

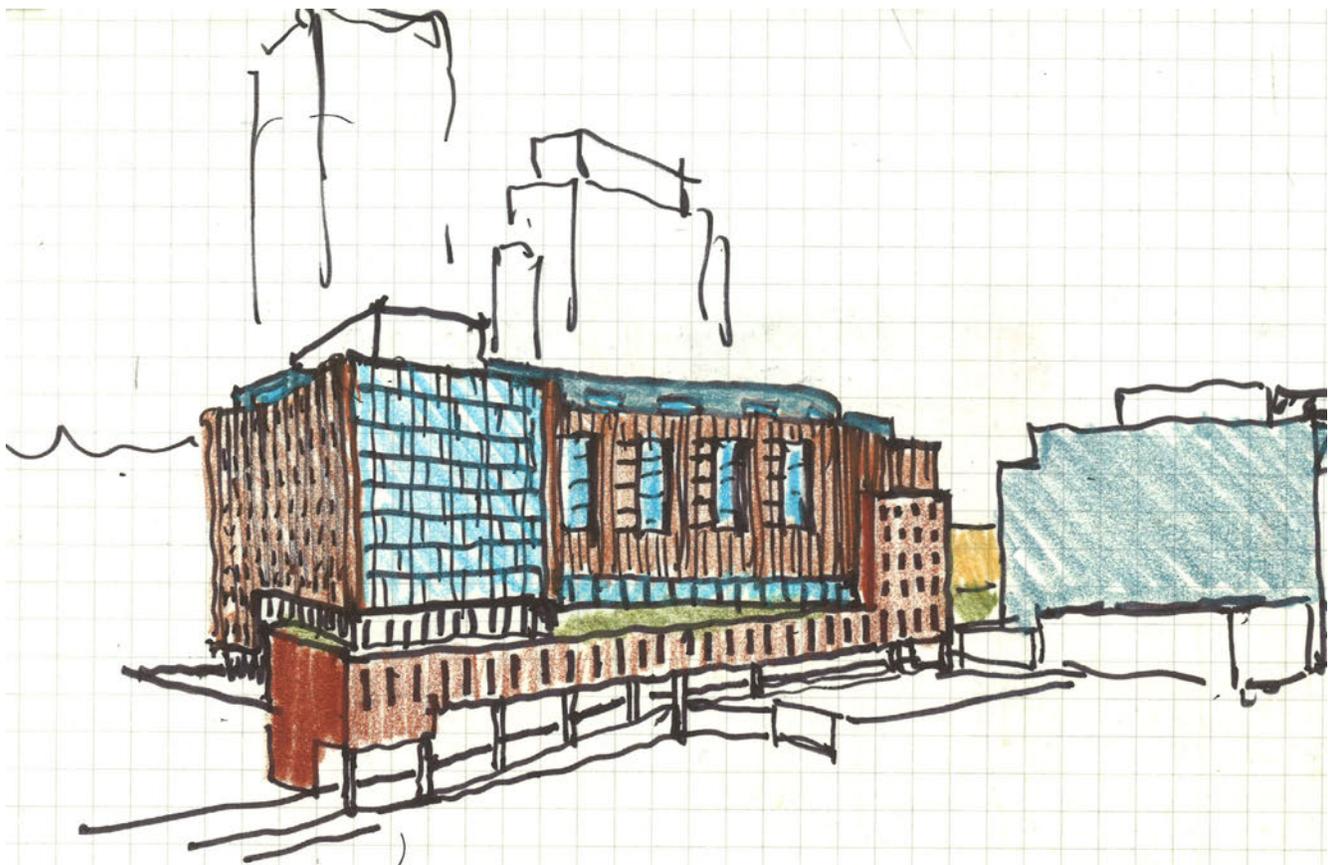


THE VIOLA: AN ICONIC MIXED-USE DEVELOPMENT

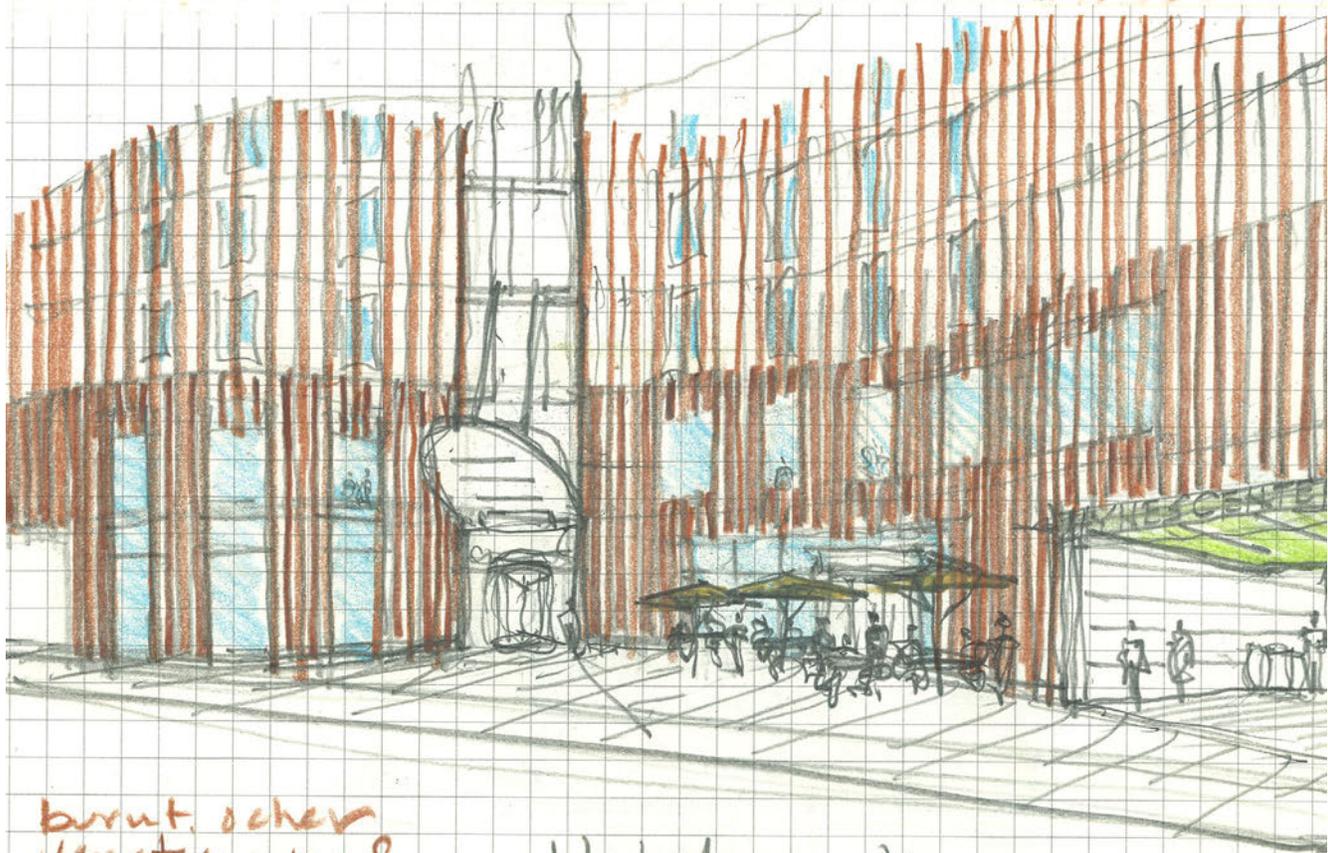
AIR RIGHTS PARCEL 13 & HYNES CONVENTION CENTER STATION
BOYLSTON STREET & MASSACHUSETTS AVENUE
BOSTON, M.A.

NOVEMBER 7, 2014
REQUEST FOR PROPOSALS: COMPONENT I

**PREPARED FOR THE OFFICE OF REAL ESTATE AND ASSET DEVELOPMENT
ON BEHALF OF MASSDOT AND THE MBTA**



View from north - bay windows



burnt. ocherv
venetian red

Hotel entry

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PROPOSAL FORM

SCHEDULE 1

**MASSACHUSETTS DEPARTMENT OF TRANSPORTATION
REQUEST FOR PROPOSALS
AIR RIGHTS PARCELS 13 & HYNES CONVENTION CENTER STATION
BOYLSTON STREET AND MASSACHUSETTS AVENUE, BOSTON
PROPOSAL FORM**

NAME OF PROPOSER: TPC BOSTON PARCEL 13 HOLDINGS, LLC

The undersigned (the "Proposer") hereby acknowledges that it is fully familiar with all provisions contained in the Request for Proposals; Air Rights Parcels 13 & Hynes Convention Center Station; Boylston Street and Massachusetts Avenue, Boston issued by the Massachusetts Department of Transportation ("MassDOT"), and in any addenda issued in connection therewith (collectively, the "RFP"). The undersigned hereby represents and warrants that it is submitting this Proposal (the "Proposal") in response to the RFP subject to and in accordance with the terms and provisions of the RFP, and that it offers to enter into one or more development agreements, leases, and all related agreements with the Massachusetts Department of Transportation for the development of Parcel 13, subject to: (i) the terms and conditions described in the RFP; (ii) the terms and conditions contained in the Proposal; and (iii) further terms and conditions to be negotiated with MassDOT.

