



Redevelopment and Reuse of the White Cliffs Mansion

167 Main Street
Northborough, MA

Request for Proposals

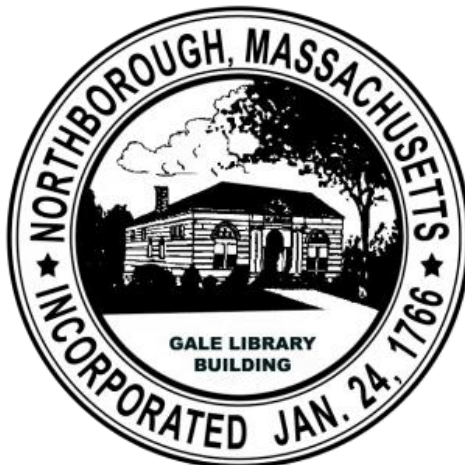
A Generational Opportunity to Redevelop an Irreplaceable and Architecturally Significant Property in Northborough, MA

Contact:

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Boston, MA 02109
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Redevelopment and Reuse of the White Cliffs Mansion | Request for Proposals

Town of Northborough Request for Proposals (RFP) for the Redevelopment and Reuse of the

Historic White Cliffs Property at 167 Main Street, Northborough, MA

The Town of Northborough, Massachusetts, acting through its White Cliffs Committee, invites proposals for the redevelopment and reuse of the former White Cliffs Mansion at 167 Main Street in Northborough, MA (Property). The Property is shown on the Northborough Assessor's Map as Map 53, Lot 73, and Map 53, Lot 155 consisting of 18,781 square feet of building area and an aggregate 7.08+/- acres of land and located in both the Residence C (RC) and Business East (BE) zoning districts. Through this Request for Proposals (RFP), the Town intends to offer the Property to the qualified developer, owner, end user (Respondent) that submits the proposal most advantageous to the Town. The successful Respondent shall be responsible for permitting, funding, construction, and ongoing property management. Award of a contract under this RFP will be based on recommendation by the White Cliffs Committee, and subject to approval by the Board of Selectmen and Town Meeting action, as required.

All applicants must submit a proposal in conformance with the RFP documents available in the Town Administrator's Office at 63 Main Street, Northborough, MA. **A PDF version of the RFP will be available on the town's website at <https://www.town.northborough.ma.us/bids> beginning on 10/12/2022 at 10:00 AM.**

This RFP shall be governed by section 16 of the Uniform Procurement Act, G.L. c. 30B, §16. Proposals shall be received **by 2:00 PM on 12/8/2022**, at which time they will be publicly opened and recorded. No proposals will be accepted after the time and date noted.

A site visit is scheduled for **10:00 AM on 11/1/2022** at the White Cliffs Mansion, 167 Main Street, Northborough, MA 01532. Attendance at this conference is not mandatory, but is highly recommended, and prospective proposers are asked to preregister by calling the **Town's consultant Brett Pelletier at 857-409-1079.**

John W. Coderre
Town Administrator
October 12, 2022

**Town of Northborough
Request for Proposals (RFP)
for
the Redevelopment and Reuse of the
Historic White Cliffs Property at
167 Main Street; Northborough, MA**

Introduction: The Property

The Town of Northborough, Massachusetts, acting through its White Cliffs Committee, invites proposals for the redevelopment and reuse of the former White Cliffs Mansion at 167 Main Street in Northborough, MA (Property). The Property is shown on the Northborough Assessor's Maps as Map 53, Lot 73, and Map 53, Lot 155, consisting of 18,781 square feet of building area and an aggregate 7.08+/- acres of land. It is located in both the Residence C (RC) and Business East (BE) zoning districts. Through this Request for Proposals (RFP), the Town intends to offer the Property for sale or long-term lease to the Respondent (a qualified developer, owner, or end user) that submits the proposal most advantageous to the Town. The successful Respondent shall be responsible for permitting, funding, construction, and ongoing property management. Award of a contract under this RFP will be based on recommendation by the White Cliffs Committee, and subject to approval by the Board of Selectmen and Town Meeting action, as required.

While the Town has not determined a specific development or reuse plan, certain qualities of a preferred approach to the Property have been identified through a review process and all Respondents are encouraged to consider them. Additional information about the preferred approach can be found in this RFP.

