



REDEVELOPMENT OF THE FORMER MEDFIELD STATE HOSPITAL

Hospital Road, Medfield, Massachusetts

Request for Proposals

Unique Opportunity to Redevelop this Iconic and Architecturally Significant
Mixed-Use Property

Contact: Nicholas Milano, Assistant Town Administrator
nmilano@medfield.net



REQUEST FOR DEVELOPMENT PROPOSALS:

Medfield State Hospital Campus, Hospital Road, Medfield, Mass.

ISSUED: Monday, April 5, 2021

PROPOSALS MUST BE RECEIVED NO LATER THAN:

11:00 A.M. on Monday, August 2, 2021

DELIVER TO: Nicholas Milano, Assistant Town Administrator, Medfield Town House, Second Floor, 459 Main Street, Medfield, Massachusetts, 02052

Your Name/Proposer's Name: _____

Your Return Address: _____

SEALED PROPOSAL – Medfield State Hospital Development Proposal

Board of Selectmen
Town House, 2nd Floor
459 Main Street
Medfield, MA 02052
Attn: Nicholas Milano, Assistant Town Administrator
DO NOT OPEN UNTIL AFTER 11:00 A.M. on Monday, August 2, 2021

TABLE OF CONTENTS

**Request for Proposals for the Redevelopment of the
Former Medfield State Hospital, Medfield, Massachusetts**

SECTION 1: OVERVIEW/BACKGROUND/INTENT..... Pg. 4

- 1-1 Disposition Declaration/Invitation to Bid.....**
- 1-2 Disposition Intent.....**
- 1-3 Project Background.....**
- 1-4 Communications, Amendments and Questions.....**
- 1-5 Response Process.....**
- 1-6 Site Visit.....**
- 1-7 RFP and Developer Selection Schedule.....**

SECTION 2: PROPERTY DESCRIPTION..... Pg. 11

- 2-1 Property Overview.....**
- 2-2 Location/Locus Map.....**
- 2-3 Infrastructure and Utilities.....**
- 2-4 Environmental Assessment.....**
- 2-5 Zoning.....**
- 2-6 Easements.....**

SECTION 3: PROPOSER'S INFORMATION/SUBMISSION REQUIREMENTS.... Pg. 24

- 3-1 List of Proposal Contents.....**
- 3-2 Earnest Deposit.....**
- 3-3 Letter of Transmittal.....**
- 3-4 Price Proposal/Total Consideration.....**

3-5	Development Plan and Proposal Narratives
3-6	Submission Deadline.....
3-7	Submission Procedures.....

SECTION 4: SELECTION PROCESS/CRITERIA FOR EVALUATION..... Pg. 35

4-1	Selection Process Overview.....
4-2	Evaluative Criteria – General Requirements.....
4-3	Evaluative Criteria - Competitive Evaluation Criteria.....
4-4	Designation Process: PDA and Developer LDA.....

SECTION 5: GENERAL REQUIREMENTS..... Pg. 46

5-1	Terms of Disposition.....
5-2	General Provisions.....

SECTION 6: APPENDICES Pg. 50



SECTION 1 | OVERVIEW/BACKGROUND/INTENT

SECTION 1 | OVERVIEW/BACKGROUND/INTENT

1-1 DISPOSITION DECLARATION/INVITATION TO BID

Pursuant to M.G.L. Ch 30B, the Town of Medfield, acting by and through its Board of Selectmen, is issuing this Request for Proposals (RFP) to seek development proposals for the acquisition and redevelopment of a portion of the former Medfield State Hospital (MSH) property. Complete and responsive fee simple or ground lease proposals for all or some of the Disposition Property (as defined herein) are acceptable and will be evaluated in accordance with the criteria set forth in Section 4 of this RFP. Any selected proposal(s) will be further subject to a Provisional Designation Agreement (PDA) and Developer Land Disposition Agreement (Developer LDA) to be entered into with the Town and subject to a Special Town Meeting vote to authorize the disposition of Town-owned land.

As further described in Section 1-3 below, the Disposition Property (the "Property") consists of an approximately 87-acre parcel located to the north of Hospital Road in Medfield. The Property sits atop a scenic, rolling hill overlooking the Charles River and bordering the Town of Dover. It is surrounded by open space including land currently owned and operated by the Massachusetts Division of Capital Management & Maintenance (DCAMM), other agencies of the Commonwealth of Massachusetts including the Department of Agricultural Resources and the Department of Conservation and Recreation, and the Town of Medfield.



Since the closing of MSH by the Commonwealth in 2003, all buildings remain vacant. The grounds are popular with local residents who enjoy the vast open spaces, hiking trails, and access to the Charles River through an abutting parcel owned by DCAMM. The red brick late nineteenth and early twentieth century buildings and related hospital campus are listed on the National and Massachusetts Registers of Historic Places and situated within the Medfield Hospital Farm Historic District. This offering represents a unique and ambitious opportunity to revitalize a portfolio of landmark and historic buildings and grounds.

The Town acquired the Disposition Property from DCAMM in 2014 and subsequently commissioned a Strategic Reuse Master Plan (“Master Plan”) that was released in 2018. The Town then re-zoned the Disposition Property in 2019 in anticipation of soliciting interested and qualified developers to physically and financially reposition the site. These efforts demonstrate the Town’s commitment to facilitate the redevelopment effort by laying the ground work in advance of the municipal entitlement process to be undertaken by the selected developer.

The disposition, development and reuse of the Disposition Property will be carried out in accordance with, and subject to, applicable provisions of the Land Disposition Agreement between the Town of Medfield and the Commonwealth of Massachusetts, acting by and through DCAMM, dated December 2, 2014, as recorded at the Norfolk County Registry of Deeds in Dedham, MA (the “DCAMM LDA”). See Appendix A. The Master Plan issued by the Medfield State Hospital Master Plan Committee (Appendix B) represents many years of community input into the potential reuse of the Property. It is expected that the Master Plan will be considered by the proponent when crafting the RFP response; however, it is recognized that financial, housing, workplace, and economic forces are dynamic and ever-changing. Departures from and/or enhancements to the 2018 Master Plan concepts or current zoning requirements are permissible if they advance feasibility for the Town and the developer, result in less intensive development (for example, increased non-residential commercial development) and are consistent with the Disposition Intent outlined in Section 1-2.

The Town strongly prefers Master Developer or similar comprehensive proposals that will result in the organized near-term or phased transfer of the entire Disposition Property and result in a thoughtful, carefully executed, and successful redevelopment.

1-2 DISPOSITION INTENT

The intent of the disposition effort is to initiate the redevelopment of a portion of the former Medfield State Hospital Property, generally identified as Parcel A in the Master Plan, to achieve the following broad goals:

- Successfully repurpose MSH to support overall Town needs and interests.

- Address Town housing needs including the need for senior housing, mixed-income housing, and other residential options such as nursing and memory care, special needs housing, and artist live/work housing.
- Attain reasonable and desirable economic, financial and non-financial impacts on Medfield residents and Town services.
- Maintain and enhance the character and values of the Town of Medfield and its residents.

These broad goals will be considered by the Medfield State Hospital Development Committee (MSHDC) when evaluating developer proposals in advance of making recommendations to the Board of Selectmen for award to the preferred developer proposal.

1-3 PROJECT BACKGROUND

The Property is located on Hospital Road approximately two miles north of the Medfield town center. MSH was established in 1892 and originally encompassed 426 acres. The central green quadrangle and its surrounding buildings represent a unique example of late 19th century "alternative design" for patients with a variety of disorders of the mind and body. MSH was the first state hospital in Massachusetts to be built on the "cottage plan" with smaller and single use buildings to allow for better light and ventilation, and classification of patients in a home-like setting. Over the last century, the facility grew and many buildings were added to the campus. The facility raised its own livestock and produce, and generated its own heat, light and steam power distributed to all buildings.

MSH buildings were arranged around a quadrangle giving it the feel of a traditional New England village center or college. Of special importance are the buildings constructed between 1893 and 1897 in a late Victorian style of architecture known as Queen Anne. All buildings that face each other on the long sides of the common are mirror images of each other, creating a unique design feature. Total building areas and other information regarding the existing buildings on the site are provided in Appendix 3 of the Master Plan and the Medfield State Hospital Historic Resources Existing Conditions Memorandum compiled by Epsilon Associates (Appendix C-1), as well as an earlier study commissioned by DCAMM and completed by Lozano, Baskin, and Associates, Inc. (Appendix C-2).

The Commonwealth permanently closed MSH in April of 2003, at which time the grounds totaled approximately 241 acres. The Commonwealth subsequently disconnected the sanitary sewer system and water lines to individual buildings. The storm water management system was also rendered inoperable by the Commonwealth in an effort to separate the combination of sanitary and storm water flow. In December of 2014, the Town acquired 127 of the property's 241 acres from the

Commonwealth including the 87-acre Disposition Property north of Hospital Road (the subject of this RFP) and 40 acres of open space south of Hospital Road. There are presently 37 buildings on the Disposition Property totaling approximately 676,000 square feet.. The acquired lands both north and south of Hospital Road are on the National and Massachusetts Registers of Historic Places and the Disposition Property is within the Medfield Hospital Farm Historic District. Redevelopment is subject to a Memorandum of Agreement (MOA) among the Town of Medfield, DCAMM, and the Massachusetts Historical Commission with the concurrence of the Medfield Historical Commission and the Medfield Historic District Commission (Appendix D-1) and applicable Guidelines for Changes within Medfield Local Historic Districts (Appendix D-2). Remaining parcels previously associated with MSH and not acquired by the Town in 2014 are currently owned by various agencies of the Commonwealth, are generally open spaces, and are not included in this redevelopment effort.

Medfield is located 25 miles southwest of Boston, directly accessible by State Route 27 and Route 109 and approximately 9 miles to I-95. Located in Norfolk County, Medfield is a small-town, bedroom community with a rural past. The population in 2010 was just over 12,000 with almost 4,220 households, and has grown to an estimated 13,000 over the past 10 years. Median household income according to census data is \$160,963.

The Town has been growing steadily since the 1960s. The housing stock is dominated by single-family homes, with an average 2021 assessed value of \$692,400 and relatively few housing options for renters, seniors, or those with continuing care or special housing needs. Residential property taxes are a main contributor to Town revenues due to a modest commercial tax base and relatively little land available for development due in part to the high priority placed on open space and conservation. Medfield's small-town feel, focus on public schools, and a sensitivity to higher residential property taxes have, in the past, fueled opposition to large scale projects with perceived detrimental impacts.

An estimated 34% of the population is under the age of 18, with a median age of 38 years. There is a tremendous focus on families and school-aged children and the Medfield Public Schools consistently rank among the top schools in the state. In 2017, the Town ranked 5th in the Commonwealth by U.S. News & World Report.

1-4 COMMUNICATIONS, AMENDMENTS AND QUESTIONS

This RFP will be posted on the Town of Medfield's website at:

<https://www.town.medfield.net/Bids.aspx>

All communications, inquiries and/or questions regarding this RFP must be made in writing, no later than Friday, May 14, 2021 and directed to Nicholas Milano, Assistant Town Administrator, at nmilano@medfield.net. The Town, in its sole discretion, will endeavor to answer relevant and appropriate questions and any responses will be posted on the Town's website.

