

Massachusetts Department of Transportation
Massachusetts Department of Agricultural Resources

Request for Proposals

Public Food Market Developer and Operator
Parcel 7, Boston, MA

ADDENDUM 1

February 17, 2012

The following amendments, additions, and clarifications are hereby made to the “Request for Proposals; December 2011; Public Food Market Developer and Operator; Parcel 7, Boston, MA” (together with all figures, appendices, and prior addenda attached thereto, the “RFP”) issued by the Massachusetts Department of Transportation (“MassDOT”) and the Massachusetts Department of Agricultural Resources (“MDAR”) in conjunction with the Public Market Commission (the “Commission”). This Addendum 2 and all attachments to it are hereby made a part of the RFP. To the extent that there is any conflict or inconsistency between this Addendum 1 and the text of the original RFP, the language of this Addendum shall govern. In all other respects the content and requirements of the RFP remain unchanged. Capitalized terms in this Addendum 1 shall have the meanings set forth in the RFP. All Reservations and Conditions in Section VIII of the RFP shall apply fully to the information in this Addendum 1. References to section, subsection, paragraph, subparagraph, or page numbers or names are to those in the RFP unless otherwise noted. MassDOT and MDAR do not warrant the accuracy, currency, completeness, or correctness of any of the information in this Addendum 1.

1. **Appendix L: Answers to Questions.** Attached as a new Appendix L to the RFP are all written and electronic mail questions received by the Written Questions Due Date, with written answers of the Commission, MassDOT, and MDAR.
2. **Appendix M: Pre-Submission Meeting and Site Tour Sign-in Sheets.** Below, as Appendix M to the RFP is a list of those who signed in at the Pre-Submission Meeting and Site Tour held on Wednesday, January 25, 2012 at 10:00 a.m. at 100 Cambridge Street and at the Parcel 7 Public Market site.

APPENDIX L: ANSWERS TO QUESTIONS

Below are all the written and electronic mail questions received by the Written Questions Due Date, with answers by the Commission Chairman, MassDOT, and MDAR. To the extent that the answers alter the intent or meaning of any part of the RFP, these written answers shall govern. To the extent that these answers are inconsistent with any oral answers given at the Pre-Submission Meeting and Site Tour, or at any other time, these written answers shall govern. MassDOT and MDAR do not warrant the accuracy, currency, completeness, or correctness of any of this information.

Questions are shown below numbered and in *italics*. Written questions are shown below as they were received, with only minor typographical corrections. The person and company asking each question are shown in brackets at the end of each question. The answers are located below each question or group of questions in plain text. The questions have been grouped by subject matter.

Legal Negotiations and State Agency Staff

1. *Question: In our opinion, there must be one person of authority at the Department of Transportation who understands the proper scope and the complexity of this project. Will such person with proper qualifications and experience be identified in advance to manage the process of finally recommending an operator and completing lease terms, with the Commission, and at what date? [Budge Upton, Upton + Partners]*
2. *Question: Who from MDOT will be the final authority in such negotiations? Will that individual be available full-time to expedite these negotiations? [Budge Upton, Upton + Partners]*
3. *Question: The RFP references the importance of the prospective operators to coordinate matters to the extent possible with proponents to develop Parcel 9. Will the same MDOT parties assigned to negotiate the lease arrangements for Parcel 7 be assigned the same tasks for Parcel 9? Will the final authorities in the decision-making process be the same? [Budge Upton, Upton + Partners]*
4. *Question: Who, as legal counsel, will represent MDOT in the lease negotiations? [Budge Upton, Upton + Partners]*

Answers: See Section VII.A of the RFP for a description of the Selection Process and the roles of various parties in that process. See Section III.A.4 for a discussion of Parcel 9. See the Parcel 9 RFP for a description of the selection process for Parcel 9. The Board of Directors of MassDOT has the ultimate authority to authorize the leasing of any MassDOT real property. Based on certain criteria, the Board has delegated that authority to the Secretary/CEO of MassDOT. The Commission will be responsible for recommending a Public Market Operator to the Secretary/CEO of MassDOT. A separate staff team will be convened by MassDOT for evaluating and recommending a Developer for Parcel 9. It is expected that the two groups will share members and will communicate regularly throughout both selection processes.