BY:

SIGNATURE:



TYPED NAME: Gregory P. Cola

TITLE: Director of Acquisitions

DATE: October 31, 2014

WITNESS:

SIGNATURE:



TYPED NAME: Amelia E. Patt

TITLE: Acquisitions Associate

DATE: October 31, 2014

The Proposer hereby designates the following individual as its sole contact person and representative for purposes of providing clarification and any additional information required in connection with this Proposal.

TYPED NAME: Gregory P. Cola TITLE: Director of Acquisitions

STREET ADDRESS: 745 5th Avenue, Suite 1610

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DEVELOPMENT TEAM

DEVELOPER: THE PEBBLES CORPORATION

TPC BOSTON PARCEL 13 HOLDINGS, LLC (or "Peebles Boston"), an affiliate of The Peebles Corporation (or "Peebles") in collaboration with key members of our proposal (together with Peebles Boston described herein as the "Project Team" or "Team"), are proud and excited to provide the enclosed response to the Air Rights Parcel 13 & Hynes Convention Center Station Request for Proposals ("RFP") issued by the joint Office of Real Estate and Asset Development ("OREAD") for the Massachusetts Department of Transportation ("MassDOT") and the Massachusetts Bay Transportation Authority (the "MBTA"). Peebles Boston will enter into the MassDOT Development Agreement and Lease for the property and the MBTA Station Improvements Agreement (collectively the "Project" or "proposed Project").

The Peebles Corporation is a privately held national real estate investment and development company specializing in residential, hospitality, retail and mixed-use commercial development in urban infill locations. Founded in 1983 by R. Donahue Peebles, the company is an industry leader with a portfolio of completed and current developments totaling more than 6 million square feet and \$5 billion in key markets including New York, Philadelphia Washington D.C., San Francisco, Las Vegas, Miami, Miami Beach and The Florida Keys. Peebles has a unique focus partnering with public and not-for-profit entities to redevelop underutilized assets into economically productive uses. Over 4 million square feet of the Company's developments have been in public-private partnerships with state and local governments in America's leading cities.

Peebles and the Team are committed to providing maximum air rights coverage to link the Back Bay and Fenway neighborhoods, while demonstrating commitment to the principles set forth in the "Civic Vision for Turnpike Air Rights in Boston" (or "the Civic Vision") publication from 2000. We have conceived a Project that is forward-looking while also respectful of the historical character of the immediate neighborhood. Furthermore, we recognize the importance of the community's feedback to improve our proposed vision. In our 30-year experience of public-private partnerships, we've found that community participation is among the most valuable aspects of a project's success.

Peebles Boston will lead the Air Rights Development (or "ARD") of Parcel 13 by guiding the concept design, project administration, and capitalization. Peebles' seasoned in-house development team includes real estate professionals that are experienced with large-scale developments in urban settings with challenging infrastructure components. We also intend to partner with a Boston-based real estate developer to oversee daily operations throughout the design and construction of the Project. Peebles Boston has initiated conversations with some of Boston's leading real estate developers, but we will seek guidance from MassDOT, the MBTA and other key stakeholders to effectuate the most productive partnership.

Over the past ten years Peebles has successfully completed and has under development, as the primary developer, on an at-risk basis over **3.0 million gross square feet**, with approximately 120,000 square feet of retail, across **eight projects all in urban locations** for a total development cost of approximately **\$1.3 billion**.

TRIBECA CLOCK TOWER 108 LEONARD, TRIBECA, NEW YORK, NY



Public- Private Partnership
Under Development
\$480,000,000 total costs
418,991 GSF
23,600 SF of retail

In 2013, Peebles acquired the single largest building ever sold by the City of New York, a late 19th century Tribeca landmark. Completed in 1898 and including a thirteen-story addition by the legendary architectural firm McKim, Mead & White, the iconic Clock Tower Building will be transformed into 125 high-end luxury condominiums, community space, high-end retail and on-site parking. The building is currently under construction and completion is expected in 2017.

MOUNT VERNON DC HOTEL-CONDO 5TH & I STREETS, NW WASHINGTON, DC



Public- Private Partnership
Under Development
\$140,950,000 total costs
249,700 GSF
7,600 SF of retail

In partnership with the District of Columbia, Peebles is transforming a gateway site at the corner of 5th & I Streets in DC's Mount Vernon Triangle neighborhood. The building will include a 198-key hotel managed by the world-renowned Standard Brand and 59 branded residences. The ground floor space will accommodate a high end restaurant. Peebles will also provide 60 affordable housing units. Completion is expected in 2019.

BENJAMIN FRANKLIN PARKWAY HOTEL 1801 VINE STREET, PHILADELPHIA, PA



Public- Private Partnership
Under Development
\$105,000,000 total costs
247,200 GSF
30,600 SF of retail

In partnership with the City of Philadelphia, Peebles is redeveloping a historically significant property known as The Judge Nicholas A. Cipriani Family Court Building into a 199-key Kimpton hotel. The property is listed on the National Register of Historic Places and is under the purview of the Philadelphia Historical Commission and Philadelphia Art Commission. The property will feature ground floor restaurant and bar, as well as a rooftop restaurant and bar. Completion is expected in 2019.

OVERTOWN GATEWAY BLOCK 45, MIAMI, FL



Public- Private Partnership
Under Development
\$148,100,000 total costs
957,850 GSF
31,400 SF of retail

Located in the historic Overtown section of Downtown Miami, this project will be a mixed-use, transit-friendly development consisting of 900,000 gross square feet, including 350 rental apartments, a 150-room hotel, office space and ground-level retail. The site is within a two-mile radius of Brickell Financial District and the Wynwood Arts District. Completion is expected in 2018.

BATH CLUB ESTATES
6747 COLLINS AVENUE, MIAMI BEACH, FL



Under Development
\$104,000,000 total costs
178,000 GSF

This boutique residential building is being constructed on the last undeveloped parcel oceanfront parcel on Miami Beach. The site boasts 125 feet of frontage along the Atlantic Ocean. The building will be comprised of 13 custom residence including 10 full-floor units tower units, two beachfront villa estates, and on triplex penthouse. Completion is expected in 2016.

250 BRANNAN
250 BRANNAN STREET, SAN FRANCISCO, CA



Completed 2007
\$20,500,000
90,000 GSF

Peebles purchased the 90,000 SF property and its 175 parking spaces at a significant discount to its intrinsic value in the wake of the dot-com meltdown, and successfully rezoned it to accommodate a residential conversion that would capitalize on the location and premium for convenient parking. The outcome was in line with the company's core strategy of enhanced value captured by the initial investment and subsequent expansion through redevelopment, repositioning and/or zoning modification.

THE LINCOLN
1691 MICHIGAN AVENUE, MIAMI BEACH, FL



Completed 2006
\$43,500,000
675,000 GSF
15,400 SF of retail

Witnessing the growing appeal of Lincoln Road to an expanding wave of nation retailers, Peebles undertook a public-private partnership with the City of Miami. This mixed-use project was one of the first Class A office buildings on South Beach, located within steps of world-famous Lincoln Road. The 200,000 SF building combines office and retail with a much-needed six level public parking garage.

THE RESIDENCES AT THE BATH CLUB
5937 COLLINS AVENUE, MIAMI BEACH, FL



Completed 2005
\$230,000,000 total costs
675,000 GSF
26,000 SF of retail

With the Bath Club, Peebles demonstrated the ability to creatively fuse modern development with historic renovation. The property is a 5-acre land parcel located on the oceanfront of Miami Beach within an AE flood zone. The project prominently features exacting renovation of the historic Bath Club for use as a premier event space. The historic property is juxtaposed to an adjacent high-rise, luxury residential property with 112 condominiums and six Mediterranean-style oceanfront villas.

**CONSTRUCTION MANAGER:
JOHN MORIARTY & ASSOCIATES**

John Moriarty is Founder and President of John Moriarty & Associates (or "JMA"). Since starting the firm in 1985, he has guided its growth to become a major construction management firm with offices in Massachusetts, Connecticut, Florida and Virginia. JMA's resume has grown to include construction of multi-unit residential projects, high-rise office buildings, complex research facilities and state of the art health care facilities. JMA has robust experience with complicated urban mixed-use development and working with public-private partnerships. Most notably, JMA built Liberty Wharf, which is on a ground lease from Massachusetts Port Authority. In Cambridge, Leggat McCall Properties selected JMA for the adaptive reuse of the Sullivan Courthouse, a historic property that was awarded to the developer by the Division of Capital Asset Management and Maintenance for the Commonwealth of Massachusetts.

