metropolitan Detroit, the Cornerstone District boasts easy accessibility to major highways including the Lodge Freeway (M-10), Southfield Freeway (M-39), Northwestern Highway, Eight Mile Road (M-102), and the Reuther Freeway (I-696).

The Cornerstone District is home to over 700 businesses and service organizations. Many of these stakeholders have invested millions of dollars in revitalization and renovation, and they maintain high standards of quality and service for the District. Large corporations such as IBM, SBC and Kenmar have offices here. Others call the Cornerstone District home to their corporate or regional headquarters. These include; Providence Hospital, Guardian Alarm, Bally’s Total Fitness, Marshall Field’s Department Stores, Salvation Army, and the Southfield Area Chamber of Commerce. Other prominent stakeholders include; Target, Art Van Furniture, and Kroger. Appendix C contains a list of recent capital improvements to the District since 1997.

Our Mission

*Working together to enhance the environment by
making the area one in which people feel
comfortable and secure as a place to
live, work, shop, learn and be entertained
and to strengthen the economic vitality
and physical appearance.*

Let us welcome you to the Cornerstone District and to the City of Southfield, Michigan

YOUR SPACE IS RESERVED!

Exhibit C – CORNERSTONE DISTRICT INVESTMENT & SUMMARY MAP

The following is a list of developments and public improvements in the Cornerstone District either in progress or completed since 1999:

- 1. The Vistas** – 100 site condominiums were constructed by Kalabat Construction in 2002. Purchased in 2000 from Pulte Homes, the project has an estimated value of \$15 million and is located behind the Southfield Center building at the corner of Nine Mile and Southfield Roads. Pre-construction prices started at \$140,000 and ended with a range from \$168,000 to \$214,000. Size ranges from 1,300 to 1,688 square feet.
- 2. Sesi Property** – The CDA has completed installation of a gateway entry with park-like amenities to designate the Cornerstone District's northern entry point. A special monument was placed at the site in August of 2005.
- 3. Clock Tower Plaza** - Clock Tower Plaza, a \$15 million retail development, opened for business in 1999 and represents the CDA's first public-private partnership. The center's anchor tenant is a 64,000 square foot Kroger supermarket, the largest in the State. Exclusive Styles, Clock Tower's newest tenant, sells men's and women's urban wear for both professional and casual events. Other tenants include Panera Bread, Pizzapapalis, Hollywood Video, Credit Union Family Services Center, H & R Block, CVS Pharmacy, Prism Jewelers, Rent-A-Center and Wireless USA, and the center is going strong. Once the location of the long-vacant QUAD and CUNA office complexes, the 12-acre development was the result of extensive community participation. Cornerstone sold one of the two parcels to the current owner in 1998, who handled demolition and site preparation.
- 4. Village at Cornerstone** – Providence Hospital, in partnership with Tadian Homes, Outback Steakhouse, and Baskin-Robbins/Dunkin Donuts redeveloped this former AMC Theater site into a 180-unit townhouse community with a central park area, on-street parking and a Georgetown theme. The Outback Steakhouse was constructed at the Northeast corner of the property. Baskin-Robbins/Dunkin Donuts opened in late summer of 2004. Fuddrucker's is seeking plan approval for the final free-standing pad site along Greenfield Road in December of 2005, and should begin construction in early 2006. The value of the 13-acre redevelopment is estimated at \$24 million. Townhomes are market rate, ranging in size from 881 – 1302 square feet. As of December, construction and sale of all units is complete, with an average selling price in the mid-\$140's. The CDA is accountable for demolition funding assistance and established the initial concept for the redevelopment through a public process. The project fits well with other improvements in the area including nearby Clock Tower Plaza, employment areas, Northland Center and other retail, service, and entertainment amenities within a short walk from home. Providence is marketing the properties to its employees.
- 5. Aureus Center** – The Aureus Center, located at the southeast corner of Nine Mile Road and Northwestern Service Drive, has received approval from the City to add a new eight-story office building to its campus. The owners are seeking a primary tenant. The new tower will provide more than 100,000 square feet of new quality high-tech office space. The Aureus Center's current parking structure will be demolished and a new structure will be erected behind the existing building. If your business is interested in joining their team, contact Mr. Gerald Chase at 248.569.7770.
- 6. Former Ramada Parcel** – The Southfield Hotel has 4.3 acres available for lease along Nine Mile Road. The parcel is currently used for overflow parking and is zoned RC (Regional Center). This prime development location is north of Oakland Community College's Southfield Campus and across the street from Fox 2 News. Those interested in partnering on development of the property can contact David Yono (248.552.7777).
- 7. Providence Hospital** – In 2001, Providence completed Phase I of a \$50 million campus expansion and renovation of its emergency ward, now called the DePaul Annex. The project added 94,000 square feet and added 24 new private patient rooms and a new 16-room oncology ward. Providence conducted Phase II of its renovation plan for the DePaul expansion in 2003. An \$18 million Heart Institute was undertaken in 2004.
- 8. Art Van/Greenfield Plaza** – Art Van completed a 40,000 square foot expansion and façade improvement of their store in fall of 2003. Greenfield Plaza underwent a similar façade improvement to the rest of the plaza and new landscaping was added to the entire parcel in 2004, with a portion of the installation paid for via a CDA landscape grant.
- 9. Oakland Community College** – In 2000, OCC completed a \$5 million renovation of its Southfield campus. The college excavated a portion of the building that was originally built underground, and added two new classrooms. OCC completed a major interior renovation in the summer of 2004 to modernize and update their campus at the cost of \$2 million.