The selection process for the Public Market Operator will include the participation of the Commission, MDAR, and MassDOT. Input from the public received during the bidder presentations also will be considered. Upon selection, the Operator will be introduced to the appropriate staff members at MassDOT, MDAR, and EOEEA who will participate in lease negotiations. MassDOT will assign or appoint appropriate legal counsel when the Operator is selected. The Commonwealth is committed to working with the Operator to ensure an expeditious leasing process.

5. **Question:** *Who from MDOT will be responsible for negotiating physical improvements with the successful designated operator? [Budge Upton, Upton + Partners]*

Answer: Upon selection, the Operator will be introduced to the appropriate staff members at MassDOT, MDAR, EOEEA, and the City of Boston who will work on the design, construction, permitting, and other aspects of the implementation of the Public Market. MassDOT has assigned a Project Manager for the build-out of the Parcel 7 building, who will work with the Operator on physical improvements to the Public Market space.

Market District and Parcel 9

6. **Question:** *The prospect for Parcel 7's success in meeting the objectives of the City and State vision for the Market District will be increased if the Commission views any submission in connection with an integrated development proposal for Parcel 9 as well. Scale, diversity, efficiency and the future character of the Market District will be enhanced with a fully integrated and creative approach to the development of both parcels together. As an example, considering the expanded uses for the upper floors of Parcel 7 increase the chance of financial stability of a Parcel 7 proposal and/or combined proposals for Parcels 7 and 9. To what extent will the Commission and others involved with the selection of the operator for Parcel 7 and the developer for Parcel 9 be prepared to depart within reason from the criteria for selection reflected in the RFPs for both parcels? [Budge Upton, Upton + Partners]*

Answer: See Section III.A.4 of the RFP. The Commission, MDAR, and MassDOT recognize the importance of a cohesive Market District. While there is agreement that the Parcel 7 and Parcel 9 processes should be integrated to some degree, they remain separate projects with separate criteria. The Commission is open to all Proposals, but responsiveness to the objectives and conditions framed by the Public Market RFP will be a major factor in Operator selection. Proposers are advised to respond to the Submission Requirements in the RFP, but are welcome to include alternative approaches.

7. **Question:** *How will the Parcel 9 Advisory Committee participate in the review and recommendation process to select an operator? [Budge Upton, Upton + Partners]*

Answer: See Section III.A.4 of the RFP. As these are separate processes, there will be no formal role for Parcel 9 Advisory Committee review of the Public Market Proposals. Nonetheless, the Commission will welcome public comments, including those from the Parcel 9 Advisory Committee, following the presentations that will be made by Public Market RFP Proposers.

Haymarket Pushcart Association

8. **Question:** *Any applicant will need the active support of the Haymarket Pushcart Association (HPA) as well as demonstrated capacity to complete a large-scale development project within the City of Boston. A clear and experienced understanding of the infrastructure requirements for a statewide and New England food market and distribution center to the benefit of the growers' community is also of critical importance. We believe the successful applicant must have the vision and the team to inspire the confidence of the Commission that the proposed marketplace will meet the objectives of the new Market District with particular emphasis on the matters above, while bringing national attention to the City of Boston. How does the Commission recognize these matters and in what is the*

rank priority for operator selection of Parcel 7 and developer selection for Parcel 9? [Budge Upton, Upton + Partners]

Answer: The Commission agrees that the Public Market should be a major community asset to the Commonwealth, the City of Boston, the consumers and visitors to the market, and to the farmers, fishermen, and specialty food producers who will benefit from new and expanded economic opportunities at the market. With respect to the Selection Criteria for Parcel 7, please see Section VII.B of the RFP. With respect to Parcel 9, please refer to the Parcel 9 RFP.

