

# 1 Waterworks Museum Project

## ***1.1 Development Vision***

Waterworks Park, LLC envisions finding and working with a qualified non-profit to lease (and potentially own) approximately 22,000 square feet of newly renovated national landmark public space, known as the Public Space Unit (PSU), in accordance with the requirements of the Land Disposition Agreement (LDA) between the Developer and The Division of Capital Asset Management and Maintenance (DCAM). The main vision of the PSU is to promote and encourage public access to, and community use of, the PSU in perpetuity, while being sensitive to the other condominium owners in the building and the Waterworks development. The PSU is contained within the building formerly known as the High Service Pumping Station and now called the Waterworks Museum Building. Designed by Arthur Vinal in the latter part of the 19<sup>th</sup> century, the Waterworks Museum Building houses three historic steam engines (the *Leavitt*, the *Worthington*, and the *Allis*). These magnificent examples of urban archeology will be preserved and become the focus of the PSU. The selected qualified non-profit's responsibilities will include:

- To create programming for an Exhibit Hall, inclusive of exhibits and displays that place the three magnificent steam engines in their appropriate context in accordance with the Mission Statement for the Exhibit Hall as set forth in Section Three of this document.
- To use “best efforts” to lease space within the PSU to a café operator. The café operator will provide light snacks and beverages. The Developer and the unit owners in the residential component of the Waterworks Museum Building must agree to all operations.
- The PSU has a dedicated perpetual endowment to pay for operating expenses and to fund exhibits that is controlled by the Waterworks Preservation Trust. The mechanisms for funding the “Endowment” are limited to those items identified in the Preservation Trust. It will be the responsibility of the PSU operator to apply for and obtain grants and other contributions to supplement the “Endowment.”
- To sit on the Park Trust as one of the two representatives from the Waterworks Museum Building Condominium as designated by the owner of the PSU.

The operation of the PSU is a rare opportunity for a qualified non-profit to make a significant and lasting impact not only on the Waterworks community but also on the surrounding neighboring community.

## ***1.2 Project Objectives***

The primary objectives of the PSU are:

- To create conditions to transfer management of the PSU to a non-profit whose activities will be focused on the Chestnut Hill Waterworks (Hall of Machines) and the immediate surrounding community, including but not limited to the Chestnut Hill Reservoir.
- To cooperate with Waterworks Park, LLC to facilitate and expedite the construction, marketing, and sale of the four residential condominium units in the Waterworks Museum Building Condominium.
- To create a PSU governance structure and PSU operating procedures that will be considerate of the residential condominium unit owners, while ensuring that the PSU is an asset to the entire Waterworks development and the surrounding community in accordance with the terms in the LDA.
- To create a board, some of whose members are representatives of the surrounding community, acceptable to Waterworks Park LLC, and DCAM. Subsequent board members must be qualified and committed to achieving the objectives outlined in this document.
- To ensure that the PSU manager has a broad enough mission to permit extending its interest to advocating for the preservation and restoration of the Chestnut Hill Reservoir and its surroundings.
- To ensure that the PSU manager can achieve the general mission of the PSU subject to the relevant documents. See Exhibit A, “Relevant Documents,” for additional information. These documents include but are not limited to the Land Disposition Agreement, the Draft Waterworks Museum Condominium Trust, the Draft Waterworks Museum Condominium Master Deed, the Community Access Plan, the Preservation Trust, and the Waterworks at Chestnut Hill Declaration of Trust.

### ***1.3 Structure and Governance***

The objective of this RFP is to find a qualified non-profit to lease (and potentially own), and manage all facets of the PSU in accordance with the “Relevant Documents” including but not limited to the applicable terms and covenants in the LDA, including the Perpetual Surviving Covenants set forth in Section 8(A)2 of the LDA The Perpetual Surviving Covenants require that:

- The Property shall be constructed, used, and operated solely for the purposes defined in the LDA, as the same may be modified in accordance with the terms of the LDA, and in accordance with the Deed.
- The Public Space Unit shall be dedicated to public exhibit hall use and community use in perpetuity. The Leavitt, Worthington, and Allis steam engines shall not be moved or altered.