10. **Millennium Centre** – This facility is currently available for subletting to a qualified arts, conference and/or entertainment operator. Contact Jonathon Hallberg (248.796.5192) for more information. The Cornerstone Development Authority has undertaken a full-scale interior renovation of the Millennium Centre in October of 2000. Once an American Multi Cinema, the Millennium Centre was leased to, and renovated by, the CDA in 1992. Cornerstone secured an \$800,000 loan from the City of Southfield, as well as corporate sponsorship, and contributed funds to construct the offices and to further renovate the two existing auditoriums, a \$1.2 million project. The Centre now consists of a completely remodeled and enlarged single auditorium with state-of-the-art sound and lighting, seating for 1,028 and full dressing rooms meeting equity actor standards. The renovated facility accommodates an estimated 75,000 + visitors each year. The CDA reupholstered all theater seats in 2001.
11. **Rainbow Child Daycare** – Rainbow Child Daycare constructed an 8,000 square foot child care facility for Providence employees and opened for enrollment in late fall of 2003. They are now open to the general public. The site is a showpiece for the J.L. Hudson corridor.
12. **Legacy Place** – Legacy Place is currently under renovation, converting the apartment complex into 172 traditional condos and four townhouses. Two-bedroom units are just under 1,700 square feet and start at \$150,000. Three-bedroom units are just under 1,800 square feet in size can be purchased for approximately \$180,000.
13. **Eight Mile Road Property** – The CDA acquired the Southfield Office Plaza and the One Northland Drive Building and completed demolition of the structures in the spring of 1998. The demolition removed more than 250,000 square feet of vacant, obsolete office space and an adjoining four-story underground parking structure on Eight Mile Road at Northland Drive. The 8.2-acre site has been prepared for redevelopment and was purchased by Develop America, LLC in 2000. Further, Develop America has purchased and demolished two adjacent office buildings. They have assembled the properties, zoned ERO (Education/Research/Office) with automatic rezoning to B2 (Planned Business) upon site plan approval, and are entertaining an offer for a mixed-use residential and retail site on the combined 9.86 acres. With more than 82,000 cars passing the location daily, this site makes the ideal location for your business. For leasing or purchase information, contact Mr. Joe Atto at (248) 332-5300.
14. **Stouffer Northland Inn** – The City of Southfield purchased the property in spring of 2001 and completed demolition of this once-glorious landmark in summer of 2002. The 3.47-acre property will be made available by the City through a Request-for-Proposals process in December of 2005.
15. **Trammel-Crow Property** – Whitehall Real Estate Interests has 3.1 acres of property listed for sale or lease just east of the Southfield Center, located at 18000 West Nine Mile Road. The property is zoned Regional Center and a concept design indicates a 6,000 square foot restaurant and 11,000 square feet in retail. Contact Gary Jonna at (248) 442-4700.
16. **Northland Shopping Center** – The Shoppes At Greenfield initiative will begin in the summer of 2005, creating a new façade for the Mall’s east side and exterior entrances for a number of tenants. In the summer of 2004, National Wholesale Liquidators opened at the site of the former Ward’s store as Northlands newest anchor tenant. Recent additions to Northland include Anna’s Linens and Lee Beauty Supply.
17. **North Park Place Condo Conversion** – Under new ownership since 2004, North Park Place has began condominium conversion of its units in the spring of 2005. Units start at \$110,000 and range in size from 1250 – 1600 square feet. Interested parties should call 248.423.1115 for more information.
18. **Oakland Regional Hospital Renovation** – Formerly Great Lakes Regional Hospital, this facility is undergoing \$16 million in surgical suite improvements and overall renovation. The hospital focuses on orthopedic surgery.
19. **Tiny Town University** – A private owner redeveloped the site of this former restaurant on J.L. Hudson Drive in 2004. The business is thriving.

