

TOWN OF WELLESLEY

REQUEST FOR PROPOSALS

**GROUND LEASE OF PROPERTY LOCATED AT
900 WORCESTER STREET
WELLESLEY, MASSACHUSETTS
AND THE DEVELOPMENT THEREON OF
A RECREATIONAL FACILITY**

Date Issued: August 27, 2015

Due Date for Responses: Friday, November 20, 2015 Applications will be accepted no later than NOON, at Wellesley Department of Public Works, Engineering Division, 20 Municipal Way, Wellesley, Massachusetts 02481, Attention: 900 Worcester Street Committee

LATE PROPOSALS WILL NOT BE ACCEPTED.

This Request for Proposals was developed in accordance with the requirements of Massachusetts General Laws Chapter 30B, Section 16.

Request for Proposals

1.1 Introductory Instructions

The Town of Wellesley (the “Town”), acting by and through its Board of Selectmen and 900 Worcester Street Committee (“Committee”) is issuing this Request for Proposals (“RFP”) to invite proposals from qualified developers to enter into one or more long-term leases (preferably one) of an approximately 8-acre piece of property located at 900 Worcester Street, Wellesley, Massachusetts (the “Property”) and the development thereon of recreational facilities that will be owned and operated by the selected developer(s) (the “Facility”).

The preparation of the RFP response shall be at the expense of the respondent. It is the sole responsibility of the respondent to fully examine this RFP’s attachments and referenced documents. Questions shall be addressed in writing to the Committee, c/o David Hickey, Wellesley Department of Public Works, 20 Municipal Way, Wellesley, Massachusetts 02482 by October 15, 2015 or emailed to 900_RFP_Response@wellesleyma.gov. Answers to timely submitted questions will be in writing and the questions and answers will be shared with all those on record as having received a copy of the RFP.

All respondents are strongly encouraged to visit the Property before submitting a proposal at the arranged site walk. See Section 4.2 below for details of pre-bid meeting and the planned site visit arranged by the Town for all interested parties. The site will be delivered “as is”, without any warranty or representations by the Town with regard to existing conditions. The Town is currently in the process of demolishing the existing church and rectory, and respondents are not encouraged to visit the Property without supervision and permission from the Town.

Each respondent must submit one proposal package clearly marked “Town of Wellesley, 900 Worcester Street Lease and Development Proposal” on the outside of the envelope. Each envelope shall contain two sealed envelopes, one marked “Town of Wellesley, 900 Worcester Street Lease and Development Proposal – Technical Proposal” and the other marked “Town of Wellesley, 900 Worcester Street Lease and Development Proposal – Price Proposal”. Respondents shall provide one (1) original, twenty (20) paper copies and one (1) electronic copy of the Price Proposals and one (1) original, twenty (20) paper copies, and one (1) electronic copy of the Technical Proposal. All proposals shall be delivered to:

900 Worcester St Committee
c/o Engineering Division
Department of Public Works
20 Municipal Way
Wellesley, MA 02482

All proposals must be submitted by NOON on November 20, 2015 (the “Proposal Due Date”) when they become the property of the Town and are subject to applicable Public Record Laws. **Late proposals will not be accepted.** Postmarks will not be considered. It is the responsibility of the respondent to ensure timely delivery of proposals.

Respondents to the RFP will be able to correct or modify their proposals before the Proposal Due Date. Each modification package must contain two sealed envelopes. The outside of the package and each sealed envelope shall be marked with the respondent’s name and address and “Town of Wellesley, 900 Worcester Street Lease and Development Proposal, Modification #_____”. The first sealed envelope shall also be marked “Price Proposal” and the second sealed envelope shall also be marked “Technical Proposal”. Each modification package must be numbered in sequence. Respondents must submit one (1) original, twenty (20) paper copies, and one (1) electronic copy of any modifications or corrections to the above contact person and address prior to the RFP deadline. Respondents may also withdraw their proposals at any time during the application and selection process.

The Town makes no representations or warranties, expressed or implied, as to the accuracy and/or completeness of the information provided in this RFP. Prospective developers will be expected to undertake their own review and analyses concerning physical conditions, environmental conditions, applicable zoning, required permits and approvals, reuse potentials, and other development, ownership and legal considerations (including, but not limited to, any applicable public construction and/or fair wage laws).

All Proposals shall be deemed to be public record within the meaning of M.G.L. Chapter 4, Section 7(26) after the Proposal Due Date.

If necessary, the Town will issue addenda to all respondents on record as having requested a copy of this RFP. Addenda will be mailed, faxed or emailed to all such respondents. However, it is the respondents’ responsibility to ensure that they are in receipt of all addenda. No addenda will be issued later than October 29, 2015.

After the Proposal Due Date, a respondent may not change any provision of their proposal in a manner prejudicial to the interests of the Town or fair competition. Minor informalities will be waived or the respondent will be allowed to correct them. If a mistake and the intended proposals are clearly evident on the face of the proposal document, the mistake will be corrected to reflect the intended correct proposal and the respondent will be notified in writing.

Technical and Price Proposals must be signed as follows: (1) if the respondent is an individual, by him/her personally; (2) if the respondent is a partnership, by the name of the partnership followed by the signature of each general partner; and (3) if the respondent is a corporation, by the authorized officer together with a clerk’s certificate.

The Town reserves the right to reject any and all proposals or to cancel the RFP as it determines to be in the best interest of the Town.

For more details on the Request for Proposals Submission and Selection Process see Section 5 of this RFP.

1.2 Introduction to the Project

TOWN OF WELLESLEY

Wellesley's population is highly educated, and residents expect, and are willing to pay for, top quality local products and services. Wellesley residents are serious about health and wellness, exercise and fitness. The adult obesity rate in Wellesley ranks eighth lowest in Massachusetts. Youth sports participation typically leads or is near the top in the region. The Wellesley United Soccer Club is the largest youth club in greater Boston with over 1000 boys and girls participating. There are numerous privately owned adult use fitness and sports related commercial establishments in Wellesley including dance, yoga, pilates and barre studios, personal training studios, and larger health clubs including Boston Sports Club and Beacon Hill Athletic Club. Wellesley is home to three colleges, but Town residents have limited use of their athletic facilities for personal fitness or school teams' practices and competition. Wellesley is well represented in major athletic events such as the Boston Marathon and the Pan Mass Challenge, with 50+ and 100+ participants respectively in those events alone.