No other communications will be recognized, nor responded to. Only official written responses from the Town to properly submitted questions will be considered binding. No other forms of communications, including written or oral communications from Town representatives, will be deemed binding with respect to this RFP.

Any RFP amendments, clarifications, changes or updates (including changes to any dates and deadlines), as well as responses to proposer's questions, will be posted on the Town website. It is the sole responsibility of the prospective proposers to check the website for updated information. No accommodations will be made to proposers who fail to check the website or who misinterpret any information posted in connection with this RFP.

Proposers without internet access or who otherwise have disabilities or hardships may make a written request to the Town for a reasonable accommodation directed to:

Nicholas Milano
Assistant Town Administrator,
Town House, 459 Main Street,
Medfield, Massachusetts, 02052

1-5 RESPONSE PROCESS

The process generally involves the steps below. Additional information regarding the selection process is included in Section 4.

- The submission of development proposal responses to this RFP by interested parties.
- Review by the MSHDC of timely and properly submitted proposals.
- Selection by the Town (through its Board of Selectmen upon recommendation by the MSHDC) of one or more developer proposals that, in the Town's sole discretion and judgment, best address the selection criteria outlined in the RFP. However, the Town is under no obligation to select any proposal submitted in response to the RFP.
- Execution of a Provisional Development Agreement (PDA) by one or more recommended proposers ("Designated Developer") and the Town which will establish short-term conditions to be met by the Designated Developer(s) within 120 days (the "Due Diligence Period").
- Approval of the proposed disposition at Special Town Meeting.

- Execution of a Developer Land Disposition Agreement (Developer LDA), the terms of which will culminate in the disposition of the Disposition Property (or, if applicable, a portion of the Disposition Property).

Proponents shall be responsible for any and all costs they incur in the preparation of their proposal and/or any additional submission materials requested or required by the Town to aid in the evaluation process. The Town of Medfield will not reimburse proponents for any costs incurred in responding to the RFP or the development opportunity.

1-6 SITE VISIT

The optional Site Visit is intended to provide an overview of the redevelopment opportunity and will include an exterior site walk to review the Disposition Property and relevant excluded parcels as described in Section 2. No access to buildings will be permitted until the Due Diligence Period commences upon selection of one or more Designated Developer(s) and execution of PDA(s).

An optional Site Visit will be held in May on a date TBD.

Instructions: To register for the site visit, proposers are required to contact Nicholas Milano at the Town of Medfield at nmilano@medfield.net to RSVP by 11:00 A.M. on Monday, May 3, 2021 with the number of members in the team. To accommodate the Commonwealth's COVID-19 restrictions, the Town reserves the right to modify or limit the maximum number of people who will be allowed to attend. Multiple Site Visits may be scheduled as necessary. All attendees at Site Visits are required to wear face masks and practice social distancing.

1-7 RFP AND DEVELOPER SELECTION SCHEDULE (subject to change at Town's discretion)

1. RFP Release	Monday, April 5, 2021
2. Last Day to Submit Questions	Friday, May 14, 2021
3. Q&A Posted	Friday, June 4, 2021
4. Proposal Responses Due	Monday, August 2, 2021 at 11:00 AM
5. Proposer Interviews	August 2021
6. Short List of Selected Developers	Mid-September 2021
7. Best & Final Proposals Due	Mid-October 2021
8. Preliminary Designation of Developer(s)	November 2021
9. Enter into the PDA.	December 2021
10. Due Diligence Period as negotiated under the PDA	120 days from PDA Execution
11. Special Town Meeting vote	TBD
12. Execution of the Developer LDA	TBD



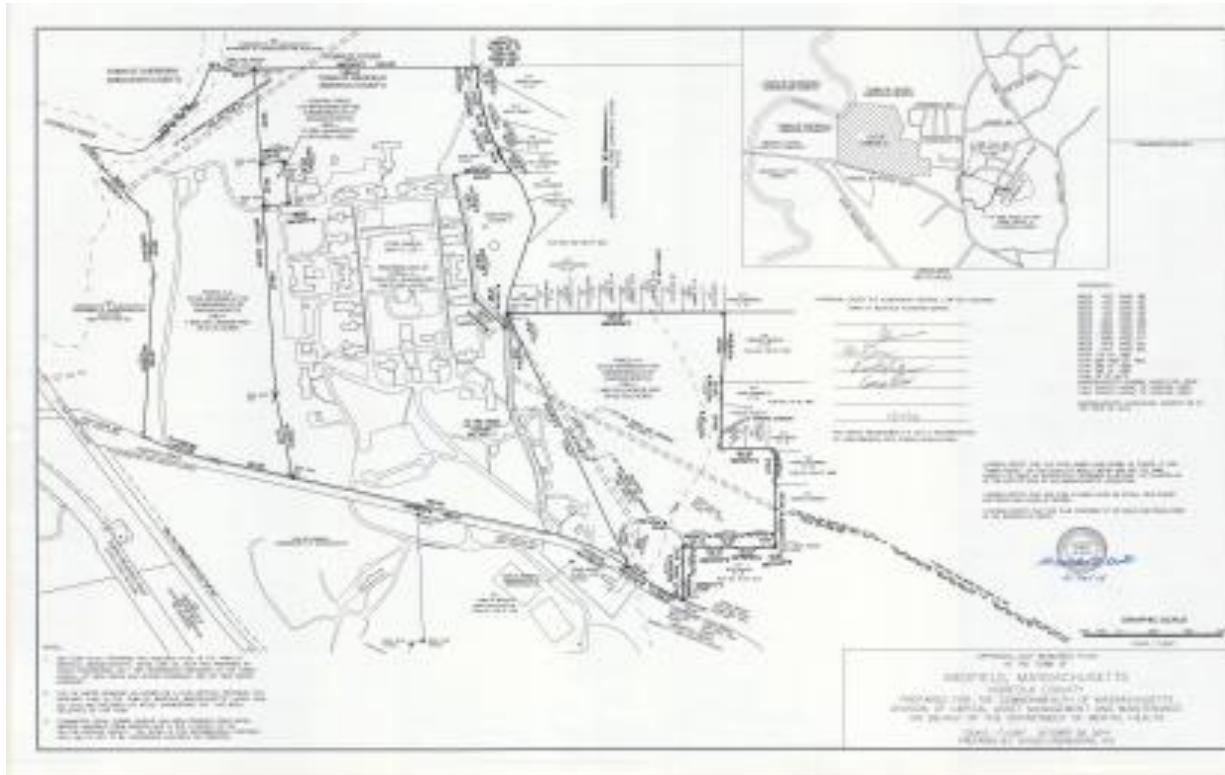
SECTION 2 | PROPERTY DESCRIPTION

SECTION 2 | PROPERTY DESCRIPTION

2-1 PROPERTY OVERVIEW

The Disposition Property subject to this RFP, known generally as Parcel A as described in the Master Plan (Appendix B, page 9), totals approximately 87 acres. The site is situated approximately 220 feet above sea level and the topography of the site reflects a gradual elevation change of approximately 50 feet, from the entry at Hospital Road to the core campus quadrangle. Flood plain maps for Medfield were updated by the US Federal Emergency Management Agency (FEMA) in 2012 and indicate that Parcel A lies outside of the 500-year flood risk area.

Parcel A is depicted in a 2018 Nitsch Engineering Site Plan which is included as Appendix E. A CAD file is available upon request.



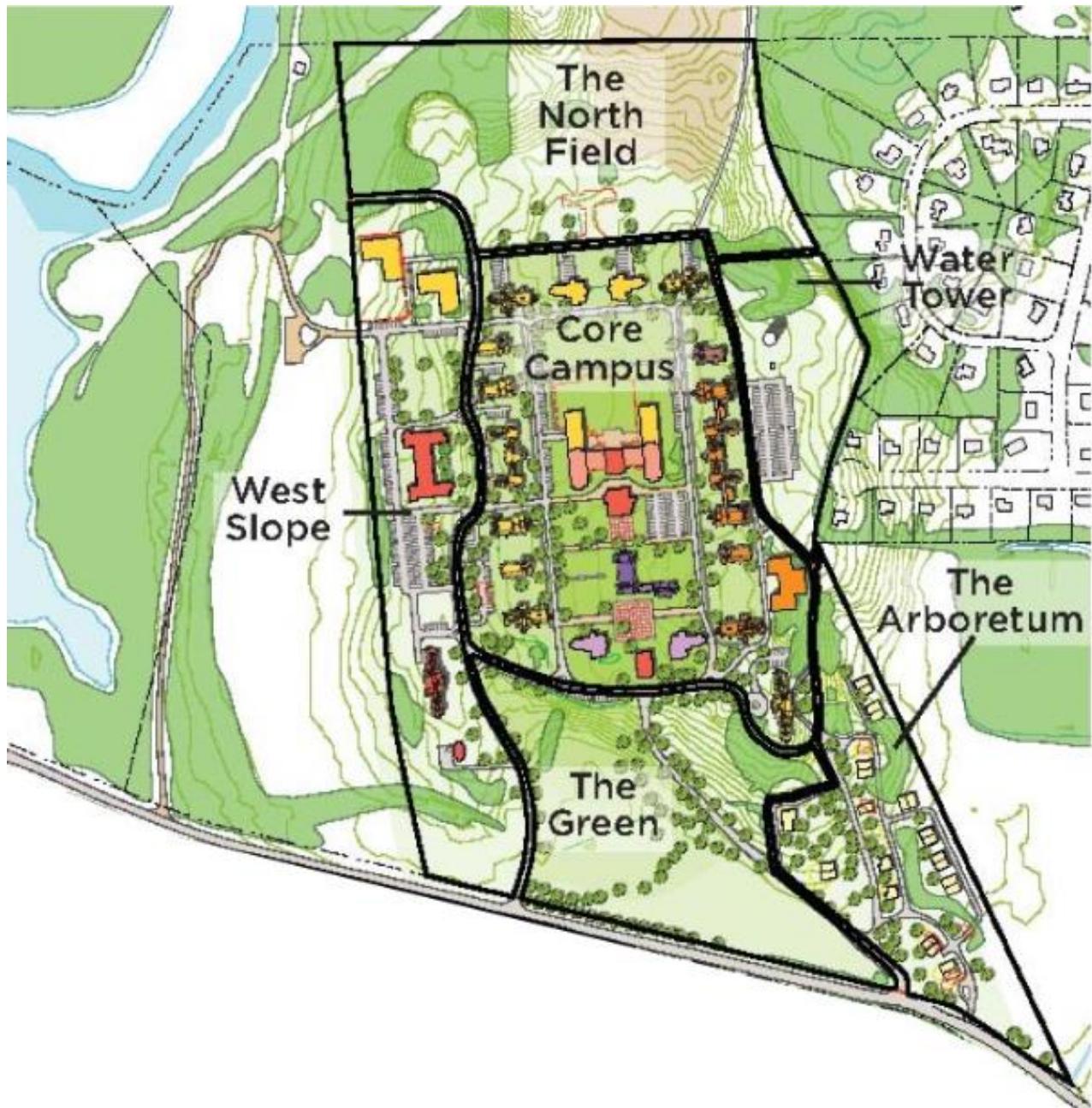
Prior to the Town's acquisition from DCAMM in 2014, DCAMM advanced a development proposal for MSH including an Expanded Environmental Notification Form (Appendix F-1). While ultimately this effort was not successful, it did result in MEPA Certificate EOEA #14448 being issued April 2, 2010 (Appendix F-2). The DCAMM LDA (Appendix A) provides for the Town, or any acquirer of the property, to become the successor proponent with respect to those portions of the existing MEPA Certificate that

relate to redevelopment of the Disposition Property. DCAMM retained MEPA compliance responsibilities with respect to areas not transferred to the Town: remediation and restoration of the Historic Fill Area alongside and in the Charles River, River Sediment, and the Laundry Parcel.