PUBLIC IMPROVEMENTS

Greenfield Road Enhancement Program – The City began installation in October, 2004, of the \$190,000 Transportation Aesthetics Improvement project planned for Greenfield Road from Eight Mile to Nine Mile. This project has completely changed the look of Greenfield Road with new trees, shrubs, park benches and other amenities. The Greenfield Road Project was funded jointly by the Michigan Department of Transportation through a Federal Highway Administration grant, the Cornerstone Development Authority and the City of Oak Park. The road was completely rebuilt by the Oakland County Road Commission in 2001. The CDA, and the cities of Oak Park and Southfield commissioned the installation of a full irrigation system along the one-mile stretch in the fall of 2003 in

preparation for the project. Furthermore, the CDA and the Road Commission financed the sodding of the medians, at a cost of approximately \$68,000. All landscaping efforts were completed in the spring of 2005.

Nine Mile/Providence Drive/J.L. Hudson Drive Enhancement Program - **The CDA has received approval for a \$400,000 TEA-21 grant application by MDOT for these three roads. The project includes sidewalks down the entire length of Providence Drive and provides park benches, trash receptacles, perennials, and more than 400 trees and shrubs along Providence Drive, Nine Mile Road, and J.L. Hudson Drive. The project is timely with the Greenfield Road Enhancement Program and is scheduled for bidding in the fall of 2005.**

District Sign Program – In 2002, the CDA contracted with Huron Sign Co. to replace and upgrade all traffic control signs within the Cornerstone District. Over 400 signs were replaced with black double-posted structures bearing the attractive gold and red Cornerstone logo. The CDA has installed 28 special “Cornerstone District – Southfield” signs, many of which bear directional panels to public institutions in the District.

District Maintenance Program – The Spring of 2006 will mark the seventh season that the CDA contracted for supplementary district maintenance and beautification services. These services include weekly trash collection, weeding of public planter beds and weed spraying in right-of-ways, string trimming and edging, planting of annuals and mulching right-of-way landscape beds.

**CORNERSTONE
DEVELOPMENT AUTHORITY**



DISTRICT MAP

15600 J. L. Hudson Drive, Suite C,
Southfield, Michigan 48075
Tel: 248.796.5192 Fax: 248.796.5195
E-Mail: sfddda@yahoo.com www.cityofsouthfield.com