The Wellesley community also expects superior Town services and is willing to invest in the Town with tax dollars to ensure those are provided, with the Town's recently completed state of the art high school being a prime example of that mindset. Retail thrives in Wellesley, ranging from small local businesses to national chain retailers represented in the downtown and satellite shopping areas. Convenience and high quality are characteristics which the busy residents value.

THE PROPERTY

In 2008, the Wellesley Planning Board conducted a visioning study to consider the best uses for the Property. After multiple public meetings, Town residents expressed a strong preference that the Property, if developed for a use other than a church, be used for active recreation including a pool, rink and turf field. In 2012, the Town voted to purchase the Property and to form the Committee, which was charged with analyzing and further refining a recreational use plan for the Property.

The Committee has been actively engaged in the process of considering and developing that recreational use plan, focusing on at least one skating rink with spectator seating, a multi-generational multi-use and disability accessible aquatic facility, and a synthetic turf field. In 2010, Gale Engineering Company was hired to conduct a preliminary assessment and planning feasibility study for recreational development of the Property. The resulting "fit test" design from that study is available in the Appendix E, and although that is an example of a development design, it is not the Town's preferred option. Information from the Committee's deliberations and discussions are available at

[www.wellesleyma.gov/900 Worcester index](http://www.wellesleyma.gov/900_Worcester_index), and video of Committee meetings and public forums are available on local access TV.

The Town is not an experienced operator of a pool or a skating rink facility and does not intend to take on the responsibility for developing and/or operating any of the recreational uses on the Property. The Town, therefore, has determined that the best use of the Property is to enter into one or more long-term ground lease(s) or with one or more developers, who will design, construct, own and operate one or more recreational facilities on the Property. Proposals to develop the Property, in whole or in part will be considered. The Town prefers to lease the entire parcel to one entity or a partnership of entities that will work together to design, construct and operate a facility containing the Town's preferred recreational uses. However, the Town will consider proposals from developers interested in leasing and developing a portion of the Property with one or more athletic facilities, provided that developer agrees to work in harmony with any other developer(s) to whom the Town chooses to lease the remaining portion(s) of the Property to coordinate their respective uses, including without limitation, with regard to design, operation and programming of the facility. The Town intends to form a Commission composed of representatives of key stakeholder groups to interface and work with the selected developer(s) on major issues that arise during the development process and then after the facility is open and operating, and the developer(s) and operator(s) will be expected to cooperate with the such Commission as necessary.

2.2 Site Information

The Property is located on approximately 8 acres of land situated on the eastbound side of Worcester Street (Route 9) near the Wellesley/Natick town line. The Property is in a gateway location to the Town and highly visible on Route 9. The Property site is currently accessible from both eastbound and westbound Rt.9, but exits only onto eastbound Route 9. The Property contains a small wetland area in the rear (southern side) of the Property and a floodplain on the western side, as described in the "Athletic & Recreation Facility Stormwater & Traffic/Parking Study" prepared for the Town by Gale Associates, Inc. with Vannasse & Associates, Inc., which is available in the Appendix F. The Property is bound by an office building to the east, Route 9 to the north, and residential neighborhoods to the south and west.

On November 24, 2014 the Town purchased the Property for \$3,800,000.00. The environmental due diligence report prepared for the Town is available in the Appendix G. The Town has hired a contractor to demolish the existing church and rectory on the Property (with only that portion of pavement and landscaping removed as required to perform such demolition), to remediate asbestos and other hazardous materials from the buildings and the Property, and to deliver a graded, seeded site. All such demolition and hazardous materials abatement work and site preparation is expected to be completed by November 2015.

2.2.1 Neighborhood Description

While the Property is located on the heavily traveled Route 9 with numerous retailers to the west, it is surrounded by well-established residential neighborhoods. South of the Property lies the Cochituate Aqueduct and beyond that Moses Pond, which covers

about 100 acres between Route 9 and Route 135 and is an important natural resource for the Town. Developers will be expected to consider and address the impact of the development, including without limitation, with respect to lighting, noise, traffic, parking and pedestrian safety and circulation, on all of the surrounding areas, but in particular on the adjacent residential neighborhoods.

2.2.2 Utilities/Infrastructure

It is anticipated that the Facility will be connected to the Town water, sewer and electric utilities. It will be the developer's responsibility to determine whether or not it will have to upgrade any or all such utilities to adequately service the facility or facilities on the Property.

2.3 Zoning

The following description of provisions of the Wellesley Zoning Bylaws (the "Zoning Bylaws") is for informational purposes only. It should not be relied upon without independent verification by any proposed developer, and does not reflect any changes in zoning that a developer may determine to be necessary or desirable in connection with any proposed development.

- **Base/General Zoning:**
 - Single Residence District 10(SR-10)
- **Overlay Zoning:**
 - Water Supply Protection District (entire lot)
 - Flood Plain District (portion of lot) – The District allows, only with the issuance of a Special Permit, "any use, otherwise permitted by the underlying zoning district within which the land is situated, subject to" certain provisions requiring the protection of the flood plain and associated resources.
- **Other Restrictions:**
 - FEMA Flood Plain (Zone A) located on portion of lot
 - Regulated wetland and associated buffer zone located on portion of lot

- **Dimensional Requirements (Under the current SR-10 zoning):**

Category	Provision
Maximum Height of Building	Forty-five (45) feet
Front Yard Setback	Thirty (30) feet
Side Yard Setbacks	Twenty (20) feet
Rear Yard Setback	Ten (10) feet
Ratio of Building to Lot Area	15% for lots containing at least 40,000 sq. ft.

- **Parking:** The Off-Street Parking Bylaw does not provide a required number of parking spaces for uses within the Single Residence District, except for “Hotel, inn, lodging house, restaurant, or other eating place.” However, the adequacy of the amount of proposed parking will need to be justified under the Project of Significant Impact (PSI) Special Permit approval process, as defined below, and Site Plan Review applications, with consideration given to whether the project will create traffic issues and function appropriately based on the intended use of the site.