The land north of Hospital Road was rezoned by the Town in 2019. The zoning provides for six sub-zones defined below and depicted on the following page. The sub-zones describe areas for appropriate development density based on existing context and potential uses specified in the Master Plan.

- A. The Green. The Green is a broad open space defining the entry to the MSH campus. Permitted uses by right are limited to open space/arboretum and passive recreation. The expectation is that this area will remain open space.
- B. Cottage/Arboretum. The Cottage/Arboretum is an area in the southeast corner of the site currently occupied by deteriorating, wood frame dwellings and the location of a number of historic and rare specimen trees and shrubs.
- C. Core Campus. The Core Campus is the central hilltop campus quadrangle consisting of 24 brick buildings.
- D. North Field. The North Field is a rolling field to be maintained as passive open space, and possible agricultural use. Limited additional uses are allowed by special permit under the zoning bylaw. Potential alternative future uses, such as residential or commercial development, would require the Town to approve an additional zoning change, which is not encouraged.
- E. West Slope. The West Slope is an area to the west of the main quadrangle overlooking the wooded Medfield Charles River State Reservation with a few additional existing brick buildings and open land areas.
- F. Water Tower. The Water Tower is an open area surrounding the existing Town water tower, currently partially paved.

MSH Sub-Zones North of Hospital Road



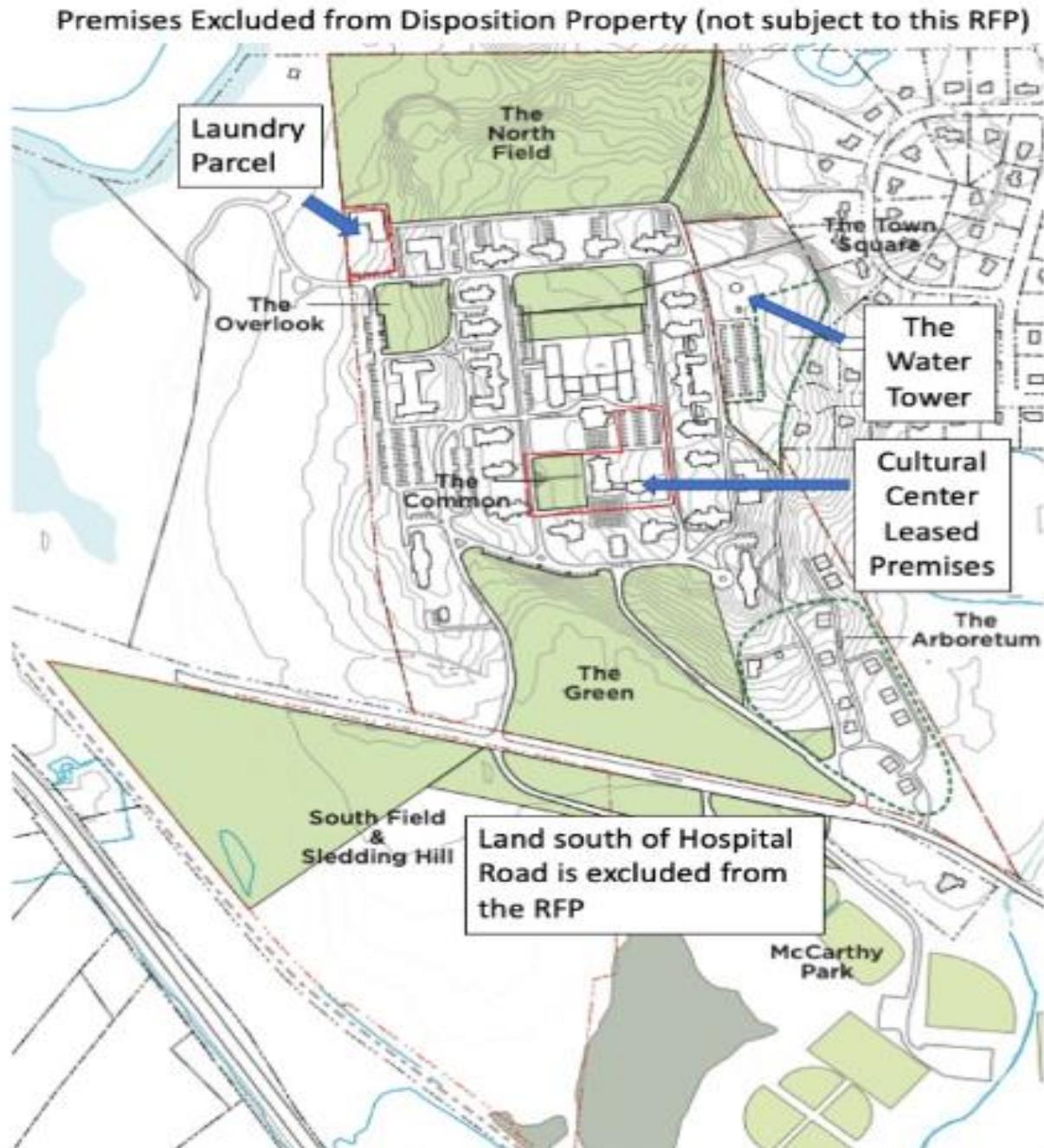
Original Parcel A Premises Excluded from Disposition Property (not subject to this RFP):

The Disposition Property excludes two areas formerly associated with MSH's core campus (the Water Tower and the Laundry Parcel), as well as certain premises leased by the Town to the Cultural Alliance of Medfield (CAM) for purposes of the development of a Cultural Arts Center. These uses are described in greater detail below and depicted on the map on the following page.

- A. Water Tower. The 6.438-acre parcel is the site of an existing water tower and cellular utilities. It has been legally separated from the Disposition Property, and is not subject to this RFP. While the Water Tower site will be retained and maintained by the Town, it is envisioned that a portion of this public site may be used to provide additional or overflow parking to support the redeveloped property or for other compatible uses such as community gardens.
- B. The Laundry Parcel. The Laundry Parcel is located within the West Slope sub-zone, near the Charles River, but is legally separate from the Disposition Property. This 0.858-acre parcel has not yet been transferred to the Town by DCAMM, pending completion of remedial response actions by the Commonwealth, and is therefore not subject to this RFP. Final remediation is expected to be completed by the end of the year and the Commonwealth will monitor groundwater for at least two years following completion. Interested developers may monitor progress including details of the remediation through DCAMM or the Massachusetts Department of Environmental Protection (Release Tracking Number 2-3020799). It is anticipated that once the remediation has been successfully completed the Town will acquire the Laundry Parcel and may make it available for development.
- C. Cultural Arts Center. Subsequent to the acquisition of Parcel A by the Town, the Town agreed to lease two buildings on site (the former Lee Chapel and Infirmary, referred to Buildings 24 and 25 in the Master Plan) to CAM in connection with CAM's efforts to develop a Cultural Arts Center on the former MSH grounds. In addition to the buildings, the lease provides for shared use of 48 parking spaces and 0.8 acres of open space abutting the site of the proposed Arts Center. All of the leased premises fall within the Core Campus sub-zone.

The lease (Appendix G) has a term of 99 years, beginning June of 2020, and grants certain rights and imposes certain obligations on both CAM and the Town. The lease and leased premises are not intended to be conveyed as part of the Disposition Property. Development proposals should anticipate that an additional sub-zone may need to be created and subdivided from

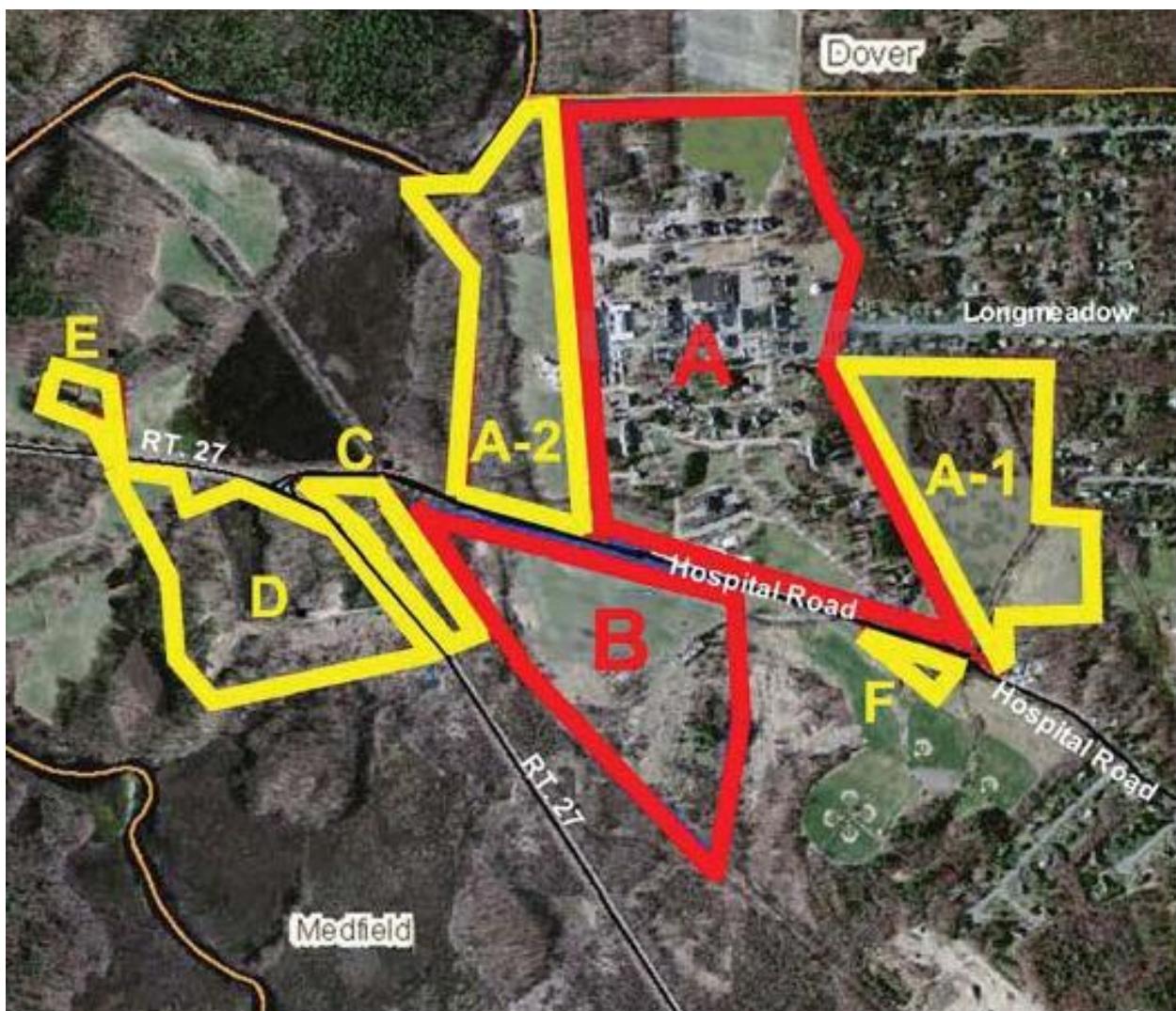
Parcel A to accommodate the developer's proposal and for the developer to ensure appropriate public access to the CAM premises throughout and following redevelopment activities. CAM has secured historic tax credits for the proposed Arts Center and proponents are encouraged to work with CAM in a co-development role to benefit the proponent's proposal, if possible.



