

MEMORANDUM OF AGREEMENT
among
DIVISION OF CAPITAL ASSET MANAGEMENT AND MAINTENANCE,
TOWN OF GRAFTON and MASSACHUSETTS HISTORICAL COMMISSION
regarding
GRAFTON STATE HOSPITAL, PINES C, D, and E

WHEREAS, Chapter 223 of the Acts of 2018 authorizes the Commonwealth of Massachusetts Division of Capital Asset Management and Maintenance (DCAMM) to convey certain parcels of land and buildings thereon at the former Grafton State Hospital at the intersection of Pine and Green Streets (Parcel) located in the Town of Grafton, MA (Town) to the Town; and

WHEREAS, the Town will have the right to develop the Parcel by and through private development for uses deemed appropriate by the Town and subject to all federal, state and local permits and approvals; and

WHEREAS, the Parcel contains three (3) structures listed as contributing resources within the District and identified as Building #28, Hospital Pines C (1904), Building #29, Hospital Pines D (1915), and Building #30, Hospital Pines E (1939); and

WHEREAS, Building #28, Hospital Pines C, Building #29, Hospital Pines D, and Building #30, Hospital Pines E are listed in the State and National Registers of Historic Places as contributing resources to the Grafton State Hospital (GSH) District, a district listed as part of the Massachusetts State Hospitals and State Schools Multiple Property Listing; and

WHEREAS, the Town is preparing to issue a Request for Proposals (RFP) for the sale or lease and redevelopment of the Parcel; and

WHEREAS, the transfer by disposition of the Parcel constitutes a project undertaken by a State agency pursuant to 950 CMR 71.03 and is a project for which DCAMM and the Town have sought the comments of the Massachusetts Historical Commission (MHC) pursuant to M.G.L. Chapter 9, Section 26-27C, as amended by Chapter 254 of the Acts of 1988 (950 CMR 71.00); and

WHEREAS, MHC has determined that the proposed project will have an adverse effect on the historic property pursuant to 950 CMR 71.05(e) through the disposition of a State Register property; and

WHEREAS; no feasible or prudent alternative exists to eliminate the adverse effect of the proposed disposition; and

WHEREAS, MHC has determined to accept the adverse effect of the disposition of the Parcel in consideration of the mitigation alternatives described herein; and

WHEREAS, MHC, DCAMM and the Town agree, and the Grafton Historical Commission (GHC) hereby concurs, that the project shall be undertaken and implemented in accordance with the following stipulations to mitigate the effect of the disposition of the Parcel in compliance with M.G.L. Chapter 9, Section 27C.

STIPULATIONS

DCAMM and the Town shall ensure that the following measures are carried out in coordination with MHC and GHC, as set forth below:

I. Redevelopment of the Disposition Parcel

- A. The Town is encouraged to include historic preservation in any redevelopment process. Options for redevelopment of the Parcel which incorporate historic preservation should take into account the following principles of reuse planning:
1. Preservation of the character-defining features of the contributing buildings, structures and landscapes on the Parcel should be encouraged where feasible.
 2. If it is determined that it is not feasible to preserve all of the character-defining features of the contributing buildings, structures and landscape features on the Parcel, the feasibility of preserving character-defining features of portions of the contributing buildings, structures and landscape features will be examined and encouraged where feasible.
 3. Rehabilitation of contributing buildings, structures and landscape features on the Parcel should be consistent with recommended approaches in the Secretary of the Interior's Standards for Rehabilitation of Historic Properties (hereinafter "Standards").

II. Marketing Plan and Request for Proposals

- A. Notwithstanding any provisions of this MOA, the Town will have full marketing authority for the Parcel and will make all final marketing decisions. The Town will consult with MHC and GHC on developing a marketing plan for the Parcel which shall include the following elements:
1. An advertising plan and schedule for publicizing the availability of the RFP.
 2. An initial distribution list for notice of availability of the RFP which will include any contacts offered by MHC and GHC.
 3. A schedule for receiving and reviewing submissions in response to the RFP.
- B. The Town will provide a draft marketing plan to MHC and GHC. MHC and the GHC will have fourteen (14) days to review and comment on the draft marketing plan. If MHC or GHC does not find the draft marketing plan acceptable, the Town will make reasonable efforts exercised in good faith to accommodate the concerns of MHC and GHC and will submit a final marketing plan. Before implementation, MHC and GHC will have seven (7) days to review and comment on the portions of the final marketing plan which address issues of historic preservation. In the event MHC and GHC do not provide initial comments on the draft marketing plan within 14 days or comments on the final marketing plan within 7 days, the plan shall be deemed acceptable to MHC and GHC. It is understood that the content of the marketing plan shall not require approval of MHC or GHC.
- C. Concurrent with the development of a marketing plan, The Town will prepare the RFP for the disposition of the Site. The Town will consult with MHC and GHC on developing the RFP which shall include the following elements:
1. An appendix to the RFP that includes the National Register Nomination form. The appendix should refer to the MHC and National Park Service websites for additional information on the State and Federal Historic Tax Credit programs.
 2. A photograph and parcel map of the Parcel.