- **Other Requirements and Considerations:**

- Retaining Walls: Due to site topography, one or more retaining walls may be necessary, depending on the proposed development. Retaining walls four (4) feet or greater in height shall not be located within ten (10) feet of a property line without obtaining a Special Permit. Additionally, walls greater than fifteen (15) feet in height require the issuance of a Special Permit.
- Traffic and Roadway Improvements: Traffic impacts related to the project will be considered under the review of the PSI Special Permit. Projects determined to have a negative impact on traffic and/or the level of service of intersections may be required to make improvements to mitigate such impacts. As a state highway, final approval of new and/or altered ingress/egress points along Route 9/Worcester Street, or modifications to the roadway itself, will require final approval by MassDOT.

2.4 Anticipated Permitting Requirements

The following summary of permits that may be required for a project on the Property is for informational purposes only. It should not be relied upon without independent verification by any proposed developer.

- **Wetland Protection:** Action by the Town’s Wetlands Protection Committee will be necessary. Specific action required will vary depending on the scope and location of the project.

- **Project of Significant Impact (PSI) Permit:** A PSI Special Permit from the Planning Board will be required for newly constructed floor area of 10,000 or more square feet. The applicant will be expected to describe project impacts to Water, Sewer, Storm Drainage, Electric, Traffic, Pedestrian, Bicycle, Fire Protection, Life Safety, and Refuse Disposal systems and infrastructure, and generally demonstrate that there are no negative impacts to such systems and infrastructure, or such negative impacts will be mitigated through improvements.
- **Major Construction Project/Site Plan Review:** Site Plan Review from the Zoning Board of Appeals will be required for (a) the construction of 2,500 or more square feet of gross floor area; (b) the grading or regrading of land, and/or removal or disturbance of the existing vegetative cover, over an area of 5,000 or more square feet; (c) any activities regulated under the Flood Plain District; and/or (d) any activities regulated under the Water Supply Protection District.
- **Flood Plain District Special Permit:** The alteration or location of otherwise permitted uses, including parking, within the area of the Flood Plain District will require the issuance of a Special Permit from the Zoning Board of Appeals, generally considered in conjunction with Site Plan Review.
- **Water Supply Protection District Special Permit:** Major Construction Projects, and any uses where more than 10,000 square feet of the lot would be rendered impervious would require the issuance of a Special Permit from the Zoning Board of Appeals, generally considered in conjunction with Site Plan Review.

3. Development Guidelines

The Development Guidelines presented in this section reflect the development objectives and desire of the Town to promote the development of a Recreational Facility that will meet the needs of the Town.

3.1 Programmatic and Use Preferences

The Town will consider proposals for recreational facilities of a variety of types and funding models. However, the Town's primary concern is that the proposed Facility meets the particular objectives, requirements and restrictions specified in this RFP.

The Town would prefer to lease the Property to one or more developers that will design, construct and operate at least one skating rink with spectator seating, and a multi-generational, multi-use and disability accessible aquatic facility. The Town will consider proposals that include either a skating rink or aquatic facility as well as a lit synthetic turf field.

3.1.1 Preferred Skating Rink Objectives

Respondents interested in designing, constructing and operating one or more skating rink facilities on the Property are encouraged to consider the Town's preferences, needs and desires with respect to such facilities:

- The Town prefers a skating facility that will accommodate and support multi-generational training, competitive and recreational skating needs of all Wellesley residents.
- Approximately 600 boys and girls, ages 4-19 are currently enrolled in Wellesley Youth Hockey (WYH) programs. The WYH, Wellesley High School, Wellesley Middle School and Dana Hall School hockey programs collectively spend approximately \$600,000 per year on ice time. Area rinks also are currently used for Wellesley figure skaters and general recreational skaters. More predictable and convenient access to ice time will allow for increased enrollment in these programs.
- Recognizing the efficiencies and potential for broader programming inherent in skating facilities with multiple sheets of ice, the Town is receptive to proposals that involve more than a single sheet, e.g., 1½ or 2 sheets, subject to space availability. Otherwise, characteristics of an ideal facility could include:
 - Adequate locker room space for boys and girls teams;
 - Meet all Massachusetts Interscholastic Athletic Association requirements including, sufficient seating capacity (approximately 500 seats) for spectators at a High School game, or its equivalent;
 - Public restrooms; and,
 - Skate rental, food concession and other amenities, as appropriate for a high-quality skating facility.

Respondents proposing to design, construct and operate one or more skating rink facilities should specify the following in the proposal:

- Anticipated size of the proposed skating facility, parking requirements and any other site requirements;
- Proposed programming, including hours of operation;
- Proposed hours available for use by Town residents and local organizations;
- Proposed use preferences, if any, for Town residents and youth hockey and figure skating programs and adult hockey leagues;
- Key design elements, including without limitation integration of facility with surrounding neighborhood;
- Key sustainability features including without limitation energy efficiency, LEED certification or considerations, that would be incorporated into the design of the skating facility; and,
- How the quality of the facility's operation might be characterized in terms of the finish level of various spaces, the specification of mechanical systems, air temperature, ice temperature, ice thickness, humidity levels, etc.

Wellesley Youth Hockey Club and the Wellesley public schools would be interested in renting most/all of the prime evening and weekend hours at market rates.

3.1.2 Preferred Aquatic Center Objectives

Respondents interested in designing, constructing and operating an aquatic center on the Property are encouraged to consider the Town's preferences, needs and desires with respect to such a facility set forth in the "Wellesley Aquatics Center Needs Study" found in the Appendix H.

Respondents proposing to design, construct and operate an aquatic facility should specify the following in the proposal:

Anticipated size of the proposed aquatic facility, parking requirements and other site requirements;

Proposed programming, including hours of operation;

Proposed hours available for use by Town residents and local organizations;

Proposed use preferences, if any, for Town residents and local organizations, including scheduling preference and special pricing;

Key design elements, including without limitation, integration of facility with surrounding neighborhood;

Key sustainability features, including without limitation, energy efficiency, LEED certification or considerations, that would be incorporated into the design of the aquatics facility; and

How the quality of the facility's operation might be characterized in terms of the finish level of various spaces, the specifications of mechanical systems, air temperature, water temperatures, etc.

The Wellesley Swim Association and the Wellesley public schools would be interested in renting afternoon and evening hours at market rates.