Site Tour and Briefing

Interested Respondents are encouraged to attend an on-site briefing session at **10:00 AM on 11/1/2022**. All Respondents must familiarize themselves with the Property by undertaking an independent review and analysis of physical conditions, regulatory constraints, required permits and approvals for the proposed redevelopment and reuse, and other legal considerations.

Physical Description

The historic White Cliffs Mansion began life as a summer retreat for the Wesson family, of Smith & Wesson fame, in the mid-1880s. After experiencing multiple uses in the early 20th century, White Cliffs became a restaurant and event facility in 1945, serving the Northborough community and surrounding area until its closure in late 2014. The building sat vacant in the years following and was purchased by the Town of Northborough in 2017, using Community Preservation Act (CPA) funds in order to save it from demolition. White Cliffs is a remarkable example of Queen Anne/Shingle Style architecture, and despite several additions and renovation campaigns, retains much of its original historic fabric.

The White Cliffs Mansion, originally built in 1886, sits on approximately 7.08 acres of land with frontage on Main Street. The original mansion includes approximately 14,000+/- square feet of building area, while the 1960/1970s kitchen and ballroom additions include approximately

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4,700+/- square feet of additional space. According to the Town assessor's records, the Property includes a total of 18,781 square feet of building area. White Cliffs is a sprawling and imposing structure and is comprised of three above grade floors, a basement, a steeply sloped, complex roof, and various additions built in the 1960s and 1970s.

In early 2020, the sloped asphalt roofs on the historic portions of White Cliffs were replaced with new fiberglass shingles and the flat roofs on the turrets were replaced with new rubber membranes. The cricket at the east chimney was enlarged and the skylight over the main stair was repaired. Minor repairs were also conducted at some of the lower flat roofs to reduce water infiltration as much as possible. Additionally, remediation work was completed to stabilize the main chimney stack and a portion of the chimney was removed, cataloged, and crated for future restoration work. The chimney was capped and weatherproofed. Further, the Town has instituted a moisture mitigation and dehumidification system to further stabilize the interior features and woodwork. That program is ongoing.

At the time of the Town's purchase, a number of historic artifacts and building components were removed from the Property, cataloged, crated, and are currently stored in a climate-controlled facility. The items include original leaded stained-glass windows, ceiling panels, bird baths, doors, light fixtures, fireplace surrounds, and other items. A complete list of items and approximate values will be included in the project data room, described below.

The White Cliffs Mansion is a prominent and valued part of the Northborough community and the Town cares very deeply about its preservation and reuse. The community feels a strong connection to the Property, and many consider it Northborough's preeminent historic and architectural feature. An indication of how much the community values White Cliffs is evidenced by the 2016 Town Meeting vote allocating \$2.4 million in CPA funds to purchase and stabilize the Property. This allocation included a purchase price of \$1.75 million with the remaining balance used to evaluate the Property, make priority repairs to the building, such as a new roof and stabilization of the chimney, and finance monthly expenses. The Town purchased the Property in order to save this historic landmark from imminent demolition, to be enjoyed by generations to come and is deeply committed to the redevelopment and reuse of the Property.

Zoning

The current zoning scheme splits the Property in half. The frontage and most of the front yard are within the Business East District and the remainder of the Property, including the building, are within the Residence C District. The Business East District allows a variety of institutional and business uses by-right, including cultural uses, retail, art studio or gallery, offices of all type, personal services, bed and breakfasts, eateries, catering services, and a mixture of business and residential uses. Other uses, including congregate residence, assisted living facilities, nursing homes, adult day care facilities, artist live/work units, nano/microbreweries, and brew pubs, are allowed via special permit from the Zoning Board of Appeals. Because the Residence C District is primarily a single-family home district, the Planning Board is proposing a zoning amendment for the 2023 Annual Town Meeting, in April, so that the entire 7.08+/- acre White Cliffs Mansion property is located within the Business East District.

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Preservation Restriction

The Property is not currently listed on the State or National Register of Historic Places and has no current or ongoing preservation restriction. However, it is the intent of the Town of Northborough to establish a preservation restriction, preservation easement, or other mechanism to formalize future preservation of the White Cliffs Mansion, in accordance with CPA requirements; and such a restriction shall be a condition of any transfer or conveyance to the successful Respondent.

