
TRANSIT-ORIENTED DEVELOPMENT OPPORTUNITY

REQUEST FOR PROPOSALS TO REDEVELOP FORMER ANDOVER TOWN YARD SITE

[DATE, 2020]

I. INTRODUCTION

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

The site, consisting of several parcels owned by the Town of Andover and used formerly as the “Town Yard” for the Department of Public Works, is available for purchase by a developer selected pursuant to this Request for Proposals (RFP).

The site, which totals approximately three acres, forms an important development site for the Town given its proximity to the MBTA Commuter Rail station and downtown Andover, and because of its potential role in supporting a connection between the Shawsheen River and downtown Andover. The site sits at the center of the recently rezoned Historic Mill District and offers a unique opportunity for Transit-Oriented,* Mixed-Use development. (* “Transit-Oriented development” is defined by compact, livable, and vibrant residential, business and leisure space located within walking distance of public transportation.)

The community seeks to replace a tired industrial use by the Town’s Department of Public Works with vibrant, attractive development that links the downtown to the station and provides a vital anchor for a revitalized Historic Mill District. While this Request for Proposals directly governs disposition and redevelopment of the former Town Yard, it also articulates planning objectives that relate, to a certain extent, to the Historic Mill District as a whole. For the anticipated redevelopment of the former Town Yard to be truly successful, it should catalyze, support, and facilitate district-wide improvements.

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 the Office of the Andover Purchasing Agent (the address and additional information are provided in Section VI, Submission Requirements) 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

The Town seeks to enter into an agreement with a developer for the disposition and development of the former Town Yard site. The Town desires a mixed use development that serves as a destination in the Town and fits within the context of the Historic Mill District.

A detailed list and description of the Community Planning Objectives, as well as a summary of the Design Objectives for the Historic Mill District, are provided in Section IV below. The Selection Criteria described below call for adherence to these Planning and Design Objectives.

III. PROPERTY DESCRIPTION

LOCATION

a. Parcel Location

The parcels are located in the Town of Andover adjacent to the downtown commuter rail station. The parcels are irregularly shaped. They are 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. The parcels provide the key connection between Andover’s downtown and the MBTA station. Some additional parcels along Buxton Court and Pearson Street are privately-owned and are therefore not included in this RFP. 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 bus service provided by the Merrimack Valley Regional Transit Authority (MVRTA), which stops at Main and Central Streets, a short walk from the Town Yard site, and serves Chestnut Court, the Senior Center, Andover Commons, Shawsheen Plaza, Frye Circle, Doctors Park, the Andover/North Andover YMCA, and the North Andover Mall.

c. Vehicular Access

The site can be accessed by Lewis Street and Pearson Street and via Main Street (Rt. 28).

d. Parking

Any new development on the site will require the provision of parking as set forth in the Historic Mill District zoning regulations. 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.

SITE DESCRIPTION

a. Size

Pursuant to a survey completed by Andover Consultants, Inc. (attached in Appendix [__]), the overall parcel size is approximately 3.4 acres. It is comprised of six (6) distinct parcels and a portion of the Lewis Street right-of-way.

Parcel Number	Address
38-32	15 Buxton Ct
38-18	8-12 Buxton Ct

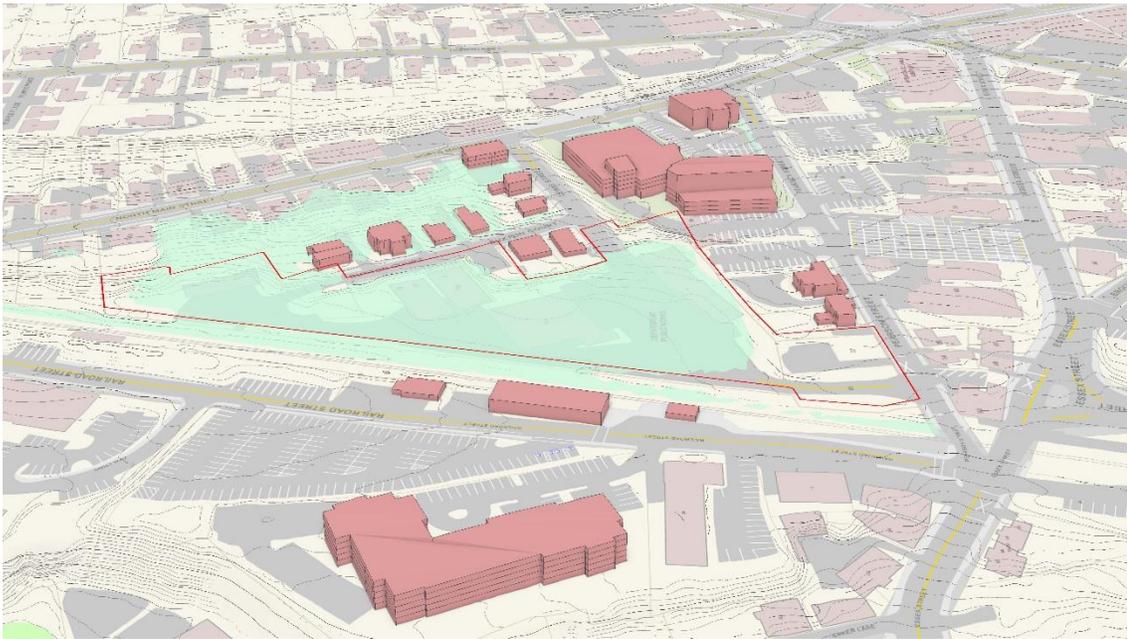
38-17	6 Buxton Ct
38-14	11 Lewis St
38-2	41 Pearson St
38-3	37 Pearson St
Lewis St	ROW

b. Shape

The site is generally triangular, but is irregularly shaped, and is bordered by small privately-owned parcels (not included in this RFP) along the southern and eastern boundaries.

c. Topography

In reference to the graphic below, there is a grade difference of approximately 18 feet from the lowest to the highest point on the parcel. These figures are estimates and Proposers will be expected to confirm topography changes as part of their own due diligence.



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 1964 it was converted to the Town Yard. The Town Yard served functions that included salt storage and vehicle storage and maintenance, as well as certain highway division offices. In 2019, DPW operations ceased at the Town Yard and moved to a new Municipal Services Facility at 5 Campanelli Drive. The Town Yard site is currently inactive.

