

DEVELOPMENT AGREEMENT
SOUTHWOOD HOSPITAL REDEVELOPMENT,
(PONDVILLE ESTATES)
BETWEEN THE TOWN OF NORFOLK,
COMMONWEALTH OF MASSACHUSETTS,
AND
HOBOKEN BROWNSTONE COMPANY,
305 COLE STREET, JERSEY CITY, NEW JERSEY,
GEORGE VALLONE, PRESIDENT

INTENTION: THIS DEVELOPMENT AGREEMENT (AGREEMENT) IS BEING DRAWN UP BETWEEN THE TOWN OF NORFOLK (TOWN) AND HOBOKEN BROWNSTONE CO., (PROPONENT) TO DEFINE ALL THE KEY ELEMENTS OF A PROPOSED MIXED USE DEVELOPMENT AT THE FORMER SOUTHWOOD HOSPITAL PROPERTY, 111 DEDHAM STREET, AND TO CODIFY THE OBLIGATIONS OF EACH OF THE PARTIES IN REGARDS TO THIS DEVELOPMENT.

THE SIGNING OF THIS AGREEMENT BY BOTH PARTIES WILL ALLOW FOR AN ARTICLE TO BE PLACED ON THE TOWN WARRANT FOR THE 2015 FALL TOWN MEETING TO CHANGE IN THE ZONING OF THE SOUTHWOOD PROPERTY, ZONING DISTRICT C-6 THROUGH THE CREATION OF AN OVERLAY DISTRICT.

A TOWN ADVISORY COMMITTEE (COMMITTEE) HAS BEEN COMMISSIONED TO DEVELOP THE DETAILS OF THIS AGREEMENT IN CONJUNCTION WITH THE PROJECT PROPONENT. THE COMMITTEE INTENDS TO MAKE A RECOMMENDATION TO THE BOARD OF SELECTMEN TO APPROVE THIS AGREEMENT.

BELOW ARE THE TOPICS THAT HAVE BEEN DISCUSSED AND A DESCRIPTION OF AGREEMENTS THAT HAVE BEEN REACHED.

PROPOSAL:

THE PROPOSED DEVELOPMENT (PONDVILLE ESTATES) IS DEPICTED IN EXHIBIT 01, "CONCEPTUAL MASTER PLAN FOR PONDVILLE ESTATES DEVELOPMENT" (PLAN). PROPOSAL SUMMARY FOLLOWS:

- 220 UNITS OF SINGLE FAMILY, TOWN HOUSE STYLE, AGE RESTRICTED (OVER 55) HOUSING.
- 180 BED ASSISTED LIVING FACILITY, MADE UP OF 120 INDEPENDENT LIVING UNITS (TO BE COUNTED AS AFFORDABLE HOUSING UNITS), 30 MEMORY CARE UNITS AND 30 HOSPICE CARE UNITS.
- 150 UNITS OF HIGH END, LUXURY APARTMENTS. THE APARTMENT UNITS WILL BE 50% (75), 1 BEDROOM AND 50% (75), 2 BEDROOM UNITS.
- 16,000 SQUARE FEET OF RETAIL SPACE.
- 16,000 SQUARE FEET OF OFFICE SPACE.
- 120 AFFORDABLE HOUSING UNITS (WITHIN INDEPENDENT LIVING UNITS LISTED ABOVE).

- HEALTH CLUB AND MEETING ROOMS ASSOCIATED WITH THE TOWNHOUSE DEVELOPMENT.
- ROADWAYS, PARKING, LANDSCAPING, PEDESTRIAN PATHWAYS, RECREATION AREAS AND OPEN SPACES.
- CONTRIBUTION OF ACTUAL COST OF UP TO THREE MILLION DOLLARS (\$3M) FOR THE DEVELOPMENT OF A NEW WATER SOURCE BY TOWN.
- TRAFFIC MITIGATION ALONG DEDHAM AND VALLEY STREETS AND SIDEWALKS WHERE DEEMED NECESSARY.
- FUNDED OPERATIONS AND MAINTENANCE PLAN.
- EIGHT HUNDRED THOUSAND DOLLARS (\$800k) IN FISCAL IMPACT MITIGATION FUNDING FOR PUBLIC SAFETY TO THE TOWN.
- THE PROPONENT TO MAKE A PAYMENT OF \$1,000,000.00 TOWARDS THE \$3.8M TOTAL ABOVE TO THE TOWN OF NORFOLK AT THE TIME OF CLOSING ON THE PROPERTY WITH THE ARCHDIOCESES. THE BALANCE WILL BE PAID AS BUILDING PERMITS ARE APPLIED FOR ON THE ENTIRE PROJECT.