- 9. Question:** *As stated in the RFP, the LDA requires that the HPA vendors be considered as a part of the retail mix for the first floor of Parcel 7. Any successful operator must evidence of a strong working relationship with the HPA. What will evidence such a relationship? [Budge Upton, Upton + Partners]*

Answer: The Commission welcomes any written statements of support from any outside groups, including the HPA, as well as neighborhood businesses, business associations, neighborhood groups, and the public at large.

- 10. Question:** *What is MDOT's position on the use of the plaza area on the eastern portion of the site by the Haymarket Pushcart Association? [Budge Upton, Upton + Partners]*

Answer: The Commission and MassDOT expect the use of the plaza area on the Blackstone Street / Greenway side of the building to be determined after selection of the Operator, in consultation with the City of Boston and the HPA.

- 11. Question:** *What is the position of the Haymarket Pushcart Association (HPA) on the MDOT office development of the upper floors of Parcel 7? How will the Massachusetts Motor Vehicle Agency plan to use this office space? What is the impact of office use on the parking capacity of Parcel 7 and how will it impact service to HPA operations? [Budge Upton, Upton + Partners]*

Answer: Any questions about the positions of the HPA or other groups should be directed to those groups. The Registry of Motor Vehicles is one proposed use of the space on the second and third floors of Parcel 7, primarily as a retail branch and hearing center. With respect to parking in the Parcel 7 Garage, see Section II.F.4 of the RFP. There will be no special parking privileges in the Parcel 7 Garage for vendors or Operator staff of the Public Market.

Parcel 7 Garage and Office Space

- 12. Question:** *How [long] will current parking discount policies intended to encourage retail business for the HPA and North End merchants remain in place? What other alternatives have been put forth? [Budge Upton, Upton + Partners]*

Answer: See Section II.F.4 and Appendices D and E of the RFP. The existing validated parking rates for the Parcel 7 Garage are subject to the terms of the TAPA. The Public Market will be eligible for participation in any programs available to area businesses. Alternative parking provisions, including partnerships with other area garages, may be negotiated by the Operator.

- 13. Question:** *Will the results of the investigation the BRA offered to undertake into Parcel 7 garage commitments, obligations, leases, agreements, allocations, etc. be made available? [Emilio Favorito, on behalf of the Haymarket Pushcart Association]*

Answer: See Appendices D and E of the RFP.

14. Question: *Has MDOT determined conclusively what tenant(s) will be occupying the office space above the Market hall? [Don Wiest, Boston Public Market Association]*

Answer: While there has been considerable discussion of locating a Registry of Motor Vehicles branch on the second and third floors of the Parcel 7 building, those plans have not been finalized. Use of the remaining floors is currently under discussion.

Financial Proposals

15. Question: *The initial term of the lease reflected in the RFP for parcel 7 is 5 years with extensions. The initial term does not provide sufficient time to amortize the cost of improvements to be contributed by the operator. May a longer term be utilized in the bid and if so under what guidelines? [Budge Upton, Upton + Partners]*

Answer: Proposers should respond to the Submission Requirements in Section VI of the RFP based on the Term provided in Section V.B.2. Proposers are invited, however, to make alternative financial proposals pursuant to Section VI.C.5(d). Alternative financial proposals may include different term periods for the lease. Any Proposer suggesting a longer term should demonstrate the need for one clearly. All Lease terms between MassDOT and the operator are subject to negotiation.

16. Question: *Is there any legal bar to the granting of naming rights to (a) the entire Public Market facility, or (b) interior portions within it? [Don Wiest, Boston Public Market Association]*

Answer: Possible naming rights can be discussed during lease negotiations. Proposers should prepare their financial proposals without assuming any naming rights, but can include naming rights in their discussion of Alternative Financing and Rent proposals, as provided in Section VI.C.5(d) of the RFP.