3.1.3 Preferred Synthetic Turf Field Objectives

Respondents interested in designing, constructing and operating one or more synthetic turf fields on the Property are encouraged to consider the Town's preferences, needs and desires with respect to such facilities:

- The Town prefers a field or fields that are sufficient in size to support the following activities:
 - lacrosse (men's and women's)
 - soccer (men's and women's)
 - field hockey

- football would also be optimal but is a lower priority
- The Town prefers a field constructed with turf that is consistent with the TPE used on the Town’s Sprague Fields
- The Town prefers a field that has lighting to extend the use time for the fields (but subject to Dark Sky lighting and neighborhood considerations).
- The Town seeks assurance that local organizations (e.g., the Wellesley United Soccer Club or “WUSC”) will be given preferred access to the use of the field.
- The Town is interested in a field that has year-round usability, if possible.

Respondents proposing to design, construct and operate a field should specify the following in the proposal:

Anticipated size of the field, parking requirements and other site requirements;

Proposed programming and hours of operation;

Proposed hours available for use by Town residents and local organizations;

Proposed use preferences, if any, for Town residents and local organizations, including scheduling preference and special pricing; and

Key design elements, including integration of field with surrounding neighborhood, particularly with regard to lighting.

WUSC and other Town sports clubs, as well as the Wellesley public schools, would be interested in renting much of the winter season evening and weekend prime hours at market rates.

3.2 Construction Schedule

The Town expects that the selected respondent or respondents will, upon execution of a long-term ground lease, a draft of which is available in Appendix D (the “Lease”), undertake and complete pre-development activities and start construction within the time periods and in accordance with the terms and conditions set forth in the Lease. In the event that two or more respondents are selected to lease and develop portions of the Property, the Town will require that the respondents execute a cooperation agreement or memorandum of understanding in form and substance acceptable to the Town, describing how the developers will work with one another to construct and operate their facilities in harmony with all other uses on the Property.

3.3 Insurance

The Developer will be required to carry insurance as described in the Lease.

3.4 Financial Proposal & Business Terms

Under the terms of the Lease, the selected developer(s) may be required to provide payment and performance bonds, a guarantee or equivalent, naming the Town as dual obligee, in the full amount of the cost of construction of all buildings, structures and site improvements. If required, these bonds or equivalent will be released when the

development is complete, on the terms and conditions set forth in the Lease. Developers should assume that the Property will be conveyed “as-is” without any representations with regard to its condition (including, without limitation, environmental condition).

4. Developer Submission Requirements

4.1 SUBMISSION PROCESS

The Request for Proposals application package will be available starting at 9:00 A.M. on Thursday, August 27, 2015 at the Department of Public Works, Engineering Division, 20 Municipal Way, Wellesley, MA 02482. Prospective respondents can request an RFP application package be mailed.

Completed copies of the RFP application must be submitted in a sealed envelope clearly marked “Town of Wellesley, 900 Worcester Street Lease and Development Proposal” on the outside of the envelope. One (1) original, twenty (20) copies and one (1) electronic copy of the complete proposal must be received by NOON on November 20, 2015, at the same location addressed to:

900 Worcester Street Committee
c/o David Hickey
Engineering Division
Department of Public Works
20 Municipal Way
Wellesley, MA 02481

Late proposals will not be accepted.

Upon review, if any items are missing and/or incomplete, the Town may reject the application. Additionally, submission of proposals shall be deemed to incorporate the permission of the respondent to make any inquiries concerning the respondent as considered necessary by the Town to fully review qualifications.

4.2 SITE VISIT

A pre-bid meeting and a site visit is scheduled for September 30, 2015 at 11:00 am. Regardless of whether or not a respondent participates in this site visit, submission of a proposal will constitute an acknowledgement that the respondent is aware of existing conditions at the Property.

4.3 TECHNICAL PROPOSAL SUBMISSION ENCLOSURES

The Town is interested in receiving proposals that satisfy the Development Guidelines and other requirements set forth in this RFP from any individual, company, firm, partnership, group or organization capable of leasing all or a portion of the Property from the Town and developing and operating it as a recreational facility. Proposals not

providing evidence of ALL of the following items will be considered non-responsive and will not be given further consideration:

4.3.1 The Development Team

The proposal must include a detailed description of all members of the development team, including the following information:

- 1) The name, address and telephone number of the developer, the name of any representative authorized to act on his/her behalf, the name of the contact to which all correspondence should be addressed, and the names and primary responsibilities of each individual on the development team.
- 2) If the developer is not an individual doing business under his/her name, a description of the firm and status of the organization (e.g., whether a for-profit, not-for-profit or charitable institution, a general or limited partnership, a corporation, LLC, LLP, business association, or joint venture) and the jurisdictions in which it is registered to do business.
- 3) The nature of the entity to enter into the Lease.
- 4) A description of the general skills and nature of the operation of the developer and the development team.
- 5) Identification of all principals, partners, co-venturers or sub-developers participating in the development, and the nature and share of the participants' ownership in and compensation from the project.
- 6) If the respondent proposes to lease less than the full 8-acre parcel of Property, a statement indicating whether or not the respondent is willing to partner with any other respondent(s) offering to lease and develop the remaining portion of the Property. Developers should also provide a statement indicating whether or not the developer has participated in a similar partnership with another developer in the past.
- 7) The developer will be expected to either oversee directly, or subcontract the management and operations of the Facility for the tenure of the lease.
- 8) Identification of the development team, such as architects, engineers, landscape designers, development consultants, and facility operators, including subcontractors. Background information, including firm resumes and resumes for principals and employees expected to be assigned to the project, should be provided.
- 9) A summary of first, the developer's, and secondly, the development team's experience, collectively and individually, and with similar projects. Particular attention should be given to demonstrate experience with projects of a similar scale and complexity. Developers should demonstrate the ability to perform in accordance with their proposal, including the ability to pursue and carry out permitting, financing, marketing, design and construction, and to complete the project in a competent and timely manner.

A summary of the past recreational development and/or management and operation experience. Respondents should include a narrative that describes

similar projects and explains why and how that experience is relevant to the proposed development project.