Introduction: The Opportunity

Deal Structure

The Town of Northborough, MA wishes to find a suitable partner for the redevelopment and reuse of the White Cliffs Mansion and site. The Town is willing to consider creative and responsive submissions that include sale of the fee simple interest in the Property, long-term ground or master lease, and creative partnerships or joint ventures. It will be up to the Respondent to propose a deal structure that best accommodates the Town's criteria and reflects the Respondent's vision and ability. The Town wishes to develop a mutually beneficial partnership for the future redevelopment and reuse of the White Cliffs Property.

Most Endangered List

In August 2022, the Town nominated the White Cliffs Mansion to Preservation Massachusetts' Most Endangered Historic Resource list. The Town hopes that this designation will focus statewide attention on the Property and serve as a catalyst for preservation opportunities. Although not legally binding in any way, the Town understands that this designation will enable access to Preservation Massachusetts' technical assistance resources through its Circuit Rider program. The formal announcement of the Most Endangered List will be made in November as part of Preservation Massachusetts' Most Endangered Historic Resources Month public awareness campaign.



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RFP Technical and Logistical

Submission Instructions

A clearly marked original proposal, plus SEVEN copies of the proposal, including an electronic copy on a flash drive, must be received at the following address no later than **2:00 PM on 12/8/2022**:

John Coderre
Town Administrator
Town of Northborough, MA
63 Main Street
Northborough, MA

Please do not fax or email proposals. Faxed or electronically mailed proposals will be deemed non-responsive and will not be accepted.

Proposals received after the deadline will be returned, unopened, to the sender. However, if at the time of the submission deadline the Town Hall is closed due to uncontrolled events such as fire, snow, ice, wind, or building evacuation, the deadline will be postponed until 11:00 AM the next business day.

Proposals will be opened publicly at the Town Hall on 12/8/2022 at 2:00 PM. A Respondent may correct, modify, or withdraw a proposal by written notice received prior to the time set for the submission of proposals, but not thereafter. Each responsive proposal will be evaluated based on the Project Evaluation Criteria and Selection Criteria and Success Measures described in this RFP.

Questions about this RFP should be sent in writing no later than 11/18/2022 at 12:00 PM noon to **Brett Pelletier of Kirk&Company: Real Estate Counselors, the Town's consultant:** bpelletier@kirkco.com. An addendum with responses to all questions received by the deadline and determined to require a response will be provided by email to all individuals on record as having requested the RFP.

The Town reserves the right to reject any and all proposals and to waive any irregularities in proposals received whenever such rejection or waiver is in its best interest.

The Town may cancel this RFP, in whole or in part, whenever such action is determined to be in the best interest of the Town of Northborough.

The Town may request additional information and conduct interviews and reference checks to determine that a Respondent has the technical competence, the business and technical organization, and the financial resources to successfully carry out the elements of the proposal.

The Town will not be responsible for any expenses incurred in preparing and submitting proposals. All submittals shall become the property of the Town.

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The Respondent shall comply with all applicable local, state and federal laws in performance of the proposed redevelopment and reuse of the Property, including but not limited to: Northborough Zoning Bylaw, Wetlands Protection Act, all environmental laws and regulations.

Submission Timeline

10/12/2022 at 10:00 AM – RFP Released

11/1/2022 at 10:00 AM – Site Walk and Property Tours

11/18/2022 at 12:00 PM Noon – Questions Due to Town

12/8/2022 at 2:00 PM – RFP Responses Due to Town

Submission Requirement and Details

To comply with this RFP, one original hard copy, plus an additional SEVEN 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/flash drive), must be received no later than **12/8/2022 at 2:00 PM** by the Town Administrator at the following address:

John Coderre
Town Administrator
Town of Northborough, MA
63 Main Street
Northborough, MA

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

Proposal Evaluation Criteria

The following Project Evaluation Criteria are the fundamental criteria for evaluating the substance of the proposals for White Cliffs. Proposals will be judged on the following Project Evaluation Criteria. Award of a contract under this RFP will be made, if at all, to the Respondent submitting the proposal determined to be most advantageous to the Town in accordance with the evaluation criteria in this RFP.