State Funding

17. Question: *What role will the Commonwealth have in building out the public market shell space? How are budgets for the public market improvements to be approved for joint funding by the developer and the Commonwealth? What is to be the disbursement process of these funds? [Budge Upton, Upton + Partners]*

Answer: See Sections II.G, II.H, and III.C of the RFP. The build-out of the public market may take place concurrently with improvements the Commonwealth plans for the entire building. The Commonwealth may begin some improvements to the building prior to selecting an operator. Some of these improvements may directly and indirectly impact the public market shell space, and will be disclosed to the public and all interested parties before construction begins, so that potential operators may take these improvements into account in their bids. Direct improvements to the public market shell space will be funded from the state's allotment of up to \$4 million, as discussed in the RFP. Once an operator is selected, the overall project budget will be reviewed and approved by the Commission. Disbursement of public funds will be on an invoice basis, upon approval of the Commonwealth's project manager.

18. Question: *We believe that it is important that the Commission must inform all of the parties when allocated funds from the Commonwealth will be available for disbursement to the successful applicant and in what amounts as soon as possible. Can you provide that information at this time? [Budge Upton, Upton + Partners]*

Answer: The public funds to be made available to the Selected Developer by the Commonwealth will be available for design and construction work as soon as they are required and per the terms of the negotiated contract. The funds will be distributed on an invoice basis for agreed-upon work performed on the Public Market.

19. Question: *What is the amount of funding for building out the public market shell space? When will these funds be available? If the selected operator spends less, can the savings be spent on operations? [Budge Upton, Upton + Partners]*

Answer: See Section II.H.1 of the RFP. In the event that total build-out costs are less than the funds provided by the Commonwealth, excess Commonwealth funds may not be applied to ongoing operating costs.

Public Market Operations

20. Question: *What form will the prohibition on selling non-local produce take? [Emilio Favorito, on behalf of the Haymarket Pushcart Association]*

Answer: Any restrictions or prohibitions will be negotiated in the Lease between the Commission, MDAR, MassDOT and the Operator.

21. Question: *Who is to manage the street vendors in the entrance area to the MBTA Haymarket Station? [Budge Upton, Upton + Partners]*

Answer: The street vendors currently operating on the Congress Street side of Parcel 7 will not continue operations on this site after the Public Market begins operations. These spaces will be made available to the Operator as potential outdoor vending spaces. As provided in Section III.D.2(d) of the RFP, the Operator will be responsible for maintenance of all surrounding sidewalks.

22. Question: *What is MDOT's expectation, based upon its own estimates, as to when the public market is to be open and operable? [Budge Upton, Upton + Partners]*

Answer: See Section II.I of the RFP. The Public Market Commission is seeking to have the market open and operational as soon as possible.

Design and Construction

23. Question: *Have the stub service locations for HVAC, electrical, water and fire protection and detection systems been determined? If so, is the information available, as these locations could have significant cost impact on the implementation of the operator's TI scope of work? Is any of this work to be provided by the Commonwealth currently in place? [Budge Upton, Upton + Partners]*

Answer: See Sections II.G and III.C of the RFP. These locations have not been determined at this time. If they are determined prior to the submission of proposals, the information will be

made available to prospective Proposers. If determined after the submission of proposals, the information will be shared with the selected Operator and coordinated with the Operator's final design for the Public Market.

24. Question: *With respect to design and construction considerations, the RFP states that MDOT will be responsible for providing floor and restroom drainage systems. Is this the case, assuming a high level of coordination with the operator's TI plans? [Budge Upton, Upton + Partners]*

Answer: See Sections II.G, III.C, and III.D of the RFP.

25. Question: *As for the ceiling options within the market shell space, has MDOT determined the nature of this construction to be provided at its expense? Is this expense to be part of the \$4.0 million to be provided by the State of Massachusetts? [Budge Upton, Upton + Partners]*

Answer: See Section III.D.1(i) of the RFP. The nature of this construction has not yet been determined. It is anticipated that this work will be funded through the allocated State funds.

26. Question: *Has the location of the proposed escalator to the Parcel 7 facility's second-floor level been determined[?] [Don Wiest, Boston Public Market Association]*

Answer: MassDOT is evaluating different possible escalator locations, but is currently proposing to locate the escalator to the second floor to the right of the main office entrance at 136 Blackstone Street. However, MassDOT will wait until the Operator is selected and conferred before finalizing plans or beginning any construction.