- The Preservation Trust shall be funded in accordance with the terms and conditions of the LDA, to provide for the operation, care, maintenance and repair of the Public Space Unit, including the Public Space Unit's percentage share of the common area expenses for the Waterworks Museum Building Condominium, and the maintenance and preservation of, the Leavitt, Worthington and Allis steam engines.
- Reasonable rights of public access in accordance with the Deed, the LDA, and the Community Access Plan shall be provided, (See Exhibit A, "Relevant Documents," for additional information.)
- Except as provided in the LDA, the PSU may not be mortgaged, pledged, transferred, leased, or conveyed without the consent of DCAM.

#### ***1.4 Operations and Financial Management***

- The Waterworks Preservation Trust, Inc. ("WPT"), a Massachusetts nonprofit corporation, has been organized and shall at all times be operated exclusively for charitable, educational and literary purposes within the meaning of those terms as used in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but only for such purposes to: (i) provide the funding/financial support for the Public Space Unit, (ii) receive charitable contributions and other funds to be used for the ongoing maintenance, repair, and operation of the Public Space Unit, (iii) provide funding for the perpetual operation, care, maintenance, and repair of the Public Space Unit, and (iv) oversee and review the expenditures of the owner or operator of the Public Space Unit for compliance with any plan of operation or budget established or requested by such owner/operator to maintain and operate the exhibit hall and shared community space (See Exhibit A, "Relevant Documents," for additional information).
- At all times prior, to the date that the initial deed for the conveyance of the fourth residential condominium unit in the Waterworks Museum Building to a third party purchaser is recorded, there shall at all times be at least one (1) Director. On or before such time as the initial deed for the conveyance of the fourth residential condominium unit in the Waterworks Museum Building to a third party purchaser is recorded, there shall at all times be seven (7) Directors in accordance with the By-Laws of the Corporation.
- The WPT will be funded in accordance with the LDA.
- Timing to Establish the Management Structure: The objective of the Developer is to lease the PSU to a nonprofit organization in the fall of 2007 with the potential to own the PSU after the sale of the fourth residential condominium unit in the Waterworks Museum Building.

- WPT Operating Budget: Sources and Uses: See Exhibit B.

## 2 Waterworks Detailed Description

### ***2.1 A Detailed Description of the Project***

The primary objective for this project is to create the financial conditions that would result in the sustainable preservation of the historically and architecturally important campus of the former City of Boston Metropolitan Waterworks -- the City's response to supporting rapid growth during Boston's Golden Age (1870 – 1920). The vehicle for achieving DCAM's objective was an inclusive community process that ultimately effected a zoning change allowing for the construction of a new building that, in concert with new uses for the other historic buildings, could generate profits that would ultimately allow the site to be revitalized and preserved.

With further input from a number of individuals and entities, many of them local, DCAM issued a Request for Proposals that resulted in the selection of a developer that had the experience and financial capacity to deal with an extraordinarily complex project. In addition to a commitment to achieve the primary objectives of DCAM, the designated development team proposed a series of community benefits that addressed some of the objectives of the community while greatly expanding the reach of the project well beyond the 7.9 acres of the subject site.

In its response to the request for proposals issued by DCAM, the Developer, Waterworks Park, LLC, envisioned a project that could, as much as possible and practicable restore the former grandeur of the site and its surroundings. The two basins that comprised the Chestnut Hill Reservoir, the area's natural and specimen plantings, and the many walking and riding pathways that meandered through this idyllic setting created nothing less than Boston's premier passive recreation area from the late 19th century until well into the 20th. The beautiful Beaux Arts Low Service Building and the Richardsonian Romanesque High Service Building further enhanced this bucolic setting.

The determination to preserve and revitalize these buildings and their 7.9-acre site designed by the nationally famous, but locally-based Olmsted Brothers firm, drove part of the developer's response to the request for proposals. Equally important, however, was the developer's desire to tap into a shared vision to restore, as much as possible and practicable, the unique and historic role played by this natural and man-made community.

### ***2.2 Description of On-Site Improvements***

- The Watermark: This unique new building has been designed by DiMella Shaffer Associates to take advantage of the views towards the Chestnut Hill Reservoir and across Cassidy Park towards downtown Boston. Named The Watermark, the building's six residential stories and garaged parking anchor the eastern end of a string of important, historic buildings.