Adjacent Parcels (not subject to this RFP):

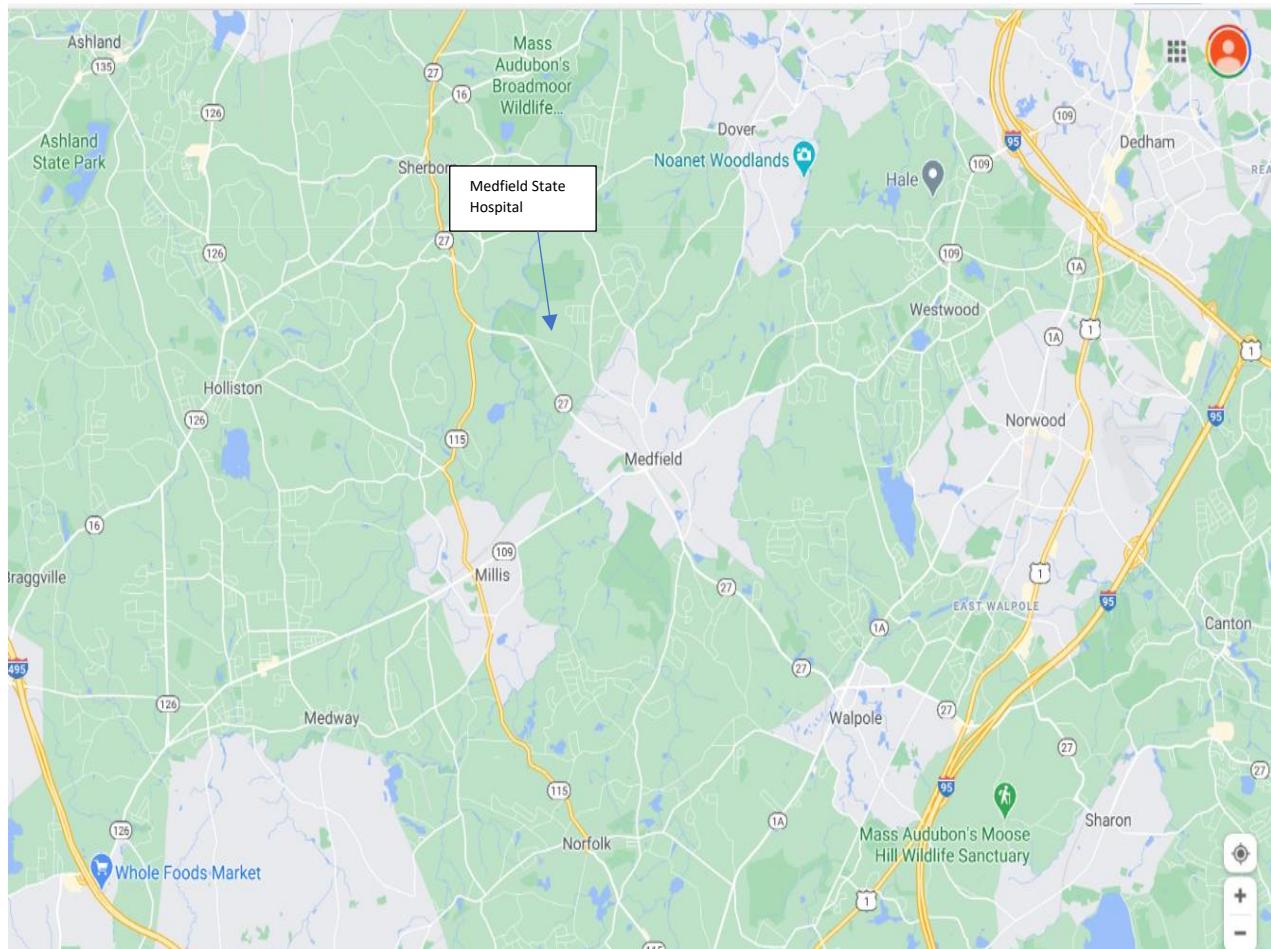
As noted in Section 1-3 above, the Town also acquired 40 acres of open space south of Hospital Road from DCAMM in 2014. These areas are depicted as Parcel B on the map below and known locally as the South Field and the Sledding Hill. Parcel B is located immediately next to McCarthy Park, a public park owned by the Town and operated by the Medfield Parks & Recreation Department, and includes popular soccer, baseball, softball, and lacrosse fields.

The remainder of the former MSH site represented in yellow below totals approximately 106 acres and is still owned and maintained by various agencies of the Commonwealth. Several of these parcels are maintained as agricultural, conservation, or recreation land and are publicly accessible. Parcel E is the site of the cemetery for deceased residents of the former MSH.



Parcels A-1, A-2, B, C, D, E and F are not part of the Disposition Property or this RFP.

2-2 LOCATION/LOCUS MAPS



(Continued next page)



2-3 INFRASTRUCTURE AND UTILITIES

The property's historic infrastructure was abandoned in 2003 and decommissioned in 2009. The location of these historic utilities, including utilities on or around the Disposition Property known to the Town, are described in the Master Plan. The Town makes no representations or warranties as to the locations of the historic infrastructure or to the capacity of the surrounding utilities.

The Designated Developer will be responsible for all infrastructure that may be required on the Disposition Property to accommodate the development proposed and must independently confirm location and capacity of all utilities.

Past Property studies can be found on the Town's website and are linked:

- [1989 Master Plan Steam System: Existing Site Conditions](#)

- [2019 Environmental Partners Group: Medfield State Hospital Development Review of Proposed Water and Sewer Utilities](#)

2-4 ENVIRONMENTAL ASSESSMENT

The Disposition Property, or portions thereof, are offered for sale or ground lease and will be conveyed as-is, where-is, and with all defects. Proposers must independently confirm environmental conditions. The Designated Developer will have the opportunity to undertake an environmental assessment following execution of the PDA. The Town makes no representations or warranties whatsoever regarding environmental conditions. Proposers will be required to meet all applicable pass-through requirements of the 2010 MEPA Certificate, including sustainability and environmental requirements, and obtain any required MEPA approvals for proposed work or activities not previously subjected to MEPA review per the Town's MEPA Agreement executed in connection with the DCAMM LDA. It is anticipated that the Designated Developer will file a Notice of Project Change to update the project previously reviewed pursuant to MEPA and be responsible for filing the Single Environmental Impact Report for the proposed project and for any additional documents and approvals required by MEPA. The Designated Developer will be required to release DCAMM for any claims as specified in the DCAMM LDA and shall defend, indemnify and hold the Town harmless from and against all loss, costs and damages due to the environmental condition of any portion of the Disposition Property.

Documents regarding site environmental history are linked here:

- [1991 Building Asbestos Surveys](#)
- [Release Abatement Measure Completion Report / Class A-1 Partial Response Action Outcome Statement: Former Medfield State Hospital Salvage Yard Area RTN 2-3020799](#)
- [Non-MCP Area Investigations Report – DCAMM March 2011](#)

2-5 ZONING

The Property is zoned pursuant to the newly created Medfield State Hospital District (MSHD) within the Town of Medfield in furtherance of Section 1-3 of the Zoning Bylaw (Appendix H). The Town was very deliberate in seeking and achieving public approval of the revised zoning by-laws and proposers are strongly encouraged to respond in a manner that recognizes the purposes and aspirations of the MSHD as expressed in the Bylaw:

- A. Promote the reuse of the former MSH and certain nearby properties by encouraging a balanced, mixed-use approach with housing, educational, recreational, cultural and commercial uses, with open space and with public access.

- B. Implement the goals and objectives of the Strategic Reuse Master Plan for the Medfield State Hospital.
- C. Promote the public health, safety, and welfare by encouraging diversity of housing opportunities.
- D. Increase the availability of affordable housing by creating a range of housing choices for households of all incomes, ages, and sizes, and meet the existing and anticipated housing needs of the Town, as identified in the 2016 Medfield Housing Production Plan (Appendix I).
- E. Ensure high quality site reuse and redevelopment planning, architecture and landscape design that enhance the distinct visual character and identity of the MSH area and provide a safe environment with appropriate amenities.
- F. Encourage preservation and rehabilitation of historic buildings.
- G. Encourage the adoption of energy and water efficient building practices and sustainable construction methods and practices.
- H. Establish design principles and guidelines and ensure predictable, fair, and cost-effective development review and permitting.

2-6 EASEMENTS

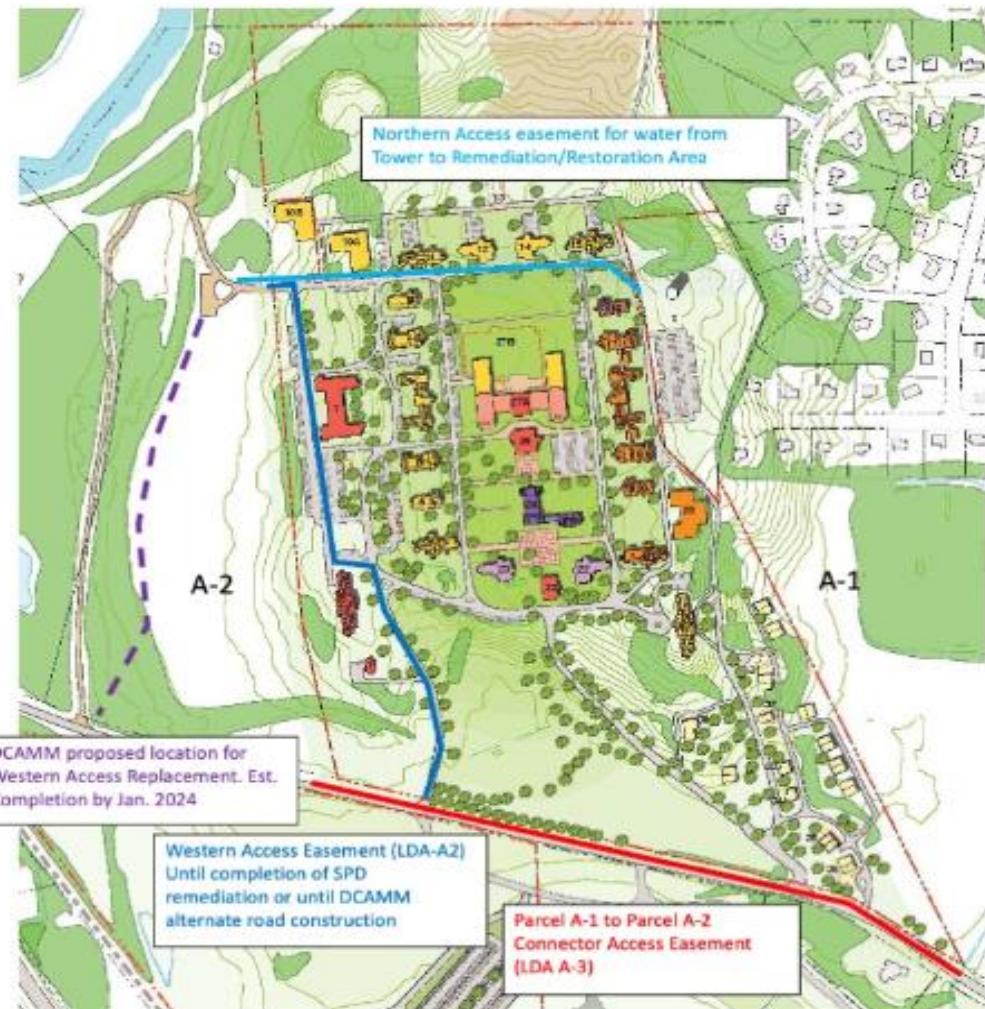
The Town may retain any existing, or reserve new easements, for utilities or infrastructure including, without limitation, access, water, sewer, electric, drainage, telecommunication, sidewalks, roadways and parking over, under or upon the Disposition Property. The Town may retain any portion of the Disposition Property to be conveyed as may be reasonably necessary to address adjacent properties or retained site areas originally within Parcel A, including but not limited to the Water Tower, the Laundry Parcel, and the premises leased to CAM for purposes of the Cultural Arts Center.

