



THE GENERAL COURT OF MASSACHUSETTS
STATE HOUSE, BOSTON 02133-1053

February 13, 2023

Yvonne Hao, Secretary
Department of Housing and Economic Development
Commonwealth of Massachusetts
1 Ashburton Place
Boston, MA 02108

Re: Transparency of New Bedford State Pier RFP Process

Dear Madame Secretary:

We are writing to you today in our role as all five of the State Representatives whose districts include the City of New Bedford. We want to express our concern about the ongoing secretive process conducted by MassDevelopment which excluded the public and other entities in the consideration of the future of the New Bedford State Pier.

We hope that your review and consideration of this letter and the supporting materials will allow you to conclude that the 2022 State Pier RFP process employed by the existing leadership at MassDevelopment, was flawed, exclusionary and contrary to the public's interest. MassDevelopment in late December 2022 "designated" one group of developers to eventually control all the future operations on New Bedford State Pier; however, an actual final agreement remains pending. For the reasons we describe below, we are asking that the new administration review the situation and consider a new and open process for the future use of the New Bedford State Pier. A restarted public process, which is transparent and inclusionary for all stakeholders in the region will allow this diverse and thriving public asset to continue to have a major role in the economic growth of the Port of New Bedford.

History of Legislative Delegation Efforts to Promote State Pier and its Diversity of Uses

New Bedford State Pier encompasses the most diverse uses of the four Massachusetts State Piers. New Bedford State Pier, which today runs in the black based, we believe, on the regular analysis of revenue and net operations provided to MassDevelopment, is owned by DCR and is successful in hosting, 1) support and supply berthing for the **fishing industry** for those vessels who have little or no access to private docking elsewhere in the port, 2) **international freight shipping**, which more recently has benefitted from the roughly \$5 million state investment in the only publicly available maritime cold storage warehouse in the state, 3) **hi-speed ferry service to Nantucket and Martha's Vineyard** under leases approved by the Steamship Authority, and separate essential ferry service to Cuttyhunk Island with the vessel Alert; 4) **fuel**

supply for the fishing fleet provided under DCR leases to the longtime private firm Pier Oil; and 5) the port's home location for the state's historic sailing vessel the Ernestina. By contrast, Gloucester is dedicated by deed restriction to the fishing industry, Plymouth hosts the Mayflower II, and Fall River has positive but more limited uses for maritime purposes. New Bedford's diverse water purposed uses is threatened by the MassDevelopment plan to turn over control and operations to a single group of private firms whose proposal was only revealed to us and the public in December AFTER MassDevelopment had made its decision.

In recent years, the House and Senate members representing New Bedford and the port have advanced legislation expanding the opportunity for even further diversity on the State Pier. Through amendments to the 2014, 2018 and 2020 economic development bills New Bedford State Pier may host a limited percentage of the pier for wind energy uses; some commercial activity which is less marine industrial in nature to a defined area of the pier abutting the western edge of the property and most recently state bond authorization in 2022 for restoration of the existing rail head connection to the cold storage warehouse.

2022 Mass Development RFP Process and Exclusion of the Public and Legislators

On April 6, 2022, MassDevelopment released an RFP regarding the future use of the New Bedford State Pier. From the beginning, however, the process implemented by the CEO of MassDevelopment, and his staff was flawed and secretive. As detailed in the attached October 11, 2022, letter (Attachment #1) from our delegation to former Governor Baker. The New Bedford delegation was excluded from learning who responded, the nature of the proposals, the financial resources of the proposal, and how the proposals might or might not comply with amendments to the economic development bill.

While no public disclosure was made by MassDevelopment, it was acknowledged by Daniel Rivera, the CEO of MassDevelopment, to members of the delegation that the New Bedford City Government participated in the review of proposals with MassDevelopment staff; he stated that the City of New Bedford was a "financial" partner and thus was entitled to access the documents and submissions made to MassDevelopment--documents and submissions to MassDevelopment which we, as elected legislators, were not allowed to see.

Governor Baker did not respond to the delegation letter and the sole response was an email to Rep. Straus (and no other legislators) from MassDevelopment CEO Daniel Rivera dated **November 9, 2022**. The communication briefly noted:

"At this time, the RFP process is still under review. We appreciate this delegation's interest in the RFP process, and we will follow up with more details as soon as the review process concludes."¹

¹ The full text of this email from Mr. Rivera to Representative Straus is attached (Attachment #2). As described in detail below, these comments on November 9, 2022, by Mr. Rivera, were not factually accurate and intentionally failed to disclose that MassDevelopment had selected a

The cloaking during the process was disappointing, and the inaccurate information provided by Dan Rivera to us was frustrating and disturbing. The delegation was trying to acquire information from a state agency about a state asset that our respective constituents were concerned with.