- The Whitehall: The former Low-Service Building is one of three historic buildings dating from the late 19th century. This landmark Beaux Arts edifice has been transformed by architect Graham Gund into 20 residential condominium units, almost all of which feature water views or overlook a “Venetian” courtyard. This building, now named the Whitehall, also contains a fitness center, library, and management office.
- The Waterford: The former Operations Building, a Graham Gund-designed structure, has been enhanced with a second story ribbon of glass and a hipped roof that recalls the original roof of this 19th century structure. The building now contains 7 residential condominium units, some of which are townhomes and others of which are flats. Despite its diminutive size, the Waterford offers some of the project’s most panoramic water views.
- The Waterworks Museum Building: The former High Service Building, a Graham Gund designed space, contains four three-level luxury condominium townhouses, an exhibit hall, community space and potentially a café with outdoor seating, see Exhibit C for the architectural plans for the Museum building. The exhibit hall will be open to the public during specified hours and has a mission to place the three historic steam engines in the western portion of the building, the Hall of Machines, in an appropriate historic context.
- The Olmsted Brothers Landscape: Although often confused as the work of their famous father, this 7.9 acre Olmsted Brothers landscape demonstrates many of the original design and planting themes that can be found in Fredric Law Olmsted’s famous Emerald Necklace in Boston and New York’s City’s Central Park. From meandering carriage and footpaths to an artful melding of specimen and natural plantings, the site of this mixed-use development is being planned by the Boston landscape firm of Browne Richardson & Rowe to both retain and enhance the original “un-built” environment. Even the site lighting will reflect the “Golden Age” of this site, its buildings, the neighborhood, and the City of Boston.

### ***2.3 Description of Off-Site Improvements***

- The Edge of the Chestnut Hill Reservoir: A portion of the community benefits provided by the Developer is aimed at restoring the area adjacent to the subject development to its former bucolic grandeur. In this regard, approximately \$900,000 has been attributed to landscaping and other improvements to the Chestnut Hill Reservation. The final determination of proposed improvements and the final attribution of money towards those improvements are now moving forward with the Department of

Conservation and Recreation (DCR) and the Boston Redevelopment Authority (BRA).

- Cleveland Circle: Part of the community benefits money (approximately \$400,000) has been attributed towards “jump-starting” the revitalization of Cleveland Circle and the replacement of the architecturally undistinguished white globe lights in Cleveland Circle and along Beacon Street in favor of historically significant lighting together with street trees and plantings.
- Chestnut Hill Resource Management Plan: During the past year, the Commonwealth, through the DCR embarked on a Research Planning Process (“RMP”). Originally conceived as an inclusive process to gather and organize information on the status of the asset (i.e. the Chestnut Hill Reservoir and some of the surrounding area), the RMP was funded by a \$25,000 contribution from the Developer, a \$25,000 contribution from Boston College, and a matching \$50,000 contribution from the Commonwealth. Over the past year, the RMP has evolved into both a compilation of information relative to the status of the asset and a statement as to Community, City, and State preferences for revitalization and improvements going forward. As such, it has, to some extent, evolved into a master planning process.
- Chestnut Hill Resource Management Plan: The Developer, as part of its package of community benefits, attributed \$100,000 towards a comprehensive master planning process for the Chestnut Hill Reservoir Reservation.

## ***2.4 Detailed Description of the Waterworks Museum Building***

- The exterior of the Waterworks Museum Building: This magnificent exterior is typical of 19th century expressions of civic pride, even when housing something other than a library or a museum, but even the most mundane of municipal functions. Designed and constructed in the latter half of the 19th century by Arthur Vinyl, a noted Boston architect, the building can best be described as Richardsonian Romanesque insofar as it evidences the materials (brownstone and sandstone), massing, and detailing of H.H. Richardson, one of the most famous 19th century architects in the country. The building is also typified in its fenestration, i.e. the use of large arched openings and, in many areas, multi-paned windows in horizontal linear groupings. It is safe to say that this building, with its prominent location along a major thoroughfare and its distinctive tower that can be seen from across the Chestnut Hill Reservoir and beyond, is one of Boston’s best known and most admired buildings.

Given its contents, it is also one of Boston's most historic and important buildings.

- The interior of the Waterworks Museum Building: The former Coal Room and the former Boiler Room are currently in construction and will house four residential condominium units. These proposed residential spaces are the eastern most spaces in the building and terminate, to the west, at the demising wall that separates them from The Hall of Machines. Both the Coal Room and the Boiler Room each have a footprint of approximately 10,000 gross square feet.
- The Hall of Machines: This area has a footprint of approximately 10,000 gross square feet and currently houses three historically significant steam engines on the main floor and several historic steam turbines on the lower level. The Developer, based on the plans prepared by The Gund Partnership, has implemented basic construction in the Hall of Machines, inclusive of cleaning and restoring the walls, ceilings and floors, restoring the existing windows and doors, and installing appropriate heating and electrical equipment. The Developer has also added a new two-story glass structure that overlooks the Hall of Machines to house community space and a potential café. The exhibit hall budget, in addition to the aforementioned basic construction, will include \$1.5 million of community benefits money. This money will be attributed towards the restoration of the three historic steam engines on the main level, the engagement of an exhibit designer to create appropriate exhibits, and utilization of the balance of the money to implement those exhibits and displays. All of the above will be developed in accordance with the Relevant Documents.