The Developer LDA may provide that, with the Town's reasonable consent and at the Designated Developer's sole expense, the Designated Developer may relocate any easements retained by the Town from time to time on the Disposition Property, provided that the relocation does not result in any material interruption of utility or other services being provided to the benefited land by use of such easements, and subject to any restrictions as may be specified in this RFP or the Developer LDA.

The Disposition Property will be conveyed subject to all restrictions, easements, and encumbrances of record, which include without limitation easements provided to DCAMM per Section 6 of the DCAMM LDA:

- A. The temporary Northern Access Easement. The Town agreed to a temporary easement from the Water Tower to Parcel A-2 for the purposes of DCAMM's undertaking of its remediation and restoration work, including the construction of the Overlook Parking Lot and a Boat Launch on Parcel A-2 and the remediation of the Laundry Parcel.
- B. The temporary Western Access Easement. The Town agreed to a temporary easement on Parcel A until DCAMM completes the permanent public vehicular and pedestrian access to Parcel A-2. This temporary easement allows DCAMM access to complete remediation of the Laundry Parcel and for on-going monitoring/maintenance of the riverfront restoration area, Gateway Parking Lot, and Boat Launch. The easement also provides temporary general public access to the Gateway parking Lot. This easement terminates following DCAMM construction of the access road on Parcel A-2.
- C. The permanent pedestrian Connector Access Easement. The Town agreed to allow a crossing for continued public access between Commonwealth-retained Parcels A-1 to the east of the Core Campus and A-2 to the west of the Core Campus in a manner consistent with the use of the property. This access may be located adjacent to the north side of Hospital Road if marked at a safe distance from it. The Town is required to ensure this access is preserved in any sale/ transfer of the MSH property.

Surviving DCAMM LDA Easements and Access Rights





SECTION 3 | PROPOSER'S INFORMATION/SUBMISSION REQUIREMENTS

SECTION 3 | PROPOSER'S INFORMATION/SUBMISSION REQUIREMENTS

3-1 LIST OF PROPOSAL CONTENTS

All proposals must include, at a minimum, the following materials and information (as described in greater detail below):

- Earnest Deposit
- Letter of Transmittal
- Price Proposal/Total Consideration
- Development Plan and Proposal Narratives
- Proposer's Qualifications/Developer Project Experience including References
- Financial Information/Proforma Budgets/Proposed Sources & Uses
- Implementation Plan and Schedule
- Proposer's Financial Information
- Required Forms:
 - Certificate of Tax Compliance (Appendix J)
 - Disclosure of Beneficial Interests (Appendix K)
 - Certificate of Non-Collusion (Appendix L)

3-2 EARNEST DEPOSIT

All proposals must be accompanied by a deposit of \$10,000.00 in the form of a certified cashier's, treasurer's or bank check made payable to the Town of Medfield. Proposal deposits will be held by the Town in a non-interest-bearing account. The \$10,000.00 deposit paid by the Designated Developer shall be nonrefundable upon execution of the PDA further described in Section 4-4, except as may otherwise be provided in the PDA and/or subsequent Developer LDA. Deposits will be returned to non-selected proposers after selection of the Designated Developer.

3-3 LETTER OF TRANSMITTAL

The proposal must include a one-page letter of transmittal signed by the principal(s) of the proposer entity. The letter must acknowledge receipt of all Addenda.

3-4 PRICE PROPOSAL/TOTAL CONSIDERATION

Proposals shall clearly specify the Total Consideration to be paid for the Disposition Property or the portion of the Disposition Property that is the subject of the proposal. Total Consideration consists of a cash purchase price, proposed ground lease rent and terms, and/or other Community Benefits, each as applicable. A total of 50% of the cash purchase price is to be paid to the Town of Medfield at closing, with the remaining

balance to be paid within 30 days of issuance of the building permit for the first building associated with the awarded project. If the developer is proposing a long-term ground lease, the Town reserves the right to further negotiate the payment terms of the Total Consideration proposed in the developer's response. In accordance with Section 3-5 below, all proposals must include a detailed description of the total package of Community Benefits which shall be considered by the Town in evaluating Total Consideration.

3-5 DEVELOPMENT PLAN AND PROPOSAL NARRATIVES

Proposals must include a written overview of the proposed redevelopment concept, which may include fee simple or ground lease proposals for all or some of the Disposition Property. The overview should provide a snapshot of the proposer's vision for the redevelopment project, be specific to the uses proposed, and describe how the overall development will function and interact in the greater community. The overview will provide a foundation for the more detailed Development Plan and Disposition Intent narratives described below.

Required points of discussion for responsive proposals follow in paragraphs A-O below. Proposals should be organized and formatted according to these submission requirements for ease of review and to ensure completeness.

PROPOSAL NARRATIVES

A. Development Plan Narrative. Include a written narrative describing the Development Plan in adequate detail so as to represent the developer's vision for the project proposed. If only a portion of the Disposition Property is proposed for acquisition, describe how the proposal would leave open the possibility for future development on the remainder of the site. A conceptual site plan, schematic elevations, and typical floor plans must accompany the proposal narrative. Buildings should be identified by numbers consistent with the Master Plan, Table V-4 (pp. 36-37), [which can be viewed at this link](#). If new buildings are proposed, massing studies are to be included and the narrative should address how the proposal relates to the current zoning including its Design Guidelines, how the proposed new buildings and design contribute to the overall development concept, and how requirements applicable to new construction in historic districts will be met.

The Development Plan Narrative should describe and provide estimates of the following:

- Strategy for mix of uses, including but not limited to residential, commercial, recreational, and cultural arts uses.
- Discussion of proposal's relationship to MSHD Design Guidelines, permitted uses, and other aspects of the 2019 Zoning Amendment

including identification of any anticipated requests for special permits, variances, or rezoning.

- Number of buildings/structures and approximate square footage to undergo historic preservation/rehabilitation.
- Population mixes for all of the housing proposed.
- Anticipated taxable property value upon completion of the proposed project for residential, non-residential commercial, and other uses.
- Anticipated traffic impacts resulting from the proposed development taking into account anticipated uses (residential, commercial, office, etc.).
- Describe the approach to integrating high performance building standards, technologies to conserve energy, water, and other limited resources, along with any proposed clean energy initiatives for the development in a comprehensive plan to reduce resource use. At a minimum, demonstrate consistency with requirements applicable to the site including Sustainability Principles referenced in the DCAMM LDA and obligations to analyze and mitigate greenhouse gas emissions and other environmental impacts described in the 2010 MEPA Certificate.

The preliminary site plan(s) should identify and depict the location of proposed new buildings (as applicable), buildings to remain, location of open/public access spaces, parking areas, landscaping, and any amenity spaces proposed. The conceptual site plan should also clearly indicate and locate building types and uses and, in the case of housing, identify housing use type. Provide:

- Site layout, building arrangements and topographic references such as parking and open spaces.
- Identification of existing buildings and new buildings (as proposed).
- Information regarding building massing, envelope details proposed and schematic elevations, as appropriate.
- Preliminary representative floor plans organized by building.
- Way finding and circulation information, including public and pedestrian access routes and restrictions, as well as vehicular access and restrictions.
- Any other descriptive information that will convey the intent of the developer's proposal.

B. **Disposition Intent Narrative.** Include a detailed narrative description of how the proposed development will address the broad goals set forth in Section 1-2 Disposition Intent:

- Successfully repurpose MSH to support overall Town needs and interests.
- Address Town housing needs including the need for senior housing, mixed-income housing, and other residential options such as nursing and memory care, special needs housing, and artist live/work housing.
- Attain reasonable and desirable economic, financial and non-financial impacts on Medfield residents and Town services.
- Maintain and enhance the character and values of the Town of Medfield and its residents.

C. **Permitting Process.** Include a narrative describing the anticipated Permitting and Entitlement processes and a list of all required local, state, and federal zoning, land use, historical commission/historic district commission, and environmental permits and approvals required. Also include any and all applicable licensing/operating permit requirements as appropriate to support the uses proposed. This information should be organized in a format that illustrates the permit strategy and related schedule in a clear, organized fashion.

D. **Implementation Plan and Schedule.** Include a project schedule that includes proposed timetables for permitting, design, financing, and construction. This schedule must contemplate pre-development, development, and occupancy periods. This information should be organized in a detailed critical path schedule for implementation of the proposed Development Plan, including a list of development tasks and a timeline for each task.

The implementation plan should also include a schedule for obtaining financial resources necessary for the proposed development. The plan should describe the anticipated schedule for procuring required equity investment funds, debt sources, tax credits and/or other financing incentives as may be required to underwrite the proposed development. The plan should also describe any implications for delay that may be anticipated, if any, and how the developer would mitigate these delays to keep the proposed project on schedule.

E. **Financial Plan/Proforma Budgets/Proposed Sources & Uses.** Include a financial plan to demonstrate the financial feasibility of the proposal including a summary of anticipated sources and uses of funds, development and operating proformas, and underwriting assumptions. If public capital or operating subsidies are anticipated (i.e., historic tax credits, low-income housing tax credits, MassWorks or other public resources), this information should identify the sources proposed, the amount of funding required, and a schedule for receipt of these sources.

F. Cultural Arts Center. Include a description of how the proposed development will address and accommodate CAM's planned Cultural Arts Center referenced in Section 2-1, the existing lease between CAM and the Town for Buildings 24 and 25 (Appendix G), and provide for pedestrian and vehicular access to and through the CAM premises before, during, and following redevelopment of the Disposition Property.

CAM has recently secured a round of historic tax credits to support development of the Arts Center. Additional information provided by CAM may be accessed via the links below.