Minimum Evaluation Criteria

1. A project summary, including a description of the proposed use, proposed ownership structure, financial consideration for transfer of property rights or use, and anticipated operational strategy.
2. Basic Feasibility/Financial Projections (pro formas) including Sources and Uses of funds demonstrating the financial feasibility of the proposal. Sources and Uses of funds should be as detailed as necessary in order for the Town to understand the feasibility of the proposal. Letters of interest from funding sources and partners are welcome but not required.
3. General Discussion of Community Benefits

Failure to meet these Minimum Evaluation Criteria will result in the rejection of the proposal.

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Once the Town has verified that a proposal meets the submission requirements of the Request for Proposals and the Minimum Evaluation Criteria, the proposal will be analyzed using the Comparative Evaluation Criteria, and ratings will be assigned according to the following scale: highly advantageous, advantageous, less advantageous, or unacceptable.

Comparative Evaluation Criteria

The following Comparative Evaluation Criteria will be used to evaluate proposals that meet the Minimum Evaluation Criteria. The Town is looking for creative solutions, problem solving, and entrepreneurial thinking. In addition, Proposals will be evaluated for quality, strength, and experience of the Respondent/team and the participants expected to be involved in the redevelopment and reuse of White Cliffs, according to the comparative evaluation criteria set forth below. PLEASE NOTE: If your proposal is a joint venture or partnership among multiple entities or persons, clearly describe the roles and responsibilities for each.

1. Restoration and Preservation of the Structure

The restoration and preservation of the building is a fundamental priority in evaluating proposals for the reuse of White Cliffs. Proposals that include preservation and rehabilitation of the historic portion of the building or proposed new construction should specifically refer to regulatory requirements. Consideration of a sustainable design approach will be viewed most favorably by the Committee. The rehabilitation of the historic portion of the building may qualify for State and/or Federal Rehabilitation Tax Credits. The Federal Historic Preservation Tax Incentives program encourages private sector investment in the rehabilitation and re-use of historic buildings and provides a 20% income tax credit. The Federal program is available for the rehabilitation of historic, income-producing buildings that are determined by the Secretary of the Interior, through the National Park Service, to be “certified historic structures.”

It is the intent of the Town of Northborough to establish a preservation restriction, preservation easement, or other mechanism to formalize future preservation of the White Cliffs Mansion, in accordance with CPA requirements; and such a restriction shall be a condition of any transfer or conveyance to the successful Respondent.

2. Reduction of the White Cliffs burden on municipal finances

The Town purchased the property for \$1.75M and has since spent another \$650,000 in improvements and stabilization. This represents a significant investment and allocation of taxpayer and municipal resources. Proposals that reduce the burden on municipal finances will be received most favorably.

3. Landscaping and Natural Beautification and Improvements

White Cliffs was once a grand country home with extensive grounds, plantings, and areas of significant landscape beauty. In recent years, the grounds of the Property have been subject to decreased maintenance. The site is prominent within the neighborhood and consideration of the landscape is a priority in evaluating proposals. Proposals that enhance the site, landscaping, and natural resources on the Property will be received most favorably.

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4. Consideration of Public Access or an enhanced relationship to the community

The Town of Northborough considers White Cliffs to have strong public value. The Town purchased the property in order to save this historic landmark for generations to come and is deeply committed to the redevelopment and reuse of the Property. Proposals should address how the future reuse of the Property will contribute to an enhanced relationship within the neighborhood and the community as a whole, and allow for some level of public access and enjoyment. Respondents have broad discretion in assessing and developing a creative solution to public access and community relationship and proposals welcoming and offering meaningful public access or an enhanced relationship to the community will be received most favorably.

5. Consideration of 2020 Master Plan

The Town is spending considerable time and energy on planning efforts to implement a 2020 Master Plan and vision for a revitalized Downtown. White Cliffs sits at the gateway to the Downtown and is a prominent part of the Main Street corridor. The Town wishes to connect White Cliffs, not only to the larger community, but also to the heart of Downtown. Proposals that creatively and effectively consider the 2020 Master Plan recommendations will be received most favorably.

The Town will use the comparative evaluation criteria to rate the proposals and will assign an overall rating to each proposal. Each of the criteria will be considered according to the following rating levels: Highly Advantageous, Advantageous, Less Advantageous, and Unacceptable.

Respondent Team Submission Comparative Evaluation Criteria

1. Name, address, and contact information of Respondent including all principals, team members, and partners. Background of all principals, team members, or partners, including Relevant Experience and Qualifications, including detailed experience with similar complex, historic, or municipal reuse properties that might showcase Respondent's capacity to perform.