- 10) Identification of current and prospective projects that could impact this project.
- 11) Description of the organizational structure of the development team and a plan for the maintenance of effective communications between the Town and the development team during all phases of the project.
- 12) Confirmation that no local, state or federal taxes are due and outstanding for the development team or any constituent thereof.
- 13) A disclosure of whether or not the developer and/or any of the developer's principals, partners, co-venturers and/or subcontractors participating in the proposal or the project has been dismissed or disqualified from a bid or contract within the past five years, and if yes, the reason(s) why.
- 14) A disclosure of any conditions (bankruptcy or other financial problems, pending litigation, planned office closures, impending merger) that may affect the developer's ability to perform contractually. If a joint venture, a disclosure is required for each partner in the joint venture.
- 15) Information regarding any legal or administrative actions past, pending or threatened that could relate to the conduct of the developer's (or its principals' or any affiliates') business and/or any of those entities' compliance with laws and other governmental requirements.
- 16) Descriptions of any procedures that relate to developer's ability to control costs and keep a project within budget.
- 17) References: The names, addresses, telephone and fax numbers and email addresses of at least three business references whom we may contact regarding the developer's business experience. For each, identify the property or properties about which the individual is informed. References may include building owners, architects, engineers, subcontractors, and other building or development professionals with whom you have worked.
- 18) Resumes or brochures.
- 19) Description of Project capital structure (total project budget and amounts of equity and construction financing).
- 20) Identify source of equity and prospective sources of construction financing covered in Section 4.3.2.7.

4.3.2 Development Concept

The proposal must include a detailed description of the development concept including but not limited to:

- 1) An indication of whether or not the respondent proposes to lease the entire parcel of Property (all 8 acres) or only a portion of the Property; and if the latter, what

total square footage the respondent proposes to lease and the general area on the site planned for the development.

- 2) Proposed use(s) for the Property, projected total square footage, by use, number, type and size of facilities, parking, amenities, etc.
- 3) Discussion of the physical plan and architectural character of the project and how the various programmatic and physical elements of the development will relate to one another.
- 4) A proposed plan of operation, including a business plan detailing the hours that will be made available to the general public and to the Town of Wellesley, operation of concessions and other anticipated revenue producing activity.
- 5) Discussion of environmental impacts, including but not limited to lighting, noise and traffic, during the construction and operating phases of the project. Mitigation should be proposed as necessary and appropriate. Also include a plan/process for working with neighbors and abutters during the construction and during the operation of the site should issues arise.
- 6) Description of the benefits and detrimental impacts of the project to the surrounding area and to the Town of Wellesley including, without limitation, discussion of:
 - a. Town services that will be required with the Facility;
 - b. A description of any other community benefits associated with the Facility; and
 - c. Analysis of the ways in which the proposal satisfies the Development Guidelines in Section 3 of this RFP.
- 7) A detailed description of the manner in which the construction and operation of the Facility will be financed, including, but not limited to, approximate amount of equity and construction financing (separately identified), identification of investors, banks, mortgage companies, real estate investment trusts or other financial institutions providing financing, the extent to which the Facility or income derived from the Facility's operation will be used to secure financing and the nature of the security.
- 8) The proposal must include a Management Plan for the ongoing management and operation of the Facility, including proposed operators/managers and their experience.
- 9) A 20 year operating pro forma highlighting the key assumptions that demonstrates the projects financial viability. The pro forma should include debt service and property taxes, capital improvements and lease payments to the Town.
- 10) Parking and traffic management, and pedestrian safety are key concerns for the development on this site so support for assumptions of the needs by use for different hours of the day as well as the mitigation plan is expected. If occasional extraordinary events are expected (e.g., big games, meets) the estimates and mitigation plan for those is expected as well. Given the constraints of the site, the Developer is encouraged to propose creative solutions to traffic and parking for the proposed uses.

4.3.3 Preliminary Plans

The proposal must include a 1”-20’ or 1”-40 site plan that describes parking layout and numbers of parking spaces, building layout, entries, major landscaping features, etc. All other plans submitted shall be at a scale that allows ease of review. The proposal should also include architectural plans for the major athletic components of the project on the Property, with elevations, exterior and interior renderings and typical floor plans. Renderings should include a view from Rt. 9 during the day and night as well as the appearance from the perspective of abutters on Dale St (west) and Shadow Lane (south). The plans should also contain information about materials used and should highlight any interesting features such as sustainability, energy efficiency, and LEED certification or considerations.

4.3.4 Implementation Plan and Project Timetable

The proposal must include a description of how the development concept will be implemented, including but not limited to:

- 1) Detailed development schedule for all elements of the plan, including key permitting, financing, construction and operational milestones and projected completion/occupancy timeframes.
- 2) Outline of required land use, environmental, operational and other governmental or regulatory approvals, including land use, zoning, development and environmental permits. The developer should provide a schedule for securing approvals as part of the proposal. The developer should note zoning variances or amendments, special permits or modifications required, and should factor time into the proposed schedule for securing same.

4.3.5 Required Forms

All proposals shall include the following required forms:

- Disclosure of Beneficial Interests Form—M.G.L. c.7C, 38 (see Appendix A)
- Statement of Tax Compliance Form – M.G.L. c. 62C, 49A (see Appendix B)
- Certificate of Non-Collusion Form (see Appendix C)

4.3.5 Project Financing & Financial Analysis

The proposal must include:

- 1) Sufficient information to demonstrate the developer’s ability to obtain financing for the project in accordance with its schedule.
- 2) A description of the entity funding predevelopment costs associated with the project, and demonstration of its capacity to fund such costs.
- 3) A financial plan, presenting a detailed description of all “sources and uses” of funds as well as a statement and plan for financing the development.

- 4) A financial plan of operations, including a debt amortization schedule, a depreciation schedule and a 20-year projection of the Facility including plan of replacing equipment within the Facility.

The financial analysis provided in this section must be sufficient to demonstrate the financial feasibility of the proposal and the timeframe within which the project will be completed.

4.3.6 Financial Qualifications

The proposal must include evidence of the financial status of the developer, demonstrating the financial strength to carry out the proposed development, including management and operation of the facility. This shall include current financial statements for three (3) years from the developer. Also, provide the name, address, telephone and fax numbers, and email addresses of a contact at one or more financial institutions that are familiar with your current financial status and past experience. Provide contacts for lenders on all projects carried out within the last five years, including all current projects.

