
REQUEST FOR PROPOSALS

FORMER ANDOVER TOWN YARD SITE

5 JULY 2019

(DRAFT DOCUMENT)

I. INTRODUCTION

The Town of Andover is seeking a qualified developer to redevelop the former Town Yard site in the heart of the Historic Mill District (HMD).

The Parcel is an important development site for the Town, adjacent to the MBTA Commuter Rail station, and potentially providing a connection between the Shawsheen River and Main Street. The site offers a unique opportunity for dense Transit-Oriented, Mixed-Use development. The replacement of a tired industrial use with vibrant, attractive development can link the downtown to the station and provide a vital anchor for a revitalized Historic Mill District.

The Town of Andover and its residents have undertaken an extensive community process to identify elements that should be prioritized in a new development on this site.

Proposals are due at Andover Department of Community Development and Planning (the address and additional information are provided in Section VI, Submission) by 2:00 pm, local time, on _____, ____.

Submission by a Proposer of a Proposal represents acceptance of and agreement to all terms and conditions of this RFP.

II. GOALS AND OBJECTIVES

TOWN AND COMMUNITY GOALS AND OBJECTIVES [IN NO PARTICULAR ORDER]

a. Walkable, Mixed-Use, Transit Oriented Development

By nature of adjacency to the Commuter Rail station, the project will be Transit Oriented. However, it is also important to the Town that the development be walkable and mixed-use. A pedestrian-friendly public realm is desired, and the project should include both residential and commercial uses to facilitate this. The commercial component could include office and/or retail space. No specific ratios of residential and commercial space are specified in this RFP.

b. Improved traffic and circulation around Town Yard site and Commuter Rail station

The current traffic patterns around the Town Yard site and Commuter Rail station were studied by DCi (see Appendix ___). DCi has made recommendations to mitigate traffic and improve conditions. Circulation into and through the Town Yard site will be critical to achieving the proposed improvements.

c. Ground lease or sale of Town Yard site to private developer

The Town intends to ground lease or sell the Town Yard site to a private developer as a result of this RFP process.

d. Entry into agreement with Developer

Following selection of a Developer based on proposals submitted in response to this RFP, the Town may enter into an agreement with that Developer to proceed with the project as proposed.

e. Responsive to the **context and character of the HMD. Development should serve as a catalyst for the HMD's revitalization**

f. Development that serves to **connect** the river and downtown

g. Better **accessibility** to MBTA station and new physical station

h. Active, programmable public space (**green space**, plaza, or similar for special events, **performances**, art, interactive installations, seating, etc.)

i. **Arts and culture** space – theater, entertainment

j. **Environmentally conscious** development

k. **Retail/restaurant** component

l. **Housing** for a variety of age groups and income levels

m. **Redevelopment of the commuter rail parking lot to help improve the HMD**

n. **Placemaking** – create a destination rather than solely an access point for station – a **Gateway Destination**

o. **Pedestrian and bicycle** friendly

PROJECT FINANCIAL OBJECTIVES

Obtain the greatest value possible, with value calculated as a combination of dollars and public benefits.

III. PROPERTY DESCRIPTION

LOCATION

a. Parcel Location

The parcel is located in the Town of Andover. The parcel is irregularly shaped. It is primarily bordered by the rail tracks to the West, extending as far south as Pearson Street. The Eastern boundary is Buxton Court, with access by Lewis Street. Some parcels along Buxton Court and Pearson Street are not included in the Town's site. A map showing parcel boundaries can be found in Appendix ___.

b. Public Transit

The site is served by MBTA Commuter Rail at Andover Station. The boarding and debarking for this station for both inbound and outbound service is currently on the west side of the tracks, opposite the Town Yard Site.

There is shuttle service by the Merrimack Valley Regional Transit Authority (MVRTA), with a stop at Main and Central Streets, a short walk from the Town Yard site. The shuttle services Chestnut Court, the Senior

Center, Andover Commons, Shawsheen Plaza, Frye Circle, Doctors Park, the YMCA, and the North Andover Mall.

c. Vehicular Access

The site can be accessed by vehicular traffic via Lewis Street and Pearson Street.

d. Parking

The current parking on the site relates to its existing use as the Town Yard. Any new development on the site will require the provision of parking as designated by the zoning requirements of the Town. Parking on neighborhood streets is either permit-restricted, or time-limited. There is an MBTA parking lot, with approximately 150 parking spaces on the west side of the rail tracks, used by commuters.

e. Pedestrian and Bicycle Access

Existing pedestrian and bicycle infrastructure to the site is extremely limited. Better access for these user groups will be critical to a successful proposal.

SITE DESCRIPTION

a. Size

The overall parcel size is approximately three (3) acres plus the Lewis Street right-of-way. It is comprised of eight (8) distinct parcels and a portion of the Lewis Street right-of-way.