ZONING: THE SITE IS CURRENTLY LOCATED IN THE C-6 ZONING DISTRICT. A BLANKET ZONING APPROVAL IS BEING REQUESTED FOR THE SITE WHICH ENCOMPASSES APPROXIMATELY 87 ACRES OFF DEDHAM STREET, VALLEY STREET AND HILL STREET. THE PROPOSED DEVELOPMENT IS TO BE PERMITTED THROUGH THE CREATION OF AN OVERLAY DISTRICT WHICH WILL ALLOW SPECIFIC USES AS DEPICTED IN THE PLAN AND AGREED TO AS PART OF THIS DEVELOPMENT AGREEMENT.

POTABLE WATER: THE PROVISION OF ADEQUATE WATER SERVICE TO THIS COMPLEX IS IMPERATIVE TO THE SUCCESS OF THIS DEVELOPMENT. MUCH WORK HAS BEEN DONE BY BOTH THE TOWN AND THE PROPONENT OVER THE PAST FEW MONTHS TO FIND AN ADEQUATE WATER SOURCE. RESEARCH HAS BEEN DONE ON OPPORTUNITIES WITHIN THE SITE, THROUGHOUT THE TOWN AND ALSO BY LOOKING AT AGREEMENTS WITH NEIGHBORING TOWNS TO SEEK ADEQUATE SUPPLY.

THE PROPONENT HAS EXPRESSED A WILLINGNESS TO CONTRIBUTE TO THE ACTUAL COST OF A NEW TOWN WATER SOURCE FROM WHICH BOTH THE DEVELOPMENT AND THE TOWN COULD DRAW WATER.

TO THIS END, THE PROPONENT HAS AGREED TO CONTRIBUTE FUNDS THAT WOULD NOT EXCEED \$3,000,000.00 OF THE ACTUAL COSTS TO PROVIDE A NEW WELL(S) FOR AN ADDITIONAL WATER SOURCE.

THE PROPONENT SHALL PAY FOR THE CONNECTION COST FROM EXISTING LINES TO THE PROJECT.

STORMWATER & WASTEWATER DISPOSAL: THE PROPONENT HAS DONE PRELIMINARY RESEARCH FOR ON-SITE AND OFF-SITE DISPOSAL OPTIONS. PRELIMINARY ESTIMATES SHOW A NEED FOR AN 88,000 GALLONS PER DAY SYSTEM TO ACCOMMODATE THE DEVELOPMENT AS PROPOSED.

ADDITIONAL ANALYSIS SHALL BE COMPLETED IN THE SPRING/SUMMER OF 2015 TO DETERMINE IF THE SOILS CAN ADEQUATELY ACCEPT THE STORMWATER AND WASTEWATER DISPOSAL NEEDS OF THE DEVELOPMENT. IF THERE IS A NEED TO REDUCE THE UNITS DUE TO A LACK OF CAPACITY, THE APARTMENT PHASE OF DEVELOPMENT SHALL FIRST BE REDUCED CONSISTENT WITH THE PHASING PLAN IN THIS DOCUMENT.

HAZARDOUS MATERIALS CLEANUP: THERE ARE AT LEAST THREE (3) KNOWN LOCATIONS WITHIN THE PROPERTY THAT WILL REQUIRE REMEDIATION/CLEANUP. THE PROPONENT HAS AN AGREEMENT WITH THE ARCHDIOCESES THAT IS CONTINGENT UPON THE REMEDIATION/CLEANUP OF THE HAZARDOUS MATERIALS LOCATED ON THE PROPERTY. WORK SHALL BE DONE TO DETERMINE THE EXTENT OF CONTAMINATION AND METHOD OF THE CLEANUP. ANY ENVIRONMENTAL CONCERNS IDENTIFIED DURING THE DEMOLITION OF THE EXISTING HOSPITAL BUILDINGS AND ANYWHERE ON THE SITE SHALL BE ELIMINATED PRIOR TO CONSTRUCTION.