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

Understanding the site’s positioning within the Town will be crucial to the success of a development on this site. The site 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 at 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 to the West from the Town Yard site. The river supports activities including kayaking, fishing, and various nature trails. A 5-minute walk to the East brings one to Main Street. Main Street is Andover's downtown, 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 district within the Town which includes almost 100 acres of land, for which extensive planning and placemaking studies have been undertaken by the Town. The purpose of this overlay zone is “to encourage smart growth, and to foster a range of housing opportunities within mixed-use development projects, to be proposed in a distinctive and attractive site development program that promotes compact design, preservation of open space, and a variety of transportation options, including enhanced pedestrian access to employment and nearby transportation systems.” Other objectives of the HMD Overlay Zoning District can be found in Section 8.7.1 of the Town's Zoning Ordinance.

d. Commuter Rail Parking Lot

On the West side of the rail line, the MBTA owns a commuter rail parking lot located at 17 Railroad Street. This lot is comprised of approximately 150 surface parking spaces. Sitting at the center of the Historic Mill District and adjacent to the Town Yard site, this parking lot is a valuable target for future redevelopment. The Town would welcome complementary and context-sensitive redevelopment of this parking lot either during or after redevelopment of the Town Yard site – but development of the MBTA parking lot is not within the scope of this RFP. Any redevelopment of the parking lot requires coordination with and assent from the MBTA.

e. Additional Private Parcels

The Town welcomes, but does not require, the inclusion in a proposal of one or more privately-owned parcels along Buxton Court, Pearson Street, Railroad Street, and/or North Main Street. The Town recognizes that expanding a proposed development to encompass a larger area may allow a Proposer to achieve higher ratings on selection criteria set forth in this RFP. If one or more such parcels are included in a proposal, the proposal will be evaluated in its entirety in accordance with the selection criteria. In order for a proposal that includes any such parcels to be considered, the Proposer must submit as to each such parcel a deed, a purchase-and-sale agreement, or an option (which may be a non-exclusive option provided to more than one Proposer) to purchase the parcel in the event that the Proposer is selected pursuant to this RFP. Where a Proposer selected pursuant to this RFP included additional private parcels in the proposal, the Town's conveyance of the Town Yard site to the Proposer will be contingent on the Proposer acquiring such private parcels before or concurrent with the Proposer's acquisition of the Town Yard site. If a proposal includes one or more parcels outside of the Town Yard site, all requirements set forth in this RFP shall apply to the proposed development area in its entirety, as if such additional parcels were located within the Town Yard site.

TRAFFIC AND ACCESS IMPROVEMENTS

A traffic study and recommendations were completed by Design Consultants, Inc. (DCi). These have been included as Appendix [__]. The Town is committed to the recommendations made by DCi as a baseline for remediation. Development proposals are invited to improve upon these recommendations.

ZONING

As detailed more fully below (see “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 requirements as set forth in §8.7 of the Andover Zoning 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

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

[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, commercial parking lot or garage, and open space.]

§8.7.6 Density

1. [For residential use, a minimum of 3,000 square feet of lot area per dwelling unit is required, but 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;

§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.

ENVIRONMENTAL

A Notice of Activity and Use Limitation (AUL) was previously placed on the site but has been terminated. The AUL Termination is included as Appendix [__]. Proposers will be expected to evaluate the environmental condition of the site based on publicly available information prior to submitting their proposal. No on-site environmental investigation will be permitted prior to the submission of proposals and the selection by the Town of the Selected Developer pursuant to this RFP process. The Town makes no representation or warranty as to past, present or future environmental conditions in, on, under or around the site. The Selected Developer will be required to release the Town from all claims relating to environmental conditions on the site.

Also, included as Appendix [] is a hazardous materials survey.

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. By reviewing these studies, Proposers will better understand the site, community and Town objectives, development potential and the larger context of the HMD. These documents are listed below and provided in Appendices [].

- a. HMD Public Opinion Survey results – 2020
- b. HMD Design Guidelines – 2018 (outlined below)
- c. DCi Traffic and Circulation Study – 2019
- d. Gamble Associates Strategic Placemaking Plan – 2019
- e. Woodard & Curran Water and Sewer Master Plan for the HMD – 2020
- f. HMD Overlay Zoning – 2015

COMMUNITY PLANNING OBJECTIVES

The following planning objectives will be taken into consideration in rating and ranking proposals, and in selecting the most advantageous proposal. Selection criteria on [pages 21-23] of this RFP correlate directly with each of these objectives and indicate the manner in which ratings on each objective will be determined. In order to demonstrate the advantageousness of a proposal with respect to each objective, a Proposer must include in its CPP a narrative response, graphics, visual renderings, plans and elevations, as appropriate, specifically addressing that objective.

With respect to some of the objectives outlined below, there are alternative ways of fulfilling the objective, not all of which will necessarily be included in a proposal. 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 the alternatives identified for each objective. Ultimately, the community's goal is to create a new destination for residents, workers, and visitors alike, one which encourages extended stays downtown and creates an opportunity to park once and spend a morning, afternoon or evening enjoying the open spaces, visiting shops, having a meal, or attending a cultural event.

- a. 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 neighborhood oriented, such as a coffee shop or bakery, or it may be destination retail, such as a farmers' market or sit-down restaurant. Based on the Town's Historic Mill District Survey (the HMD Survey), retail/restaurant and open space are the most highly favored components of the development, with the following types of retail uses identified (in descending order of desirability): food establishments; retail stores; grocery or market; professional office; personal service; fitness.
 - **Housing** for a variety of age groups and income levels
The residential component of the mixed-use development should be multi-family and/or townhouse rather than single-family. At a minimum, new housing units should be affordable to a

mix of income levels such as workforce to market-rate and/or luxury, consistent with the Town's affordability requirement (15%) as set out in the Historic Mill District Zoning By-law. A permanent Affordable Housing Restriction shall be recorded with respect to the Affordable Housing Units. Housing could be available to seniors, millennials, and age groups in between. Based on the HMD Survey, a mix of rental and condominium units is favored over a housing component consisting solely of either condominiums or rental units.

- 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.

b. 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 aesthetic fabric and architectural style. A proposed development should not only complement the context of the Historic Mill District, but also enhance and anchor it. The Town seeks a development that includes an outstanding design with iconic and memorable features and character.