Parcel Number	Address	Acres
38-32	15 Buxton Ct	0.60025
38-18	8-12 Buxton Ct	0.34438
38-17	6 Buxton Ct	0.10331
38-14	11 Lewis St	1.0199
38-2	41 Pearson St	0.17447
38-3	37 Pearson St	0.25138
38-6	27-29 Pearson St	0.23278
38-8	19 Pearson St	0.26607
Lewis St	ROW	0.15431
TOTAL		3.15

b. Shape

The site is generally triangular, but is irregularly shaped, with small parcels not included along the southern and eastern boundaries.

c. Elevation change

The elevation changes from approximately 52 feet at the low end along the rail line, to approximately 70 feet where Lewis Street meets Buxton Court and higher still at Main Street. One of the parcels along Pearson Street is 24' above the edge along the rail line. These figures are estimates and Proposers will be expected to confirm elevation changes as part of their own due diligence.

APPRAISED VALUE

[see requirement for an appraisal, M.G.L. c30B, §§16(b) and (g)]

SITE CONTEXT – NEIGHBORHOOD AND ABUTTING PROPERTIES

a. Historic use (Town Yard)

The site was developed beginning in the 1890s as housing for workers at nearby mills and businesses. In 19__ it was converted to the Town Yard. The Town Yard served functions include salt storage, vehicle storage and maintenance, as well as certain highway division offices.

b. Context within Town (i.e. proximity to Downtown, River, Commuter Rail, etc.)

The site's broader context within the Town will be crucial to the success of a development on this site. It is centrally located, with adjacencies to important assets within the Town. In addition to the immediate adjacency to the MBTA Commuter Rail station and track, the site sits as the central point within the Historic Mill District (described in more detail in c., below). The Shawsheen River is less than a 5-minute walk from the Town Yard site. The river supports activities including kayaking, fishing, and various nature trails. A 5-minute walk in the other direction allows access to Main Street. Main Street is home to a number of retail stores and restaurants, as well as Memorial Hall Library and other amenities.

c. Historic Mill District – description and other key uses

The Historic Mill District is a zoning overlay within the Town, for which extensive planning and placemaking activities have taken place.

d. Abutters

TRAFFIC

A traffic study and recommendations were completed by DCi. These have been included as Appendix __.

ZONING

As detailed more fully below ("Submission Requirements") proposers are required by this RFP to submit a Conceptual Program and Plan (CPP) for the entire site. The CPP should include, but not be limited to, the elements of a pre-application "Concept Plan" required by §8.7.11(1) of the HMD Zoning By-law.

All development on the site shall be undertaken in accordance with §8.7 of the Andover Zoning By-law applicable to the HMD Overlay District. Proposers are required to certify that, if selected, they will apply for a Special Permit to develop the entire site pursuant to §8.7.3(2). All development on the site shall be in accordance with §8.7.3(2).

By virtue of this requirement, all proposals must demonstrate their compliance with the following requirements as set forth in the By-law, unless waived by the Planning Board in response to a request for a waiver enumerated in the proposal. Proposers are required, in their submissions, to enumerate each waiver they intend to request. The By-law requirements are quoted, paraphrased, or summarized here for convenience (summaries and paraphrasing are indicated by brackets []), but proposers should not rely on this outline and should instead refer to the full text of the By-law, attached hereto:

§8.7.4 Housing and Affordability

1. No application within the HMD which contains residential use shall be approved unless at least 15% of the total dwelling units proposed are devoted to affordable housing.

§8.7.5 Permitted Uses

1. [Permitted uses include Multifamily dwellings, municipal facilities, structured parking facilities, religious or educational uses, child care facility, non-profit private club, personal service establishment, bank, retail sales establishment, convenience store, medical center or clinic, self-service laundry, restaurants, craft shop, office, motel or hotel, parking lot or garage, and open space.]

§8.7.6 Density

1. [The Planning Board may allow up to 40 residential units per acre.]

2. [No retail sales establishment may exceed 25,000 square feet.]

3. [The Planning Board may require the integration of residential and non-residential uses in a mixed-use structure.]

§8.7.7 Dimensional Regulations

[Includes, but is not limited to, maximum building heights of 35' to 65', depending on location. Maximum building coverage of 75% of the lot.]

§8.7.8 Design Objectives

Each project within the HMD shall:

1. Provide a positive economic benefit to Andover (including, but not limited to, fiscal impact, Town services, and employment), is in harmony with the general purpose and intent of the Master Plan and is not unreasonably detrimental to the overall General Business Districts, specifically Downtown Andover.
2. Blend the scale of residential, business and commercial structures into the site design;
3. Provide safe vehicular and pedestrian ways, and minimize traffic impacts;
4. Preserve natural features, wetlands, scenic vistas and open spaces when possible;
5. Minimize the visual impact of parking areas;
6. Assure safe interior circulation within its site by separating pedestrian, bike, and vehicular traffic.
7. [Omitted – not relevant to the Rail Corridor of the HMD]
8. Have appropriate signage to identify places, provide direction, and advertise businesses. Along with communicating information, signage should add to the character of each project and reinforce a sense of place:
 - a. Signs shall consist of high-quality materials and color palettes that reflect the architectural themes of the surrounding area.
 - b. Location and placement of signs should not obstruct pedestrian or vehicular movement.
9. Incorporate energy efficient and environmentally sensitive principles;
10. Incorporate pedestrian amenities, accessory uses and community benefits into the overall design in a harmonious way;
11. Incorporate low-impact development (LID) design techniques or Stormwater Best Management Practices (such as, but not limited to, pervious paving, landscape swales, vegetative filters or rain gardens, and landscape infiltration facilities) to lessen the environmental impact of development along the Shawsheen River.