Legislators Request for Documents to MassDevelopment.

As a result of the dismal response of MassDevelopment, we requested the information based upon our constitutional role as legislators and the state's public records law. The document request was issued on December 20, 2022, seeking the internal communications and key documents regarding the consideration by MassDevelopment of the future for New Bedford State Pier. The request is provided with this letter (Attachment #3).

The recent response of MassDevelopment to the document request, has allowed us to conclude three crucial points (and some others). First, the claim on November 9, 2022, in an email to Rep. Straus that the RFP was still under review, was not truthful. Second, the successful designee still had not secured the appropriate financing to handle this significant undertaking. Third, the approved designee, Taber Wharf Partners, is itself uncertain of the viability of its own project because of the statutory restrictions of water dependent industries, described earlier in this letter. Yet, despite these obvious warning signs the MassDevelopment/City of New Bedford partnership continued to work on a final version of a designation agreement.

This third concern is most troubling, because as legislators it would be our responsibility to assist in amending the statute to make sure the State Pier is maximizing its potential. However, our exclusion prevented us and other stakeholders from the opportunity to address any concerns about current law.

These three points require a complete reconsideration of the process exercised by MassDevelopment. Further, we collectively, should review the substantive details of the State Pier RFP to assure the proper financing is in place and that there are no statutory obstacles to assuring the State Pier remains a productive and diverse state asset which provides economic opportunity to the Port of New Bedford.

Summary of Document Disclosures by MassDevelopment to the Legislative Delegation

--Decision Made as Early as October 21, 2022.

successful respondent and alongside the City of New Bedford had been working with the successful respondent on the terms of a designated developer agreement for several weeks.

As described above, we wrote to Governor Baker on October 11, 2022, inquiring as to the status of the RFP for New Bedford State Pier given the lack of cooperation from MassDevelopment. Whether a coincidence or not, we now have learned that at least ten days later, on October 21, 2022, MassDevelopment had already decided to select one of three respondents to the RFP. The attached email from Gary Walker at MassDevelopment to New Bedford Mayor Jon Mitchell (and a staffer of his Derek Santos) provides a MassDevelopment draft of a "Provisional Designated Developer Agreement" between the Commonwealth and the bidder group of private parties named "Taber Wharf Partners". (Attachment #4). Obviously, the drafting within MassDevelopment was initiated much sooner than October 21, 2022.

The October 21, 2022, email makes two things very clear. First, that MassDevelopment had selected one party to move forward in the RFP process well before October 21, 2022. Second, Mr. Rivera was less than forthright in his November 9, 2022, response to Representative Straus. Considering the entire New Bedford delegation was involved in the success of the 2018 Economic Development bill amendment, it is difficult to understand why MassDevelopment would exclude us from the process. Rather, MassDevelopment determined it would only seek the advice of the Mayor's Office of the City of New Bedford. The exclusionary behavior is best exemplified by the email of October 21, 2022, from Gary Walker to Mayor Jon Mitchell which was titled "Confidential".

--MassDevelopment Continues Drafting a Designation Agreement.

The recently disclosed emails delivered pursuant to a FOIA request reveal that New Bedford City Hall shared detailed comments and suggestions for the designated private developer agreement. On October 24, 2022, New Bedford's Economic Development Director emailed MassDevelopment staff detailed responses and suggestions to the original draft (Attachment #5). Interestingly, the City's email response on this issue was also labeled as 'confidential'.

The emails further reveal that the City's responses and suggestions were accepted by MassDevelopment. On October 28, 2022, (Attachment #6) at 11:42AM, MassDevelopment's Tania Hartford, COO and Chief of Staff, writes to the Mayor and his Economic Development Director that the city's 'feedback' had been accepted and incorporated in the draft agreement as well as shared with one of the Taber Wharf partners. Only two minutes later, MassDevelopment's CEO himself shared the news about the status of the designated agreement draft to people elsewhere in the administration including both the Secretary's office and to the then Lieutenant Governor's Deputy Chief of staff.

The significance of this email is clear and unambiguous. As a result, it was clear that on October 28, 2022, the CEO was very much aware of the selection of Taber Wharf Partners as the designated preferred developer. However, on November 9, 2022, he misrepresented the status of the RFP to Representative Straus in an email.