A LICENSED SITE PROFESSIONAL (LSP) SHALL BE HIRED BY THE PROJECT PROPONENT FOR THE IDENTIFICATION AND CLEANUP OPERATION. THERE SHALL ALSO BE AN LSP HIRED BY THE TOWN AND PAID FOR BY THE PROPONENT THAT WILL WORK WITH THE PROPONENT'S LSP TO CHOOSE AN APPROPRIATE METHOD AND LOCATION OF TESTING, ANALYSIS AND CLEANUP METHOD. THE CLEANUP SHALL COMPLY WITH MASSACHUSETTS DEP REQUIREMENTS. THE TOWNS BOARD OF HEALTH AND OR CONSERVATION COMMISSION MAY ALSO HAVE SOME INPUT ON WHICH METHOD IS CHOSEN FOR CLEANUP.

PHASING AND TIMING OF THE DEVELOPMENT: A MULTI-YEAR PHASING PLAN SHALL BE ESTABLISHED AS PART OF THIS AGREEMENT. AN ESTIMATED TIMEFRAME OF 10 YEARS TO COMPLETE THE DEVELOPMENT HAS BEEN DISCUSSED.

INCLUDED IN THE PHASING PLAN IS THE TIMING TO DEVELOP THE AFFORDABLE HOUSING UNITS WHICH SHALL COINCIDE WITH THE PERMITTING OF THE TOWNHOUSES AND APARTMENTS.

IF THERE IS A REDUCTION IN THE TOTAL NUMBER OF UNITS FOR ANY REASON, THE APARTMENTS SHALL BE THE FIRST HOUSING SEGMENT TO BE REDUCED. IF FURTHER REDUCTION IS NEEDED, TOWNHOUSES WOULD BE THE NEXT HOUSING SEGMENT REDUCED. THE NUMBER OF ASSISTED LIVING AND INDEPENDENT LIVING UNITS WOULD REMAIN THE SAME.

BONDING OF THE DEVELOPMENT: EACH PHASE OF THE DEVELOPMENT MUST BE BONDED TO ENSURE THAT SAID PHASE CAN BE COMPLETED IN FULL AND ENSURE THAT THE DEVELOPMENT SITE WORK IS COMPLETED AND FOLLOWS THE APPROVED PLANS.

AFFORDABLE HOUSING: IT HAS BEEN AGREED THAT AFFORDABLE HOUSING SHALL BE DEVELOPED AS PART OF AND TIMED WITH THIS PROJECT. THE 180 ASSISTED LIVING UNITS WILL INCLUDE 120 INDEPENDENT LIVING RENTAL UNITS, 30 MEMORY CARE UNITS AND 30 HOSPICE CARE UNITS. THESE UNITS HAVE BEEN PROPOSED WITH 25% OF THE 120 INDEPENDENT LIVING UNITS BEING AFFORDABLE.

THIS DEVELOPMENT PROPOSES TO CREATE 120 AFFORDABLE UNITS THROUGH THE ASSISTED LIVING FACILITY. CONFIRMATION FROM THE DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT IS NEEDED TO PROVIDE ASSURANCE THAT THE AFFORDABLE UNITS PROPOSED IN THE DEVELOPMENT SHALL COUNT TOWARD THE TOWN'S REQUIRED 10 PERCENT. NONE OF THE APARTMENTS SHALL BE AFFORDABLE UNITS.

WITH APPROXIMATELY 550 UNITS OF NEW HOUSING BEING BUILT, THE AFFORDABLE UNITS MUST BE CREATED TO KEEP PACE WITH THE PROPOSED RATE OF GROWTH. NORFOLK'S CURRENT BYLAW REQUIRES THAT 10% OF ALL NEW UNITS BE AFFORDABLE, WHICH WOULD ESTABLISH A MINIMUM OF 55 UNITS. THE PROPONENT HAS AGREED TO PROVIDE 120 UNITS AFFORDABLE OF AFFORDABLE HOUSING THAT IS

TIMED TO BE BUILT ALONG WITH THE DEVELOPMENT OF THE TOWNHOUSES AND APARTMENTS.

TRAFFIC IMPACT MITIGATION AND PEDESTRIAN CIRCULATION: TRAFFIC IMPACTS SHALL BE EVALUATED BY A TRAFFIC STUDY PREPARED BY THE PROPONENT AND REVIEWED THROUGH THE SITE PLAN REVIEW PROCESS WITH THE PLANNING BOARD. SAID STUDY MUST INCLUDE CONSIDERATION TO MINIMIZING TRAFFIC IMPACTS ON VALLEY STREET AND DEDHAM STREETS (RT 1A). CONSIDERATION SHALL ALSO BE GIVEN TO PROVIDING FOR OFF-SITE SIDEWALKS ALONG THE PROPERTY AND DEDHAM STREET.