§8.7.10 Off-Street Parking and Loading Areas

1. Structured Parking. Parking within the HMD shall be accommodated within Structured Parking Facilities and under buildings to the maximum extent possible. On-street parking may be provided on private streets within the development project in front of and adjacent to retail stores.
2. Off-Street Parking. For any [new] structure . . . :
 - a. Residential uses require a minimum of 1.0 space per dwelling unit.
 - b. Non-residential uses require a minimum of 2 spaces per 1,000 sq. ft. of gross floor area.
3. Shared Parking Facilities. The Planning Board may allow for shared parking facilities within the HMD for different buildings or uses subject to the following provisions:
 - a. Up to 50% of the parking spaces serving a building may be used jointly for other uses not normally open, used or operated during similar hours. The applicant must demonstrate to the Planning Board that the peak demand and principal operating hours for each use are suitable for a common parking facility.

EASEMENTS/RESTRICTIONS

ENVIRONMENTAL

A previous Notice of Activity and Use Limitation (AUL) that was placed on the site has been terminated. The AUL Termination is included as Appendix ___. There are no other known environmental conditions on the site.

IV. PLANNING COMMITMENTS

PLANNING PROCESS – *(include any pertinent documents as addenda to the RFP)*

The Town has undertaken a number of studies over the past 18 years that will be helpful in understanding the site, community and Town objectives, development potential and the larger context of the HMD. These documents are listed below and provided in the Appendices.

- a. HMD Design Guidelines – 2018 (outlined below)
- b. HMD Task Force created – 2016
- c. Imagine Andover – 2016
- d. HMD Overlay Zoning – 2015
- e. Community visioning sessions – 2014-2015
- f. Future of Andover Town Yard – 2013
- g. Market Analysis for Reuse of Andover Town Yard – 2010 *[this is going to be fairly outdated for a developer's planning purposes, but good to show that it was done]*
- h. Town Yard Task Force Recommendations – 2008
- i. Town Yard Revitalization – 2007
- j. Essex Street Corridor Study – 2005
- k. Commuter Rail Station - 2001

COMMITMENTS/RESTRICTIONS

The selected proposer will be required to execute the Disposition Agreement, an example of which is attached to this document. Restrictions contained therein include but are not limited to the following.

- a. Public Access
- b. Replacement parking for the Public Safety Center if those spaces are removed as part of the development. These additional 26 spaces will not count toward the number of spaces required by zoning for the new building(s).
- c. Streets constructed for acceptance as public ways
- d. Free public access to all streets, sidewalks, open spaces
- e. Non-discrimination in all facilities
- f. Other?

PLANNING OBJECTIVES

We understand that any one proposal will not be able to address all of the goals listed below. However, as these are the priorities identified by the community, a proposal will not be successful if it does not address a significant portion of them. Overall, the goal is to create a new destination for residents, workers, and visitors alike, one which encourages extended stays downtown and creates an opportunity to be able to park once and spend an a morning or afternoon enjoying the river, visiting multiple shops, having lunch, or attending a cultural event.

- a. Neighborhood Context and Character of Development:
 - Responsive to the **context and character of the HMD. Development should serve as a catalyst for the HMD's revitalization**
The character of the Historic Mill District is critical to the Town. The historic mill buildings create a strong fabric and architectural style. A proposed development should not only relate to the context of the Historic Mill District but enhance and anchor it. The town seeks a development with an outstanding design with iconic and memorable features and character.
 - **Placemaking** – create a **Gateway Destination** rather than solely an access point for station
The Town wants this site to serve as an attractive and vibrant destination for commuters, Town residents, and those from nearby communities. An extensive community process related to placemaking in the HMD has been led by Gamble and Associates (see Appendix __). The development should have its own identity and branding and serve as a gateway for the Town of Andover, particularly for those arriving via commuter rail.
- b. Linkages, networks, and circulation:
 - Development that serves to **connect** the river and downtown
The Town Yard site is centrally located between downtown (Main Street) and the Shawsheen River, but connections between these points are limited. The proposal should address improvements to pedestrian, bicycle, and vehicular connections between those assets. With respect to vehicular circulation, a proposal must not impede and should facilitate traffic improvements recommended in the HMD Design Guidelines and the circulation plan prepared by DCi.
 - **Pedestrian and bicycle** friendly
Circulation to and within the site should accommodate pedestrians and bicyclists. There should be designated lanes for these users to travel safely within the development. And development should, where possible, facilitate pedestrian and bicycle traffic within the HMD, particularly from the downtown.
 - Better **accessibility** to MBTA station and new physical station
Presently, pedestrian access to the MBTA Commuter Rail is available on the Railroad Street side of the tracks only. Pedestrians arriving from the east side of the tracks can only cross at-grade at

the intersection of Essex Street. A proposal should address access to the MBTA station from the development site, including any new rail crossings or station access points, and/or improved pedestrian experience in accessing the Commuter Rail Station. Further, there is currently no station building or protection from the elements for commuters waiting on the platform. Proposals may include solutions to address these challenges.

c. Community Spaces:

- Active, programmable public open space (**green space**, plaza, or similar for special events, **performances**, art, interactive installations, seating, etc.)