Regarding the financial viability of the designee, MassDevelopment had reasons to question if the chosen designee had the financial ability to complete their proposal. An exchange of internal staff emails (which included CEO Rivera) On November 3, 2022, the email exchange of the staff detailed the internal problems organizing partners for the Taber Wharf group. (Attachment #7). This exchange reveals for the first time, that a key Taber partner, Crowley, had time constraint and was looking to gain control of berthing space in the harbor during a time of only a couple of years. For that reason, Crowley was looking for others to control the refrigerated warehouse space now being used for the international freight. The staff described Crowley as ‘scrambling’ to be able to act on their proposal.

These financial concerns appeared to reflect certain statutory restrictions imposed upon the development of the pier. On November 30, 2022, in an email directed to MassDevelopment by one of the Taber Wharf principals, Edward Washburn, expressed concerns regarding existing state law.² (Attachment #8).

Specifically, Mr. Washburn refers to the existing state law regarding use of state pier and writes as follows:

“Given the Legislative Requirements, there is an immediate and acute challenge in TWP [Taber Wharf Partners] raising the significant additional capital over what has already been invested when the capital investment required to realize the full vision is relatively large, and the lease length as mandated by the Legislative Requirements is relatively short.”

Mr. Washburn informed MassDevelopment that legal restrictions of which state pier is governed caused difficulties raising capital to satisfy the proposal. If that is true, the public would expect the state agency to work with the legislature and the administration to assist with amending to state law, obtaining funding, or a combination of both. However, the exclusive nature of this process prevented the delegation from learning about this until after a designee and announcement was made.

Even at the staff level within MassDevelopment they were quite aware of the financial problems faced by the Taber Wharf Partnership. As late as December 9, 2022, Gary Walker, of MassDevelopment, replied to Mr. Washburn’s proposed edits that “TWP” was trying to “downgrade” its financial obligations and should not be allowed to do so. Taber Wharf attempted to suggested that certain of its obligations only would apply “where financially feasible.” Such proposed language is troubling to the New Bedford delegation because there is no clear standard of what that would mean, it was clear at least to some

² Edward Washburn currently of CLT marine, (Mr. Washburn has a long history in the development of state pier working first as Executive Director of the New Bedford Port Authority from 2016 to early 2021, and then in 2021 with Crowley) signed the RFP response on behalf of the Taber Wharf Partners in 2022 and his November 30, 2022, is worth close review. Apart from having a role in ‘editing’ the designated developer agreement with the Commonwealth, the Taber Wharf group has substantial concerns about the project according to Mr. Washburn’s email to MassDevelopment.

inside MassDevelopment that the anointed Taber Wharf Partners might have money issues in the future.

The closed process under which leadership at MassDevelopment responded to Taber Wharf proposed changes to the draft agreement merits your closest review as to whether the public interest was served in the potential disposition of a major piece of state-owned commercial property.

Conclusion

We have shared these details and documents with you at some length in hopes of correcting what we believe has been both a procedural and substantive cloud over MassDevelopment’s work affecting a significant public asset significant to the Port of New Bedford, the City of New Bedford and the region at large.

We respectfully request, that this matter be stayed with no further action on the 2022 RFP until your administration has conducted a prompt and thorough review of the process implemented by MassDevelopment. That process should be guided by transparency and the inclusion of regional stakeholders, and members of the Legislature. If further statutory changes are needed to accommodate a shared vision for the future of the New Bedford State Pier they will certainly be proposed during this review.

Thank you for your attention and we, of course, are available for any questions and conversation.

Sincerely,



Antonio Cabral
13th Bristol



Christopher Hendricks
11th Bristol



William Straus
10th Bristol



Christopher Markey
9th Bristol



Paul Schmid
8th Bristol

#1



The Commonwealth of Massachusetts

House of Representatives

State House, Boston 02133-1054

October 11, 2022

Honorable Charles Baker, Governor
Commonwealth of Massachusetts
State House
Boston, MA 02133

Re: Transfer of New Bedford State Pier to Private Parties

Dear Governor Baker,

We are reaching out to you today to express our serious concern about the process which is occurring within Mass Development affecting the future of waterfront development and use in the Port of New Bedford focused upon the Commonwealth asset known as New Bedford State Pier. State Pier is the largest state-owned maritime asset in our port dedicated to the diverse marine uses which have maintained the harbor as an economic success during your time in office.

We are the five State Representatives whose districts include all or parts of the City of New Bedford.