### 3 Public Space Unit Detailed Description

#### **3.1 General Mission of the Public Space Unit (“PSU”)**

The general mission of the PSU is to establish: 1) An exhibit hall that will feature the three historic steam engines and exhibits/displays that place the engines in a particular historic context; 2) A shared community space that will be made available to the public by prior arrangement; 3) A potential cafe.

- With regard to the Public Space Unit, the Developer is obligated, in accordance with the LDA, to use “best efforts” to identify a viable and appropriate owner/operator (See Sections 2 and 4 for more specific information in this regard).
- With regard to the café, the Developer is obligated, in accordance with the LDA to use “best efforts” to identify a viable café operator.

- With regard to the shared community space, it is understood that community groups will utilize it by prior acceptable arrangement and that the owner, operator, and/or lessee of the exhibit hall will use it if, as, and when the need arises.

### ***3.2 Specific Mission of the PSU Exhibit Hall***

DCAM, the Developer, and the High Service Advisory Board adopted the following Mission Statement for the Public Space Unit:

*The central mission of PSU will be to interpret the fascinating story of the evolution of Boston's Water supply system as it sought greater and greater supplies of quality water to meet the needs of a burgeoning metropolis; also, to explain the role that the Chestnut Hill Reservoir played in the development of that system. The PSU will also serve as an orientation center for the neighboring state-administered Chestnut Hill Reservoir Park.*

*Educational programs and exhibits (featuring the steam engines in the Museum's unique "Hall of Machines" as a central motif), will illuminate the development and the flowering of the City through the lens of the Metropolitan Waterworks System. The Museum will serve a broad regional and national audience serving both those interested in urban history and those curious to know more about the role that technology and research have played in enhancing the quality of life of the people of Metropolitan Boston.*

*In addition, the Greater Boston Waterworks Museum will seek to illuminate the dynamic and prosperous "Golden Age" of Boston (the years 1870 to 1920) when the city became a major metropolitan center---the era in which the Chestnut Hill Reservoir and its landmark pumping stations were built. Education, research, and technology changed the life of every citizen of Greater Boston in that singularly important period of Greater Boston's history as private and public institutions joined commerce and industry to create a dynamic new urban environment.*

### ***3.3 In its shorter form, the Mission Statement reads as follows***

"The central mission of the Greater Boston Waterworks Museum is to tell the story of the city's water supply system by presenting it in the wide historic and social context of Boston's Golden Age (1870-1920)."



## 4 Selection Process

### ***4.1 The following are the terms and conditions of the Request for Proposals.***

#### **Project Coordinator**

Dana Angelo, Waterworks Park, LLC, email is [dangelo@eafish.com](mailto:dangelo@eafish.com), telephone number is 781. 380. 1660. The RFP can be picked up at 536 Granite Street, Braintree, Massachusetts 02184 or it can be downloaded at [www.liveatwaterworks.com](http://www.liveatwaterworks.com) under the RFP tab.

#### **RFP Availability**

Copies of the RFP will be available July 1, 2007 at 536 Granite Street, Braintree, Massachusetts 02184 or through [www.liveatwaterworks.com](http://www.liveatwaterworks.com) by clicking on the tab RFP.

#### **Questions and Answers**

The project coordinator will accept questions in writing Monday through Friday 9:00am to 5:00pm until July 31, 2007. All proponents will designate one representative of its team to advance questions in writing. The name of this representative should be forwarded to the project coordinator immediately. The project coordinator will not answer questions until the project coordinator has received the required information. All questions and responses to questions will be required to be in writing.

#### **Site Tours**

Organized tours will be given on two dates. The first tour is scheduled for July 20, 2007, and the second tour is scheduled for August 3, 2007. Proponents must make an appointment with the project coordinator. Tours will start 12:00pm on the previously mentioned tour dates and be scheduled in 60-minute intervals. Tour dates are subject to change given accessibility to the space based on construction activity. Due to the building being in construction, proponents will not be given access at any other times.