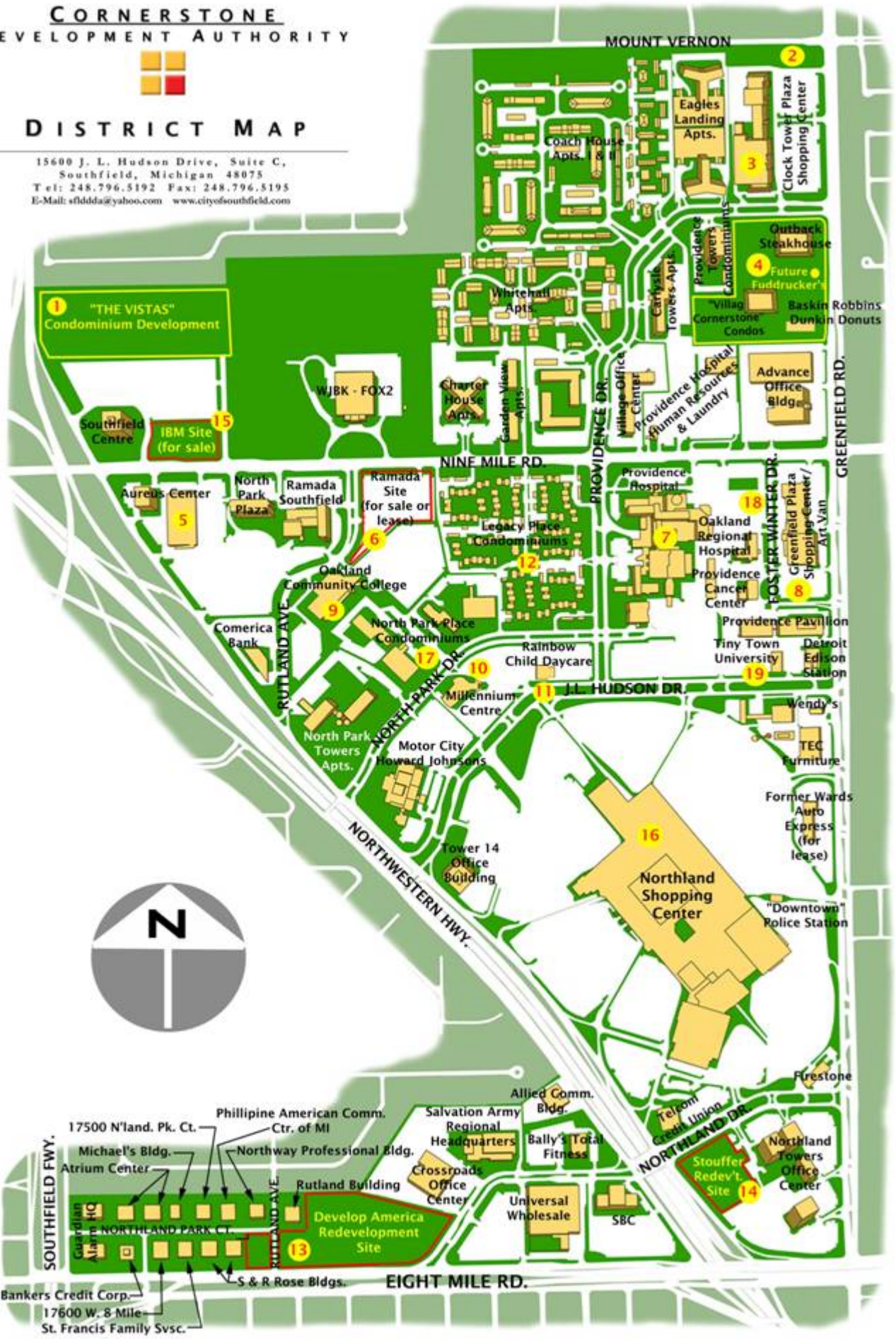


Exhibit D – ZONING ORDINANCE

ARTICLE 14 REGIONAL SHOPPING DISTRICT (RS)

5.131 Intent (Amended - Ordinance 1330 - 2/10/92)

The Regional Shopping District (RS) is designed to provide for a large concentration of comparison shopping, office, and service needs for persons residing in a densely settled suburban area. This district will allow for an intense use of land to service regional needs and will be located adjacent to high volume major thoroughfares.