As you know, the Legislature has taken a strong interest in the legislative updates you have approved in recent years affecting the proper uses and industrial water dependent activities occurring on the state pier. Through your leadership and support, the Commonwealth has invested several million dollars in facility repairs and the installation of cold storage capabilities for the pier warehouse; the approximately \$5 million used for enhancing the cold storage warehouse makes this state property an exceptional shipping point, rivaling other coastal ports throughout New England.

As a result of these joint efforts by the Legislature and your administration, the State Pier has proven to be a unique port asset in Massachusetts which supports as tenants and users a diverse array of marine activities including: shipping, ferry access to Martha's Vineyard and

Nantucket, commercial fishing, vessel fuel access, and the Ernestina, as well as public access for numerous public events.

The State Pier now has positive cash flow as compared to what was happening when you took office; it is our understanding, that the regular financial updates for revenues and expenses for New Bedford State Pier is now in the black. This is a record deserving of recognition and praise.

Today, however, the positive work accomplished at the state pier may be put in doubt as a result of a process being implemented by MassDevelopment under an RFP issued April 6, 2022, which the agency has shielded from all public review and discussion! Although the RFP document identifies an obligation to comply with public records requirements of state law, leadership at the agency has rebuffed requests which some of us have made for release of basic information including, what parties have responded to the RFP, what are the nature of the requests, and to what extent are the existing activities on the state pier going to be affected. It is believed that some local officials have been included in meetings and information about the proposals, but no one can be sure. There is no policy or legal reason for legislators to be denied information on the future of New Bedford State Pier.

An open and transparent process about what the contemplated future of New Bedford State Pier is and should be is required and that will require your involvement.

Efforts for a more open process by MassDevelopment have been championed by our Senate colleague Mark Montigny whose amendment to the Senate version of this session's Economic Development legislation is as follows:

SECTION 141A. (a) Notwithstanding any general or special law to the contrary, the Massachusetts Development Finance Agency, in consultation with the executive office of housing and economic development, shall report the results of the request for proposals, dated April 6, 2022 for the redevelopment of the New Bedford State Pier, not later than 10 days of the effective date of this act The report shall include, but not be limited to: (i) the bids submitted; provided, however, that the secretary shall not include matters deemed to be trade secrets or confidential, competitively-sensitive or other proprietary information; (ii) any scoring and scoring criteria used for each bid submitted; and (iii) the extent to which each bid satisfies mixed-use development priorities pursuant to section 58 of chapter 228 of the acts of 2018 and item 67201350 of chapter 286 of the acts of 2014. The report shall be published on the agency's website and submitted to the senate and house committees on ways and means, the clerks of the senate and house of representatives and the senate committee on steering and policy.

(b) The agency shall conduct a 30-day public comment period following the submission of the report and shall not select a final bid until said period is complete.

We support the principal and goal of the amendment quoted above.

We are asking that you now put a hold on any decision or recommendation by

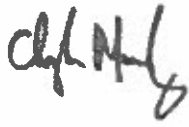
MassDevelopment with regard to the pending RFP and undertake your own review of what has

occurred in terms of the process, the lack of transparency, and how the administration has apparently given a priority to one bidder which will result in the elimination of shipping, ferry access and commercial fishing from the New Bedford State Pier—the major state asset in the harbor dedicated to these critical maritime uses. The public deserves a role in learning about, and providing input, in the outcome of decisions now being considered by your administration which will significantly affect the nature of our port for decades to come.

Thank you for your review and we are available for any further discussions about this issue.



Antonio F.D. Cabral
13th Bristol



Christopher Markey
9th Bristol



Christopher Hendricks
11th Bristol



William M. Straus
10th Bristol



Paul A. Schmid III
8th Bristol

#2

From: DRivera@Massdevelopment.com <DRivera@Massdevelopment.com>
Sent: Wednesday, November 9, 2022 3:34 PM
To: william.straus@mahouse.gov
Subject: New Bedford State Pier RFP
Importance: High

Chairman Straus,

I hope all is well. I am following up on your letter outreach to the Governor on behalf of the New Bedford House Legislative Delegation regarding the New Bedford State Pier. At this time, the RFP process is still under review. We appreciate this delegation's interest in the RFP process, and we will follow up with more details as soon as the review period concludes.

We look forward to continuing to collaborate with you and your colleagues on the important work at the New Bedford State Pier.