#### **Economy of Preparation**

All proposals should be prepared simply, providing a straightforward description of the prospective team's ability to satisfy the requirements of the RFP inclusive of all requirements outlined in the negotiated documents by and between the Developer and DCAM.

#### **Response Date**

In order to be considered for selection, signed proposals should arrive at the project coordinator's office or before 2:00pm on Friday September 7, 2007, Eastern Time. No exceptions to this deadline will be made for weather, poor

courier service, transportation problems, or any other reason, unless issued by formal addendum from Waterworks Park, LLC.

### **Selection/Interview**

Waterworks Park, LLC will review all proposals internally and will share all proposals with the DCAM and the local legislative community. As part of the selection process Waterworks Park, LLC reserves the right to interview all proponents and to hold public meetings.

### **4.2 *Qualifications Proposal Content***

The response must contain a detailed description of the prospective team and illustrate their qualifications to carry out the requirements set forth in the RFP. A prospective team should be led by a strong group that is qualified to manage the entire PSU of the Waterworks Museum Building inclusive of all terms and conditions outlined in the relevant Documents by and between the Developer and DCAM. The information submitted must include, but should not necessarily be limited to the following items:

- A statement in concise terms of the prospective teams understanding of the nature and scope of this opportunity as well as the responsibilities of the prospective team.
- The proposal should show the assignment of specified personnel with the required skills for each area of the responsibility, inclusive of an organization chart showing the prospective teams operating structure and management structure.
- The proposal must identify the persons who will be responsible for directing the work to be performed as part creating the PSU and managing the PSU. For each individual with identified responsibilities, the proposal must include a complete resume.
- The proposal must provide background data on all participating firms, entities, and individuals and why it is relevant to the proponent's proposal.
- The proposal must provide a detailed plan on how the team plans to work with Waterworks Park, LLC to accomplish the developer's main objectives for the PSU as outlined in all relevant Documents.
- The proposal must include an action plan, that outlines the team's approach in assuming management of the PSU, including but not limited to assumptions, organization, funding and cash flow, operations staffing, programming, grant writing, detailed description of the potential café space, both indoor and outdoor, community accessibility, hours of

operation, and timeline including tasks that will need to be executed from the date of selection until the PSU is open in the Fall of 2007.

- A complete operating budget inclusive of all PSU functions.
- A marketing plan for the PSU, including a detailed breakdown for the exhibit hall, the community meeting room, and the potential café.

### ***4.3 General Qualifications Evaluation Criteria***

The following qualifications and evaluation criteria are general in scope and are not the only qualifications and evaluation criteria that Waterworks Park, LLC will use in evaluating the proposals. Waterworks Park, LLC will review all proposals as they relate to all relevant Documents, and Waterworks Park, LLC's vision for the development as well as its vision for the neighboring community.

General qualifications evaluation criteria are:

- Individual members of the board must have experience with managing a multi-use program such as the PSU.
- Experience with financial management while maintaining acceptable checks and balances and reporting procedures to ensure the financial stability of the PSU in perpetuity.
- Experience with facilities management, including an understanding of all systems and the ability to troubleshoot and repair anything that needs attention.
- Experience in project management for a multi-use facility.
- Experience with working with local communities and a commitment to support local causes.
- Creativity on how the PSU and the neighboring communities may work together on a macro level for the greater good of the surrounding neighborhood.
- Understanding and commitment to the PSU, its programming and its mission statement.
- Experience in creating and managing a nonprofit organization.
- Experience with writing and obtaining grants.
- Experience with fund raising.

- Experience with creating a board of directors that is representative of the surrounding community and also experienced at fund raising.
- Understanding Waterworks Park, LLC’s sensitivity to all residential condominium owners on site, especially the residential condominium unit owners and buyers in the Waterworks Museum Building.
- Ability to work cooperatively and constructively with Waterworks Park LLC and all government agencies.
- Likelihood to complete the necessary tasks in a timely manner to open the PSU in the Fall of 2007 and also the likelihood that the prospective team has the ability to manage the PSU so that it is maintained and preserved in perpetuity.

#### ***4.4 General Response Appearance***

The name of the prospective team must appear on the cover of the response. Each page of the response must be numbered consecutively from the beginning of the response through all appended material.

Waterworks Park, LLC reserves the right to reject any unsolicited modifications or additions received between the submission date and the selection date.

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