27. Question: *How many vertical exhaust shaft locations are to be provided in the event of desired cooking and on-site food prep operations? [Budge Upton, Upton + Partners]*

Answer: Details of the design and exact location of any food preparation exhaust shafts will be addressed in the review and approval of the Public Market design, in conjunction with the design of the build-out of the upper floors. While it is MassDOT's intent to accommodate ventilation, Proposers also should be cognizant of the space impacts of any ventilation on the upper floors of the building.

28. Question: *What is the actual SF of "Area 8" within the Market hall?*

- *Figure 5 (p.46) it indicates that Area 8 is 727 SF*
- *Figure 6 (p.47) it indicates that Area 8 is 1,134 SF [Don Wiest, Boston Public Market Association]*

Answer: Figures 5 and 6 were drawn from a single figure on page 29 of the Public Market Implementation Plan, a complete version of which is included in the RFP as Appendix B. It appears that the correct measurement is 1,134 square feet, but Proposers should make their own determination of the area.

29. Question: *Will MDOT upgrade and make operable elevator service to all parking levels? Will the cost of these improvements come from the \$4.0 million to be provided by the State of Massachusetts? [Budge Upton, Upton + Partners]*

30. Question: *Will the cost of the escalator to the upper levels referenced in the RFP be funded from the \$4.0 million to be provided by the State of Massachusetts? [Budge Upton, Upton + Partners]*

Answers: As part of its build-out of Parcel 7, MassDOT will renovate all of the existing elevators and make them fully operational. MassDOT also may install escalators to and from the second floor of the building. The costs for doing this work will come from other MassDOT funds. These costs will not be paid from the public funds allocated for development of the Public Market.

- 31. Question:** *Is MDOT prepared to clean, repaint and maintain the primary stairwell leading to the upper parking levels of the garage? [Budge Upton, Upton + Partners]*
- 32. Question:** *Does MDOT contemplate additional lighting for the upper level garage areas as a security measure? [Budge Upton, Upton + Partners]*
- 33. Question:** *Is MDOT prepared to undertake façade cleaning and touch-up painting on the east, west and north elevations of parking garage on Parcel 7? [Budge Upton, Upton + Partners]*

Answers: These questions will be addressed with the selected Operator in discussions regarding the extent of the MassDOT build-out of the building as a whole.

Permitting and Approvals

- 34. Question:** *Construction plans must be approved by the Federal Highway Administration. Typically in the past, this has proven to be a laborious and drawn out process on projects requiring FH[W]A approval. What efforts will be made by MDOT to facilitate and accelerate this review and approval process beyond the submission of plans by MDOT, given the mutual objectives of opening a public market at the earliest possible date? [Budge Upton, Upton + Partners]*

Answer: See Sections IV.A.9 and V.B.18 of the RFP. To the extent that FHWA approval is required, MassDOT will work closely with the FHWA and the Operator to facilitate prompt and effective review of the Lease and/or design. In particular, MassDOT will review and approve plans for the improvements to the Public Market space prior to submission to FHWA. MassDOT cannot, however, require FHWA to review submissions on any fixed schedule.

- 35. Question:** *To what extent is the vent building deemed to be of historical significance? This is important in that the RFP states that any changes to the exterior of the building such as revisions to entrances, windows, facades, exterior walls, canopies and the like may require review and approval of at the Massachusetts Historical Commission in consultation with the Boston Landmarks Commission. [Budge Upton, Upton + Partners]*

Answer: See Section IV.A.7 of the RFP. The Parcel 7 building itself is not historically significant. The building was designed and built by the CA/T Project in part in response to the CA/T Project Section 106 MOA commitments to avoid or minimize negative impacts on identified historical resources. The adjacent Blackstone Block and nearby North End are two of the oldest and most historically significant resources in Boston. The Parcel 7 building was designed to ameliorate the negative visual impacts of CA/T Project Ventilation Building #4 on these areas; the façade was subject to review and approval pursuant to the Section 106 MOA. It is anticipated that significant changes to the exterior of the building will be subject to further review and approval by the Massachusetts Historical Commission acting in its role as the federal State Historic Preservation Officer, pursuant to the Section 106 MOA.