- [Feasibility Study: Market analysis and financing and operations proformas by Arts Market](#)
- [Building analysis and cost estimates by DBVW Architects](#)
- [Cultural Alliance of Medfield's vision for a cultural campus within the MSH development](#)

G. Description of Uses. Include a description of the target market for tenants and other end-users identified in the Development Plan, including a strategy for marketing to these groups.

This information should be organized in a clear and organized format that includes, at a minimum:

- The square footage for each use.
- The total FAR for all buildings (total buildable area anticipated as a percentage of the total land area).
- Percentage of the site to be used for parking/pavement (impervious area calculations).
- Description of the relationship of the project to the surrounding buildings and neighborhoods.
- Description of the open spaces to be maintained in the proposed redevelopment.
- Description of public realm amenities, including passive recreation, that is accessible to the public.

H. Affordable Housing Plan (as applicable). If the proposal includes housing, the proposer's plans must provide affordable housing consistent with the Town's inclusionary zoning bylaw § 300-14.16 (see table on following page). This should include identification of the number of units to be affordable by housing type (for example, the number of units proposed for senior and/or family housing), income tiers, and any subsidies anticipated. Provide a clear and organized matrix that includes: (1) anticipated total unit counts; (2) housing type (rental, homeownership, other); (3) target market (family, senior,

other); and (4) number and description of the what is defined as “affordable housing” including target rent/income limits as applicable.

Table of Affordable Units Requirements

Total Units in Project	Affordable Units
6 to 20	15%
21 to 49	20%
50+	25%

- I. **Environmental Impacts, Constraints, and Mitigation.** Include a description of anticipated environmental impacts associated with the proposed development. Address the 2010 MEPA certificate constraints and any aspects of the proposal anticipated to be subject to additional MEPA review. Describe anticipated mitigation measures including but not limited to visual, noise, and traffic impacts during the construction, lease-up, and operating phases. Discuss how the proposer will address these considerations within the Permitting Process and Implementation Plan and Schedule proposed in paragraphs C and D above.
- J. **Property Management Plan.** Include a description of the plan for the ongoing ownership, operation, and management of the property to be acquired. The proposal must also describe how the property will be maintained and kept secure prior to and during redevelopment.
- K. **Infrastructure Plan.** Include a plan that addresses how the anticipated utility needs (including electric, gas, water and sewer, storm water and telecommunication requirements) of the proposed development will be met. As the existing utility infrastructure will not be sufficient, the proposal must address how infrastructure be added and/or upgraded along with a description of how these costs will be funded.
- L. **Public Access Plan.** Include a description of the developer's plan to accommodate safe public access for pedestrians and vehicles to and from the Disposition Property site during redevelopment and following completion of the redevelopment effort. Include a description of the plan for the permanent pedestrian Connector Access Easement referenced in Section 2-6.C above.
- M. **Community Benefits and Impacts.** Include a description and evaluation of the benefits of the project to the surrounding area, including, without limitation, discussion of Community Benefits to be provided as part of the Total Consideration for the Disposition Property or portion of the Disposition

Property that is the subject of the proposal. In addition, proposals should specifically address:

- The extent to which the proposed development successfully addresses anticipated traffic impacts of the proposed project.
- The extent to which the proposed development addresses anticipated public school system impacts of the proposed project, based on the estimated number of school-aged children expected from the proposed housing mix and the capacity of the existing Medfield public schools.
- The proposed development's anticipated impact/benefits to the local tax base and taxes to be received by the Town, including revenues from residential as well as non-residential commercial property to diversify the existing tax base.
- The extent to which the proposed development incorporates energy and water efficient building practices, conserves resources, and promotes clean energy.
- Provisions for parking to accommodate residents and visitors to the site without compromising roadway or neighborhood safety.
- The proposed development's connectivity to Harding Street, North Street, and Medfield Town Center.
- Any other local and regional benefits associated with redevelopment, including but not limited to the extent to which the redevelopment includes recreational amenities (for example, walking trails or bike paths) that will be available to the public and any proposed limitations on access during or following the redevelopment period.

PROPOSER'S INFORMATION

N. Proposer's Qualifications/Developer Project Experience. Include a description of the development team to be involved in the proposed redevelopment, addressing the following information:

- The name, address and telephone number of the proposer(s), the name(s) of the representative(s) authorized to act on the proposer's behalf, and the name of the senior person designated as the primary contact to whom all correspondence should be addressed.
- If the proposer is not an individual doing business under the proposer's name, the proposal must describe the structure and status of the entity (whether a non-profit or charitable institution, a general, limited, or limited liability partnership, a for-profit corporation, limited liability company, unincorporated association or joint venture) and indicate the jurisdiction in which it is registered to do business. Please include the exact name and legal status of the entity proposed to be named the Designated Developer in the PDA if different from the proposer.

- Description of the organizational structure of the development team and a plan for project management and communications between the Town and the development team during all phases of the redevelopment project.
- Provide the qualifications and primary responsibilities of everyone on the development team. Identify MBE/WBE and individual minority or women team members including details regarding their roles in the proposed development.
- Identify any project partner(s), including major sub-consultants who are participating in the proposal and a description of the nature and degree of their involvement and commitment to the project described in the proposal.
- Provide a summary of the development team's experience, collectively and individually, with similar projects including the use of historic tax credits. This summary should demonstrate a proven track record in all phases of project development including, but not limited to permitting, financing, design and construction. Provide examples of similar completed projects and include site address and brief narrative description for each. If applicable, include information about high performance building standards and practices, energy efficiency features, and other characteristics addressing the project's sustainability, conservation of resources, and use of clean energy.
- Provide at least three (3) professional references from previously completed projects, including at least one (1) from municipal or governmental partners on similar prior projects.
- Confirmation that no local, state, or federal taxes are due and outstanding for the proposer, the development team or any constituent member thereof.
- Information regarding any legal or administrative actions past, pending, or threatened that could relate to the conduct of the proposer (or its principals, business, and/or affiliates), and/or its compliance with laws and other governmental requirements or its ability to execute the PDA, Developer LDA and other legal documents required to close.

O. Proposer's Financial Information. The financial information must include the following:

- Certification of Tax Compliance. The proposal must include a signed Certification of Tax Compliance (Appendix J).
- Expenses. The proposal must include an acknowledgement that the Designated Developer will pay for all costs incurred by the Town in connection with the disposition. These include, but are not limited to,

real estate consultants, appraisals, surveys, architectural, engineering, and extraordinary legal expenses as they may apply.

- Financial Declaration. The proposal must include a financial certification to be signed by the principal or senior officer of the proposer confirming, among other matters, that its investment team has the financial strength to close the sale with the Town and to develop the Disposition Property to completion in accordance with the proposer's development plan. After the submission of proposals, proposers may be asked to submit additional financial information for review in form and substance acceptable to the Town in its sole discretion.

3-6 SUBMISSION DEADLINE

To comply with this RFP, 1 original hard copy, plus an additional 18 copies for Town distribution of the proposal containing all of the materials and information required by this RFP, along with an electronic version of the complete proposal (submitted via a thumb drive), must be received no later than 11:00 A.M. on Monday, August 2, 2021 (the "Submission Deadline") by the Town at the following address:

Board of Selectmen
Medfield Town House, 2nd Floor
459 Main Street,
Medfield, MA 02052
Attn: Nicholas Milano, Assistant Town Administrator

Submissions must include all forms, completed and signed per the instructions in this RFP.

3-7 SUBMISSION PROCEDURES

Proposals will be time-stamped as they are received at the office of the Board of Selectmen and the Board of Selectmen time stamp shall be controlling. Proposals received after the Submission Deadline will be deemed non-responsive and rejected. Faxed or electronically mailed (e-mailed) proposals will be deemed non-responsive regardless of the date received. Any proposals received late in person or by mail will be refused and will not be time-stamped.

Timely proposals will be publicly opened at 11:00 A.M. on Monday, August 2, 2021 at:

Cheney Hall
Medfield Town Hall, 2nd Floor
459 Main Street
Medfield, MA 02052

The Town will not accept any information or materials received after the Submission Deadline unless such information or materials are provided in response to the Town's written request for such supplemental information or materials. Prior to the Submission Deadline, proposers may correct, modify, or withdraw a proposal by written notice to the Town at the address above. After the opening of proposals, a proposer may not correct or modify its proposal in any manner unless in response to a written request by the Town in its sole discretion. These submission requirements will be strictly enforced.

The proposal must be in a sealed package addressed and marked as follows:

Your Name/Proposer's Name: _____

Your Return Address: _____

SEALED PROPOSAL – Medfield State Hospital Development
Proposal

Board of Selectmen
Town House, 2nd Floor
459 Main Street,
Medfield, Massachusetts 02052
Attn: Nicholas Milano, Assistant Town Administrator

DO NOT OPEN UNTIL AFTER 11:00 A.M. ON MONDAY, AUGUST 2, 2021

If the proposal is sent via Express Mail, Federal Express or similar courier, the proposal must be in a sealed inner envelope addressed and marked as shown above.



SECTION 4 | SELECTION PROCESS / CRITERIA FOR EVALUATION

SECTION 4 | SELECTION PROCESS/CRITERIA FOR EVALUATION

4-1 SELECTION PROCESS OVERVIEW

On behalf of the Town of Medfield, a municipal corporation acting by and through its Board of Selectmen, the MSHDC will review and evaluate all complete proposals that have been received by the Submission Deadline. MSHDC will make recommendations to the Board of Selectmen, and ultimately any proposed sale or ground lease of the Disposition Property or portion thereof supported by the Board of Selectmen will be subject to the required Town Meeting approval process.

Evaluation of the proposals will be based on:

- The information provided in the proposal in accordance with the submission requirements provided in Section 3.
- References and any additional information, including additional references, requested by MSHDC as applicable.
- Interviews and/or presentations for MSHDC and other stakeholders, as required as part of the proposal evaluation.
- Any other information from publicly available and verifiable sources.

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 request “best and final” offers.
- To reject any or all proposals.
- To issue a new Request for Proposals for any reason deemed appropriate by MSHDC, the Board of Selectmen, or the Town of Medfield.

Rule for Award

The Town is not obligated to select any proposals including the proposal that offers the highest Total Consideration. The successful proposal will be the one that is deemed most advantageous to the Town, in the Town's sole discretion, from a responsive and responsible proposer and taking into consideration all evaluation criteria set forth in the RFP including any proposed contingencies.

If more than one directly competing proposal is deemed advantageous following the evaluation, a short-list will be created and best-and-final proposals will be sought. Following receipt and evaluation of best and final offers, the Town will preliminarily select a developer (or developers in the case of complementary proposals that each pertain to separate and distinct portions of the Disposition Property) and notify the developer(s) in writing. The Town will notify, in writing, all proposers that have not been selected. The selected developer(s) will enter in a PDA with the town which will dictate the due diligence process and will be negotiated between the Town and the selected developer(s). After the due diligence process is complete, the selected developer(s) will present their proposal at Special Town Meeting (date to be determined) in support of the Town's request for voter approval to grant authority for the disposition. An affirmative vote to authorize the disposition will be required at Special Town Meeting.

Subsequent steps in the developer selection process are outlined in Section 4-4.