- **Placemaking** – create a **Gateway Destination** rather than solely an access point for the station

The Town wants this site to serve as an attractive and vibrant destination for commuters, Town residents, and visitors from nearby communities. The development should have its own identity and branding and serve as a gateway for the Town of Andover, particularly to those arriving via commuter rail. An extensive community study related to placemaking in the HMD has been led by Gamble and Associates (see Appendix ___).

c. Linkages, networks, and circulation:

- Development that **connects to** the river and downtown

While the Town Yard site is centrally located between downtown (Main Street) and the Shawsheen River, 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. Such vehicular circulation improvements may be achieved through a public-private partnership. Because public access to and within the Town Yard site for pedestrians, bicyclists, and vehicles is paramount to the community, proposals should expressly contemplate the inclusion of (i) roadways and sidewalks that will be potentially accepted as public ways or (ii) public way easements for the benefit of the Town.

- **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. Development should, where possible, facilitate pedestrian and bicycle traffic within the broader HMD, particularly to and from the downtown.

- Better **accessibility** to MBTA 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 an 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. However, since any improvements within MBTA property are wholly dependent on approval by the MBTA, the evaluation of proposals under this RFP will be limited to assessing connectivity enhancements that are within the control of the Town and the Selected Developer. All proposals should be consistent with any applicable requirements and policies of the MBTA relating to the development of land adjacent to or otherwise in proximity to MBTA right of ways (including, without limitation, the MBTA's "Design/Construction Review for Projects within the MBTA's Zone of Influence – A Guide for Owners, Developers and Contractors (ODCs)", included as Appendix []).

d. 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. Any green space should be permanently restricted by conveyance to the Town or a nonprofit organization of a deed or permanent restriction.

- **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 responsive to this objective. 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.

e. Environmental Responsibility:

- **Environmentally conscious** development

Environmentally conscious development may be measured by LEED Building Design and Construction (LEED BD+C) and LEED for Neighborhood Development (LEED ND) standards, which include both sustainable building standards and neighborhood pattern design standards. In addition, §§8.7.8(9) and (11) of the HMD Zoning By-law require energy efficiency, environmentally sensitive principles, and low-impact development (LID) design techniques such as pervious surfaces, rain gardens, and other stormwater management techniques.

Environmentally sensitive principles may include, but not be limited to, renewable energy generation; accommodations for electric vehicles as well as other alternative transportation modes; reliance substantially on electricity; minimization of fossil fuel use; promotion of health and safety through design and maintenance of the built environment; planting of native and

pollinator species; smart use of water, inside and out, to reduce potable water consumption; and reducing the environmental consequences of construction and operation of buildings and infrastructure.

f. Design/Development:

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

Proposers should 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, included as Appendix [___].

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. LAND DISPOSITION AGREEMENT

The Selected Developer will be required to negotiate and enter into a Land Disposition Agreement with the Town substantially in the form attached to this document in Appendix [___], within sixty days (60) days of its designation.

VI. SUBMISSION REQUIREMENTS

SUBMISSION TIMELINE

1. Schedule

	Time	Day	Date
Pre-Submission Meeting and Site Tour	10:30 a.m.	Tuesday	Date
Written Questions Due Date	5:00 p.m.	Friday	Date
Proposal Due Date	2:00 p.m.	Friday	Date
Proposal Opening	2:15 p.m.	Friday	Date
Oral Presentations by Invited Proposers	[time]	[day]	[date]
Announcement of Recommendation to Select Board	[time]	[day]	[date]

2. Pre-Submission Meeting and Site Tour

A Pre-Submission Meeting/Site Tour will be held at the Town Offices, at the date and time shown in Section VI.1 of this RFP. At the Pre-Submission Meeting, Proposers will sign-in to memorialize their attendance and receive instructions for the Site Tour. Thereafter, Proposers will be given a Site Tour of the Town Yard. After the Site Tour, Proposers will be invited to a meeting where further questions of the Town can be asked by the Proposers and the questions will be memorialized and posted on the RFP website.

If the time is changed, the new date and time will be posted on the Town of Andover website. Prospective Proposers are strongly encouraged to confirm their attendance in advance of the Pre-Submission Meeting and Site Tour with the Town by email at [_____]. This will be the only Site Tour provided by the Town.

3. Proposer Inquiries

Proposers may submit questions regarding this RFP to the Town of Andover. **All such requests for information or clarification of the intent and content of any provision of this RFP and any other questions from Proposers regarding this RFP must be submitted via email to [_____] by [time] on [date].** All questions will remain anonymous. The Town will post answers to questions, without any identifiers as to the source of the question, as an addendum to the RFP on the RFP website. No principal, employee or agent of any Proposer, or any person or firm which will participate in the preparation of the proposal or in the proposed development project, shall communicate in any manner about this RFP, or about the development of the Town Yard site, with a member of the Selection Committee, the Select Board, the Planning Board, any Town employee or any of its consultants or representatives (e.g., Stantec, etc.) except through written questions as described above. Any violation of this requirement shall be grounds for disqualification.

4. Town Requests for Clarification

Subsequent to receiving the Proposals, the Town may request clarifications of the Proposers' Proposals. The Town reserves the right to contact individual Proposer team members to clarify their roles and to request additional information.

5. **Addenda**

The Town of Andover shall make available to Proposers addenda to this RFP if, in its opinion, any terms and provisions of this RFP require clarification or interpretation. **Answers to Proposer inquiries will also be posted as addenda.** All addenda, if any, will be posted as an addendum to the RFP on Andover’s website, no later than five (5) days prior to the deadline for submission of Proposals.

SUBMISSION REQUIREMENTS

A proposal shall be comprised of a sealed envelope or package labelled “ANDOVER TOWN YARD PROPOSAL” and bearing the name of the Proposer, containing three distinct components, each sealed within a separate envelope or package and labelled respectively as follows: (1) QUALIFICATIONS STATEMENT; (2) DEVELOPMENT PROPOSAL; (3) FINANCIAL ANALYSIS & PRICE PROPOSAL.