- 36. Question:** *Will the building TI plans for the market require approval from the City of Boston ISD or the State of Massachusetts or both? [Budge Upton, Upton + Partners]*

Answer: See Sections IV.A and IV.B of the RFP, particularly Sections IV.A.8 and IV.B.3. The Public Market build-out may be subject to either or both the State and City building codes and subject to review and approval by either or both of the respective State and City agencies responsible for enforcing these regulations.

Submission Requirements

37. Question: *Considering the importance of the BPM and its' long term economic impact is it in the best interests of the marketplace (vendors) to open the RFP to potential/proposed Operators throughout the New England region to insure a fair, accurate and thorough review process? If so, what are the methods in which this opportunity has or will be advertised to the AG community? [David Woods, Citizen of Massachusetts]*

Answer: See Section II.E of the RFP for a full discussion of products to be sold at the Public Market. Regardless of any restrictions on the origins of the products, the Operator does not need to be a Massachusetts entity. The Commission undertook an extensive public hearing process over the summer and fall to advertise this exciting new opportunity in the middle of Boston. The Commission is looking forward to hearing from any and all interested parties who wish to offer proposals for operating a public market, regardless of where those parties are located.

38. Question: *The 5mb restriction on the RFP PDF size is very limiting. Can this be expanded – in particular, as the file size limit pertains to supplementary materials, rather than the formal application itself? [Don Wiest, Boston Public Market Association]*

Answer: See Section VI.B.4. The maximum file sizes are intended to ensure that the files can be easily posted on the MDAR, MassDOT, BRA, and other websites, many of which do not allow for the posting of large files. They also are intended to ensure that the files can be easily transferred by electronic mail. Please note that both of the components of the Proposal should be a separate PDF file, each of which can be up to 5 megabytes in size. The files for Component I cannot exceed the limits included in the RFP, which should be adequate if the PDF is properly assembled. Proposers are encouraged not to include excessive materials in Component II and to reduce the resolution of any images to keep the file size at a manageable size. PDF files that exceed the maximum size may not be posted on line or distributed electronically.

39. Question: *Given the time period (12/20/11 holiday season) for the release of the Public Food Market Developer & Operator RFP do you believe there is sufficient time for Proposers to manage proper due diligence to meet their required responsibilities by the 'Operator' proposal due date 3/2/12? [David Woods, Citizen of Massachusetts]*

Answer: Yes.

APPENDIX M: PRE-SUBMISSION MEETING AND SITE TOUR SIGN-IN SHEETS

Below is a list of those persons who signed in at the Pre-Submission Meeting and Site Tour held on Wednesday, January 25, 2012 at 10:00 a.m. at 100 Cambridge Street and at the Parcel 7 Public Market site. This list does not include any members of the Commission or staff of MDAR, MassDOT, or the BRA that attended or participated in the meeting. MassDOT and MDAR do not warrant the accuracy, currency, completeness, or correctness of this information.

Aristotle Bakalos, CBT
Dan Brody, Boston Museum
Victor Brogna, Parcel 9 Advisory Committee
Nora Carey, Boston Public Market Association
Phil DeNormandie, DeNormandie Companies
Tom Doolittle, Gilbane
Emilio Favorito, EGS Strategies/HPA
Otto Gallotto, Haymarket Pushcart Association
Megan Gibbons, Boston Public Market Association
Matt Haverty, Gilbane
Jeannette Hermann, BHLA
JD Kemp, FoodEx
William Locke, Bay Colony Properties
John McQueen, MABPAB/TAC
Edith Murnane, City of Boston
Ed Nardi, DeNormandie Companies
Bob O'Brien, DNA/Parcel 9 Advisory Committee
Tom Palmer, Tom Palmer Communications
Brian Quinn, Q's Nuts
Dana Rashti, Boston Public Market Association
Seth Roy, Gilbane SPG
Yanni Tsipis, Boston Public Market Association, Boston Public Market Association
Budge Upton, Upton + Partners
Rachel Walters, The HYM Investment Group
David Woods, YPV