Inclusion of public outdoor, programmable space within the site is desired. Flexible space that can accommodate passive daily use and active special events and programming, with a mix of hardscape and landscape features, seating, and other amenities would address this objective. This space could allow for performances, art, or other interactive programs. This space should promote gathering.

- **Arts and culture** space – theater, entertainment

Arts and cultural space such as a traditional theater, gallery, music venue, maker space or other creative spaces that can strengthen Andover's identity as an arts destination would be similarly responsive to this RFP. These spaces may be indoor or outdoor and include family-friendly options as well as spaces targeting other age groups. Flexible spaces that can rotate among cultural uses, pop-up retail, civic uses, and others could qualify for consideration under this objective.

- The two types of community spaces described above should not be considered mutually exclusive. The Town seeks both open gathering places, as well as cultural venues.

d. Product Type:

- **Retail/restaurant** component

Part of the commercial component of the mixed-use development should include retail and/or restaurant space(s). This retail may be locally serving, such as a coffee shop or convenience store, or it may be destination retail, such as a farmers' market or sit-down restaurant.

- **Housing** for a variety of age groups and income levels

The residential component of the mixed-use development should be multi-family or townhouse rather than single-family, and should be affordable to a variety of income levels from workforce to market-rate and/or luxury. At a minimum, housing must meet the Town's affordability requirement as set out in the Historic Mill District zoning. Housing could be available to seniors, millennials, and age groups in between.

- A project consisting wholly or primarily of any of the following is not desired by the Town: medical center or clinic; motel or hotel; commercial parking lot or garage; or office building. These uses can be included as part of the development but should not be the primary component.

e. Environmental Responsibility:

- **Environmentally conscious** development

Environmentally conscious development may be measured by LEED standards or other sustainable building standards. It would include green materials and be sustainable. In addition, §§8.7.8(9) and (11) of the HMD Zoning by-law require energy efficiency, environmental sensitive principles, and low-impact development (LID) design techniques such as pervious surfaces, rain gardens, and other stormwater management techniques.

f. Commuter Rail Parking Lot:

- **Redevelopment of the commuter rail parking lot to help improve the HMD**

The Town desires development of the commuter rail parking lot, owned by the MBTA, and located at 17 Railroad Street. This is approximately 150 surface parking spaces in the center of the Historic Mill District. The development of that parking lot could be a part of the overall Town Yard development proposal, provided the T is amenable. To be responsive to this objective, the proposal may demonstrate development of the parking lot on Railroad Street as part of the larger project.

g. Design/Development:

- **Adherence to dimensional, design, and other requirements of the HMD Zoning By-laws and the HMD Design Guidelines for the Rail Corridor.**

Proposers are advised to follow both the HMD Zoning By-law (summarized above) and the HMD Design Guidelines (summarized below) when producing their design proposal.

DESIGN/DEVELOPMENT GUIDELINES

The following is a summary of the HMD Design Guidelines for the Rail Corridor (from page 62 of the Guidelines). Proposers should refer to the full text of the Guidelines.

- 1. BUILDING HEIGHT: 4-5 stories
Larger building volumes
Taper scale adjacent to existing residential areas
- 2. BUILDING MASSING Higher building volumes adjacent to the rail
Step-backs to diminish the height adjacent to existing homes
- 3. PUBLIC INTERFACE Transition zone between tracks and new development
Considerations for new transit platform
Series of public plazas
- 4. PARKING + ACCESS Parking towards rail line
Utilize grade change for lower-level parking
Combine parking in structures or plinths
- 5. LINKAGES + NETWORKS Improved access to MBTA station platforms
Ensure safe crossing of tracks
- 6. FACADE + MATERIALS Materials that celebrate industrial past
Brick, steel, concrete
- 7. SIGNAGE + WAYFINDING Pedestrian connection signage
Enhance wayfinding
Integration of signage into architecture of the building

V. SUMMARY OF TERMS

The following is a summary of some of the terms of this disposition. Proposers are advised to review the complete terms set out in the Disposition Agreement [or Lease Agreement] in Appendix [x].

[TBD]

VI. SUBMISSION REQUIREMENTS

Please provide [x] hard copies and [1] electronic copy in the form of a flash drive of the submission titled “Town Yard Proposal.” Your proposal must be received by the Town of Andover by [DATE] and [TIME] at the following address:

[ADDRESS]

A proposal shall be comprised of three separate, sealed envelopes or packages, each clearly identified as “TOWN YARD PROPOSAL” and include the NAME OF THE PROPOSER. Envelopes should be labelled respectively as follows: (1) QUALIFICATIONS STATEMENT; (2) DEVELOPMENT PROPOSAL; (3) PRICE PROPOSAL.