Within each envelope, the Proposer should provide 7 hard copies and 1 electronic copy of the submission in the form of a flash drive titled “Andover Town Yard Proposal_YourCompany”. Proposals must be received by the Town of Andover by [DATE] and [TIME] at the following address:

[ADDRESS]

- a. **Transmittal Letter.** Qualifications Statements shall include a transmittal letter identifying the Proposer, 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 Proposer authorized to receive communications from the Selection Committee or the Town.
- b. **Proposer 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 proposed Town Yard project should the team be selected. Resumes must describe the experience of the Proposer in the development of mixed-use projects of comparable size and scope to the proposed Town Yard project. The Qualifications Statement should highlight such projects in New England, if any. For each project description, Proposers should describe the specific role(s) of the Proposer in the development, the project size, project cost, project location, date of project opening, and current occupancy rate. The Qualifications Statement must also include the names and relevant experience of general contractor(s)/construction manager(s) which the Proposer anticipates engaging in connection with its proposed project and, to the extent then known, names and roles of major subcontractors likely to be engaged in connection with the project.
- c. **Proposer Organizational Structure.** Qualifications Statements shall clearly identify each entity or individual that is a key member of the Proposer’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”). If a Proposer anticipates forming one or more entities which do not exist at the time of the proposal submission but which would be formed in order to carry out the Proposer’s development functions in the event the Proposer is selected

pursuant to this RFP, the Qualifications Statements shall disclose such to-be-formed entities and describe their structure.

- d. **Financial Capability of Proposer.** The Qualifications Statement shall include evidence of the financial capability of the Proposer, or other entity described in Paragraph c. above, to secure required financing. Such evidence may include financial statements attesting to the amount of working capital within the Proposer'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, Liens, and Litigation.** The Qualifications Statement shall disclose all bankruptcies, foreclosures, liens pending or adjudicated within the past five (5) years, and a list of all lawsuits in which the Proposer was a party since January 1, 2010 along with the docket number, names of all parties in the lawsuit, the Memorandum of Decision, the Judgment and result of any appeal.
- f. **Current Projects.** The Qualifications Statement shall include a list of current and suspended projects, including any project that (a) is currently under design or construction or has a permit application of any type pending; and any project that (b) has been paused or suspended or has not been completed for any reason, for which the Proposer sought within the last five (5) years any permit, variance, or zoning change on land under the Proposer's current control. For each project, the Proposer shall indicate the nature, location, scope, estimated cost, schedule (including dates of design completion, construction start, and substantial completion), current status of the project, and reasons for the pause, suspension, delay, or abandonment, if applicable.
- g. **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 Proposer or key team members. References shall include two from lenders and/or institutional equity investors and two from municipalities in which the project type described above in (b.) have been built.

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 Proposer'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 CPP shall also contain:

A certification that the Proposer, 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;

Deed, purchase-and-sale agreement, or purchase option for each Buxton Court, Pearson Street, Railroad Street, or North Main Street parcel, if any, which the Proposer has included in its CPP. By including any such parcel in the CPP, the Proposer agrees that all requirements set forth in this RFP shall apply to the proposed development area in its entirety, as if such additional parcels were located within the Town Yard site;

A plan and narrative delineating streets, sidewalks, pathways, and green/open spaces, addressing for each such component depicted on the plan a proposed legal mechanism or combination of such mechanisms (e.g., easement conveyed to the Town, open space or public use restriction, conveyance of green space to Town or non-profit land preservation organization, street acceptance, etc.) for ensuring and preserving public access, public use and passage rights.

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.

In addition to the above-listed narrative addressing the relevant design objectives, Proposers seeking a rating above “Not Advantageous” on the criteria for “Provision of Community Planning Objectives/e. Environmental Responsibility” (see p. 22), should submit the following:

- To support a rating of “Advantageous”, a list and narrative describing components of the CPP, construction techniques, and operational protocols for buildings and infrastructure which exceed the requirements of the by-law;
- To support a rating of “Highly Advantageous,” (a) a list and narrative describing components of the CPP, construction techniques, and operational protocols for buildings and infrastructure which exceed the requirements of the by-law; *and* (b) a declaration that the Proposer, if selected and as provided in the Land Disposition Agreement, will seek and attain both (i) LEED BD+C pre-certification at the level of Silver or higher for the design of each building to be constructed as part of the project prior to the issuance of a building permit for each building, and (ii) LEED ND Built Project Silver or higher certification for the entire project as constructed.

Plans and elevations should be submitted on a scale of 1" = 40'.

3. FINANCIAL ANALYSIS AND PRICE PROPOSAL

- a. **Financial Analysis.** The Financial Analysis and Price Proposal shall contain a financial analysis that includes the proforma Development Costs (including design, construction, and financing 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 Proposer on request fails to supplement the information submitted, the proposal may be rejected.

- b. **Price Proposal.** The envelope marked FINANCIAL ANALYSIS AND PRICE PROPOSAL shall contain, on the form provided in this RFP, the Proposer’s price offer for the purchase of the site. All price proposals shall provide for the payment of the full purchase price to the Town in immediately available funds at the closing pursuant to the Land Disposition Agreement. No price proposals will be considered until the Selection Committee has completed its evaluations and ranking of the Development Proposals.

4. PROPOSAL DEPOSIT

Each Proposer will be required to provide with its proposal a deposit of Thirty Thousand Dollars (\$30,000.00) (the “Proposal Deposit”). The Proposal Deposit shall be in the form of a bank, cashier’s, or certified check drawn on a Massachusetts bank, without intervening endorsement, made payable to the “Town of Andover” and is due at the time that a Proposer submits its proposal. Proposal Deposits will be held by the Town in a segregated account and will be refunded (without interest) by the Town to all Proposers whose proposals are not selected, upon approval by the Select Board of the Selected Developer. Upon selection and approval by the Select Board, the Proposal Deposit submitted by the Selected Developer will be deemed fully earned and non-refundable by the Town, except as otherwise provided herein or in the Land Disposition Agreement. The Proposal Deposit shall be deemed to be forfeited by the Selected Developer in the event that the Selected Developer either withdraws its proposal and/or fails to execute the Land Disposition Agreement within the required 60-day period.

VII. SELECTION

PROCESS

The Town Manager, pursuant to Section 3(d) of the Town of Andover Charter, will appoint the following persons to serve as the Selection Committee for this RFP.

- Two HMD Task Force representatives
- Three at-large residents
- Planning Director
- Town Manager’s staff representative

The Selection Committee will review and evaluate proposals in accordance with the procedures set forth herein.