Sincerely,
Dan

Daniel Rivera

President & CEO

MassDevelopment

The Commonwealth's Development Finance Agency & Land Bank

99 High Street, Boston MA 02110

Direct: 617.330.2060 Mobile:

857.248.0897 drivera

massdevelopment.com
@danrivera01843

#3



THE GENERAL COURT OF MASSACHUSETTS
STATE HOUSE, BOSTON 02133-1053

December 20, 2022

Ricks Frazier
General Counsel
MassDevelopment
99 High Street
Boston, MA 021) 0 Re: Request

foc Public Records

Dear Mr. Frazier:

We are writing as members of the New Bedford legislative delegation with respect to the New Bedford State Pier, which was the subject of a recent request for proposals issued by MassDevelopment pursuant to an interagency agreement with the Department of Conservation and Recreation and as authorized by chapter 228 of the acts of 2018. Though the date for responses has expired, and despite the fact that relevant details — though limited and incomplete — have been made public as a result of investigation by the media, MassDevelopment continues to thwart efforts by our offices and other stakeholders to obtain information concerning either the individual parties or groups of parties that submitted proposals in response to the RFP. As legislators, we have a continuing role in the oversight, funding and legislative enactments regarding the management and use of state owned properties such as New Bedford State Pier.

As members of the House of Representatives, we are empowered to seek and gather facts and information in performing these legislative duties. See Burnham v. Morrissey, 80 Mass. 226 (1859). The New Bedford State Pier is a state asset, and MassDevelopment⁴'s charge concerning the pier stems entirely from recent legislation passed in large part due to actions taken by the delegation. We have a clear vested interest in overseeing the means by which this asset is disposed, and as we have done countless times over the course of our careers, we expect to exercise this oversight role through cooperative exchanges with a state agency. Without any basis in law of which we are aware, however, MassDevelopment has decided to close its doors to us and has provided no meaningful or substantive account of the RFP process undertaken to turn over control,

authority and use of State Pier to a single group of private and perhaps public parties rumored to be operating as a single entity named "Tabor Wharf Group."

Therefore, we now submit the following request under the authority of the Massachusetts Constitution. You are to also treat this request as being made pursuant to the Massachusetts Public Records Law, section 10 of chapter 66 of the General Laws, and demand that you make copies of the following records available to us at State House - Room 134, Boston, MA 02133:

1. For the time period from April 1, 2022 to present, any and all correspondence, including but not limited to emails, text messages, letters, memoranda and records of calls, sent or received by Dan Rivera, Gary Walker, Tania Hartford or David Abdo to or from any of the following individuals: Governor Charles Baker, Lieutenant Governor Karyn Polito, any individuals now or formerly employed by the Office of the Governor including but not limited to Tim Buckley, New Bedford Mayor John Mitchell, any individuals now or formerly employed by the Office of Mayor Mitchell including but not limited to Neil Mello, any individuals now or formerly employed by the Department of Conservation and Recreation including but not limited to Greg Robbins, or any individuals now or formerly employed by or acting on behalf of Crowley Maritime including but not limited to John Berry and/or Ed Anthes-Washburn;
2. For the time period from April 1, 2022 to present, any and all correspondence, including but not limited to emails, text messages, letters, memoranda and records of calls, sent or received by Dan Rivera, Gary Walker, Tania Hartford or David Abdo that discuss or refer to New Bedford State Pier, whether express or implied;
3. Any and all responses to the Request for Proposals issued by MassDevelopment for Use and Development of New Bedford State Pier dated on or around April 6, 2022; and
4. Memorandum of Understanding between MassDevelopment and Department of Conservation and Recreation, together with any amendments thereto, and any other agreement between MassDevelopment and the Department of Conservation and Recreation relating to the New Bedford State Pier.

As a constitutionally derived request we do not believe a fee is required in our experience, and the public records law provisions on this point are therefore not applicable.

We look forward to your prompt reply to this request but in no event later than the time periods identified in the Public Records Law, which requires you to provide us with a written response within 10 business days. If you cannot comply with this request, you are statutorily required to provide an explanation in writing.

Sincerely,



Rep. William Straus
10th Bristol
Rep. Christopher Hendricks
1 Bristol



Rep. Antonio Cabral
13th Bristol
Rep. Paul Schmid
8th Bristol

#4

From: gwalker@Massdevelopment.com
Sent: Friday, October 21, 2022 7:04 AM
To: jon.mitchell@newbedford-ma.gov
cc: Hartford, Tania; dsantos@nbedc.org
Subject: NBSP RFP - Provisional Designated Developer Agreement
Attachments: DRAFT Provisional Designation Agreement for Redevelopemnt of NBSPv5 clean.docx
Importance: High
Sensitivity: Confidential

Good morning Mayor Mitchell,

RE: New Bedford State Pier — RFP Next Steps

Please find attached a draft of the Provisional Designated Developer Agreement for your review.