1. QUALIFICATIONS STATEMENT

- a. **Transmittal Letter.** Qualifications Statements shall include a transmittal letter identifying the Developer, the principal(s) or officer(s) authorized to execute documents on behalf of each entity which is part of the development team, as well as a contact person from the developer authorized to receive communications from the Selection Committee or the Town.
- b. **Developer Qualifications and Experience.** Qualifications Statements must include resumes for key individuals including the Project Principal and Project Manager, and of key individuals from the design team or other consultants included in the proposal. It is expected that these individuals will work on the Town Yard project should the team be selected. Resumes must describe the experience of the Developer in the development of mixed-use projects of comparable size and scope to the Town Yard project. The Qualifications Statement should highlight such projects in Massachusetts. For each project description, Proposers should describe the specific role(s) of the Developer in the development, the project size, project cost, project location, date of project opening, and current occupancy rate.
- c. **Proposer Organizational Structure.** Qualifications Statements shall clearly identify each entity or individual that is a key member of the Developer’s team on this project and the roles to be played by each such team member. This can be included as an organizational chart and/or narrative format. If the proposer is a joint venture, the proposer must clearly identify, for each member of the joint venture, such member’s share or interest in the financial or other benefits, risks or liabilities of the venture (“joint venture interest”).
- d. **Financial Capability of Proposer.** Qualifications Statement shall include evidence of the financial capability of the Developer to secure required financing. Such evidence may include financial statements attesting to the amount of working capital within the Developer’s control that is available for the project, documentation as to financing secured in connection with past projects of comparable size, letters of intent from financial institutions with respect to this project, bonding capacity, or other reliable evidence.
- e. **Disclosure of Bankruptcies, Foreclosures, and Liens.** The Qualifications Statement shall disclose all bankruptcies, foreclosures, or liens pending or adjudicated within the past 5 years.
- f. **References.** The Qualifications Statement shall include references and their contact information (including telephone number and e-mail address), identifying in what capacity and on what projects each such reference became familiar with the work of the Developer or key team members.

2. DEVELOPMENT PROPOSAL: CONCEPTUAL PROGRAM AND PLAN

- a. **Executive Summary.** The Development Proposal shall include an Executive Summary providing a description of the proposed Development, the Developer’s approach to the design and execution of the project, and key features of the proposal

- b. **Conceptual Program and Plan.** Proposers shall submit a Conceptual Program and Plan (CPP) for the entire site. The CPP should include, but not be limited to, the elements of a pre-application “Concept Plan” required by §8.7.11(1) of the HMD Zoning By-law, including the footprints of all buildings; areas that will be developed as green or open spaces, and general site improvements.

The CCP shall contain:

A certification that the developer, if selected, will apply for a Special Permit to develop the entire site pursuant to §8.7.3(2) of the HMD Zoning By-law. It is a condition of this disposition that all development on the site shall be undertaken in accordance with §8.7 of the Andover Zoning By-law applicable to the HMD Overlay District;

A narrative which addresses each of the relevant design objectives in §8.7.8 of the HMD Zoning By-law and each of the Design Guidelines for the Rail Corridor;

Conceptual drawings of the proposed development, including representations of buildings, site improvements, green and open spaces, and other notable features;

Enumeration in narrative form of each waiver, if any, which the proposer intends to request pursuant to §8.7.11(3)(a) of dimensional, design, or other requirements of the HMD Zoning By-law. In the alternative, the proposer may certify that it will, if selected, request no waivers;

An illustrative site plan demonstrating how uses will be distributed on the site; and

A Table of Site Uses detailing the number of units and square footage for each building or space type; number of buildings by use; number of parking spaces; number and square footage of public spaces; etc.

3. FINANCIAL ANALYSIS AND PRICE PROPOSAL

- a. **Financial Analysis.** The Development Proposal shall contain a financial analysis that includes the proforma design and construction costs of the entire project and the projected income and expenses for the first ten years of occupancy, in sufficient detail to evaluate the reasonableness of the projections. If insufficient detail is provided, or the Developer on request fails to supplement the information submitted, the proposal may be rejected.
- b. **Price Proposal.** The envelope marked PRICE PROPOSAL shall contain, on the form provided in this RFP, the Developer’s price offer for the lease (or purchase?) of the site. No price proposals will be unsealed until the Selection Committee has completed its evaluations and ranking of the Development Proposals.

VII. SELECTION CRITERIA

PROCESS

Proposers must submit three separate envelopes. Envelopes should be labelled respectively as follows: (1) QUALIFICATIONS STATEMENT; (2) DEVELOPMENT PROPOSAL; (3) PRICE PROPOSAL. The required contents of these envelopes are described in Section VI above.

The Selection Committee will evaluate and rate Qualifications Statements as described below, and may reject proposals from proposers the Selection Committee deems unqualified. Proposers ranked “Unacceptable” in any category under the Qualifications of Proposer section will be considered to have not met the minimum qualification requirements, be disqualified and not have their Development Proposal and Financial Proposal reviewed.

The Selection Committee will evaluate, rate, and rank Development Proposals from responsible and responsive proposers, and will reject a proposal it finds to be non-responsive, or has rated Unacceptable as to any evaluation criterion.

1. All proposals that meet minimum proposer qualification requirements will be reviewed by the Selection Committee and ranked based on the Development Proposal selection criteria below.
2. Proposers will be reviewed for each of the following categories: Provision of Community Objectives, and Responsiveness to Design Criteria/Vision. The weights of each category are shown in parentheses next to each criterion indicating that certain selection criteria are more important to the Town.
3. The financial analysis and price proposals will be reviewed to discern relative value to the Town of each proposal.

Upon completion of the review of the Development Proposals on the basis of the evaluation criteria, the Selection Committee will open the Price Proposals and determine the most advantageous proposal from a responsible and responsive proposer taking into consideration price and the evaluation criteria set forth in this RFP. The Financial Analysis will be reviewed to ensure feasibility of proposal.