Proposal Evaluation

Proposals will be evaluated as to the responses to each of the four priority categories described in Section 4-3 below. The four categories are ranked in rough order of importance to the Town but all are important and will be evaluated. All proposals will be reviewed and, in anticipation of a variety of proposals types, all proposals will be considered provided they meet the minimum criteria in Section 4-2 below. Selection criteria categories will not be weighted by MSHDC in making its recommendations to the Board of Selectmen.

4-2 SELECTION CRITERIA: GENERAL REQUIREMENTS

Proposals received by the Submission Deadline will be initially evaluated by the MSHDC to determine if the proposals meet the requirements of the RFP. In order for a proposal to be considered responsive, the following minimum threshold criteria (non-scored criteria) must be met:

- A. **Submission Conformance.** Conformance with *all* submission requirements as outlined in this RFP, including all required forms and certificates. This includes organizing the proposal in accordance with the submission requirements outlined in Section 3-5.

B. Financial Feasibility. The financial feasibility of the development proposed, must be demonstrated in a comprehensive financial plan (as included in Section 3-5, subsection E), which includes at a minimum:

- Underwriting financing assumptions;
- Hard and soft cost development budgets;
- Operating budgets; and
- Summary of overall sources and uses.

C. Public Access. Public access must be maintained for continued use including, at a minimum, recreation and public-use access through the Disposition Property, to roadways from Hospital Road, and to open spaces adjoining the MSH property including those providing access to the Charles River. Address the requirement for the permanent pedestrian Connector Access Easement.

D. Recognition of Existing and Continuing Obligations. Proposals must directly confirm willingness to accept existing and continuing obligations associated with the Disposition Property and address how the proposed development will recognize and incorporate these into the proposal. These include but are not limited to the DCAMM LDA, the MOA with the Massachusetts Historical Commission, the MEPA Agreement, 2010 EENF and resulting 2010 MEPA Certificate, and the long-term lease to CAM for the proposed Arts Center. This requirement applies to all submissions, including proposals to acquire only a portion of the Disposition Property.

E. Ability to Proceed upon Award. Proposers must demonstrate an ability to commence work within 12 months of selection, including evidence of sufficient staff and capital resources required to perform the work. Proposers must provide a schedule including start-date, significant milestones, and completion dates for the redevelopment.

F. Ground Lease Proposals. If a ground lease is proposed, the term assumed must be disclosed in the proposal submission. MSHDC anticipates a term of 99 years based on industry standards although a shorter term may be proposed.

4-3 SELECTION CRITERIA: Competitive Evaluation Criteria

To evaluate responsiveness and competitiveness of the non-threshold principles indicated in the developer's response, the following comparative criteria will be utilized to evaluate the relative merits of proposals submitted in response to this RFP.

A. **Community Impacts/Benefits.** Proposals will be evaluated for impacts on the Town, Town services, and current residents with respect to costs, uses, density, traffic, noise, aesthetic effect, and other considerations.

1. **Fiscal benefits.** Proposals that successfully enhance and diversify Town tax revenues net of any Town costs will be received most favorably. Proposals should estimate potential tax revenues to the Town based on proposed residential, commercial, and other development as well as anticipated municipal expenditures required (snow removal, public safety, public services, increase in school age children, water/sewer capacity, etc.) to service the site. While discouraged, proposals must indicate whether any real estate tax agreements or financing mechanisms requiring additional negotiation with the Town are proposed (for example, Abatement or District Improvement Financing).
2. **Town Obligations and Liabilities During and Following Redevelopment.** Proposers may submit a proposal for all or part of the Disposition Property. The Town strongly prefers Master Developer, Joint Venture/teaming, or similar comprehensive proposals that will result in the near-term or phased transfer of the entire Disposition Property and consequent elimination of ongoing Town maintenance expenses and potential liabilities related to retained portions of the site. Proposals that address only a portion of the Disposition Property should discuss how ongoing Town expenses and liabilities associated with the entire site can be addressed in conjunction with the proposed limited disposition and development.
3. **Estimated impacts on the local public school system.** Based on the housing program proposed, respondents shall provide an estimate of the number of school-aged children that are anticipated to reside at the development and an assessment of the capacity of the existing Medfield Public Schools to accommodate additional students.
4. **Impacts on local traffic.** Respondents must include an initial analysis of the proposal's impact on local traffic, including estimated vehicle counts, on-site traffic management/mitigation strategies, and accommodation for public traffic access. Proposals that limit impact and outline a clear plan to manage that impact will be rated more highly. The Designated Developer will be required to provide a full third-party engineering analysis as a condition of the Developer LDA and mitigation measures may be required depending on the impact estimated.
5. **Provisions for parking.** Proposals must indicate how parking will be organized and utilized appropriate to support the scope and mix of the

development proposed, and to accommodate shared parking including for the site's recreational and cultural uses.

6. **Additional Community Benefits.** In accordance with Section 3-5 paragraph M, submissions should specify additional Community Benefits, if any, associated with the development proposal.
7. **Total Consideration.** Proposals are to clearly specify the Total Consideration to be granted for the Disposition Property or the portion of the Disposition Property that is the subject of the proposal. Total Consideration consists of a cash purchase price, proposed ground lease rent and terms, and Community Benefits, each as applicable.

B. **Vision/Consistency with Disposition Intent.** The Disposition Intent expressed in Section 1-2 is a product of many years of planning and community engagement in Medfield. While all proposals meeting the threshold criteria in Section 4-2 of this RFP will be considered, it is expected that the proposer's vision for the site and proposed Development plan will be generally consistent with the Disposition Intent including the considerations below.

1. **Proposal's recognition of the general redevelopment aspirations.** The Town acquired the Disposition Property in 2014 and since that time completed an extensive Master Planning process and rezoning of the Property toward achievement of certain goals expressed in the Disposition Intent. However, departures from and/or enhancements to the 2018 Master Plan concepts or current zoning requirements are permissible if they advance feasibility for the Town and the developer and are consistent with the stated Disposition Intent.
2. **Historic Preservation.** Proposers should review the Medfield State Hospital Historic Resources Existing Conditions Memorandum compiled by Epsilon Associates in July 2014 (Appendix C-1) and the 2003 Medfield State Hospital Re-Use Study by Lozano, Baskin, and Associates, Inc. (Appendix C-2). Redevelopment is subject to a MOA among the Town of Medfield, DCAMM, and the Massachusetts Historical Commission (Appendix D-1) concerning historic preservation/rehabilitation and any proposed new construction. The Disposition Property is located within the Medfield Hospital Farm Historic District and accordingly the Medfield Historic District Commission's *Guidelines for Changes within Medfield Local Historic Districts* (Appendix D-2) applies to proposed changes to historic structures and proposed new construction. Proposals that include preservation and rehabilitation of the historic buildings or proposed new construction should specifically refer to applicable requirements.

Rehabilitation of buildings that contribute to the historic nature of the core property may qualify for State and/or Federal Rehabilitation Tax Credits. Proposers should also consult the Massachusetts Historical Commission's website <https://www.sec.state.ma.us/mhc/mhctax/taxidx.htm> and the National Park Service website: <https://www.nps.gov/tps/tax-incentives.htm> for additional information on the State and Federal Historic Rehabilitation Tax Credit Programs.

Per Section III of the V of the MOA, an archaeological survey may be required with respect to proposed new construction prior to the commencement of any ground disturbing activities. Section V stipulates that prior to substantial new construction, demolition of any contributing buildings, structures or objects, or other major change, the Town shall require that the buildings, structures and objects on that part of the site be documented by photographs and narratives in accordance with a "Recordation Plan". This is to be provided at the developer's sole expense.

Proposers are advised to include an architect or historic sub-consultant with expertise in the preservation and adaptive reuse of historic buildings. While not required, proposers should consider the following principles in their Development Plan:

- Preservation of the character-defining features of the contributing buildings, structures, and landscapes is encouraged where feasible.
- If it is determined that it is not feasible to preserve all of the character-defining features of the contributing buildings, structures, and landscape features of the Disposition Property, preservation of the character-defining features should be examined and is encouraged where feasible. Any proposed alteration of the existing buildings including proposed demolition and new construction is subject to applicable reviews and permits including but not limited to those required by the Town of Medfield, the Medfield Historic District Commission, the Medfield Historical Commission, and the Massachusetts Historical Commission.
- Rehabilitation of the buildings should be consistent with recommended approaches in the Secretary of the Interior's Standards for Rehabilitation of Historic Properties (Standards) incorporated herein by reference, and
- Use of the Massachusetts Historic Rehabilitation Tax Credit.

3. **Incorporation of Proposed Cultural Arts Center.** Proposals are to be expressly consistent with the executed CAM lease and proposed development of the Cultural Arts Center. The extent to which the developer's proposal provides for complementary site improvements and easements, co-development opportunities, post-construction programming support, and/or shared use of portions of the redeveloped Disposition Property will be considered.
4. **Environmental Impact, Sustainable Development Principles, and Conservation of Resources.** As a minimum, proposals must meet the Sustainable Development Principles expressed in Exhibit D of the 2014 DCAMM LDA and any continuing and new MEPA sustainability requirements for the site such as analysis and mitigation of greenhouse gas emissions and other environmental impacts. Proposals that incorporate a comprehensive approach to energy efficiency, carbon emissions reduction, and water use reduction including but not limited to on-site energy generation, district energy, high performance building standards, and landscape preservation are strongly encouraged. For all proposals that exceed the minimum MEPA sustainability requirements, a statement of the financial impact or amenity tradeoffs required to achieve enhanced sustainability and performance is to be included in the proposal response.

In evaluating proposals for this criterion, MSHDC will seek input from the Medfield Energy Committee (MEC), appointed by the Town's Board of Selectmen to consider how best to reduce energy use and improve the environment through more efficient use of energy resources. MEC has conducted extensive research to explore cost-effective ways to address energy performance at MSH and has industry experience with low-complexity, low-maintenance, and low-risk design solutions to reduce climate impact. The MEC has provided information on potential opportunities at MSH for consideration by proposers, which may be [viewed at this link](#). These materials are provided for informational purposes only and do not represent a submission response requirement for the RFP. MEC's input on ratings to MSHDC will be advisory in nature, with all scoring determinations to be made by MSHDC.

5. **Housing Density/Mix of Uses.** Proposals should reflect economic feasibility and need not adhere to a specific mix or percentage of uses.

With respect to residential development, proposals must specify the types and amount of housing (number and units) proposed to be developed on the Disposition Property or portion thereof. As applicable, provide unit count and density details regarding housing for:

- Seniors
- Mixed-Income or Affordable Housing
- Nursing or Memory Care
- Single occupancy housing/studios
- Young professionals
- Artist Live/Work
- Group Home or other special needs housing

The extent to which the proposal incorporates non-residential commercial development and various other uses such as those listed below will be considered in pursuit of activating a vibrant town-center impression and the creation of new amenities for property and area residents. These should be fully described in the proposal.

- Commercial office space including shared office/co-working
- Retail spaces including café, restaurant or other “neighborhood retail”
- Senior services and activities on-site
- Event/facility spaces for cultural and other uses
- Daycare or educational uses

6. **Public Access.** Public access is a threshold criterion described in Section 4-2. Beyond that, proposals welcoming and offering meaningful continued use of the site by Medfield residents and maximizing access and enjoyment of open spaces such as the North Field and the Green will be received most favorably.