John Moriarty will be the Construction Manager of the integrated ARD and Station Improvements, overseeing the work of the Station Contractor in coordination with the MBTA staff and consultants. Peebles Boston will use a competitive process to select a subcontractor for the construction of the Station Improvements. Additionally, the Team will use a competitive process to select a qualified subcontractor to build the Deck spanning the Massachusetts Turnpike (or "Mass Pike"). JMA has identified several companies that have significant experience with all phases of heavy civil infrastructure construction projects, including complex air-rights projects and below grade construction for transit projects. JMA has experience managing multiple subcontractors and working with them to develop innovative approaches for seamless construction.

Relevant comparable projects completed by John Moriarty in which his role was Senior Project Executive include:

ATLANTIC WHARF
BOSTON, MA



\$280,000,000 total costs
1,200,000 GSF
Completed 2010

The Atlantic Wharf project foundation straddled the Silver Line tunnel. JMA installed caissons around and abutting the Silver Line tunnel with no disruption to tunnel activities. 1,200,000 SF mixed-use development composed of a 31-story tower with 610,000 SF office space and 222,000 SF potential residential space; 6-level, 125,000 SF underground parking garage; separate 7-story existing historic building.

ONE CANAL (PARCEL 2AB)
BOSTON, MA



\$175,000,000 total costs
450,000 GSF
Expected Completion 2015

Located at the tip of the Rose Kennedy Greenway, One Canal involves the development of surface and air rights on three parcels in the Bulfinch Triangle area of Boston. These parcels are among the development sites in the Bulfinch Triangle created by construction of the Central Artery/Tunnel Project and submersion of the MBTA Green Line. 435,000 SF development composed of 12-stories including 320 units of luxury rental housing, 21,000 SF of retail space and 159 indoor parking spaces and bicycle storage. The ground floor is designed to accommodate a grocery tenant.

PIER 4
BOSTON, MA



\$135,000,000 total costs
450,000 GSF
Expected Completion 2015

Pier 4 is located in Boston Harbor and will be a 21-story mixed-use development including 10,700 SF of ground floor retail, 286 luxury apartment rentals, 33 pent house units and three levels of below grade parking to accommodate 258 vehicles. JMA converted the underground structural design to slurry wall with no cost premiums and a significant savings in time and quality. An example of good design using affordable products and selective upgrades. A public park, plazas, community spaces, and direct access to public transporta-

tion will connect the project to the community. Pier 4 is the first new apartment development on the city's waterfront in over 10 years.

111 HUNTING AVENUE
BOSTON, MA



\$130,000,000 total costs
850,000 GSF
Completed 2002

111 Huntington Avenue is 36-story office tower located adjacent to Prudential Center and includes a winter garden, separate condominium complex and connections to the shopping arcade. The 111 Huntington Project required JMA to demolish, excavate and rebuild a 26,000 SF footprint through the existing Prudential retail mall. As the remainder of the mall needed to remain open to the public, special logistics, phasing, and protection had to be carefully planned and implemented. The project also required modifications and improvements and new connections to the abutting Green Line Station.

STATION IMPROVEMENTS DESIGNER: HDR, INC.

HDR Engineering, Inc. (or "HDR") will serve as the prime consultant for the Hynes Convention Center Station Improvements. HDR is an employee-owned architectural, engineering and consulting firm of over 8,500 employees that has been working with clients for over 97 years assisting in the design, management and construction of complex infrastructure projects. As an integrated A/E firm, HDR provides a total spectrum of services. HDR's professionals represent hundreds of disciplines, and the company partners on blended teams nationwide to provide solutions beyond the scope of traditional A/E firms. HDR's experience relevant to the Hynes Convention Center Station project includes local and national expertise in: planning, feasibility surveys/analyses, environmental assistance, light rail transit, transit architecture, economics, finance, tunnels, site/civil/structural/mechanical/electrical design, construction management/engineering/planning, staging and constructability, quality control/assurance, scheduling and public information. HDR's operating philosophy is to be an expertise-driven national firm that delivers tailored solutions through a strong local presence. HDR's ability to draw upon companywide resources and expertise is a great strength in meeting and exceeding the MBTA's expectations.

Key personnel working on the Proposed Project include Neil Kollios, PE, who will serve as the Project Manager, Ruth Krieger, AIA, LEED AP BD+C, who will serve as the Deputy Project Manager and Architectural Task Leader. Other key staff members will be Michael Dombrowski, AIA, LEED AP, who will be the Project Architect, Michael Grubstein, PE, who will serve as the Structural Task Leader, Donald Swarce, PE, who will serve as Support Services Task Leader, Ken Briggs, who will serve as Transit System Task Leader, James Lane who will be the Senior Visualization Artist / Visualization Manager, James McConnell, AIA, NCARB, LEED AP BC+D, who will provide Design Excellence and Best Practices service and Peter Reilly, PE, who will serve as the Project Principal.

HDR has vast experience in Transit Projects, with a select projects featured below:

MBTA GOVERNMENT CENTER STATION
BOSTON, MA



\$75 million project budget
Expected Completion 2016

The MBTA selected HDR to perform engineering and architectural services for the Government Center Station – Green Line/Blue Line Project in Boston. Originally constructed in 1897 and named the Scollay Square Station as part of America's first subway, the station has seen several modifications including the addition of the Blue Line tunnel and the "Scollay Under Station" in 1916, and the addition of existing headhouse in 1964. As the last remaining "key station" in the MBTA's accessibility program, the station serves local, state, and federal government offices, as well as some of the City's most popular tourist destinations such as Faneuil Hall and Quincy Market.

CHARLES/MGH STATION
BOSTON, MA



\$34 million project budget
Completed 2008

HDR, in a joint venture with Elkus/Manfredi, provided engineering and architectural design, and construction phase services to rehabilitate, reconstruct, and provide universal access to the historic Charles/MGH Station. The station is heavily traveled, providing access to the Charles River, Beacon Hill, and the Esplanade while serving patients of the world-renowned Massachusetts General Hospital (MGH). The elevated platform of the station was a destination virtually impossible for those with disabilities to reach, accessible only via forbidding pedestrian bridges and stairways. HDR worked with the MBTA, MGH, the City of Boston, state agencies, community groups, and other stakeholders to design a modern transit station that serves a wide variety of people and interests. HDR's engineers developed the roadway, traffic, structural, rail, and construction phasing plans while providing overall project management for all aspects of the consultant team.

FULTON STREET TRANSIT CENTER
NEW YORK, NY



\$1.2 billion project budget
Completed 2009
HDR, as a subconsultant, provided civil, structural,

and architectural design services for the 4/5, A/C, JMZ and 2/3 Stations at the new Fulton Street Transit Center in Lower Manhattan. The construction of a rehabilitated, reconfigured and enhanced multi-level station complex was designed to: (1) create a focal point for entry to the downtown rapid transit system and improve connections among 12 separate subway routes; (2) provide a new underground corridor street access points within the complex and rehabilitate existing subway stations to enhance interconnections.

EGLINTON YONGE CROSSTOWN STATION
TORONTO, ON



\$600 million project budget
Completed 2013

HDR, as part of a team, was selected by Metrolinx for the concept design of the Eglinton Yonge interchange station in Toronto. The station is part of a Rapid Transit Expansion Program funded by the Province of Ontario. This design assignment is one of the most complex station designs on the Eglinton Scarborough Crosstown line and was scheduled for a 10% design to be completed on an aggressive 7-month schedule. The station, a complex four-level underground structure with one new street level entrance, forms a transfer point between the future underground Eglinton – Scarborough Crosstown Transit Line and the existing Yonge-University-Spadina (YUS) Subway Line. The station is designed to meet Accessibility for Ontarians with Disabilities Act (AODA) guidelines and local codes.

OTHER TEAM MEMBERS

Peebles Boston has assembled a talented team of industry-leading professionals that possess extensive experience with all facets development to deliver a Project that responds to priorities established the Civic Vision.

Our Team has local experience in communicating effectively with community advocacy groups, designing architectural forms that both respond to contextual environment and create a new monumental space, integrating landscaped open space for cohesive urban design, solving structural challenges inherent in ARD, working in coordination with the MBTA for station modernization and upgrades and efficiently navigating the approval and entitlement process.