5.132 Uses Permitted (Amended - Ordinance 1330 - 2/10/92)

In Regional Shopping Districts, no building or land, except as otherwise provided in this Chapter, shall be erected or used except for one (1) or more of the following specified uses:

- (1) Stores of a generally recognized retail nature which supply commodities on the premises, such as, but not limited to: dry goods, clothing, furniture, notions, hardware, groceries, meats, dairy products, bakers, baked goods, or other foods, drugs.
- (2) Medical and dental offices, including clinics, and medical and dental laboratories.
- (3) Executive, administrative and professional offices. (Amended - Ordinance 1353 - 11/25/92)
- (4) Banks and similar financial institutions.
- (5) Post offices.
- (6) Nursery schools.
- (7) Photographic studios and interior decorating studios.
- (8) Photographic reproduction and blueprinting.
- (9) Establishments which perform personal services on the premises such as: beauty parlors, barber shops, repair shops (including watches, radios, television, shoe, etc.), health and fitness clubs, tailor shops, cleaners, dry cleaning and laundry establishments provided cleaning equipment is used to service only the premises at which it is located. (Amended - Ordinance 1353 - 11/25/92)
- (10) Publicly owned buildings, public utility buildings, including electric transformer stations, and sub-stations and gas regulator stations excluding storage yards, water and sewer pumping stations.
- (11) Assembly halls, concert halls or similar places of assembly, when conducted within enclosed buildings.
- (12) Open-air retail sales of plant materials and sales of lawn furniture, playground equipment and garden supplies provided that:
 - (a) The open-air sales area is enclosed with a fence.
 - (b) That such sales area is in conjunction with indoor sales of the same general type.
 - (c) That the square footage of the open sales area is no greater than the indoor sales area.
- (13) Hotels.
- (14) ~~Other uses which the City Council shall find to be related to, and reasonably necessary or convenient for, the satisfactory and efficient operation of a complete and integrated regional shopping center~~ (Council has declined to consider this criterion).

5.133 Uses Permitted Subject to Special Approval (Amended - Ordinance 1330 - 2/10/92)

The following uses may be permitted upon the review and approval of the City Council after a recommendation from the Planning Commission. The use or uses shall only be approved when the following general standards have been

satisfied and subject to the conditions hereinafter imposed.

(1) Standards

- (a) The proposed use or uses must be of such size and character that it will be in harmony with the appropriate and orderly development of the Regional Shopping District.
- (b) The location, size, intensity and periods of operation of any such proposed use must be designed to eliminate any possible nuisance likely to emanate therefrom which might be adverse to occupants of any other nearby permitted uses.
- (c) The proposed use must be in accord with the spirit and purpose of this Chapter and not be inconsistent with, or contrary to, the objectives sought to be accomplished by this Chapter and principles of sound planning.
- (d) The proposed use is of such character and the vehicular traffic generated will not have an adverse effect, or be detrimental, to the surrounding land uses or the adjacent thoroughfares.
- (e) The proposed use is of such character and intensity and arranged on the site so as to eliminate any adverse effects resulting from noise, dust, dirt, glare, odor or fumes.
- (f) The proposed use, or change in use, will not be adverse to the promotion of the health, safety and welfare of the community.
- (g) The proposed use, or change in use, must be designed and operated so as to provide security and safety to the employees and the general public. (Amended - Ordinance 1353 - 11/25/92)

(2) Uses

- (a) Recreation centers, similar to bowling alleys, skating rinks, archery ranges, dance studios, amusement areas, arcades with a minimum of one hundred (100) gross square feet (9.3 square meters) of floor area per machine and if located within a building or structure containing other uses, the amusement arcade shall be separated and segregated from such other uses by the means of approved walls, rails, fences or similar approved means as to specifically delineate the area in which said machines are to be located, the minimum square footage of floor area per machine being measured thereby, and similar forms of commercial recreation or amusement when conducted wholly within a completely enclosed building.
- (b) Automobile and truck agency sales and showrooms subject to the following provisions:
 - 1. The automobile and truck sales agency must be located on a site having a frontage of not less than one hundred and fifty (150') feet (45.75 meters) on a major thoroughfare and an area of not less than two (2) acres (.81 hectares). (Amended - Ordinance 1353 - 11/25/92)
 - 2. Ingress and egress to the outdoor sales area shall be at least sixty (60') feet (18.3 meters) from the intersection formed by the existing or proposed right-of-way lines, whichever is greater.
 - 3. Major repair and major refinishing shops will be permitted as accessory when located not less than two hundred (200') feet (61 meters) from residentially zoned property and conducted entirely within an enclosed building.
 - 4. No outside storage of discarded or salvaged materials, junk vehicles or junk parts shall be permitted on the premises.
 - 5. The outside display of new and used automobiles and trucks shall be permitted but the outside storage of vehicles shall be limited to new vehicles and such storage area shall occupy no more than thirty-five (35%) percent of a lot which is used for new vehicle sales.
 - 6. A fifteen (15') foot (4.575 meters) landscaped setback shall be provided between any existing or proposed right-of-way line, whichever is greater, and any outdoor display of new or used automobiles.
 - 7. All lighting shall be shielded from adjacent residential districts and the use of open or base bulbs shall be prohibited.