4.4 PRICE PROPOSAL SUBMISSION ENCLOSURES

The Lease provides guidelines for rental payment structure. Deviations from the structure provided in the Lease will be considered with preference for alternatives which maximize the value of rental payments to the Town over the term of the Lease.

5. Review and Selection Process

The review process will consist of two phases. First, all applications must meet the Minimum Evaluation Criteria specified below. All proposals that meet the Minimum Evaluation Criteria will be reviewed under the Comparative Evaluation Criteria listed in 5.2, below. Each criterion will be assigned a rating of Highly Advantageous, Advantageous, Non-Advantageous and Unacceptable. Respondents meeting the Minimum Evaluation Criteria may be asked for an interview and oral presentation to the Town. Any interview and/or oral presentation will be rated according to the same scale as the Comparative Evaluation Criteria. After all of the ratings have been compiled, the price proposals will be opened. The Town will determine the most advantageous proposal or proposals (in the event that the Town elects to lease portions of the Property to more than one developer) from one or more responsible and responsive respondents, taking into consideration the overall financial benefit to the Town and all evaluation criteria set forth in the RFP.

It is anticipated that all respondents will be notified of the results of the selection process in writing within 90 days of the submission deadline.

The Town will review proposals and select one or more developer(s) with whom to negotiate one or more ground lease agreement(s), substantially in the form of the sample ground lease which can be found in the Appendix D. If the Town and selected developer or developers are unable to come to agreement after a reasonable period of time on the terms and conditions for proceeding with the Facility or Facilities, the Town will proceed to the next highest ranked finalist or and ask that party to negotiate until an agreement is reached with a satisfactory developer or developers, or until the Town terminates the process. The selected proposal and the Lease will be presented to

Wellesley Annual Town Meeting (ATM) for a vote, and there is no guaranty that ATM will vote in favor of the project.

5.1 MINIMUM EVALUATION CRITERIA

All applications must meet the Minimum Evaluation Criteria specified as follows:

- a) One (1) original, ten (20) complete copies and one (1) complete electronic copy of the application with all required enclosures described in Section 4.3 and 4.4, above, must be submitted.
- b) Respondents must propose to build and operate a minimum of one (1) type of recreational facility on the Property.
- c) Project submission must include information and details necessary for the Committee to have confidence the proposed plan can withstand the scrutiny of the Town's approval process including Project Approval and Wetlands review and the Developer can obtain necessary permits within 18 months after the selection date, or an agreed upon date if zoning modifications are required. If zoning modifications are required, the project submission must include the proposed zoning change and a plan for presentation of that proposed change to a Wellesley Annual or Special Town Meeting.
- d) All traffic and stormwater/drainage mitigation (e.g. a traffic light on Rt. 9, retention ponds, etc.) required for permitting must be clearly highlighted, with respondent to be solely responsible for all costs and expenses in connection with such work.
- e) Project must provide significant benefits to the Town and/or its residents.
- f) Respondent must identify major issues relating to the Lease, including but not limited to, with respect to any Criteria in the Comparative Evaluation set forth in Section 5.2.1 below and proposed revisions in response.

FAILURE TO MEET THESE MINIMUM EVALUATION CRITERIA WILL RESULT IN THE REJECTION OF THE APPLICATION.

5.2 COMPARATIVE EVALUATION CRITERIA

All respondents who meet the Minimum Evaluation Criteria will be evaluated and ranked based on Comparative Evaluation Criteria that are summarized below. With these criteria the Town will be able to look at the relative merits of the proposals.

5.2.1 Comparative Evaluation Criteria:

Criteria		Rating Scale	
S1	SITE	Number of Uses - 3 uses are desired but only if project quality is	Very Advantageous 2 or 3 uses of high quality, including an aquatic facility and a skating center
			Advantageous 2 uses of high quality, including either

		maintained. Otherwise 2 uses with a high quality is preferred.		an aquatic facility or a skating center
			Non-Advantageous	1 use of high quality and space remaining on site for more uses
			Unacceptable	Project uses of average or poor quality or for a singular use with no remaining space on site for more uses
S2	SITE	Synergy of facilities on the site and their uses.	Very Advantageous	Proposed uses fit together and make highly efficient use of the site as well as shared uses of common facilities.
			Advantageous	Proposed uses fit reasonably together and make less efficient use of the site as well as shared uses of common facilities.
			Non-Advantageous	Proposed uses fit together less efficiently and there is minimum shared space.
			Unacceptable	Combined uses are independent and there is no shared space.
S3	SITE	Town Management of Development - The town does not intend to be involved with managing the development of the project or with managing the relationship between multiple developers of different use facilities. Preference will be given to a single organization that develops the entire project as well as a single developer that manages a sub-developer(s).	Very Advantageous	No Town management of project development and one point of contact for developer.
			Advantageous	No Town management of project, and one point of contact with developer, but sub-developer(s) engaged for portion(s) of the project
			Non-Advantageous	Two or more points of contact for the Town with distinct areas of responsibility for elements of the project for each.
			Unacceptable	Town oversight and management required.

S4	SITE	Town Management of Operations - The town does not intend to be involved with the operation of the site. Preference will be given to a single organization that operates the entire site as well as a single organization that manages sub-operator(s). All "Town use" will be managed by the Playing Fields Task Force (or other designated decision maker on behalf of the Town)	Very Advantageous	No Town management of facility with one point of contact for operator.
			Advantageous	No Town management of facility and one point of contact with operator, but sub-operators engaged to operate different uses.
			Non-Advantageous	Two or more points of contact for the Town, with clear lines of operating and reporting responsibility.
			Unacceptable	Town oversight and management required.
S5	SITE	Lighting – Outdoor lighting	Very Advantageous	Uses newest technologies to maximize use of dark sky lighting programs and minimal impact on abutters. Minimize impact after 9PM.
			Advantageous	Reasonable use of dark sky lighting programs and reasonable impact on abutters. Minimize impact after 10PM.
			Non-Advantageous	Some use of dark sky lighting programs and some impact on abutters. Minimize impact after 11PM.
			Unacceptable	Minimal use of dark sky lighting programs and maximum impact on abutters
S6	SITE	Neighborhood impact - Potential noise	Very Advantageous	Site noise that would impact the neighbors especially during evening, night and morning hours to be fully