AIR RIGHTS ARCHITECT: HANDEL ARCHITECTS LLP

Handel Architects was founded in New York City in 1994 and has been in a pioneer in complex mixed-use urban buildings across North America, South America, the Middle East, and Asia. With more than 160 architects, interior designers and planners in New York, San Francisco, and Hong Kong. The firm has gained national and international recognition for work such as the Dream Downtown Hotel in New York City, the World Trade Center Memorial in New York City, the Millennium Tower in San Francisco, and the Ritz-Carlton Hotel in Washington DC's George-

town neighborhood. Handel Architects has won numerous Design Awards and is regularly featured in architectural journals and design publications. The firm's clients range from private developers to publicly funded organizations to institutional and not-for-profit groups. Blake Middleton, FAIA LEED AP and Partner will be the Principal-in-Charge on Parcel 13 ARD. Blake Middleton is lead designer and Principal-in-Charge on the following noteworthy Boston projects:

**FILENE'S SITE RENOVATION
BOSTON, MA**



352,800 GSF
Completed 2014

Handel led the renovation and restoration of the 1912 Filene's Department Store in Downtown Crossing, Boston. Originally designed by Daniel Burnham in the Beaux-Art style, the building is protected by the Boston Landmark Commission. Handel's scope involved leading the restoration of the exterior façade, as well as renovating the interior space for both retail and office use. Havas, the multinational advertising and public relations firm, Roche Brothers of Boston, and Primark of Ireland have leased the entire building. The Burnham Building will connect directly to the adjacent Millennium Tower. Parking will be below grade.

**MILLENNIUM TOWER BOSTON
BOSTON, MA**



980,000 GSF
Expected Completion 2016

The Millennium Tower Boston is a 980,000 SF mixed-use condominium project that is currently under construction in Downtown Crossing, Boston. The slender tower will house 442 condominiums, including 18 penthouse units. Two separate residential entrances will open onto Franklin Street. When complete Millennium Tower will be the tallest residential building in Boston. Over 200,000 SF of retail space at the base of the tower will open onto Downtown Crossing and ascend to the 4th floor.

**THE RITZ-CARLTON & RESIDENCES
BOSTON, MA**



1,800,000 GSF
Completion 2001

The Ritz-Carlton & Residences, in Boston is a two building mixed-use complex. The 400 foot south tower contains the 200-key Ritz-Carlton Boston, 160 apartments, retail, an 80,000 SF fitness club, restaurants conference rooms, 3,900 stadium cinema seats and underground parking for 850 cars. The 375 foot north tower contains an extended stat hotel with 84 apartments, 150 condominiums, retail and a day care facility. The project transformed a neighborhood known as the "Combat Zone" into a high-quality, mixed-use destination that reestablished the urban fabric by creating a sense of place and anchoring the emerging district

**MILLENNIUM PLACE
BOSTON, MA**



390,000 GSF
Completion 2013

Millennium Place is a 256-unit residential building located in downtown Boston across from the Ritz-Carlton. The 15-story perimeter block building includes one-, two-, and three-bedroom units as well as 9,700 SF of ground floor retail and a 125-car underground parking garage. The project was designed with the area's rich history in mind, featuring heavy masonry walls and lattice frames offset by glass and metal. A bi-level urban garden was integrated in the courtyard as an echo of the nearby Boston Common.

**ONE CHARLES
BOSTON, MA**



390,000 GSF
Completion 2005

Adjacent to the Boston Public Garden in historic Park Plaza, this project consists of 231 condominium apartments set in 16 stories with a two-floor penthouse. Boston's rich design heritage is reflected in the combination of both traditional elements like deep punched windows, brick veneer, and stone banding and sills with a contemporary expression of glass bay windows and canopies. The block-long building has a porte-cochere for resident drop-off with a direct link to a 250-car underground garage.

**AIR RIGHTS STRUCTURAL
ENGINEER:
MCNAMARA / SALVIA, INC.**

McNamara/Salvia, Inc. ("McSal") brings award winning creativity, innovation, and experience in structural design to a wide variety of projects. The firm's experience spans the nation reaching from all areas of New England to the high-seismic regions of Las Vegas and California to the hurricane climate of South Florida. McSal specializes in all types of building structures including multi-unit

residential structures, commercial and mixed use developments, high-rise towers, retail, world-class medical, educational and research facilities. Additionally, McSal has unique experience in specialized structures including air-rights projects. McSal has offices in Boston, Miami and New York. The firm is currently working with TPC on The Bath Clubs Estate in Miami, Florida and serving as the Structural Engineer of Record. Key personnel working on the proposed Project will be led by Adam McCarthy, PE, and Principal, who has experience with several air rights structural designs including projects that span transit facilities. Adam is the Principal-in-Charge for Parcel 12 & 15, as part of the design team McSal is designing the structure to support nearly a million gross square feet of mixed-use above and adjacent to the same Boylston Street bridge structure that abuts Parcel 13. In addition, Adam was the Principal-in-Charge for the following exemplary projects:

**ATLANTIC WHARF
BOSTON, MA**



1,200,000 GSF
Completed 2010

Adam McCarthy worked closely with John Moriarty to conceive the successful structural design and construction approach for Atlantic Wharf, which consisted of using a top down construction to build a 5 level below grade garage directly adjacent to the MBTA Silverline tunnel. The construction of the garage, the 32 story superstructure and installation of the structural caissons were coordinated simultaneously and directly above the active MBTA Silverline tunnel.

**COPLEY TOWER (PARCEL 2AB)
BOSTON, MA**



700,000 GSF
Expected Completion 2018

Copley Tower, currently in design, consists of building a 55 story building directly above the Mass Pike. The bottom six stories of the structure consist of splayed structural steel mega columns that reach to landing points on either side of the Mass Pike. The concrete structure for the 49 stories of residential starts above the steel base. The developer has engaged both Adam McCarthy and John Moriarty during the design development to advise on logistical planning for Copley Tower. This is the same approach the Team would employ for the proposed Project.

**ONE CANAL
BOSTON, MA**



450,000 GSF
Expected Completion 2015

Located at the tip of the Rose Kennedy Greenway, One Canal involves the development of surface and air rights on three parcels in the Bulfinch Triangle area of Boston. These parcels are among the development sites in the Bulfinch Triangle created by construction of the Central Artery/Tunnel Project and submersion of the MBTA Green Line. The 450,000 SF residential tower with parking is loaded on the MBTA Green Line and Central Artery 1-93 Southbound and jumps over the MBTA Electrical Substation and the older vintage MBTA Orange Line.

500 ATLANTIC AVE, BOSTON, MA



500,000 GSF
Completed 2005

500 Atlantic Ave consisted of designing and building a 500,000 SF Intercontinental Hotel and Residences structure that was constructed around the preplanned Central Artery Exhaust Vent Shaft. McSal worked directly with the Central Artery staff to put sufficient capacity into the shaft. The resulting design was very sensitive in the nature to how it connected to the Vent Shaft, so that future occupants would not feel vibrations when the shaft went into operation.

**D.3 URBAN DESIGNER: UTILE,
INC.**

Utile, Inc. is a Boston-based urban design firm built like a think tank, specializing in solving complex urban problems. Utile thrives on solving complex urban problems in intelligent, pragmatic ways. From theoretical issues that frame policy to the practical implementation of architectural commissions, Utile develops a rigorous, research-based approach to finding the best answers. Their work yields fresh ways to think about how to develop and build modern cities, presented with useful, compelling clarity.

Key personnel working on the proposed Project will be led by Tim Love, the founding principal of Utile. Tim Love AIA, and his 38-person team have emerged as a leading Boston urban design firm with a growing collection of research and practice involving complex air-rights sites. Tim Love's relevant work experience is highlighted below:

**BOSTON CONSERVATORY
(WITH HANDEL ARCHITECTS)**



2014

Utile, the Architect of Record, in collaboration with Handel recently completed the new Ipswich Studios building for The Boston Conservatory in the Fenway neighborhood in Boston. The three-story, 20,000 SF building houses a large orchestra rehearsal hall, new dance studios, classrooms, and some of the specialized instruction and practice spaces needed by the Conservatory. The project has a scale and energy that reflects the brick architecture of Fenway Park. The same approach will be used to refine the architectural language for the proposed Project.

PARCEL 9



2012

Utile was the lead architect on Cresset Development's team for Parcel 9 on the Greenway and their proposal was the runner-up in MassDOT's recent RFP process. The members of the Citizens' Advisory Committee for the project praised the design quality of Utile's proposal. The proposed building totaled 125,995 SF and consisted of a 17,050 SF ground floor market, 26,029 SF of destination and casual restaurants, a 2,409 SF community/function room, green roof, and 70 rental residential rental units.

