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October 31, 2014

**BY HAND**

Brian Golden, Esquire  
Acting Director  
Boston Redevelopment Authority  
Boston City Hall, 9<sup>th</sup> Floor  
One City Hall Square  
Boston, MA 02201

**Re: Letter of Intent with Respect to Congress Square Development, Boston Proper, MA**

Dear Acting Director Golden:

The undersigned on behalf of its affiliate, RFM Block on Congress I, LLC ("RFM"), intends this letter to serve as a Letter of Intent filed to undertake the development of Congress Square, a mixed-use office, retail, restaurant, residential and hotel redevelopment project located at the corner of Congress Street, Water Street, Devonshire Street, and Quaker Lane (the "Property"). RFM acquired the Property from entities controlled by Fidelity Investments Inc. who had utilized the Property exclusively for office purposes. The Property contains several buildings as well as a vacant parcel as described in further detail below. RFM will serve as master developer for Congress Square, obtaining the relevant zoning and land use entitlements for the below-described Project when viewed as a whole, and insuring that the Project is consistent with an overall development plan by virtue of compliance with these entitlements as well as private land use restrictions.

The redevelopment proposed for the Property as currently envisioned includes: (1) the redevelopment and minor expansion of 82 Devonshire Street/35 Congress Street (aka 40 Water Street), from its current office use to a mix of uses including restaurant, banking and other retail uses on the ground floor, lower level, and the mezzanine level, with the balance for office use; (2) the redevelopment of 54 Devonshire Street and 68 Devonshire Street, including an expansion of the existing building at 68 Devonshire Street on the currently vacant site known as 54 Devonshire Street - converting and using the current office use at 68 Devonshire Street and the expanded building to residential and/or hotel use with retail use on the ground and lower levels; (3) the redevelopment of 19 Congress Street from current office use to allow for ground level retail with residential use above; and (4) the redevelopment of 15 Congress Street from its current office use to allow for ground level retail and residential uses above, perhaps in combination with the residential development proposed for 19 Congress Street, and including a minor addition. Quaker Lane, a public way that abuts the Project site would be modified to

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allow for outdoor food services and other uses to activate the streetscape, while restricting vehicle traffic to service and emergency vehicles on a portion of the layout of Quaker Lane. The existing path for vehicular traffic on Quaker Lane would be maintained between Congress Street and Devonshire Street. The hotel and residential development may include the inclusions of roof-top terraces and the slight enlargement of the connecting above-grade pedestrian bridge over Quaker Lane. There are also proposed improvements to the facades, windows, entries, lighting, and signage. All of Quaker Lane would be improved / altered through the use of specialty pavers, changes in curb location, and lighting and landscaping improvements. The redevelopment set forth in (1)-(4) as well as the improvements to Quaker Lane are collectively referred to as the "Project."

The Property is located within Subdistrict M, which is a "Medium Growth Subdistrict" of the Downtown Interim Planning Overlay District, the zoning controls for which are set forth in Article 27D of the Boston Zoning Code. The Project, when taken as a whole, will likely either establish or change the uses of a gross floor area of 100,000 square feet or more; or substantially rehabilitate a building or structure having, or to have after rehabilitation, a gross floor area of more than 100,000 square feet, making the Project subject to Large Project Review in accordance with Article 80B of the Code.

As described above, RFM may choose to sell one or more of the elements which comprise the Congress Square redevelopment, but it would do so subject to the existing "master" zoning and land use entitlements and private land use restrictions to insure that the Project as executed is consistent with these fundamental zoning and land use approvals.

Within the next sixty (60) days, RFM intends to file a Project Notification Form to initiate review of the Project in accordance with Article 80B of the Boston Zoning Code. RFM intends to coordinate the City's review of the Project in accordance with Article 80B with design review by the staff of the Boston Landmarks Commission and Boston Redevelopment Authority.

We look forward to working with you, interested members of the community, including the Impact Advisory Group when appointed, your staff and other City agencies to undertake the Article 80 review of this Project. We believe Congress Square will revitalize a key area of the Downtown and build upon the growth and revitalization which is happening in the heart of the City.

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Please do not hesitate to contact me at 617-399-9511.

Very truly yours,

A handwritten signature in black ink, appearing to read "Peter A. Spellios". The signature is written in a cursive, somewhat stylized manner with several loops and a long horizontal stroke at the end.

Peter A. Spellios  
Executive Vice President

cc: (BY HAND)

Hon. Martin J. Walsh, Mayor  
Joseph Rull  
Jerome Smith  
Denny Ching, ONS  
Heather Campisano, BRA  
Erico Lopez, BRA  
Kairos Shen, BRA  
Brian Swett  
Nancy Girard, Esquire  
Ellen Lipsey, BLC  
Hon. Bill Linehan

cc: (BY EMAIL)

Kimberly Sherman Stamler  
Stephen Faber  
Bryan Lee  
Mary T. Marshall