Please provide any comments you may have to Tania cc'd here, as I will be out of the office next week. Our intent is to absorb any comments from the City and Administration into the document, and then supply a clean draft to the Taber's Wharf Partnership group for their review within the upcoming week to keep the subject rolling.

As always, we sincerely appreciate the City's interest in this subject as we strive to find the appropriate solution for all.

Hope all is well,
Gary

Gary Stuart Walker

SVP Real Estate Management
MCPPO, Royal Society of Arts and Commerce Fellow

MassDeveiopment

The Commonwealth's Development Finance Agency & Land Bank

99 High Street, Boston MA 02110

Direct: 617.330.2080

Mobile: 857.378.9838 walker

massdeve!o ment.com

massdevelopment.com

#5

From: Derek Santos <dsantos@nbedc.org>
Sent: Monday, October 24, 2022 4:33 PM
To: Hartford, Tania <THartford@Massdevelopment.com>
Cc: Walker, Gary <gwalker@Massdevelopment.com>
Subject: Re: NBSP RFP - Provisional Designated Developer Agreement
Sensitivity: Confidential

Good afternoon Tania,

I know Garry is away this week so as he requested, I am sending along the City's comments for the developer agreement. We are thinking that our proposed additions would be a new sub-paragraph (f) under paragraph 2. Here is that sub-paragraph:

(f) demonstration that the development shall adhere substantially to the Designated Developer's response to the RFP, its "proposal interview" responses, and its responses to MassDevelopment's "Post Proposal Interview Follow Up Questions," including the following projects elements:

- (i) Crowley will establish and maintain in New Bedford throughout the lease period the American headquarters for Crowley's offshore wind business;
- (ii) The first phase of the project shall include the construction of a maximum amount practical for maritime based uses as described in the proposal as well as the retail component on the west side of the pier;
- (iii) The alignment of the entry to the pier with the east/west access centered on Union Street;
- (iv) Allowing for the construction by the City or New Bedford Port Authority of a decorative gateway arch by and perhaps over the pier entrance in coordination with the planned physical development and access needs proposed by the Designated Developer;
- (v) The entry and exit ramps to the ferry terminal platform shall be relocated to the south side of the platform; and
- (vi) The execution of public facing buildings and other construction be executed with a design language of material and scale that is consistent with that of the National Historical Park and informed by the City's input.

Should you need anything else, please let me know,

Derek

From: Walker, Gary <gwalker@Massdevelopment.com>
Date: Friday, October 21, 2022 at 7:04 AM
To: jonsmitchell@newbedford-ma.gov <jon.mitchell@newbedford-ma.gov>
Cc: Hartford, Tania <THartford@Massdevelopment.com>, Derek Santos <dsantos@nbedc.org>
Subject: NBSP RFP - Provisional Designated Developer Agreement

Good morning Mayor Mitchell,

RE: New Bedford State Pier— RFP Next Steps

Please find attached a draft of the Provisional Designated Developer Agreement for your review.

Please provide any comments you may have to Tania cc'd here, as I will be out of the office next week. Our intent is to absorb any comments from the City and Administration into the document, and

then supply a clean draft to the Taber's Wharf Partnership group for their review within the upcoming week to keep the subject rolling.

As always, we sincerely appreciate the City's interest in this subject as we strive to find the appropriate solution for all.

Hope all is well,
Gary

Gary Stuart Walker

SVP Real Estate Management

MCPPO, Royal Society of Arts and Commerce Fellow

MassDevelopment

The Commonwealth's Development Finance Agency & Land Bank

99 High Street, Boston MA 02110

Direct: 617.330.2080

Mobile: 857.378.9838 walker

massdevelopmentcom

massdevelopment.com

#6

From: DRivera@Massdevelopment.com
Sent: Friday, October 28, 2022 11:44 AM
To: ashley.stolba@state.ma.us; Zarrella, Lily (GOV)
cc: dabdoo@Massdevelopment.com
Subject: FW: NBSP Provisional Designation Agreement
Attachments: DRAFT Provisional Designation Agreement for Redevelopemnt of NBSPv6.docx

FYI,

This went to the development group that includes Crowley and to the City. More to follow.