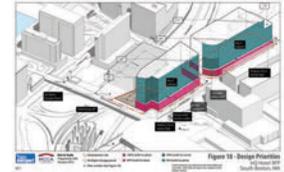
BOSTON HARBOR ISLAND WELCOME CENTER



2011

Boston Harbor Island Welcome Center is a structurally expressive pavilion on the Rose Kennedy Greenway (and over I-93), which was the winner of Boston Society of Architect's highest design award in 2012. The pavilion is also one of five finalists for this year's Harleston Parker Medal for "the most beautiful piece of architecture, building, monument or structure within the limits of the City of Boston or of the Metropolitan Parks District" in the past ten years. Utile is competing against Renzo Piano's Isabella Stewart Gardner Museum Addition and Sir Norman Foster's addition to the Museum of Fine Arts, among other important buildings.

CORE BLOCK MASTER PLAN



In progress

For the past five years, Love and his team have been working with Massport and the MCCA to create an informed master plan for the Core Block, the large air-rights parcel bounded by Summer Street, Congress Street, D Street, and World Trade Center Avenue on the South Boston Waterfront. Love worked with Adam McCarthy at McNamara/Salvia, a member of our team, to establish the structural framing solutions for a wide range of development options on the site.

**LEGAL COUNSEL:
MINTZ LEVIN**

Mintz Levin ("ML") is a full-service law firm with an office in Boston that has a sophisticated Real Estate practice with extensive experience working on public-private partnerships. ML attorneys help their clients navigate the unique challenges presented by both infrastructure development and private public transactions including the practical, political, and environmental. The key personnel working on the Project will be Mo Cowan, Bob Ryan, Daniel Gaquin, Stuart Offner and Stephen Silveira. Prior to joining ML, Mr. Silveira worked at the MBTA for nine years as the Deputy Director of Real Estate. Additionally, Mr. Silveira was appointed first by Governor Romney in 2004, and then by Governor Patrick in 2006 to chair the Commonwealth's 13-member Transportation Finance Committee. At the MBTA, Mr. Silveira led the joint effort with Amtrak to expand the Route 128 Station, a critical link in Amtrak's high-speed rail corridor and the site of several previously failed expansion efforts. At ML, Mr. Silveira assists a variety of clients in their interaction with state and local governments.

Together the legal Team has extensive relevant project experience to include, but not limited to the acquisition of various MBTA parcels in Everett, acquisition of a former MBTA station in Arlington for senior housing redevelopment; public private partnerships in Boston, MA such as Copley Tower, World Trade Center, Barry's Corner, Manulife/John Hancock Building Seaport Tower, 177 Huntington Avenue and Exchange Place Tower; public private partnerships in New York, NY to include Yankee Stadium, Barclays Center Arena, Federal Archives Building, Times Square Tower and the Marriot Marquis Hotel Times Square; Bob Ryan, as former director of the Boston Redevelopment Authority, has significant experience in planning, permitting and community process for Copley Place, John Hancock's Seaport, Hotel Commonwealth (Back Bay Expansion), Proctor & Gamble / Gillette's 100-acre Seaport plan.

**PUBLIC AFFAIRS+
STAKEHOLDER
COMMUNICATIONS:
MCDERMOTT VENTURES**

McDermott Ventures ("MDV") specializes in real estate consulting, bringing together development companies, communities, urban planners, government and economic development officials to

help revitalize and transform urban areas, historic districts and downtown centers. MDV offers a broad spectrum of strategic services, specifically for large, complex urban developments, including managing the political and regulatory issues involved in the city and state permitting processes, developing and executing grass-roots community engagement strategies, while also managing all project press, social media and online communications. MDV is certified by the Supplier Diversity Office (SDO), formerly known as State Office for Minority and Women Business Assistance. MDV managed the entitlements and permitting process for the Claredon, a luxury condominium and rental building in Boston's Back Bay neighborhood. Working with the New York based development team based, their responsibilities included all community engagement activities with the Back Bay neighborhood and elected officials, as well as all media and government relations for the Beal Companies and Related Companies first project together in Boston. MDV was another Project Team member that was critical in the success of the Atlantic Wharf development. MDV managed the developer's entitlement process and public outreach, while also addressing the added dynamic of waterfront interests. In addition, McDermott Ventures handled all the media relations for this waterfront project on Boston's Fort Point Channel. Key personnel working on the proposed Project will be Pamela G. McDermott, Founder, President and CEO, and Carolyn L. Spicer, Executive Vice President of MDV.

SUBCONSULTANTS

Hampshire Hotels
Hotel Management

Haley & Aldrich
Geotechnical Engineer

Cosentini Associates, Inc
Mechanical Engineer

Cosentini Associates, Inc
Fire Engineering & Code Consulting

Nitsch Engineering
Civil Engineer

Vidaris, Inc.
Sustainability Consultant

Halvorson Design Partnership, Inc.
Landscaping

Howard/Stein-Hudson Associates, Inc.
Transportation / Parking Consulting

Epsilon Associates, Inc.
Environmental / Article 80 Consultant

Kessler McGuinness & Associates, LLC
Accessibility Consultant

3.

CONSTRUCTION MANAGEMENT

Chris Leng Smith, Development Director covering the Northeast, will manage the Project on behalf of Peebles Boston. Prior to joining Peebles, Mr. Leng Smith was a Senior Vice President at the New York City Economic Development Corporation (or "NYCEDC") where he led the structuring and negotiation of public-private partnership for more than 2.5 million square feet. Prior to NYCEDC, Mr. Leng Smith managed the development of more than \$5 billion of world-class domestic and international real estate projects at Tishman Speyer and AIG Global Real Estate Investment Corp. Mr. Leng Smith began his career as a resident engineer and engineering project manager on large-scale renovation and construction projects in New York, Trinidad, Malaysia, and London.

Peebles Boston looks forward to working with both the ARD and Station Improvement designers, Handel and HDR. During the RFP process, the Team conceived a vision for the new Hynes Convention Center Station and collaboratively designed the integration of the new transit station and the proposed ARD. If awarded the Project, Handel and HDR will continue this collaboration throughout the design phases and schedule meetings on a weekly, bimonthly or monthly basis, depending on the phase and pace at which the Project advances. Handel will work with HDR to design common elements of the base building and the station, such as the canopy and entrances. Any major alteration to the design that would affect either component must be communicated immediately, such as modification of column placement below grade. During the permitting and approval process, Handel and HDR will work together to deliver the required design documents and if possible pull permits for the Project at the same time. When required, both Handel and HDR will be present at meetings with MassDOT, the MBTA and other stakeholders.

Peebles Boston recognizes that construction management will be crucial to the Project's success. The Team's principal construction manager, JMA, will take a proactive approach during design development to create a rational and efficient phasing and staging strategy to minimize disruption. This will include early action meetings with key stakeholders including but not limited to the MBTA, MassDOT, Turnpike Authority, Boston Fire Department, Inspectional Services Department ("ISD"), Public Improvement Commission ("PIC"), Public Works Department, Back Bay Architectural Commission, Boston Redevelopment Authority, Amtrak and the Boston Water and Sewer Commission. Engaging these entities early and regularly will allow all concerns to be thoroughly addressed and will result in the most logical construction phasing and staging plan.

It is anticipated that construction of the Station Improvements and the Deck will happen concurrently and it will be important to plan carefully to avoid unexpected interruptions on either job. As the principal construction manager, JMA will work closely with HDR and Keville Enterprises, Inc. ("KEI") on scheduling efforts to develop a seamless phasing schedule. HDR has worked with KEI on previous MBTA station modifications, most recently Government Center, and their shared experience will enable the Station Team to accurately forecast the project delivery schedule. Furthermore, JMA has robust experience managing complicated, large-scale urban developments as well as multiple builders. JMA's expertise in construction management and breadth of rele-

vant experience will ensure the various Project components be built on-time and on-budget. In regards to financial controls, the Team will use a third-party to estimate costs, schedule construction and create an accounting framework that dictates how costs are reconciled. Once the design is finalized, but prior to construction, an agreement will be reached that defines shared common elements of the Project and assigns a pro-rata share attributable to the ARD and the Station Improvements. JMA has worked with Vermeulens in the past and we anticipate hiring a firm that offers a similar scope of services.

The station designer, HDR, has in-depth current working knowledge of the structure of MBTA scopes, projects and processes as they are currently engaged with the MBTA in the design and construction phases of several MBTA projects including the Green Line Extension and Government Center Station. HDR understands that the structure of MBTA project scopes are broken into five phases covering conceptual design through construction phase services as described in the Model RFP scope. Typically, the MBTA and the design consultant participate in a collaborative effort to refine the project scope and

define the project budget as the design contract is negotiated. Each design phase includes specific requirements for submittal content and MBTA reviews and approvals which must be satisfied before advancing to the next phase of design. In August of 2013, the MBTA issued a new Project Controls Policy Manual containing detailed information on new processes required to ensure that projects effectively manage costs, schedule and risk. The manual includes specific requirements for project tracking and accountability including cost loaded design schedules, detailed earned value reporting and project risk analysis. The HDR's project controls team works with the MBTA to define a project specific program that will provide the MBTA with the level of information and detail appropriate for the project. The MBTA's Project Management Manual covers all aspects of a project and defines the requirements to be met, and the processes to be followed, throughout design and construction phase services. The Project Management Manual covers a wide range of subjects from Project Coordination and Design Review Procedures, to Records Storage to Audits, and is the MBTA's project manager's guide for successful completion of projects.