		Noise is more troublesome late at night through early in the morning. Noise includes things such as trash pickup, car doors closing, talking, mechanical systems.		mitigated.
			Advantageous	Site noise that would impact the neighbors during the late night or early morning hours to be partially mitigated.
			Non-Advantageous	Site noise to be no greater than current Route 9 site noise.
			Unacceptable	Significant noise that would impact the neighbors
S7	SITE	Parking - Parking shall be based on best practices for facilities such as these. Documentation providing the basis for the estimated number of vehicles by use is expected in the submission.	Very Advantageous	100% of required parking during peak hours located on property. Ability to accommodate buses in parking lot (parking and shuttling). 100% of required parking for special events held on property.
			Advantageous	100% of required parking during peak hours located on property. Ability to accommodate buses in parking lot (parking and shuttling). Plan provided for required parking for special events held on property.
			Non-Advantageous	100% of required parking during peak hours located on property. Ability to accommodate buses for shuttling on site or plan for nearby. Will “develop plan with Town” for parking for special events.
			Unacceptable	<100% of required parking during peak hours available.

				Not able to accommodate buses.
S8	SITE	Traffic - Traffic considerations shall be based on the site study as well as requirements resulting from the Project of Significant Impact (PSI) evaluations.	Very Advantageous	Project proposes sufficient mitigation for anticipated traffic impacts and plans to fund 100% of the cost.
			Advantageous	Project proposes sufficient mitigation for anticipated traffic impacts and plans to fund 80% of the cost.
			Non-Advantageous	Project proposes sufficient mitigation for anticipated traffic impacts and plans to fund 50% of the cost.
			Unacceptable	Project mitigation plan does not mitigate expected traffic impacts and funds less than 50% of the cost.
S9	SITE	Pedestrian Safety and Circulation (including bicycles). Minimum requirements shall be based on the site study (Gale) as well as requirements resulting from the Project of Significant Impact (PSI) evaluations.	Very Advantageous	Project promotes bicycle and pedestrian access to and on the site.
			Advantageous	Project promotes bicycle or pedestrian access to and on the site.
			Non-Advantageous	Project provides safe bicycle and pedestrian on the site – meets PSI requirement.
			Unacceptable	Project does not support bicycle and pedestrian access to and around the site.
S10	SITE (PSI, utilities, building requirements)	Environmental and Sustainability Considerations. Minimum requirements shall be based on the site study (Gale).	Very Advantageous	Exceptional plan, highly consistent with result of Gale study.
			Advantageous	Good plan, consistent with Gale study.
			Non-Advantageous	Sufficient plan, considers Gale study.
			Unacceptable	No plan or plan that has assumptions

				inconsistent with Gale study.
T1	TOWN	Compensation for the land lease (which may include cash, reduced resident fees, desirable free resident use times, preferred scheduling, or other quantifiable considerations for the Town). Values for features should be detailed in the response.	Very Advantageous	Benefits to Town are significantly above the market rate expectation.
			Advantageous	Benefits to Town are above the market rate expectation.
			Non-Advantageous	Benefits to the Town meet the market rate expectation.
			Unacceptable	Benefits below market rate.
T2	TOWN	Advantages for Wellesley Residents and in-town organizations - number of hours available.	Very Advantageous	Town residents and organizations have first access. Some “free” access also is provided.
			Advantageous	Town residents and organizations have first access.
			Non-Advantageous	Town residents and organizations have first access only during certain times.
			Unacceptable	Preferential access is not provided to Town residents and organizations.
T3	TOWN	Advantages for Wellesley Residents and in-town organizations - preference of hours for use.	Very Advantageous	Substantial Town team/league scheduling preference and special resident pricing (perhaps including scholarships”).
			Advantageous	Either substantial Town scheduling preference or special resident pricing (perhaps including scholarships”).
			Non-Advantageous	Some scheduling preference.
			Unacceptable	Minimal scheduling preference.
T4	TOWN	Impact for Wellesley Residents - # of Wellesley residents that shall see the benefit of the project.	Very Advantageous	Uses significantly enhance the quality of life for many Town residents across all age and ability levels. Uses available for substantial number of

				Wellesley residents. Inclusion of multigenerational activities and accessibility.
			Advantageous	Uses significantly enhance the quality of life for many Town residents across some age and ability levels. Uses available for reasonable number of Wellesley residents. Inclusion of multigenerational activities and accessibility.
			Non-Advantageous	Uses available for some of Wellesley residents. Limited multigenerational activities.
			Unacceptable	Uses available for minimal number of Wellesley residents. Limited multigenerational use and/or not accessible.
T5	TOWN	Design elements and integration of facility with surrounding abutters and neighborhood.	Very Advantageous	Facility respects abutters' views, leverages existing natural resources (aqueduct trail, wetland, slope, trees), provides walkways around and through site. High curb appeal from Worcester St.
			Advantageous	Facility respects some of the following: abutters' views, leverages existing natural resources (aqueduct trail, wetland, slope, trees), provides walkways around and through site. High curb appeal from Worcester St.
			Non-Advantageous	Meets PSI requirement. Is a stand-alone facility.
			Unacceptable	Doesn't meet PSI requirement

T6	TOWN	Sustainability and energy efficiency (Town related)	Very Advantageous	Project uses the current best practices for energy and water efficiency, recycled materials, is committed to alternative sources of energy and other aspects of sustainability, and incorporates LEED considerations.
			Advantageous	Project uses many of the current best practices for energy and water efficiency and recycled materials, is committed to alternative sources of energy and other aspects of sustainability, and reflects some LEED considerations.
			Non-Advantageous	Project uses some of the current best practices for energy and water efficiency and recycled materials, is committed to alternative sources of energy and other aspects of sustainability, and reflects a limited consideration of LEED.
			Unacceptable	Project does not use the current best practices for energy and water efficiency and recycled materials, reflects little consideration of alternative sources of energy and other aspects of sustainability and/or LEED.
T7	TOWN	Lease	Very Advantageous	Developer has no major issues with the proposed Lease.
			Advantageous	Developer has some major issues with the proposed Lease, but those are likely to be able to be resolved.