The Selection Committee will recommend to the Board of Selectmen that the Town enter into the [Disposition Agreement] with the proposer determined by the Selection Committee to have submitted the most advantageous proposal. Alternatively, the Selection Committee may recommend that the Board of Selectmen make a determination from two or more equally advantageous proposals, or that all proposals be rejected in the best interests of the Town.

The Board of Selectmen may accept the Selection Committee's recommendation; request the Selection Committee to conduct further evaluations; reject all proposals if the Board of Selectmen determines that doing so is in the best interests of the Town; or make a determination, in reliance upon the Selection Committee's ratings and ranking, that a different proposal is the most advantageous proposal from a responsible and responsive offeror taking into consideration price and the evaluation criteria set forth in this RFP.

SELECTION CRITERIA: QUALIFICATIONS OF PROPOSER

The Selection Committee will conduct an initial review of Qualifications Statements and will reject any which do not meet the following minimum requirements:

1. **Financing.** Demonstrated experience financing at least three mixed-use real estate projects, at least one of which shall have been located in Massachusetts, of a size and scope comparable to the Town Yard project, or demonstrated experience obtaining financial commitments for such projects. The Developer must demonstrate cash reserves of not be less than \$3 million and financial commitments, capacity to secure financing, and/or bonding capacity to complete the development of the Town Yard site in a timely fashion as required by the Disposition Agreement. In addition, the Selection Committee will reject Qualifications Statements based on incomplete financial information, or evidence of financial instability or unreliability.
2. **Project development.** Demonstrated record of successfully developing three mixed-use real estate projects, at least one of which shall have been located in Massachusetts, of comparable size and scope to the Town Yard Project. In addition, the Selection Committee may reject Qualifications Statements based on incomplete information regarding projects or team members.
3. **Business history.** The Developer, in substantially its current form of business organization, must have been in the commercial real estate development business for at least the past 10 years.
4. **Qualifications and experience of key personnel.** The Principal or Principals in charge, and the Lead Architect, shall each have not less than 10 years of experience, and the Project Manager and all other key personnel shall each have not less than 7 years of experience, in their respective areas of responsibility, and shall each be current employees of the Developer (or, if the proposer is a joint venture, of a member of the joint venture).

If the proposer is a joint venture, and one member of the joint venture has a joint venture interest greater than fifty percent (50%), such member must meet the minimum standards stated in criteria (1), (2) and (3) above. If no single member of the joint venture has a joint venture interest greater than fifty percent

(50%), then those joint venture members which, in the aggregate, have joint venture interests greater than fifty percent (50%) must each meet the minimum standards stated in (1), (2) and (3) above. In any event, all members of the joint venture must meet the minimum standards stated in criteria (2) and (3). The minimum standards stated in criterion (1) above must be met by the joint venture. If the selected proposer is a partnership or joint venture, the Agreement with the Town will provide that all partners or members thereof will be jointly and severally liable for the Developer's obligations under the Agreement.

In the course of conducting its evaluation of the Qualifications Statements, the Selection Committee may request a proposer to submit further information reasonably related to any criterion. Such request shall be in writing or via electronic mail, and shall set a reasonable deadline for submitting the information. The Selection Committee may disqualify a proposer who fails to submit the requested information.

Evaluation Criteria. The proposer's qualifications will be evaluated based on the following criteria:

- a. Comparable experience of the proposer (Project Examples of Developer).** The Selection Committee will rate highly proposers which have successfully developed mixed-use real estate projects, including projects in Massachusetts, most closely similar in size, duration, complexity and sensitivity to the Town Yard Project utilizing in key roles the key personnel and joint venturers (if any) identified in the Qualifications Statement.

"Highly Advantageous" if the Selection Committee finds that relevant projects identified by the proposer as having been completed within the last ten years are excellent in design and construction, and have achieved at least 90% occupancy; and that the proposer has successfully developed one or more projects closely similar to the historically oriented, environmentally sensitive and architecturally outstanding development sought by this RFP.

"Advantageous" if the Selection Committee finds that relevant projects identified by the proposer as having been completed within the last ten years are excellent in design and construction, and have achieved at least 90% occupancy; that no single project undertaken by the proposer is closely similar to the historically oriented, environmentally sensitive and architecturally outstanding development sought by this RFP, but that, taken together, the projects identified by the proposer demonstrate a capacity to successfully undertake the development sought by this RFP.

"Non-advantageous" if the Selection Committee finds that the requirements for an Advantageous rating have not been met.

- b. Qualifications and experience of key personnel.** The Selection Committee will rate highly proposers whose key personnel have demonstrated extensive experience in successfully completing projects most closely similar in size, duration, complexity and sensitivity to the Town Yard Project, performing roles and responsibilities similar to the roles and responsibilities proposed for such key personnel in the Qualifications Statement. Key personnel include, at minimum, Principal-in-Charge, Project Manager, and Lead Architect

"Highly Advantageous" if the Selection Committee finds that all key personnel are highly experienced, and have each achieved excellent results.