Sincerely
Dan

Daniel Rivera

President & CEO
MassDeve!opment

The Commonwealth's Development Finance Agency & Land Bank

99 High Street, Boston MA 02110

Direct: 617.330.2060 Mobile:

857.248.0897 [drivera](mailto:drivera@massdevelopment.com)

massdevelopment.com

[@danrivera01843](https://twitter.com/danrivera01843)

From: Hartford, Tania <THartford@Massdevelopment.com>
Sent: Friday, October 28, 2022 11:42 AM
To: Derek Santos <dsantos@nbedc.org>,• jon.mitchell@newbedford-ma.gov
Cc: Rivera, Dan <DRivera@Massdevelopment.com>,• Walker, Gary <gwalker@Massdevelopment.com>
Subject: FW: NBSP Provisional Designation Agreement

Mayor and Derek,

The attached incorporated your feedback sent over earlier this week and was sent to Crowley. Please let us know if you have any questions.

Thanks,
Tania

Tania Hartford
Mobile: 857-208-4058

From: Hartford, Tania
Sent: Friday, October 28, 2022 11:41 AM
To: Berry, John<John.Berry@crowley.com>
Cc: Walker, Gary<gwalker@Massdevelopment.com>
Subject: NBSP Provisional Designation Agreement

John,

Please see a copy of the draft agreement for Provisional Developer Designation. We welcome your comments. Gary will be back on Monday and you can reach out to him directly or feel free to connect with me today.

Thank you,
Tania

Tania Hartford

Executive Vice President, Real Estate

MassDevelopment

The Commonwealth's Development Finance Agency & Land Bank

99 High Street

Boston, MA 02110

Direct: 617-330-2096 Mobile:

857-208-4058 [thartford](mailto:thartford@massdevelopment.com)

massdevelopment.com massdevelopment.com

[Twitter: @MassDev](https://twitter.com/MassDev)

#7

From: PScalli@Massdevelopment.com <PScalli@Massdevelopment.com>
Sent: Thursday, November 03, 2022 10:41 AM
To: gwalker@Massdevelopment.com; THartford@Massdevelopment.com
Cc: DRivera@Massdevelopment.com; dabdo@Massdevelopment.com Subject:
RE: NBSP - RFP Update

Tania,

Gary's representation of my discussion is accurate as described. To expand, Crowley is up against significant completion to support offshore wind development. With the apparent loss of GE as a customer, they are scrambling. As I've previously indicated, the majority of offshore wind activity in New Bedford will take place during the 2 year construction window starting next summer. It's a game of musical chairs for limited warehouse and berthing space at the moment and seats are being taken, Berry is feeling the pressure.

Berry wanted to secure a tenant lease/license to start bringing in vessels and warehouse use in late winter. Not an unreasonable request from his perspective, John reiterated that their prime goal is vessel support, not development of the property.

The work on the street is that Crowley's deal is not secure despite their representations. GE was concerned with the 20% offshore wind restriction and couldn't take a chance the entire facility would not be available.

I'll be available at the meeting should there be other questions or issues,

Patrick

From: Walker, Gary <gwalker@Massdevelopment.com>
Sent: Thursday, November 3, 2022 10:17 AM
To: Hartford, Tania <THartford@Massdevelopment.com>
Cc: Rivera, Dan <DRivera@Massdevelopment.com>; Abdo, David <dabdo@Massdevelopment.com>; Scalli, Patrick <PScalli@Massdevelopment.com>
Subject: NBSP - RFP Update

Tania,

As suggested, I gave John Berry the lead POC of the Taber's Wharf group a call this morning to check in on the status of their review of the Proposed Designated Developer agreement that you sent to them on Friday October 28. The following is a summary of that conversation along with a separate follow up call I had with Patrick related to such.

To me, John stated that the Taber's Wharf group would be meeting today to discuss the RFP subject in general. He noted that they had not socialized the agreement with the Taber's Wharf group partners yet, noting that this was a hot topic within Crowley and that they had just lost a tenant for the project. When pressed for more detail on the tenant to clarify if this was one of the Taber's Wharf partners, John responded that the lost tenant was GE Wind, a tenant that would have been under Crowley at the site. Within that conversation John also noted that he had reached out to both Jessica and Patrick at the

State Pier but didn't share details of those conversations. John didn't have any details to review on the RFP/agreement subject at this time, but noted again the meeting of the Taber's Wharf group today and

their intent to push this subject forward. I requested an update from the Taber's Wharf group in writing by end of day tomorrow (Friday Nov 4) and John committed to such.

I then followed up with a call to Patrick to understand the details of any conversations that John had with Patrick or Jessica. Patrick was not aware that John had reached out to Jessica but noted that he received a call from John late yesterday, a summary of which I am transcribing below and encourage Patrick to correct or add further detail if such existed from the conversation that he had with John.