8. No outside loud speaker or outside public address system shall be used.
- (c) Automobile repair and service facilities subject to the following provisions:
1. Minor repair and service of automobiles are permitted with prohibited activities including, but not limited to, automobile, truck and trailer renting and leasing, motor vehicle body repair, undercoating, painting, tire recapping, engine and transmission rebuilding, motor vehicle dismantling, upholstery work, and other such activities whose adverse external physical effects would extend beyond the property line.
 2. All activities shall be conducted in an enclosed building.
 3. All buildings shall be set back not less than forty (40') feet (12.2 meters) from all existing or proposed street right-of-way lines, whichever is greater.
 4. No storage nor display of any kind shall be allowed within the street right-of-way. All display shall be so located as not to obstruct view of vehicles. (Amended - Ordinance 1342 - 6/8/92)
 5. There shall be no outside storage or display of any kind except for the display of new merchandise related to the primary use of the facility and for retail sale during the hours of operation of the facility.
 6. There shall be no parking of damaged motor vehicles except on a temporary basis not to exceed seventy-two (72) hours. Junk parts and junk vehicles shall not be kept on the outside of the building.
 7. Parking shall be provided on the site at a ratio of one (1) parking space for each three thousand (3,000) square feet (279 square meters) of site area.
 8. The parking of tow trucks shall be permitted only in designated areas and shall not be permitted in the corner clearance areas.
- (d) Restaurants, including bar/lounge and carryout restaurants.
- (e) Drive-in and fast food restaurants, subject to the following conditions:
1. A setback of at least sixty (60') feet (18.3 meters) from the right-of-way line of any existing or proposed street must be maintained.
 2. Ingress and egress points shall be located at least sixty (60') feet (18.3 meters) from the intersection of any two (2) streets and shall be directly from a major thoroughfare.
 3. There shall be provided a bermed landscaped area of not less than twenty (20') feet (6.1 meters) in width (except for points of ingress and egress) on all sides of the premises. The berm slopes shall be no steeper than one (1') foot (.305 meters) on three (3') foot (.915 meters); and shall be designed and planted with landscape materials that are acceptable to the City of Southfield Planning Department.
 4. Parking requirements.
One (1) parking space for each thirty (30) square feet (2.79 square meters) of usable floor area plus ten (10) stacking spaces for each drive in or drive-thru transaction station. Stacking spaces shall be a minimum of nine (9') feet (2.745 meters) wide and twenty (20') feet (6.1 meters) in length, shall not extend onto any public street and shall be distinctly separated from on-site parking so as not to interfere with ingress and egress to parking spaces.
 5. When a building or portion of building is used for said purposes, it must be located not less than five hundred (500') feet (152.5 meters) from residentially zoned property.
- (f) Full-time or continuing retail sales operations specializing in primarily handcrafted, used merchandise and antiques which are displayed on portable tables in undivided open areas or in booth or stall like enclosures using an arcade as a common entrance and being separated from each other by portable partitions. Said retail sales operations shall include, but shall not be limited to, so-called farmers' markets, flea markets, trading posts and the like.