As described in Section VI above, Proposers must submit three separate envelopes (1) QUALIFICATIONS STATEMENT; (2) DEVELOPMENT PROPOSAL; and (3) FINANCIAL ANALYSIS & PRICE PROPOSAL.

Qualifications Statement Evaluation and Composite Rating. The Selection Committee will evaluate and rate Qualifications Statements as described below ([see pages 18-21]), and may reject proposals from Proposers the Selection Committee deems unqualified. Proposers ranked “Unacceptable” in any of the minimum requirements under the Qualifications of Proposer section will be considered not to have met the minimum qualification requirements, be disqualified and not have their Development Proposal and Financial Analysis & Price Proposal reviewed.

After determining the rating for each criterion, the Selection Committee shall specify a qualifications composite rating of Highly Advantageous, Advantageous, or Not Advantageous and the reasons for the composite rating. A composite rating of Highly Advantageous will be awarded if the Selection Committee determines, considering its ratings on each of the underlying evaluation criteria, that it has a high level of confidence that the Proposer can develop the Town Yard site, in accordance with its proposal, without significant risk to the Town. A composite rating of Advantageous will be awarded if the Selection Committee determines, considering its ratings on each of

the underlying evaluation criteria, that it has reasonable confidence that the Proposer can develop the Town Yard site, in accordance with its proposal, without significant risk to the Town. A composite rating of Not Advantageous will be awarded if the Selection Committee determines that it does not have a sufficient level of confidence to award an Advantageous rating.

Development Proposal Evaluation. All proposals that meet minimum Proposer qualification requirements, and that satisfactorily provide requested supplemental materials, will be reviewed, evaluated, rated and ranked by the Selection Committee based on the Development Proposal selection criteria described below ([see pages 21-23]). At any phase of the evaluation process, the Selection Committee will reject a proposal it finds to be non-responsive, or has rated Unacceptable as to any evaluation criterion. Proposals will be reviewed and evaluated in each of the following categories: (a) Provision of Community Objectives, and (b) Adherence to Design Criteria/Vision.

The Selection Committee will conduct a preliminary evaluation to identify proposals which, on their face, the Selection Committee determines to be Not Advantageous, Unacceptable, or non-responsive. The Selection Committee will reject such proposals without further consideration.

After conducting the preliminary evaluation, the Selection Committee may elect, but is not required, to hear oral presentations. If the Selection Committee elects to hear oral presentations, each qualified Proposer whose proposal has not been rejected will be invited to make an oral presentation to the Selection Committee to introduce key personnel and highlight distinguishing features of their proposal. Oral presentations will be open to the public, but not for public comment. Members of the Selection Committee may ask questions at the oral presentations. Each of the Proposers' participants in its oral presentation is expected to be responsible for the work and active on the project if selected. Invitations to make an oral presentation will provide further instructions as to the time, place, duration, and topics of the presentations requested by the Selection Committee with respect to the specific proposal.

Composite rating for Development Proposal. After evaluating each proposal in accordance with the selection criteria, and after applying the composite rating for the Qualifications Statement as further explained below, the Selection Committee will specify in writing a single composite rating for each Development Proposal (Highly Advantageous, Advantageous, Not Advantageous, Unacceptable) and the reasons for the composite rating.

In determining a composite rating for a Development Proposal prior to considering the Financial Analysis & Price Proposals, the Selection Committee will be guided by the following rules:

1. No Development Proposal will receive a composite rating of "Highly Advantageous" unless it has received ratings of "Highly Advantageous" on a majority of the evaluation criteria.
2. No Development Proposal will receive a composite rating of "Advantageous" unless it has received ratings of "Advantageous" or better on a majority of the evaluation criteria.
3. A Development Proposal shall receive a composite rating of "Not Advantageous" if it has received ratings of "Not Advantageous" on three or more evaluation criteria, regardless of the rating received on the remaining evaluation criteria. The Selection Committee may specify a composite rating of "Not Advantageous" if the Development Proposal receives a rating of "Not Advantageous" on any criterion. No Development Proposal will receive a composite rating higher than the highest rating it receives on any evaluation criterion or lower than the lowest rating it receives on any evaluation criterion.

In determining the composite rating for a Development Proposal, the Selection Committee may take account of an Advantageous or Not Advantageous composite Qualifications Statement rating, if the Selection Committee determines that in its judgment such rating entails a lower level of confidence in the Proposer's capacity to deliver on its proposal, in which case the Selection Committee may reduce the composite rating of the Development

Proposal and specify its reasons for so doing. The composite rating previously determined for each Qualifications Statement will be applied to the evaluation of the Development Proposal as follows:

- If the Proposer has received a Highly Advantageous qualifications rating, the rating will not affect the rating or ranking of the Development Proposal.
- If the Proposer has received a qualifications composite rating of Advantageous or Not Advantageous, the rating or ranking of the Development Proposal may be negatively affected, based on the Selection Committee's determination of the degree to which the underlying reasons for the Advantageous or Not Advantageous rating warrant a lower level of confidence in the Proposer's capacity to deliver on its proposal. Based on a Not Advantageous rating, the Selection Committee may determine that its lower level of confidence is such as to warrant rejection of the proposal.

Ranking. The Selection Committee will rank the proposals in order of their advantageousness to the Town, and specify reasons for their ranking. Proposals may be ranked as equal to one another (i.e., tied for placement in the ranking). In determining the ranking for a proposal, the Selection Committee may take account of an Advantageous or Not Advantageous Qualifications Statement rating, if the Selection Committee determines that in its judgment such rating entails a lower level of confidence in the Proposer's capacity to deliver on its proposal.

Conditional ratings and rankings. When determining the Development Proposal composite rating and the ranking of a proposal, the Selection Committee shall specify in writing (a) revisions, if any, to the CPP and other elements of the proposal, and (b) a recommended increase, if any, in the proposed price which should be obtained by negotiation prior to executing a Land Disposition Agreement with the Proposer, and may condition the rating or ranking of the proposal on successful negotiation of the revisions specified, the recommended price increase, or both.

Financial Analysis & Price Proposal. Upon completion of the evaluation and ranking of Development Proposals, the Selection Committee will consider the Financial Analysis & Price Proposals.