3. Reference to the points listed under I.A. of this MOA. The RFP as a whole will make a good faith effort to generate interest in the preservation of what MHC has defined as the historic character of the Parcel.
- D. The Town will provide a confidential draft RFP to MHC and GHC. MHC and GHC will have fourteen (14) days to review and comment on those portions of the draft RFP which address issues of historic preservation. Before issuance of the final RFP, MHC and GHC will have seven (7) days to review and comment on the portions of the final RFP which address issues of historic preservation. In the event MHC and GHC do not provide initial comments on the draft RFP within 14 days or comments on the final RFP within 7 days, the RFP shall be deemed acceptable to MHC and GHC. It is understood that the content of the RFP shall not require approval of MHC or GHC. It is further understood that MHC and GHC will not share any portion of the RFP with anyone prior to the time the RFP is made publicly available by the Town.
 - E. The marketing effort shall be continued for no less than three months from the date of the issuance of the RFP. Issuance shall occur when the notice of availability of the RFP is published in the Central Register.
 - F. The Town will schedule a Bidder's Conference for prospective developers to occur at the midpoint of the marketing effort during which MHC and GHC will have the opportunity to present information and to answer questions from prospective developers.
 - G. Once proposals from developers are received by the Town in response to the RFP, MHC and GHC shall be afforded the opportunity to comment on the proposals and to provide these comments in writing to the Town prior to any interviews which the Town may conduct with any of the developers. If, after a consultation period of no more than thirty (30) days with MHC and GHC regarding the applicability of the Standards to the proposals and taking into consideration MHC and GHC comments during any interviews which the Town may conduct with any of the developers during the RFP marketing period, the Town, in its sole determination, has received no proposals that are feasible and acceptable that provide for rehabilitation or new construction in conformance with the recommended approaches in the Standards, the Town will convey its conclusions to MHC and GHC.
 1. For all buildings, structures and landscape features for which there is no preservation proposal that is feasible and acceptable to the Town, then the Town or any new owners of any part of the Parcel or any other person may proceed, subject to any other applicable reviews and permits, with demolition of buildings and structures or rehabilitation or new construction that does not conform to the Standards.

III. New Construction

- A. The Town shall encourage new buildings and structures that are sympathetic or compatible to what MHC has determined to be character-defining attributes of the contributing buildings, structures and landscape features on the Parcel.

IV. Exempted Activities

- A. The following construction activities are unlikely to affect what MHC regards as the character-defining attributes of the Parcel and are exempted from further review by MHC, including comments in any environmental review process:

1. Resurfacing, maintenance, repair or improvement of existing parking lots, roads and driveways.
2. Repair, replacement or improvements to infrastructure, i.e. heating and electrical systems, sewer, water, ventilation systems or plumbing.

3. Maintenance work such as painting, repair or replacement of substantially in-kind architectural elements.
4. All interior work.
5. Demolition or alteration of non-contributing structures.
6. New construction on the Parcel within existing building sites that is consistent with the design guidelines set forth in Section III.

V. Historic Rehabilitation Tax Credits

- A. Rehabilitation of buildings and landscape features that contribute to the National Register District may qualify for State and/or Federal tax credits. The Town shall encourage any third-party developer to consult with MHC and the National Park Service to determine if the buildings are eligible for tax credits and if the proposed work meets the Secretary of the Interior's Standards for Rehabilitation allowing for the award of tax credits.

VI. Modifications

Any party to this MOA may request that it be amended or modified whereupon the parties will consult in accordance with 950 CMR 71 to consider such amendment or modification.


Executed as of the date of the last signature below.

SIGNATORIES:


TOWN OF GRAFTON

By:  Date: 4/5/19
 Title: Chairman, Board of Selectmen

DIVISION OF CAPITAL ASSET MANAGEMENT AND MAINTENANCE

By:  Date: 4/10/19
 Title: Commissioner

MASSACHUSETTS HISTORICAL COMMISSION

By:  Date: 5/15/19
 Title: Executive Director

IN CONCURRENCE:

GRAFTON HISTORICAL COMMISSION

By:  Date: 4/5/19
 Title: _____