4.

THE VIOLA – AN ICONIC MIXED-USE DEVELOPMENT

Our design response was conceived after careful review of the MassDOT RFP, the Civic Vision, field trips to the site to experience and record the scale and character of the larger neighborhood, and a comprehensive understanding of the nearby development proposals to inform how our proposal can complement these projects, both in terms of development program and urban design. Furthermore, careful consideration of 360 Newbury's existing envelop in-

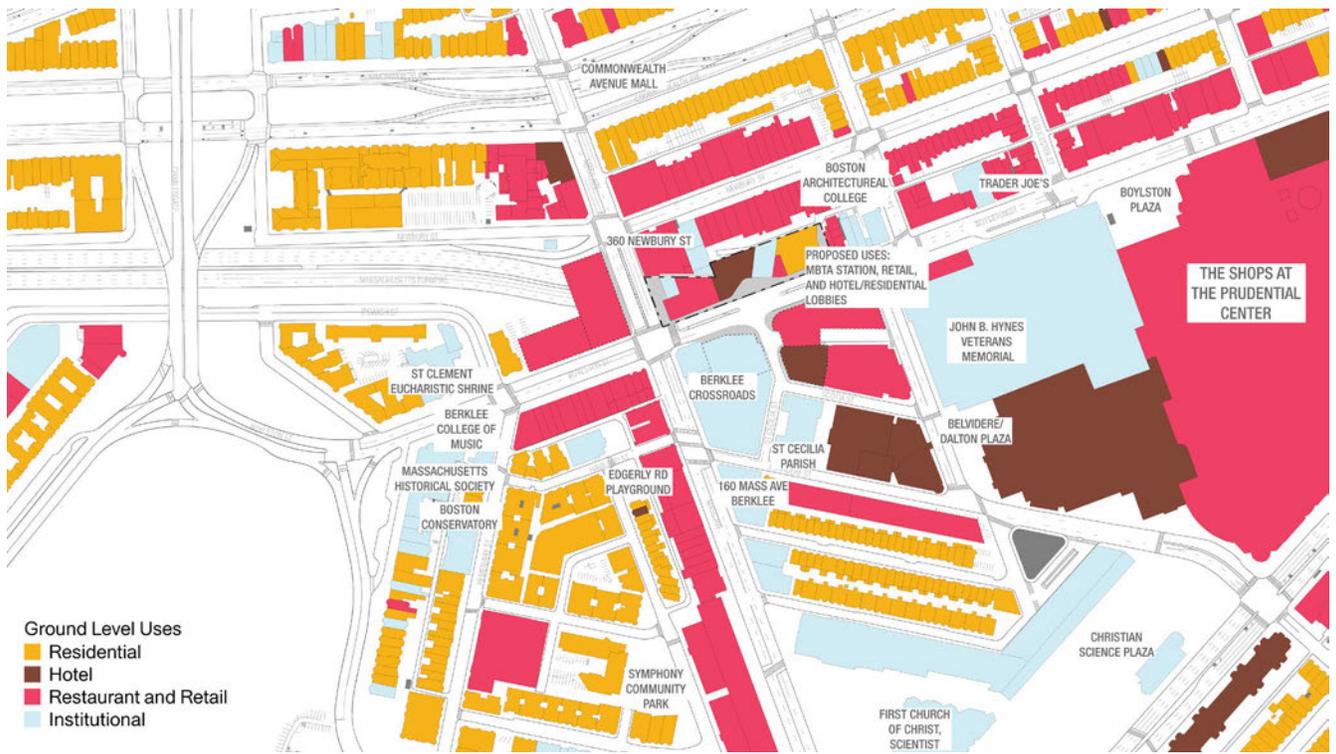
formed our building massing. Our goal is to preserve light and air access for the 360 residents. Our scheme proposes two-stories adjacent to the building, covering the highway, and 40' or greater separating the hotel component from 360. The open space will be an unoccupied landscaped green roof over the retail spaces, and a partly occupied landscaped terrace on the hotel component.



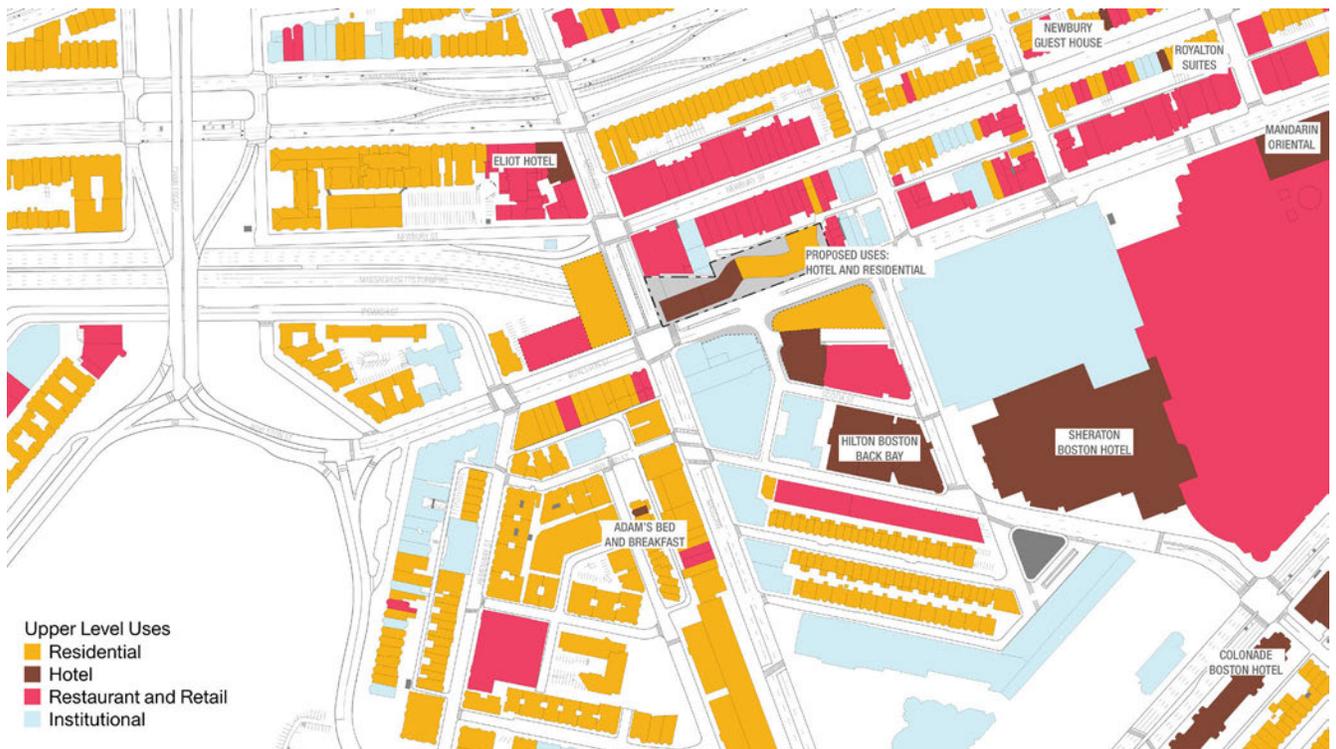
Aerial View. With a nod to the Emerald Necklace, the cascading landscaped roofscape encompasses private residential terraces along the curvilinear "backbone", hotel program at the intersection of Mass Ave and Boylston Street, and an unoccupied visual amenity for residents on the lowest level abutting 360 Newbury. Balconies overlook the Fenway to visually connect the activities within the building to the surrounding context.

Program Areas

PROPOSED USE	PARCEL	FLOORS	GSF	NSF	ZSF
RETAIL	13	Ground, 2nd	20,350	19,129	19,434
HOTEL	13	Ground, 2nd - 7th	76,000	71,440	72,580
CONDOMINIUM	13	Ground, 2nd, 8th - 11th	91,600	86,104	87,478
RESIDENTIAL RENTAL	13	Ground, 2nd - 7th	80,750	75,905	77,116
COMMUNITY SPACE	13	Ground, 2nd	6,800	6,392	6,494
CIRCULATION	13	Ground - 11th	43,170	40,580	41,227
MECHANICAL	13	Ground - 11th, Roof	29,000	27,260	27,695
PARKING	13	2nd, 2nd Mezzanine, 3rd	35,000	32,900	33,425
MBTA STATION	13	Ground	7,900	7,426	7,545
TOTALS			390,570	367,136	372,994



Ground Level Uses. The proposed street level retail will feature an eclectic collection of restaurants, retail and public space that will fill out the block and add needed amenities to this critical urban intersection. The new retail corner will provide an appropriate gateway into the Newbury and Boylston Street shopping district with a range of active ground level programming.