C. **Development Team.** Proposals will be evaluated for quality, strength, and experience of the development team and the individuals and organizations anticipated to be involved in the redevelopment. If a proposal is a joint venture or partnership among multiple development entities, clearly describe the roles and responsibilities for each organization and identify all principals and parties having a financial interest in the proposed redevelopment. Qualifications of additional participants such as the proposed architect, general contractor, developer construction manager, property manager, legal counsel, and major consultants will be reviewed and considered.

1. **Strength of the Developer.** Demonstrated successful experience on large, mixed-use projects and public-sponsored developments will be highly valued. Proponents should provide examples of relevant project experiences and provide a brief narrative describing how the examples are similar to and/or different from the proposal submitted in response to this RFP.

2. **Developer's Ability to Finance.** Demonstrated financial feasibility is a threshold criterion described in Section 4-2. Documentation that the proposer has the necessary funds through its own balance sheet or alternatively has a reasonable likelihood of financing available to complete the acquisition and proposed redevelopment (such as Letters of Interest from reputable debt and equity sources) will be carefully reviewed.
3. **Project Staffing, Team Capacity and Ability to Perform.** Individuals on the development team to be assigned to the proposed MSH redevelopment effort are to be clearly identified. Demonstrated experience, ability, and capacity to complete critical tasks (timely due diligence, permitting process, etc.), maintain proposed development schedules, and execute complex redevelopment activities will be evaluated.

D. **Design Guidelines and Zoning.** The Town adopted the 2019 Zoning Amendment to enable redevelopment of the Disposition Property and define general standards for that redevelopment. The effort was the culmination of an extensive public process over many years and indicates strong community support for the redevelopment of MSH consistent with the principles set forth in the Zoning Amendment and its Design Guidelines. Proposals will be evaluated for consistency with these requirements and any proposed deviations and/or requests for variances, special permits, or rezoning.

1. **Design Guidelines.** Design Guidelines are outlined in Section 13 of the 2019 Medfield State Hospital District Zoning Amendment (Appendix H) and broadly include:
 - Campus Setting
 - Historic Preservation
 - Building Design and Massing
 - Preference for Building Preservation/Rehabilitation over Demolition of Existing Buildings
 - Architectural Material Choices
 - Infrastructure
 - Access and Parking
 - Landscape
2. **Permitted Uses (Existing Zoning).** Permitted uses under the existing MSHD zoning are outlined in Section 300-20.5. See <https://www.ecode360.com/36315504>.

4-4 DESIGNATION PROCESS: PDA AND DEVELOPER LDA

The Town anticipates naming one or more Designated Developers following evaluation of the RFP responses and entering into a PDA to establish the terms and conditions of the Due Diligence Period. Any remaining site or property investigation is expected to be carried out during the Due Diligence Period. Following completion of Due Diligence and subject to approval of the Board of Selectman, the Designated Developer(s) will present their proposal at Special Town Meeting in support of the Town's request for voter approval to grant authority for the disposition.

Provided the required Special Town Meeting approval is obtained, the Town and the Designated Developer(s) will proceed to negotiate the Developer LDA. The Developer LDA will establish milestones precedent to the closing on the sale of the Disposition Property or applicable portions thereof. It is anticipated that closing will take place promptly after the execution of the Developer LDA. Conditions and milestones under the Developer LDA will include steps necessary for implementation of the development proposal, such as site planning/engineering, environmental approvals, applicable local, state and federal zoning and permitting approvals, verification of DCAMM LDA, MOA, and MEPA compliance, securing of financing commitments, construction coordination, demonstration of constructability, and others steps required to demonstrate the likelihood of project success.

If the Developer LDA documents are not executed and submitted to the Town within 120 days of the PDA the provisional designation will automatically expire unless an extension of time is granted in writing by the Town in its sole discretion. Upon execution of the Developer LDA, the Designated Developer will be required to resubmit the following documents subject to review and approval by the Town:

- Certification of Tax Compliance (Appendix J).
- Beneficial Interest Disclosure Statement (Appendix K).
- Certificate of Non-Collusion (Appendix L).
- Any other documents as required by MSHDC or the Town.

Failure of a Designated Developer to timely execute the PDA and Developer LDA and otherwise comply with the terms of this RFP shall entitle the Town to withdraw the designation from the Designated Developer and to retain all deposits as liquidated damages. Only a fully executed Developer LDA will constitute a binding agreement for the disposition of all or part of the Disposition Property, subject to the terms and conditions of the Developer LDA.



SECTION 5 | GENERAL REQUIREMENTS

SECTION 5 | GENERAL REQUIREMENTS

5-1 TERMS OF DISPOSITION

- A. The Disposition Property (the "Property") is offered as-is, and no warranties or representations are made by the Town with respect to the Property. Each proposer is responsible to make their own investigation of the Property. Each proposer is responsible for their own due diligence in determining the extent to which any hazardous materials, site and/or environmental conditions will impact their proposed development. Additional testing by successful proposer(s) will be allowed upon execution of the Provisional Designation Agreement (PDA).
- B. Designated Developer will be responsible for extending all utilities to service the proposed uses. Designated Developer may seek approval from the Town post-closing to alter existing access easements as reasonably required to address the Development Plan.
- C. The Property may be used in any way consistent with the applicable Massachusetts General Laws, the Town of Medfield's Zoning By-Laws, existing and continuing agreements governing the Property, and in compliance with the requirements of all Town Boards, Committees, Commissions, and Departments which oversee land use.
- D. Subsequent to the PDA, successful proposer(s) will enter into a Developer Land Disposition Agreement (Developer LDA) which will outline the terms of the disposition. Amendments may be made if mutually agreeable to the Town and the proposer. Payment of 50% of the cash consideration is due at the time of execution of the deed with the balance payable at issuance of the first building permit.
- E. Certification of Tax Compliance is required by the proposer (Appendix J).
- F. The Developer LDA and such other terms and conditions as the parties may incorporate into the LDA related to terms of the disposition transaction shall constitute the entire agreement between parties.
- G. It is anticipated that closing on the disposition transaction will take place within one-year of execution of the Developer LDA, which may be extended by approval of the Town.

- H. Only a fully executed Developer LDA will constitute a binding agreement for the sale of the Disposition Property, subject to the terms and conditions of the Developer LDA.
- I. Designated Developer and guarantors, as applicable, shall be required to release DCAMM from environmental claims as provided in Section 7 of the DCAMM LDA. Further, Designated Developer and guarantors, as applicable, shall indemnify and hold the Town harmless from and against all loss, costs and damages due to the environmental condition of any portion of the Disposition Property. These release provisions will be incorporated into the Developer LDA drafted by counsel for the Town of Medfield.

5-2 GENERAL PROVISIONS

- A. Time is of the essence with respect to the Submission Deadline and all other dates, times and other deadlines set forth in this RFP.
- B. The Town will not consider any proposal by a purchaser or lessee comprised in whole or in part of ownership or control of individuals or entities which have directly had any material involvement in the development or issuance of the RFP.
- C. The Town makes no representations or warranties whatsoever, as to the accuracy and/or completeness of any of the information contained in, or provided as part of, this RFP, including, without limitation, information in the RFP, in appendices, exhibits, attachments, technical information, and/or supplements, in hard copy, facsimile, electronic or on-line, or available upon request or from other sources. The information is provided for convenience only, and cannot be relied upon without outside, independent investigation and verification by the proposer. This information is subject to differing interpretation, analysis and conclusions and to errors, omissions, and changes in costs, conditions, economics, engineering, laws, rules and regulations that may occur on or after the date the information was created or assembled.
- D. This RFP is made subject to errors, omissions, prior authorized sale, lease or other disposition and any subsequent modifications, additions or changes in the RFP or sale terms and conditions.
- E. Proposers are responsible for their own due diligence, including undertaking their own review and analysis concerning physical and structural conditions, environmental conditions, title, access, easements, utilities, applicable zoning, required permits and approvals, reuse potential, or any other development, ownership or legal considerations. The Town makes no representations or

warranties whatsoever concerning the adequacy, applicability, or substance of a proposer's due diligence investigations or to the suitability or feasibility of the Disposition Property for the purposes contemplated by a proposal or this RFP.

- F. The Town reserves the right in its sole discretion to reject any proposal not submitted in conformance with the requirements of the RFP and any amendments hereto; to reject any and all proposals, for any reason whatsoever; and/or to waive, or to decline to waive irregularities in any proposal if and when the Town determines that it is in the Town's interest to do so.
- G. The Town reserves the right in its sole discretion, to amend, suspend or withdraw this RFP by posting notice on the Town's website at any time for any reason whatsoever; to discontinue its selection process; to solicit other proposals; to issue a new RFP or conduct any authorized alternative procurement method for any reason whatsoever at any time. The Town makes no guarantee that any conveyance or agreement will result from this RFP.
- H. The Town reserves the right, in its sole discretion, to seek best and final offers; to seek additional information or clarification of a proposal from proposers at any time; and to negotiate simultaneously with more than one proposer and to cease negotiation for any reason whatsoever at any time. The negotiation period and final form of agreement shall be determined by the Town, in its sole discretion.
- I. All proposals and information submitted in response to this RFP are subject to the Massachusetts Public Records Law, M.G.L. Chapter 66, Section 10, and Chapter 4, Section 7, and paragraph 26. Any statements reserving any confidentiality or privacy right in submitted proposals or otherwise inconsistent with these statutes are void and shall be disregarded.
- J. If there is a conflict between the terms of this RFP (including addenda) and the General Provisions contained in this RFP, the terms of these General Provisions shall control. If there is a conflict between this RFP and any interpretation, clarification, or other response given to prospective or actual proposer, the terms of this RFP (as modified by written addenda, if any, issued in accordance with this RFP that are intended to replace or supersede any portion of this RFP) shall control.



Section 6 | APPENDICES

SECTION 6 | APPENDICES

- A. Land Disposition Agreement between the DCAMM and the Town of Medfield. [Link](#)
- B. Medfield State Hospital Strategic Reuse Master Plan, 2018. [Link](#)
- C-1. Medfield State Hospital Historic Resources Existing Conditions Memorandum compiled by Epsilon Associates (July 2014). [Link](#)
- C-2. Lozano, Baskin, and Associates, Inc. conditions report. [Link](#)
- D-1. Memorandum of Agreement with the Massachusetts Historical Commission. [Link](#)
- D-2. Historic District Commission Guidelines [Link](#)
- E. Nitsch Engineering Site Plan (CAD file available upon request). [Link](#)
- F-1. Expanded Environmental Notification Form [Link to folder](#)
- F-2. MEPA Certificate EOEA #14448 being issued April 2, 2010 [Link](#)
- G. Cultural Alliance of Medfield Lease Agreement. [Link](#)
- H. 2019 Medfield State Hospital District Zoning Amendment (MSH Zoning bylaws amended 11/18/2019). [Link](#)
- I. 2016 Housing Production Plan. [Link](#)
- J. Certificate of Tax Compliance. [Link](#)
- K. Disclosure of Beneficial Interests. [Link](#)
- L. Certificate of Non-Collusion. [Link](#)