The Financial Analyses will be reviewed before consideration of the Price Proposals. The Financial Analysis of each Proposer will be reviewed to ensure feasibility of the proposal. If a proposal is determined to be likely infeasible, it may be rejected, and the ranking of proposals will be adjusted accordingly.

The Selection Committee will then determine the most advantageous proposal from a responsible and responsive Proposer¹, taking into consideration price and the evaluation criteria set forth in this RFP ([see page 23]).

In making this determination, the Selection Committee will be guided by the following rules:

1. If the Proposer of the highest-ranked proposal has offered the highest price, that proposal will be deemed the most advantageous.
2. If the highest price has been offered by a Proposer whose proposal is not the highest-ranked, then the Selection Committee shall, starting with the highest-ranked proposal and thereafter in descending rank order, consider each successive proposal, taking into consideration price and the evaluation criteria, to determine which proposal is the most advantageous. As to each proposal so considered, the Selection Committee shall specify in writing its reasons for determining that such proposal is or is not the most advantageous.

¹ "Responsible and responsive Proposer" as used herein means a Proposer who (a) has the capability to perform fully the requirements of this RFP and the Land Disposition Agreement, and the integrity and reliability which assures good faith performance, as determined by the Selection Committee pursuant to the selection process in this RFP; and (b) has submitted a proposal which conforms in all respects to this RFP.

3. In determining which proposal is most advantageous, the Selection Committee shall not recommend and need not further consider any proposal that has been ranked equal to or lower than the proposal for which the highest price has been offered.

Selection Committee Recommendation

The Selection Committee will recommend to the Select Board that the Town enter into the Land Disposition Agreement with the Proposer determined by the Selection Committee to have submitted the most advantageous proposal. The Selection Committee may elect instead to provisionally recommend a Proposer to the Select Board, conditioned upon the Proposer agreeing to the specific revisions to the CPP and other elements of the proposal, an increase in the proposed price, or both, as identified by the Selection Committee in writing to the Select Board. Alternatively, the Selection Committee may recommend that the Select Board make a determination from two or more equally advantageous proposals, or that all proposals be rejected in the best interests of the Town.

The Select Board may accept the Selection Committee's recommendation; request the Selection Committee to conduct further evaluations; reject all proposals if the Select Board 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 Proposer, taking into consideration price and the evaluation criteria set forth in this RFP.

If the Select Board accepts the Selection Committee's recommendation as to a proposal with respect to which the Selection Committee recommends negotiating specific revisions to the CPP and other elements of the proposal and/or an increase in the proposed price, the Select Board may condition an award on successful negotiation of the specified revisions and/or price increase prior to the execution of the Land Disposition Agreement. In authorizing such negotiations, the Select Board will rely on the Town Manager to conduct the negotiations. If the Select Board, acting through the Town Manager, is unable to successfully negotiate the specified revisions and/or price increase with the Proposer which has been provisionally recommended by the Selection Committee within thirty (30) days of the Selection Committee making such recommendation, then the Select Board may elect either to continue such negotiations or to proceed in accordance with the provisions of the previous paragraph.

SELECTION CRITERIA: QUALIFICATIONS OF PROPOSER

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

1. **Financing.** Demonstrated experience financing at least three mixed-use real estate projects of a size and scope comparable to the proposed Town Yard project, or demonstrated experience obtaining financial commitments for such projects. The Proposer must demonstrate cash reserves or line of credit of not 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 Land 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 of comparable size and scope to the proposed 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 Proposer, in substantially its current form of business organization, or as JV partner must have been in the commercial real estate development business for at least the past seven (7) 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 seven (7) years of experience, in their respective areas of responsibility, and the Project Manager shall be a current employee of the Proposer (or, if the Proposer is a joint venture, of a member of the joint venture).

If a Proposer is a partnership or joint venture, all partners or members of the joint venture must meet the minimum standards stated in criteria (2) and (3) above regardless of the joint venture interest division. The minimum standards stated in criterion (1) above must be met by the partnership or joint venture. If the Selected Developer is a partnership or joint venture, the Land Disposition Agreement with the Town will provide that all partners or venturers thereof will be jointly and severally liable for the Proposer's obligations under the Land Disposition Agreement.

The Selection Committee will evaluate Qualifications Statements which appear to meet the foregoing minimum requirements, and shall specify in writing a rating of Highly Advantageous, Advantageous, or Not Advantageous for each of the following criteria, and the reasons for the rating.

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 the Proposer).** The Selection Committee will rate highly Proposers which have successfully developed mixed-use real estate projects, including projects in New England, most closely similar in size, duration, complexity and sensitivity to the proposed 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 10 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 10 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.

"Not 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 proposed 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.

“Not 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 to municipalities and to lenders; (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 Proposer’s track record of timely prosecution and completion of recent and current projects.

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

“Advantageous” if Proposers generally receive positive references and demonstrate 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 proposed Town Yard project effectively and professionally without significant risk to the Town’s interests.

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

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

The Selection Committee will rate highly Proposers whose design firms/teams have designed projects, including projects in New England, similar in size, complexity and sensitivity to the proposed Town Yard project.

“Highly Advantageous” if the Selection Committee finds that two or more relevant projects identified by the Proposer and attributable to the design firm are excellent in design, and that at least one such project is closely similar to the historically oriented, environmentally sensitive and architecturally outstanding development sought by this RFP.

“Advantageous” if the Selection Committee finds that two or more relevant projects identified by the Proposer and attributable to the design firm are excellent in design; that no single project designed by the design firm 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 and attributable to the design firm demonstrate a capacity to successfully design the development sought by this RFP.

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

SELECTION CRITERIA: DEVELOPMENT PROPOSAL

After the Selection Committee has completed its review and rating of Qualification Statements, the Development Proposals, except for those previously rejected, shall be considered and shall be evaluated. The evaluations shall specify a rating, and the reasons for the rating, for each of the following criteria:

Provision of Community Planning Objectives

a. **Neighborhood Context and Character of Development:**

“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 and distinguishing the site as a keystone of the Historic Mill District, draw upon the Gamble placemaking 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, 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:**

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 provides public access and improves the pedestrian and bicycle experience, connectivity to the Historic Mill District, Main Street, and the Shawsheen River, 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 provides public access and is fully consistent with the recommended traffic improvement plan set forth in the HMD Design Guidelines (see Appendix [__]) 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**

Spaces

“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 outdoor plazas, 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”.