- (g) Multiple family residential when located within a building containing other uses allowed within the Regional Shopping District and further, provided that: (Amended - Ordinance 1353 - 11/25/92)
 1. All dwelling units shall consist of at least a living room, bedroom, kitchen and private bath and toilet and each unit shall contain not less than seven hundred and fifty (750) square feet (69.75 square meters) for a one (1) bedroom unit and eleven hundred and twenty-five (1125) square feet (104.625 square meters) for a two (2) bedroom unit.
 2. Off-street parking requirements shall be in accordance with the requirements of Section 5.141, Required Conditions, of Article 15, Regional Center District.
- (h) Motels.
- (i) Theaters.

5.134 Uses Prohibited

No activity shall be carried on in a regional shopping district so as to be obnoxious or offensive by reason of the emission of odor, fumes, dust, smoke, waste or vibration.

5.135 Area and Bulk Regulations

The area and bulk regulations shall be regulated as set forth in the "Schedule of Regulations" in Article 22.

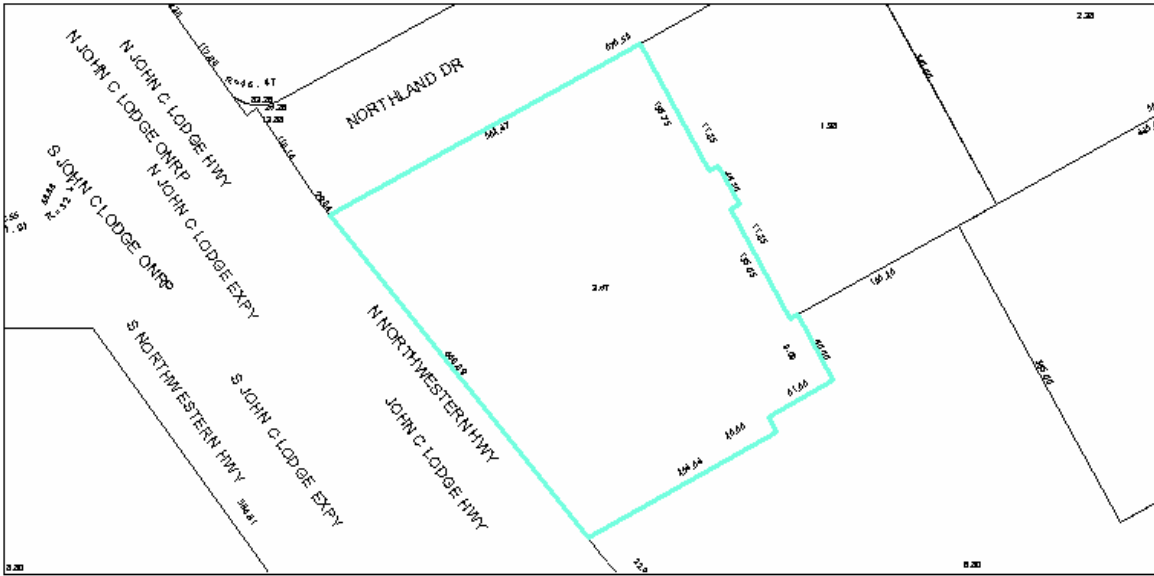
5.136 Parking Requirements for Regional Shopping Centers (Amended - Ordinance 1330 - 2/10/92)

For those uses permitted within a regional shopping center, parking shall be provided on the site at the following ratio:

0 to 400,000 square feet (37,200 square meters) of gross floor area	Individual uses per Article 4, Section 5.30
400,001 to 600,000 square feet (37,200 to 55,800 square meters) of gross floor area	1 space per 200 square feet (18.60 square meters) of usable floor area
600,001 square feet (55,800 square meters) of gross floor area or more	1 space per 220 square feet (20.46 square meters) of usable floor area

Exhibit E – LOCATION AND SITE MAPS

VACANT LAND KNOWN AS
STOFFER'S DEVELOPMENT SITE
 City of Southfield
 Oakland County, Michigan



Legend

Parcel

Southfield
 26000 Evergreen Road
 P.O. Box 2055
 Southfield, MI 48037-2055

All data and graphic information appearing on this plan including locations of existing utilities are shown based upon the best available records. No guarantee is made by the City of Southfield as to the completeness or accuracy of the information provided.