Upper Level Uses. The Viola will have a hotel that differentiates itself from the existing stock Downtown and in the Back Bay, which is predominantly luxury full-service or dated select-service hotel stock. Peebles Boston will partner with Hampshire Hotels to bring a fresh lifestyle hotel that will become a destination in the Back Bay.

Design Intent



Our design concept seeks to synthesize the urban design imperative to re-establish the traditional Back Bay street wall with an economical structural framing strategy induced by the highway/tunnel geometry. The resultant undulating form has urban design benefits: the curved segments connect the two geometries into a single cohesive form; creation of additional open space at the sidewalk level at reopened Boylston Street T entrance opposite St. Cecilia Street; and as seen from the sidewalk visually segmenting the building into separate masses. In addition, the historical facades along Newbury Street are complemented by the sculptural form and color of The Viola beyond. The building along Massachusetts Avenue (“Mass Ave”) has a generous linear plaza to promote ample transit “elbow room” and mark the gateway transition between The Fenway and Back Bay in this key location.

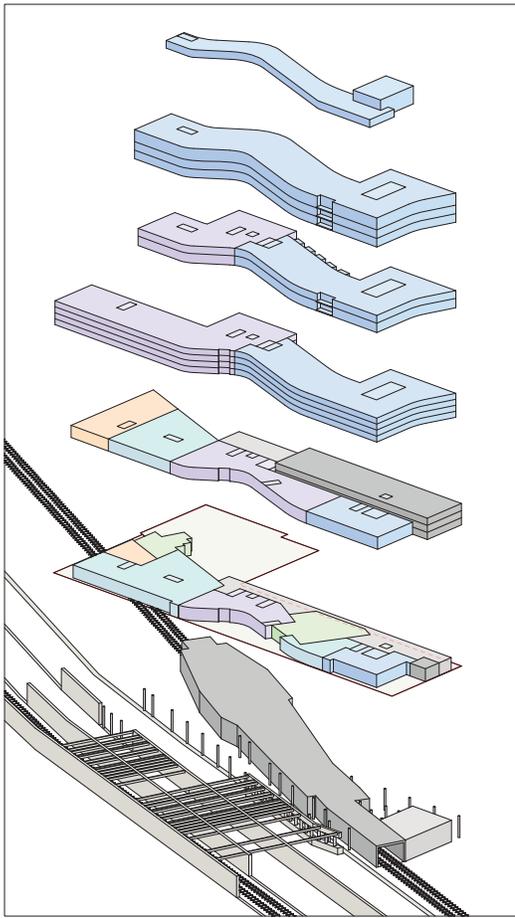
View from Hynes Convention Center. The resultant undulating form on Boylston Street has urban design benefits: the curved segments connect the two geometries into a single cohesive form; creation of purposefully shaped open space at the sidewalk level at a newly reopened Hynes Center T entrance opposite St. Cecilia Street; and, as seen from the sidewalk the curves of the façade break up the segments of the building into separate masses, continuing the irregular street wall characteristic of Boylston Street.



Panoramic View of Newbury Street. The north façade of the Viola is composed of several elements in color and scale, stepping back from the alley and echoing the idiosyncratic character of the Newbury Street storefronts.

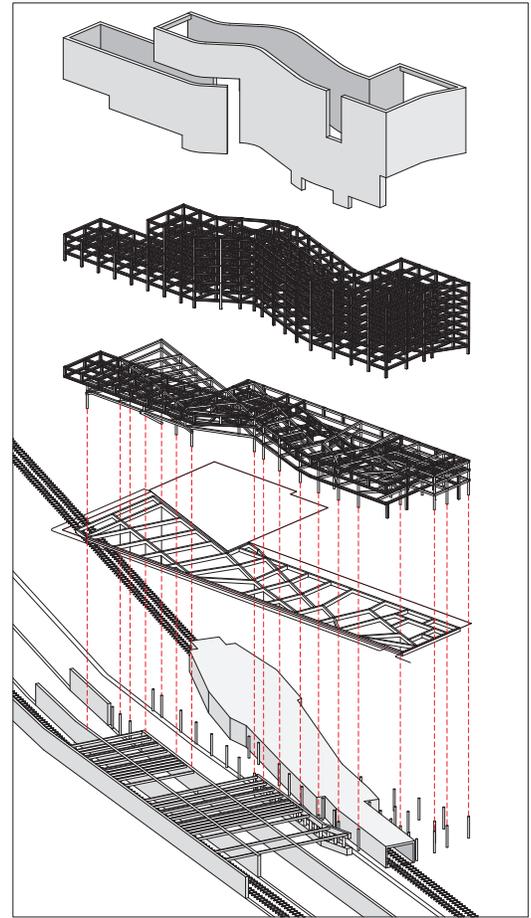
Importantly, the overall shape of the building will make it distinctive as a retail, hotel, and residential address, thus increasing its marketability. The mix of uses will further energize this area, supporting existing activity and sponsoring a true 24/7 neighborhood. The Viola is both contextual and iconic. It translates the energy of the highway and Green Line below into a unique urbane building at a location where a new Boston landmark is warranted.

Structural Concept



Program Diagram

The undulating form of the building is the direct result of the structural framing approach for the project. The two straight segments of the building align with a logical framing approach at the deck level, thus simplifying and reducing framing costs. The curved segments connect these geometries into a single cohesive form while avoiding the most difficult location to bring the building to the street edge. Portions of the vertical cores are located on terra firma in order to efficiently secure the central and east ends of the superstructure. Lateral loading will be resolved through a combination of diagonal bracing and moment frames, depending on location.

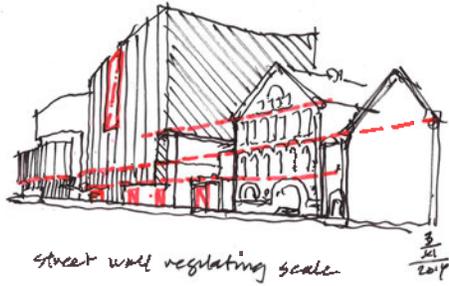


Structural Diagram

The proposed Project seeks to cover the entire air-rights parcel with the new construction. The construction of the Project will temporarily impact the existing Turnpike when new foundation and Boylston Street level platform construction is built. The new construction will span over the MBTA tunnel and will be supported by new foundations that are located outside of the footprint of the MBTA tunnel and expect only minor interruptions and inconveniences to service during construction. Please refer to the structural drawings in Component III prepared by McNamara / Salvia engineers that depict the approach, with the location of the landing points, supporting the new construction over the Turnpike and MBTA station.

Building Design

The structural framing challenges, the community's expectations about appropriate height, and the form and function of neighboring buildings informed the configuration of our proposed building. The western end of the taller component of the Viola is aligned with the western face of 360 Newbury Street, thus maintaining unobstructed views from the units in the existing building. The Viola also responds to the lower historic buildings on the eastern end of the site, including the old Division Sixteen police station, the Boston Architectural College and the fire station, with elements in the proposed façade that register important horizontal lines in the neighboring structures. In conformance with current zoning the Roof of the highest occupied floor of the ARD is 120' tall.



Registering Scale: Elements in the proposed Façade register important horizontal lines in neighboring structures.

The Project “footprint” covers the entire property, depending on level. Portions of the available Ground Level are occupied by new ARD utilities. The Street Level (38,490 GSF) is occupied by retail, MBTA entry, residential and hotel lobbies, the porte-cochere, mechanical and service spaces, and the loading dock. The Second Level (46,560 GSF) contains retail, hotel and residential amenity program, and parking garage. Third Level (41,760 GSF) contains hotel, residential and parking garage. Fourth through Sixth Levels (36,070 GSF each) has hotel rooms and supports spaces (west), and rental apartments (east). Level Three also has a common roof terrace. Level Seven (28,800 GSF) contains a hotel restaurant, outdoor terrace, kitchen and support space (west) and condominium apartments (east). Level Eight thru Eleven (26,820 GSF each) is condominium apartments. The Roof (11,920 GSF interior only) contains common and private roof terraces and mechanical equipment rooms.

Peebles Boston fully supports Mayor Walsh’s ambitious Housing Policy to stimulate the production of 53,000 new housing units by 2030. The development of the Team’s mixed-use site will foster financial,

social and ethnic diversity reflective of the highly evolved planned urban living experience. Peebles Boston anticipates working with the City of Boston to help meet the goals of the Mayor.