John noted to Patrick that Crowley was in the process of responding to OSW RFP's and could not wait 6 months to submit with a 2 month review period thereafter (the proposed terms in the draft agreement), and that they (Crowley) needed to license the property in order to serve the needs of the OSW RFP's that they are actively chasing, primarily that being the ability to berth OSW vessels at the property.

I leave my assumptions beyond noting that with the North Wharf replacement project in motion that will create the need to reposition ferry and law enforcement vessel activities on the north wharf over the next two years, our ability to receive additional OSW vessels at the property would be limited unless we moved some of the current property users from the property.

Gary Stuart Walker

SVP Real Estate Management

MCPPO, Royal Society of Arts and Commerce Fellow

MassDevelopment

The Commonwealth's Development Finance Agency & Land Bank

99 High Street, Boston MA 02110

Direct: 617.330.2080

Mobile: 857.378.9838 walker

massdevelopment.com

massdevelopment.com

#8

From: Edward Washburn <ewashburn@clt-marine.com>
Sent: Wednesday, November 30, 2022 3:59 PM
To: Walker, Gary
cc: Berry, John; Scott Hutchens; Cassie; Steve Silverstein; Evan Matthews; Sawitsky, Kitt; Dave Traggorth; Luke Sawitsky (Isawitsky@gmail.com); Andreini, Jeff, Rob Pearce
Subject: Draft Provisional designation Agreement- TWP redlines
Attachments: DRAFT Provisional Designation Agreement for Redevelopment of NBSPPSH Redline 1 1-29-22 copy.docx

Gary-

Please find attached the redline to the provisional designation services agreement (the "PDDA Agreement") reflecting Taber Wharf Partners' ("TWP") suggested edits to the Agreement for the New Bedford State Pier (the "Pier"). TWP appreciates the tremendous work that the City of New Bedford (the "City") and MassDevelopment has put into the RFP process to date, and as a local, diverse, and capable team, with extensive knowledge of history of the pier, TWP is excited to be at this milestone.

Since the submission of the request for proposals in May 2022, TWP has received additional guidance from MassDevelopment and the City that inform TWP's proposed edits to the PDDA Agreement. Our understanding of that guidance is the following:

D Plans, term sheets, and investment pro formas should not assume a change to current legislation regulating the pier: MassDevelopment will continue to play an integral role in the pier, MassDevelopment is only allowed to sublease out portions of the pier in lease length terms no greater than 35 years (per Section 58 (a) of Chapter 228 of the Acts of 2018); accessory uses are allowed on the western 20% of the pier and offshore wind uses are allowed on 20% of the pier (per Section 73 of Chapter 24 of the Acts of 2021) (the "Legislative Requirements").

□ MassDevelopment and the City of New Bedford are committed to working together on off-site parking solutions to accommodate the uses at the Pier (the "Off Site Parking").

The initial draft of the PDDA Agreement makes TWP fully responsible for investing in the advancement of due diligence, design, engineering, construction planning, operating projections (the "Section 2 Tasks") related to executing on the full vision for the Pier. Given the Legislative Requirements, there is an immediate and acute challenge in TWP raising the significant additional capital over what has already been invested when the capital investment required to realize the full vision is relatively large, and the lease length as mandated by the Legislative Requirements is relatively short.

In this context, to advance the PDDA Agreement, TWP proposes the following changes:

D After designation by the City and MassDevelopment, and signing the PDDA Agreement, TWP will negotiate with the City and MassDevelopment an agreement allowing for TWP to operate the pier AS-IS for one year catering to the existing tenants and new users (the "Operating Agreement"). The Operating Agreement will have one-year renewals upon expiration by mutual agreement and will be replaced by a Long-Term Agreement (defined below) and outline the detailed financial, business and legal terms between the City, MassDevelopment, and TWP for operating the pier on a short-term basis.

C] As soon as practicable and within the initial year term of the Operating Agreement, TWP, the City of New Bedford, and MassDevelopment will develop a term sheet for a 35-year lease and development of the Pier which will outline among other key terms, the sourcing for early capital requirements to advance the Section 3 tasks and due diligence, and a conceptual framework for the capital investment (through MassDevelopment or facilitated by MassDevelopment) and lease terms given the Legislative Requirements.

We welcome a meeting or phone call to discuss our comments in the next week or two. TWP appreciates your consideration of these changes and looks forward to the ongoing collaboration.

Sincerely,
Taber Wharf Partners