Highly Advantageous: The Respondent and/or team members have more than five (5) years of experience in redevelopment/reuse projects of similar complexity, have worked with municipalities previously, and have successfully completed projects of comparable complexity.

Advantageous: The Respondent and/or team members have three (3) or more years of experience in redevelopment/reuse projects of similar complexity, have worked with municipalities, and have successfully completed projects of comparable complexity.

Less Advantageous: The Respondent and/or team members have fewer than three (0) years of experience in redevelopment/reuse projects of similar complexity, and/or have not worked with municipalities or successfully completed projects of comparable complexity.

Unacceptable: The Respondent and/or team members are not experienced, have not worked with municipalities, and/or have failed to complete projects.

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2. **Three professional references that address your capacity, professionalism, and problem-solving capabilities are required and will be checked. The ratings will reflect both the reference submissions and information gathered during reference checks.**

Highly Advantageous: Very positive reputation and references for projects demonstrated as successful and of similar complexity to this project.

Advantageous: A good reputation and references for projects demonstrated as successful and of similar complexity to this project.

Less Advantageous: References not positive and/or a negative reputation.

Unacceptable: References not complete and/or a negative reputation.

3. **A description of any and all contract terminations involving any member of the Respondent team, and suits brought against all principals, team members, and/or partners, in connection with any redevelopment, reuse or construction project.**

Highly Advantageous: No terminations or adverse litigation findings or results.

Advantageous: No more than one termination, adverse litigation finding or result.

Less Advantageous: More than one termination, adverse litigation finding or result.

Unacceptable: Respondent has been terminated on a project in the last three years and has encountered substantial adverse litigation.

4. **Interviews with Respondents will be scheduled and conducted during the RFP review process and will be rated.**

Highly Advantageous: Respondent demonstrates comprehensive understanding and approach to the project and Town's goals for the project.

Advantageous: Respondent demonstrates good understanding and solid approach to the project and Town's goals for the project.

Less Advantageous: Respondent demonstrates general understanding and mostly solid approach to the project and Town's goals for the project.

Unacceptable: Respondent demonstrates only limited understanding and/or approach to the project and Town's goals for the project.

Proposal Elements Comparative Evaluation Criteria

Project Proposal and how it addresses the 5 criteria further detailed above:

1. Restoration and Preservation of the Structure

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Highly Advantageous: Comprehensive restoration and preservation plan for the structure, with substantial sustainable design elements.

Advantageous: Restoration and preservation plan with some sustainable design elements.

Less Advantageous: Limited restoration and preservation plan with few or no sustainable design elements.

Unacceptable: Restoration and preservation not meaningfully addressed in the proposal.

2. Reduction of the White Cliffs burden on municipal finances

Highly Advantageous: Proposal for purchase, lease, or use/operating arrangement with no further Town expenditures on the Property.

Advantageous: Proposal for lease or other use/operating arrangement that substantially reduces Town expenditures on the Property.

Less Advantageous: Proposal involves only minimal reduction of Town expenditures on the Property or does not clearly identify or quantify the reduction.

Unacceptable: Proposal does not include any meaningful reduction of Town expenditures on the Property.

3. Landscaping and Natural Beautification and Improvements

Highly Advantageous: Proposal includes robust plan to enhance the site, landscaping, and natural resources on the Property.

Advantageous: Proposal includes substantial enhancement of the site, landscaping, and natural resources on the Property.

Less Advantageous: Proposal includes only limited enhancement of the site, landscaping, and natural resources on the Property.

Unacceptable: Proposal does not include any enhancement of the site, landscaping, and natural resources on the Property.

4. Consideration of Public Access or an enhanced relationship to the community

Highly Advantageous: Proposal includes a fully developed plan and implementation strategy for an enhanced relationship of the Property to the neighborhood and the community as a whole that includes substantial public access to the Property.

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Advantageous: Proposal includes a generally developed plan and implementation strategy for an enhanced relationship of the Property to the neighborhood and the community as a whole that includes some public access to the Property.

Less Advantageous: Proposal includes only a limited plan for an enhanced relationship of the Property to the neighborhood and the community as a whole, and does not include an implementation strategy and/or includes only limited public access to the Property.