Public Access

"Advantageous": Comprehensively ensures and preserves public access to and over streets, sidewalks, pedestrian/bicycle pathways, and outdoor community space, and ensures preservation of outdoor community spaces, through appropriate and effective legal mechanisms.

"Unacceptable": Does not qualify for a rating of "Advantageous".

d. **Product Type**

“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 significant components that would otherwise qualify as High Advantageous.

e. **Environmental Responsibility:**

“Highly Advantageous”: The project qualifies for a rating of “Advantageous” (see below), *and* the Proposer has committed to seek and attain both (i) LEED BD+C pre-certification at the level of Silver or higher for the design of each building to be constructed as part of the project prior to the issuance of a building permit for each building, and (ii) LEED ND Built Project Silver or higher certification for the entire project as constructed, L as provided in the Land Disposition Agreement.

“Advantageous”: The project not only fulfills but, in the judgment of the Selection Committee, significantly exceeds, 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”), through the incorporation of additional environmentally sensitive design components, construction techniques, and/or operational protocols for buildings and infrastructure.

“Not Advantageous”: The project fulfills, but in the judgment of the Selection Committee, does not significantly exceed, the requirements of Design Objective §8.7.8(9) (“incorporates energy efficient and environmentally sensitive principles”) and §8.7.8(11) (“incorporates low-impact development (LID) design techniques”).

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

Adherence to Design Objectives

a. Adherence to all dimensional, design and other requirements of the HMD Zoning By-law

“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 nonetheless 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.”

b. Adherence to the HMD Design Guidelines for the Rail Corridor

“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 the intent of the guidelines.

“Not Advantageous”: The Selection Committee finds that the proposal 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

RULE FOR AWARD

The most advantageous proposal from a responsible and responsive Proposer will be selected, taking into consideration price and the evaluation criteria set forth in this RFP.

POST-SELECTION

Selection Deposit

The Town will require the Selected Developer to provide a deposit (the “Selection Deposit”) in the amount of \$50,000 within three (3) business days of notification that it has been designated as the Selected Developer. The Selection Deposit shall be in the form of a wire transfer of immediately available funds to an account designated by

the Town of Andover. Upon receipt by the Town, the Selection Deposit will be deemed fully earned and non-refundable by the Town, except as otherwise provided herein and in the Land Disposition Agreement. The Selection Deposit will be applied (without interest) to the Purchase Price due at the closing pursuant to the Land Disposition Agreement. Otherwise, the Selection Deposit shall be nonrefundable to the Selected Developer unless it terminates the Land Disposition Agreement]by reason of the default by the Town thereunder, in which case the Town shall refund the Selection Deposit (without interest) to the Selected Developer. The entire Selection Deposit shall be deemed to be forfeited by the Selected Developer in the event that the Selected Developer withdraws its proposal and/or fails to negotiate in good faith and execute the Land Disposition Agreement within the required 60-day period (see immediately below).

Land Disposition Agreement Execution

Upon the Town's notifying the Selected Developer that it has been designated the Selected Developer, the Town and the Selected Developer will without delay negotiate the final terms of the Land Disposition Agreement. Unless otherwise provided by written consent of the Town, the Land Disposition Agreement will be executed within 60 days of the Selected Developer receiving this notification from the Town. Upon execution of the Land Disposition Agreement, the Selected Developer shall provide an additional deposit (the "Execution Deposit") in the amount of \$200,000 in the form of a wire transfer of immediately available funds to an account designated by the Town of Andover. Upon receipt by the Town, the Execution Deposit will be deemed fully earned and non-refundable by the Town, except as otherwise provided herein and in the Land Disposition Agreement. The Execution Deposit will be applied (without interest) to the Purchase Price due at the closing pursuant to the Land Disposition Agreement. Otherwise, the Execution Deposit shall be nonrefundable to the Selected Developer unless it terminates the Land Development Disposition Agreement by reason of the default by the Town of Andover thereunder, in which case the Town shall refund the Execution Deposit (without interest) to the Selected Developer. The entire Execution Deposit shall be deemed to be forfeited by the Selected Developer in the event that the Selected Developer withdraws its permit application(s) from the Planning Board and/or fails to act in good faith during the permitting process.

LEED Performance Deposit

If the Selected Developer committed in its Proposal to seek and attain LEED ND Built Project Silver or higher certification for the entire project as constructed, the Selected Developer shall deliver at closing a deposit (the "LEED Performance Deposit") in an amount equal to 1% of the Purchase Price to secure the Selected Developer's obligation to obtain that certification. Upon receipt by the Town of the LEED Performance Deposit from the closing escrow agent at the closing, the Town shall hold the LEED Performance Deposit. The Town may commingle the LEED Performance Deposit with other funds of the Town, and shall not be required to pay any interest on the LEED Performance Deposit to the Selected Developer. The Town shall continue to hold the LEED Performance Deposit from the closing until the earlier of (i) receipt by the Town of evidence that the United States Green Building Council has issued a LEED ND Built Project Silver or higher certification for the entire project as constructed, in which case the Town shall promptly disburse the LEED Performance deposit to the Selected Developer (without interest), or (ii) one (1) year (which one year period may be extended by the Town in its sole and absolute discretion) after the issuance by the Town of Andover Building Inspector of a permanent certificate of occupancy for the last building to be constructed as part of the development as shown on the CPP (including such modifications as were approved by the Select Board pursuant to the selection process), in which case, if the requirements of the preceding clause (i) have not been satisfied by such one-year anniversary (as such one year period may be extended by the Town in its sole and absolute discretion), the LEED Performance Deposit shall become the sole property of the Town as part of its General Fund, the Selected Developer shall have no rights in or claim to the LEED Performance Deposit and the Town may expend such funds as it deems appropriate, in its sole and absolute discretion.