			Non-Advantageous	Developer has numerous major issues with the proposed Lease that could be difficult to resolve to the Town's satisfaction.
			Unacceptable	Developer has a substantial number of issues with the proposed Lease that likely could not be resolved to the Town's satisfaction.
D1	DEVELOPER AND OPERATOR	Experience of Developer	Very Advantageous	Developer has designed and built a significant number of facilities that were successful that were similar to the Town's goals and expectations.
			Advantageous	Developer designed and built some facilities that were successful that were similar to the Town's goals and expectations.
			Non-Advantageous	Developer has designed and built some facilities that were successful that had different goals from the Town's.
			Unacceptable	Developer has a minimal number of projects developing similar types of facilities.
D2	DEVELOPER AND OPERATOR	Experience of Operator	Very Advantageous	Operator has a significant number of years operating similar types of facilities that match the Town's goals for this site
			Advantageous	Operator has a reasonable number of years operating similar types of facilities that match those project's goals and quality expectations
			Non-Advantageous	Operator has some years operating similar types of facilities that have

				survived multiple business cycles.
			Unacceptable	Operator has a minimal number of years operating similar types of facilities.
D3	DEVELOPER AND OPERATOR	Financials – creditworthiness, insurance, bondable	Very Advantageous	Excellent financial capacity and conservative equity investment plan.
			Advantageous	Very good financial capacity and sufficient equity investment plan.
			Non-Advantageous	Good financial capacity and uncertain or to be determined equity investment plan.
			Unacceptable	Insufficient financial capacity.
D4	DEVELOPER AND OPERATOR	Financials - Certainty of project funding, including construction and operation.	Highly Advantageous	Pro Forma and financing plan for the project give great comfort the project can be capitalized within the time required to obtain permits, operate highly profitably and be able to maintain a high quality facility.
			Advantageous	Pro Forma and equity plan for the project give comfort the project can be capitalized within the time required to obtain permits, operate sufficiently profitably while maintaining the facility.
			Non-Advantageous	Pro Forma and equity plan require favorable assumptions for the project to be capitalized within the time required to obtain permits, be successful and to allow for high quality maintenance.
			Unacceptable	Pro Forma or the equity plan seem insufficient for the project to be

				capitalized within the time required to obtain permits and support the project and its expected maintenance over the life of the project.
U1	USES	Rink - As ranked by sub-committee.	Very Advantageous	Project ratings determined by the use sub-committee, based upon the programmatic and use preferences set forth in Section 3.1.1 of the RFP and in the RFP Online Folder.
			Advantageous	
			Non-Advantageous	
			Unacceptable	
U2	USES	Aquatics - As ranked by sub-committee.	Very Advantageous	Project ratings determined by the use sub-committee, based upon the preferred objectives set forth in Section 3.1.2 of the RFO and in the RFP Online Folder.
			Advantageous	
			Non-Advantageous	
			Unacceptable	
U3	USES	Fields - As ranked by sub-committee.	Very Advantageous	Project ratings determined by the use sub-committee based upon the preferred objectives set forth in Section 3.1.3 of the RFP.
			Advantageous	
			Non-Advantageous	
			Unacceptable	

5.3 CONDITIONS, TERMS AND LIMITATIONS

This Request for Proposals is subject to the specific conditions, terms and limitations stated below:

5.3.1 The Property is to be conveyed by lease “as is” without any representations with regard to its condition.

5.3.2 The Facility shall conform to, and be subject to, the provisions of all other applicable laws, regulations, and ordinances of Federal, State, Regional and Town authorities having jurisdiction.

5.3.3 Valid permits and approvals, as required by Town, Regional, State and Federal agencies, shall be obtained by the developer/contractor prior to commencing work.

5.3.4 The selection of one or more developers will depend on satisfying the additional documentation and review requirements described in this RFP and will be subject to the Comparative Evaluation Criteria described in Section 5.2 of the RFP.

5.3.5 No transaction will be consummated if any principal of any selected developer is in arrears or in default upon any debt, lease, contract or obligation, including without limitation, real estate taxes and any other municipal liens or charges to any local, state, or Federal authority, including the Town of Wellesley, or to any other party. The Town reserves the right reject any proposal by any such developer.

5.3.6 The Town is not obligated to pay, nor shall in fact pay, any costs or losses incurred by any developer at any time including the cost of responding to the RFP.

5.3.7 This RFP does not represent any obligation or agreement whatsoever on the part of the Town.

5.3.8 Selection of one or more developers’ proposal(s) will not create any rights on the developers’ part, including, without limitation, rights of enforcement, equity or reimbursement, until all related documents are fully executed and approved by the Town.

5.3.9 The most advantageous proposal or proposals from one or more responsive and responsible respondent(s), taking into account consideration price and all other evaluation criteria set forth in the RFP, will be selected. The Town reserves the right to reject any and all proposals if it determines that it is in the best interest of the Town to do so. All decisions are at the sole and absolute discretion of the Town.

5.3.10 All determinations as to the completeness or compliance of any proposals, or as to the eligibility or qualification of any developer, will be within the sole discretion of the Town.

5.3.11 This RFP, and any agreement resulting therefrom, are subject to all applicable laws, rules and regulations promulgated by any Federal, State, regional or municipal authority having jurisdiction over the subject matter thereof.

5.4 Schedule of Appendices on CD

Appendix A	Disclosure of Beneficial Interests Form (MGL c. 7C, 38)
Appendix B	Statement of Tax Compliance Form (MGL c.62C, 49A)
Appendix C	Certificate of Non Collusion Form
Appendix D	Draft Ground Lease
Appendix E	Gale “Fit Test” Site Plan
Appendix F	Athletic & Recreation Facility Stormwater & Traffic Parking Study
Appendix G	Environmental Due Diligence Report relative to site conditions
Appendix H	Wellesley Aquatic Center Needs Study
Appendix I	ANRAD Documents for site
Appendix J	CADD Site Plan

5.5 RFP Dates of Note

August 27, 2015	RFP Application Package available at 9:00 am at DPW
September 30, 2015	Pre-bid meeting (DPW) and site walk at 11:00 am
October 15, 2015	Last day to submit questions in writing via mail or email to the Town
October 29, 2015	Last day for Town to issue any addenda to the RFP
November 20, 2015	RFP Submittal Deadline at noon at DPW
December 7-11, 2015	Anticipated dates for interviews
February 18, 2015	Anticipated notice to respondents on the selection process