Unacceptable: Proposal does not include any plan for an enhanced relationship of the Property to the neighborhood and the community as a whole, and/or does not provide for public access to the Property.

5. Consideration of 2020 Master Plan

Highly Advantageous: Proposal includes comprehensive consideration of the 2020 Master Plan recommendations and incorporates many elements of the recommendations into a use plan for the Property.

Advantageous: Proposal includes general consideration of the 2020 Master Plan recommendations and incorporates some elements of the recommendations into a use plan for the Property.

Less Advantageous: Proposal includes only minimal consideration of the 2020 Master Plan recommendations and incorporates few or no elements of the recommendations into a use plan for the Property.

Unacceptable: Proposal does not include any meaningful consideration of the 2020 Master Plan recommendations.

Available Data and Information

White Cliffs Committee Landing Page

<https://www.town.northborough.ma.us/white-cliffs-committee>

Assessment and Reuse Study – DBVW Architects: 2020

<https://www.town.northborough.ma.us/white-cliffs-committee/files/dbvw-white-cliffs-assessment-and-reuse-study-final-presentation-0>

Assessment and Reuse Presentation – DBVW Architects: 2020

<https://www.town.northborough.ma.us/white-cliffs-committee/files/dbvw-white-cliffs-assessment-and-reuse-study-final-presentation>

White Cliffs Architecture and History – 2015

<https://www.town.northborough.ma.us/white-cliffs-committee/files/white-cliffs-architecture-and-history-2015>

Northborough Zoning Bylaws

<https://www.codepublishing.com/MA/Northborough/html/Northborough07/Northborough07.html>

Northborough Zoning Map

https://www.town.northborough.ma.us/sites/g/files/vyhlf3571/f/uploads/zoning_map.pdf

Other GIS/Map Resources

<https://www.town.northborough.ma.us/misgis-department/pages/gis-map-library>

Design Review Committee

<https://www.town.northborough.ma.us/design-review-committee>

2020 Comprehensive Master Plan

https://www.town.northborough.ma.us/sites/g/files/vyhlf3571/f/uploads/northborough_mp_final_120219.pdf

2021 Open Space & Recreation Plan

<https://www.town.northborough.ma.us/open-space-committee/pages/northborough-open-space-recreation-plan-2020-update>

Downtown Revitalization Strategy & Design Report

The Town has engaged Weston & Sampson, a multidisciplinary planning and consulting firm, with considerable experience in downtown revitalization, urban design, economic development, sustainability, marketing analysis, and citizen involvement/participation to develop and complete a Town of Northborough Downtown Revitalization Strategy & Design Report. The process is ongoing and more information can be obtained through contact with the Town's Planning Director; Laurie Connors at 508-393-5040 x7 and lconnors@town.northborough.ma.us

Access to Data and Information

Data Room

Recipients of the RFP will be granted access to a data room, that will include all the above documents, additional property resources and information, and full resolution plans, survey documents, and due diligence materials you may find useful in preparing your response.

Non-Collusion Form and Tax Compliance Form

Applicants submitting a bid or proposal to provide supplies or services to the Town, or to purchase supplies from the Town, must complete and submit the following certification of non-collusion and tax compliance with the bid.

CERTIFICATE OF NON-COLLUSION

The undersigned certifies under penalties of perjury that this bid or proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, entity, or group of individuals.

Signature of individual submitting bid or proposal

Name of business

TAX COMPLIANCE CERTIFICATION

Pursuant to M.G.L. c. 62C, §49A, I certify under the penalties of perjury that, to the best of my knowledge and belief, the proposer entity named below is in compliance with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting child support.

Signature of person submitting bid or proposal

Name of business

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Additional Terms

- A. All documents including proposals, supplementary materials, maps, plans, etc. submitted in response to the RFP shall become the property of the Town and shall be considered public information. All such documents shall be provided in native electronic form (e.g. Word documents, Excel spreadsheets, PDFs).
- B. The expense of preparing and submitting a proposal is the sole responsibility of the Respondent.
- C. The successful Respondent shall comply with all applicable Federal and State laws in carrying out the terms of the proposal.
- D. The Town shall consider all proposals submitted without regard to race, color, sex, age, handicap, religion, political affiliation or national origin.
- E. Award of a contract is subject to approval by the Board of Selectmen and Town Meeting action.