"Advantageous" if the Selection Committee finds that not all key personnel meet the requirements for a rating of Highly Advantageous, but that nevertheless the Selection Committee finds that, taken together, the experience levels of key personnel demonstrate a capacity to successfully undertake the development sought by this RFP.

“Non-advantageous” if the Selection Committee finds that the requirements for an Advantageous rating have not been met.

- c. Past performance/references of the proposer, key personnel and joint ventures, if applicable.** The Selection Committee will rate highly proposers (including their key personnel) which, in reference interviews, receive strongly positive and authoritative references regarding (i) compliance with the terms of their contractual obligations; (ii) demonstrated ability to effectively and professionally design, construct, and manage major mixed-use real estate development projects, including completed projects of high quality; (iii) cooperation and coordination with the owner and other project participants; and (iv) minimization of claims and disputes. The Selection Committee will also take account of the developer’s track record of timely prosecution and completion of recent and current projects.

“Highly Advantageous” if proposers receive uniformly positive and authoritative references and demonstrating a record of timely prosecution and completion of recent and current projects.

“Advantageous” if proposers generally receive positive references and demonstrating a record of timely prosecution and completion of recent and current projects, if the Selection Committee finds that, taken together, the references and record of performance on current and recent projects are indicative of a capacity to complete the project effectively and professionally without significant risk to the Town’s interests.

“Non-advantageous” if the Selection Committee finds that the requirements for an Advantageous rating have not been met.

- d. Financial Qualifications –financial *capacity* (i.e. record of performance on past commitments)**

The Selection Committee will be reviewing proposals for demonstrated experience financing at least three mixed-use real estate projects, at least one of which shall have been located in Massachusetts, of a size and scope comparable to the Town Yard project, or demonstrated experience obtaining financial commitments for such projects. The Developer must demonstrate cash reserves and financial commitments, capacity to secure financing, and/or bonding capacity to complete the development of the Town Yard site in a timely fashion.

“Highly advantageous” if Proposer has no bankruptcies, foreclosure/deeds in lieu by the Proposer, its subsidiaries or owners within the last five (5) years. And, if Proposer has sufficient capital within the company to cover pre-development phases of the project until project financing can be secured. Proposer must demonstrate that their company has in excess of \$10 million working capital to deploy on this project.

“Advantageous” Proposer has no bankruptcies, foreclosure/deeds in lieu by the Proposer, its subsidiaries or owners within the last five (5) years. And, if Proposer has sufficient capital within the company to cover pre-development phases of the project until project financing can be secured. Proposer must demonstrate that their company has in excess of \$3 million working capital to deploy on this project.

- e. Qualifications, Experience and Quality of Design Firms working on the project (Project Examples of Design Firm)**

“Highly advantageous” if proposal includes three or more projects of similar scale, with at least one in Massachusetts, within the last ten years, and design quality is considered excellent.

“Advantageous” if proposal includes two or more projects of similar scale, in any geography, within the last ten years, and design quality is considered very good.

“Non-advantageous” if proposal includes only one project, and/or projects were completed prior to 10 years ago, and/or design quality considered poor.

SELECTION CRITERIA: DEVELOPMENT PROPOSAL

After the Selection Committee has completed its review and rating of Qualification Statements, the envelopes containing the Development Proposals, except for those previously rejected, shall be opened, and shall be evaluated in accordance with the following criteria:

Provision of Community Planning Objectives (CPO)

a. Neighborhood Context and Character of Development: [20% of CPO]

“Highly Advantageous”: Considered as a whole, the development described in the CPP would in the judgment of the selection committee be an attractive and vibrant destination for residents and visitors, with iconic and memorable features and character celebrating Andover’s history, distinguishing the site as a keystone of the Historic Mill District, draw upon the Gamble place-making plan, and serve as a catalyst for the revitalization of the HMD.

“Advantageous”: The development would be an attractive destination for residents and visitors, but without any particularly iconic or memorable features.

“Not Advantageous”: The development would likely draw residents and/or visitors to take care of business, but would offer little to distinguish it as the keystone of a uniquely Andover historic district.

“Unacceptable”: Does not qualify for a rating of “Not Advantageous”

b. Linkages, networks, and circulation: [15% of CPO]

Pedestrian and Bicycle Experience, Connectivity to Surrounding Areas (including Historic Mill District, Main Street, and the Shawsheen River) and Accessibility to MBTA Station

“Highly Advantageous”: Project design improves the pedestrian and bicycle experience and connectivity to, on, and around the site and improves connection to the MBTA stop.

“Unacceptable”: Project design makes no improvements to connections to surrounding areas or MBTA station.

Traffic Circulation

“Highly Advantageous”: The CPP is fully consistent with the recommended traffic improvement plan set forth in the HMD Design Guidelines (at page 17) and the [traffic and circulation plan prepared by DCI], or in the judgment of the selection committee provides an alternative of equal or superior benefit to the Town.

“Not Advantageous”: Does not qualify for a rating of “Highly Advantageous” but, in the judgment of the selection committee, would not impede the execution of the traffic improvement plan outside the boundaries of the site.

“Unacceptable”: Does not qualify for a rating of “Not Advantageous”.

c. Community Spaces [25% of CPO]

“Highly Advantageous”: Provides significant indoor and/or outdoor space for arts, cultural events, and/or performances. Such space may include, but is not limited to, accommodation for displays of sculpture, arts festivals, galleries, musical and/or dramatic performances, etc. Additionally, dedicates

significant open space to active and/or passive enjoyment, with such amenities as gardens, fountains, play space, benches, etc.