OPENSOURCE AND RECREATION PLANNING: CONSIDERATION SHALL BE GIVEN TO APPROPRIATE OPENSOURCE AND RECREATION IN THE DEVELOPMENT. THE DEVELOPMENT SHALL INCLUDE WALKING PATHS WHICH CIRCULATE THE SITE AND CONNECT TO OTHER NEIGHBORHOODS, COMMERCIAL AREAS AND OTHER NEARBY RECREATIONAL AREAS.

SITE PLAN APPROVAL: THE TOWN SHALL WORK WITH THE PROPONENT AND IT AGENTS TO STREAMLINE THE SITE PLAN APPROVAL AND PERMITTING PROCESS, FOR THE PROJECT, AS APPROPRIATE FOR THE PHASES OF THE WORK OUTLINED IN THE PHASING PLAN.

FISCAL IMPACT ON THE TOWN: A FISCAL IMPACT ANALYSIS HAS BEEN CONDUCTED ON THIS DEVELOPMENT FOR CONSIDERATION BY THE TOWN. SAID ANALYSIS IS ENTITLED "NORFOLK MASSACHUSETTS, SOUTHWOOD HOSPITAL CAMPUS, AND FISCAL ANALYSIS OF THE PROPOSED RE-DEVELOPMENT OF SOUTHWOOD HOSPITAL CAMPUS LOCATED AT 111 DEDHAM STREET, NORFOLK, MA." BY FRANK SUMANSKI 5/9/2015 . (EXHIBIT 2)

STATED EARLIER THE PROPONENT HAS AGREED TO PROVIDE THE TOWN WITH \$3.8 MILLION TO OFFSET THE FISCAL IMPACTS OF THE DEVELOPMENT. THIS FUNDING INCLUDES UP TO \$3.0 M FOR DEVELOPING A NEW WATER SOURCE. AN ADDITIONAL \$800,000.00 HAS BEEN AGREED TO FOR THE PURCHASE OF AN AMBULANCE AND RELATED POLICE AND FIRE SALARIES AND BENEFITS. THIS FUNDING SHALL BE PROVIDED AS \$1,000,000.00 AT TIME OF CLOSING WITH THE ARCHDIOCESE. THE REMAINDER SHALL BE PAID TO THE TOWN OVER THE COURSE OF THE PROJECT ON A PER UNIT BASIS AT THE TIME OF REQUEST OF A RESIDENTIAL BUILDING PERMIT. IF FOR ANY REASON THE NUMBER OF UNITS OF DEVELOPMENT ARE REDUCED THE IMPACT MITIGATION FUNDS WILL NOT BE REDUCED.

OPERATIONS AND MAINTENANCE PLAN: AN OPERATIONS AND MAINTENANCE PLAN SHALL BE CREATED THAT WILL ADDRESS SPECIFICALLY SITE INFRASTRUCTURE AND ITS MAINTENANCE OVER TIME.

AGREEMENT IS BINDING ON ALL PARTIES: THIS AGREEMENT SHALL RUN WITH THE LAND AND BE BINDING UPON THE TOWN, THE PROPONENT AND ITS AGENTS BOTH CURRENT AND FUTURE. NO PART OF THE AGREEMENT SHALL BE MADE VOID OR REVISED.

LIST OF EXHIBITS:

- EXHIBIT 1. CONCEPTUAL MASTER PLAN OF PONDVILLE ESTATES, NORFOLK MASSACHUSETTS, SPRING 2015, PREPARED FOR HOBOKEN BROWNSTONE, BY HUNTRESS ASSOCIATES AND MARCHIONDA & ASSOCIATES, CIVIL ENGINEERS- STONEHAM, MASSACHUSETTS.

- EXHIBIT 2. FISCAL IMPACT ANALYSIS, SOUTHWOOD HOSPITAL CAMPUS, NORFOLK MASSACHUSETTS, BY FRANK SUMANSKI 5/30/2015.
- EXHIBIT 3. PHASING PLAN (BY PROPONENT)

/RMG 6/2/15

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