VIII. RESERVATIONS AND CONDITIONS

A. General Reservations

1. The Town makes no representations or warranties as to the accuracy, correctness, currency, and/or completeness of any and all of the information provided in or furnished pursuant to this RFP, or that such information accurately represents the conditions that would be encountered on the site and in the vicinity, now or in the future.
2. The Town reserves the right to extend, suspend, supplement, withdraw, or amend this RFP or this RFP selection process or schedule for any reason or for no reason at any time. The Town shall not be liable to any potential or actual Proposer, or to the Selected Developer, for costs or expenses incurred by them as a result of the issuance, extension, supplementation, withdrawal, or amendment of this RFP or the process initiated hereby.
3. The Town reserves the right to reject any proposal that does not include all requested components, that is not submitted in conformance with this RFP or any amendments thereto, or that contains responses to the submission requirements set forth in this RFP which are not satisfactory to the Town, or to reject any or all proposals, in its sole discretion, for any reason or for no reason. The Town further reserves the right to waive or decline to waive irregularities in any proposal when it determines that it is in the Town's best interest to do so, and to waive any defects in this RFP submission process when it determines such defects are insubstantial or non-substantive.
4. During the selection process, the Town reserves the following rights: to negotiate with one or more Proposers; to select a back-up Proposer; to waive portions of the RFP; to waive any informalities in proposals; to reject any or all proposals; and to issue a new Request for Proposals, for any reason deemed appropriate by the Selection Committee.
5. In the event of any default by the Selected Developer hereunder, then in addition to the Town's other rights hereunder, the Town may proceed to select another Proposer as the Selected Developer, terminate this RFP, or begin a new selection process.
6. The Town reserves the right to discontinue its selection of any Proposer prior to the execution of the Land Disposition Agreement. The Town shall not be liable to any such Proposer for costs or expenses incurred by it as a result of this discontinuance.
7. The Town reserves the right to seek additional information from any or all Proposers. Until such time as the Town has received proposals in response to this RFP and has received any and all additional information and/or revised proposals that the Town may request pursuant to this RFP, such proposals shall not be deemed to be complete.
8. If any matter or circumstance under this RFP requires the consent or approval of the Town or that such matter be satisfactory to the Town, then same may be granted, withheld, denied or conditioned by the Town in the exercise of its sole and absolute discretion.

9. If the Selected Developer fails to execute the Land Disposition Agreement within the required 60-day period, or thereafter fails to close the transaction within the specified time period (other than by reason of a default thereunder by the Town), then the Town shall have the right, in addition to its rights with respect to the deposits paid by the Developer, to designate another Proposer as the Selected Developer, to re-advertise the site for sale or other disposition, to discontinue the disposition altogether, or otherwise to deal with the property in the Town's sole and absolute discretion.

B. Severability

If for any reason, any section or provision of this RFP or any addendum to it is determined to be illegal, invalid, or unenforceable under present or future laws or regulations, the remainder of this RFP shall not be affected thereby.

C. Conflict of Interest, Collusion

1. By submitting a proposal under this RFP, a Proposer certifies that no relationship exists between the Proposer and the Town or any officer, employee, or agent of the Town that constitutes a conflict of interest or that may be adverse to the Town.
2. By submitting a proposal under this RFP, a Proposer certifies that it has not acted in collusion with any other Proposer or other entity doing business with the Town in a way that would constitute unfair competition or that may be adverse to the Town.
3. Note that "Proposer" as used herein means the Proposer; any joint venturer of the Proposer; any director, principal, officer, partner, owner of an equity interest in the Proposer, employee, agent or representative of the Proposer; or any partnership, corporation or other entity with which any of the foregoing is or has been affiliated.

D. Confidentiality

1. Proposers should assume that all materials submitted in response to this RFP will be open to the public. To the extent allowed by Massachusetts and federal public records laws, the Town will make reasonable efforts not to disclose or make public any pages of a proposal which the Proposer has stamped or imprinted as "confidential." Confidential data will be limited to confidential financial information concerning the Proposer's organization. The Town assumes no liability for disclosure or use of any information or data.
2. All information submitted in response to this RFP becomes the sole property of the Town, with the exception of confidential financial information concerning the Proposer or its financial partners. No Proposer has proprietary rights to any ideas or materials submitted in its proposal.

E. Proposer's Responsibilities

1. All costs and expenses of every kind and nature paid or incurred by a Proposer in connection with responding to this RFP, including, without limitation, fees and costs of attorneys, consultants and contractors; title examination and title insurance costs; survey and engineering fees and expenses; and design fees and expenses, shall be the sole cost and expense of the Proposer, and the Town shall have no responsibility therefor. In no event shall the Town be responsible for payment of any brokerage,

finders or similar commissions or fees in connection with the disposition of the property which is the subject of this RFP.

2. Proposers shall thoroughly familiarize themselves with the provisions of this RFP. Upon receipt of this RFP, each Proposer shall examine this RFP for missing or partially blank pages due to mechanical printing, collating, or electronic transmission errors. It shall be the Proposer's responsibility to identify and procure any missing pages.
3. Proposers shall be entirely responsible for reviewing and verifying all zoning and other regulatory requirements, title, environmental, engineering, and other information contained in or furnished pursuant to this RFP regarding the Property. Any information contained in or furnished pursuant to this RFP is included (or made available) as a matter of convenience only and the Town shall not be liable for any mistakes, costs, expenses, damages, or other consequences arising from use of or reliance on this information in any respect, and each Proposer, by submitting a proposal to the Town in response to this RFP, expressly agrees that it shall not hold the Town or any of its officers, agents, contractors, consultants, attorneys, or any third party liable or responsible therefor in any manner whatsoever.

IX. APPENDICES & FORMS

- A. Site Plan
- B. HMD Zoning Bylaw
- C. Activity Use Limitation Termination
- D. Hazardous Materials Study
- E. HMD Public Opinion Survey results – 2020
- F. HMD Design Guidelines – 2018
- G. DCi Traffic and Circulation Study – 2019
- H. Gamble Associates Strategic Placemaking Plan – 2019
- I. Woodard & Curran Water and Sewer Master Plan for the HMD – 2020
- J. MBTA "Design/Construction Review for Projects within the MBTA's Zone of Influence – A Guide for Owners, Developers and Contractors (ODCs)"
- K. Plan of Land Survey as prepared by Andover Consultants, Inc. dated February 13, 2020
- L. Title Insurance Commitment; Order of Taking (when recorded)
- M. Pertinent Planning Documents (see Sec. IV Planning Commitments)
- N. Land Disposition Agreement
- O. 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 Developer; if there is to be anything like a bid bond, performance bond or deposit, forms for each; etc.]

X. SCHEDULES AND FIGURES