“Advantageous”: Provides some indoor and/or outdoor space for arts, cultural events, and/or performances, and dedicates significant open space to active and/or passive enjoyment.

“Not Advantageous”: Does not qualify for a rating of “Advantageous”.

d. Product Type [15% of CPO]

“Highly Advantageous”: The CPP includes significant components of all of the following categories of permitted uses: multifamily dwellings; retail sales establishment; and restaurants.

“Not Advantageous”: Does not qualify for a rating of “Highly Advantageous”.

“Unacceptable”: Consists wholly or predominantly of any of the following uses or a combination thereof: Educational use, medical center or clinic; motel or hotel; business, professional or administrative office; private club; commercial parking lot or garage. This rating will be given even if the CPP contains the significant components that would otherwise qualify as High Advantageous.

e. Environmental Responsibility: [15% of CPO]

“Highly Advantageous”: All buildings meet the requirements for LEED certification. In addition, fulfills the requirements of Design Objectives §8.7.8(9) [“incorporates energy efficient and environmentally sensitive principles”] and §8.7.8(11) [“incorporates low-impact development (LID) design techniques”].

Advantageous: The largest building in the project meets the requirements for LEED certification. In addition, fulfills the requirements of Design Objectives §8.7.8(9) [“incorporates energy efficient and environmentally sensitive principles”] and §8.7.8(11) [“incorporates low-impact development (LID) design techniques”].

“Not Advantageous”: Fulfills the requirements of Design Objective §8.7.8(9) [“incorporates energy efficient and environmentally sensitive principles”] and environmentally sensitive principles”] and §8.7.8(11) [“incorporates low-impact development (LID) design techniques”] but the largest building does not meet the requirements for LEED certification.

“Unacceptable”: Does not fulfill the requirements of Design Objectives §8.7.8(9) and (11).

f. Commuter Rail Parking Lot: [10% of CPO]

“Highly Advantageous”: Proposal includes a narrative description of how they would work with the MBTA to include the parking lot in the development, and provides a graphic depiction of a development on that site.

“Not Advantageous”: Proposal does not include the MBTA parking lot in the development.

Responsiveness to Design Objectives

a. Overall design quality of plan [30% of Design]

“Highly advantageous” if proposal is judged “High quality” because, from a physical perspective, it will have a major positive impact on the surrounding area.

“Advantageous” if proposal is judged “good quality” because, from a physical perspective, it will have a significant positive impact on the surrounding area.

“Non-advantageous” if proposal is judged “acceptable quality” because, from a physical perspective, it will have a minor positive impact on the surrounding area.

“Unacceptable” if proposal is judged “poor quality” because, from a physical perspective, it will have a negative impact on the surrounding area.

b. Adherence to all dimensional, design and other requirements of the HMD Zoning by-law [35% of Design]

“Highly Advantageous” The Proposer certifies and demonstrates that its CPP can be executed without the need for waivers and certifies that it will seek no waivers from the Planning Board or the Zoning Board of Appeals.

“Advantageous”: The selection committee finds that, if one or more of the enumerated waivers is allowed by the Planning Board, the project would be consistent with the overall purposes and objectives of the HMD, and further finds that the necessary waivers will allow the project to achieve a high quality design incorporating a desired mix of open space, affordability, a mix of uses, and/or physical character.

“Not Advantageous”: The selection committee finds that the proposal does not qualify for a rating of “Advantageous.”

c. Adherence to the HMD Design Guidelines for the Rail Corridor [35% of Design]

“Highly Advantageous”: The selection committee finds that its CPP is fully consistent with the HMD Design Guidelines for the Rail Corridor.

“Advantageous”: The selection committee finds that the proposal is generally consistent with the Design Guidelines for the Rail Corridor, with deviations that do not significantly detract from intent of the guidelines.

“Not Advantageous”: The selection committee finds that the does not qualify for a rating of “Advantageous”.

SELECTION CRITERIA: FINANCIAL ANALYSIS AND PRICE PROPOSAL

a. Financial Analysis. The proforma analysis will be reviewed and confirmed by the Town’s consultants, to ensure that the proposal provides evidence of strong financial and market feasibility and that there appears to be a high likelihood of obtaining key permits. If the analysis as reviewed by the Town’s consultants provides evidence of limited or no financial and/or market feasibility, and/or there appears to be little likelihood of obtaining key permits, the proposal will be deemed Unacceptable.

b. Price Proposal

VIII. RESERVATIONS AND CONDITIONS

a. Disclaimer; how proposers may correct, modify, or withdraw their proposals; Town reserves the right to reject all proposals, etc.

IX. APPENDICES & FORMS

- A. Site Plan
- B. Other Plans
- C. Pertinent Planning Documents

D. Disposition Agreement

E. Proposal Forms (certifications as appropriate to each of the three submissions; form for submitting the price proposal; disclosure of beneficial interest form for M.G.L.c. 7C §38 for selected proposer; if there is to be anything like a bid bond, performance bond or deposit, forms for each; etc.)

X. SCHEDULES AND FIGURES

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