The MBTA will occupy two sections of the ground floor of the ARD buildings. At the Mass Ave end, the entrance to Hynes Convention Center Station will be adjacent to the property line of 360 Newbury Street at the end of the public plaza. Entrance to the station will be through recessed doors leading to the fare collection area, with CharlieCard vending machines, maps, fire command station and Customer Service Agent booth. Five fare gates will be provided at each street level entrance. Once past the fare gates a staircase and elevator will take passengers down to the concourse level.

At the Boylston Street end of the station the entrance is also at the edge of a public plaza adjacent to the entrances to the ARD buildings and retail spaces. This entrance has similar features to the Mass Ave entrance with one significant difference, once passengers are in the paid area they will proceed directly down to the platforms via stairs or elevator, there is no concourse level.

Our proposal is clad in a glazing and terra-cotta system that has been conceived to accentuate the undulating form of the building and recall the texture, tones, and colors of the architectural context, including 360 Newbury Street, the Boston Architectural College, and the fire station (Ladder Co. 15 and Engine Co. 33). The terra cotta cladding resolves itself in a variety of ways as it meets the ground floor, thus creating diverse “episodes” along Boylston Street that are appropriate for the entrances to the hotel, Hynes Convention Center Station, apartments, condominiums, shops, and restaurants.



Material Context. Terracotta, a contemporary but earthy material in a range of contextual shades, is chosen as an ideal cladding material to at once embrace the surrounding historic fabric and engage the changing and transitional nature of this critical mixed use block. The four shades of terracotta are pulled directly from the brick and stone palette in the abutting blocks.

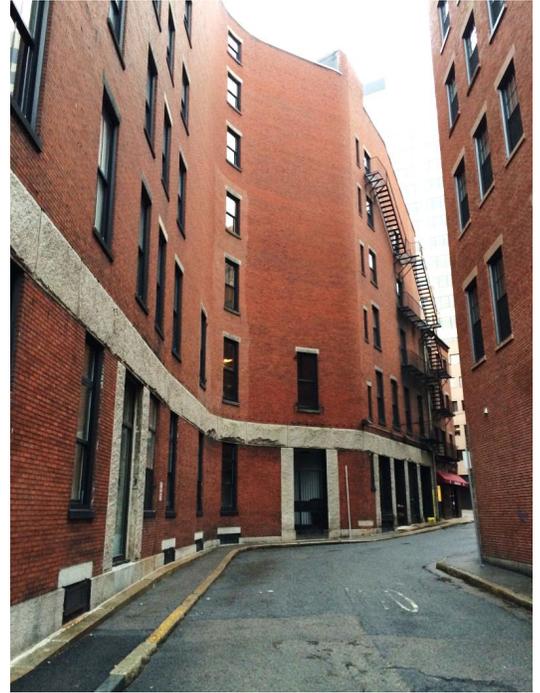
Building from a baseline of mandatory compliance with the 2010 ADA Standards for Accessible Design (ADA), Fair Housing Act (FHA), and regulations of the Massachusetts Architectural Access Board (MAAB), the Viola will incorporate best practices in Universal Design for people of all ages and abilities – paying particular attention to the disparate needs of individuals with physical, sensory, and cognitive disabilities. The project will strive for a seamless and intuitive integration of multiple programmatic requirements, creating enabling environments which enhance the quality of life for all users. Mobility requirements will serve as an important starting point for the design approach, but equal attention will be paid to the physical, visual, auditory, and communication environments throughout the project, resulting in equitable access to transit, public and private outdoor spaces, and commercial and residential functions on the buildings' interiors. The Viola's aspirational goal will be to set a new standard for the incorporation of Universal Design principles into a mixed-use project that acknowledges and responds to the changing realities of the 21st century.

Vertical circulation will be through machine room-less elevators (MRLs) for patrons, guests, and residents; service elevators may be either traction or MRLs depending on capacity. The Parking Garage uses a four stop platform lift. Depending on retail tenancy, there may be escalators for Street Level to Second Level floors.

The proposal includes two important plaza areas at key locations relative to carefully choreographed pedestrian activity. The first is a welcoming curved plaza located opposite St. Cecilia Street on Boylston Street, this space has been conceived to take advantage of the foot traffic generated by the T to create seating areas and restaurants that will benefit from the lively scene. The character of the space is enhanced by a central seat wall/planter that provides a green oasis midway along the long block between Mass Ave and Hereford Street. This space also has excellent solar orientation, and unlike the Mass Ave edge, is in a better location relative to the prevailing winds. The space will be ideally situated relative to the larger neighborhood once the air-rights projects are completed across Boylston Street.

The second space is a 24' deep plaza parallel to the Mass Ave sidewalk that provides more ample space for access to the T, a functional and welcoming bus stop, and an opportunity for cafes to spill out and enliven the area. The plaza includes planters and seat walls at key locations, so as not to impede pedestrian traffic but still allow the public to sit and watch the comings and goings of one of Boston's most lively and diverse blocks. The plaza has been kept relatively shallow to promote the maximum interaction between people in the space and the life of the sidewalk. The proportions of the space, along with its solar orientation, will make the space popular during the swing

seasons, important because the fall and spring are the times of the year when the nearby schools are in session. Importantly, the building overhang at the corner of Mass Ave and Boylston Street provides a refuge for the large number of pedestrians that wait for the stoplight.



Precedent for the Viola's curve: Wendell Street an alley off of Broad Street, Boston, MA.

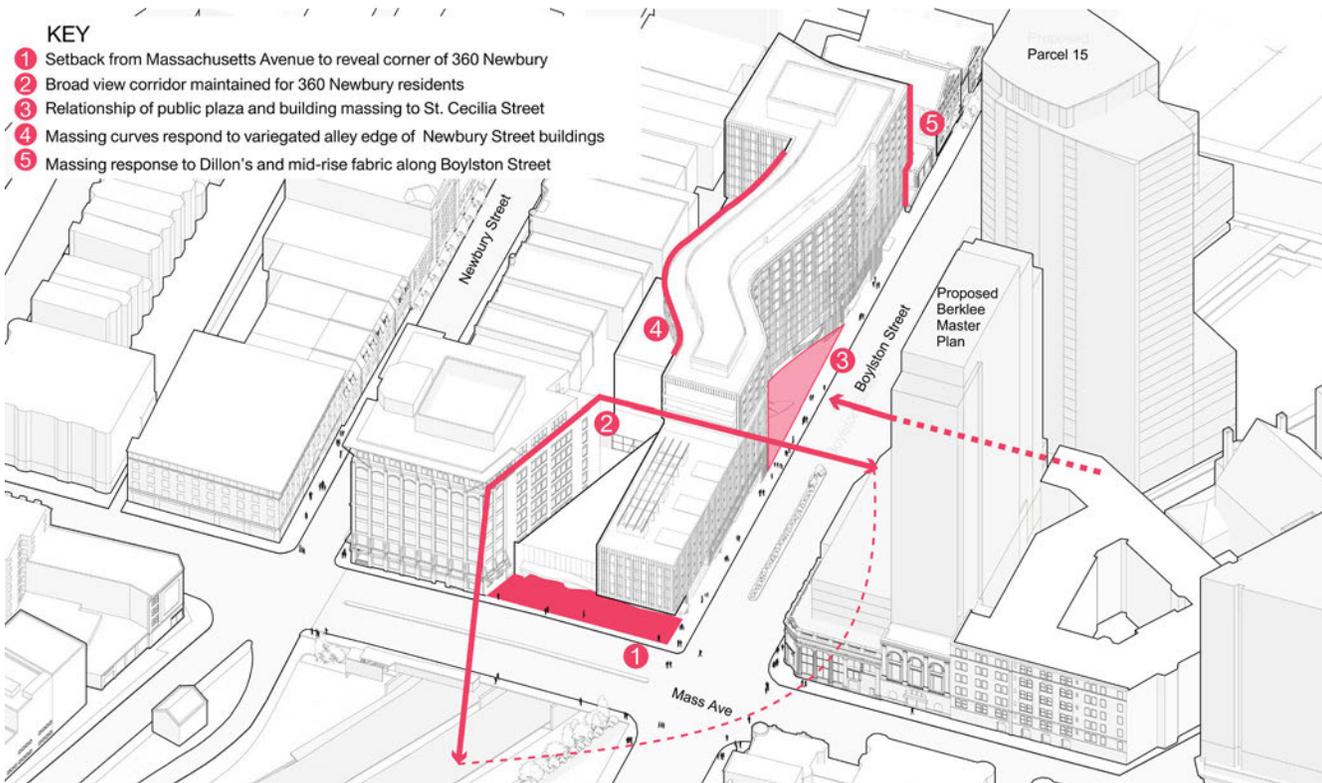


Plaza Concept: Urban furniture that reflects overall shape of the building courtesy of Hebi by Elias Torres & J.A. Martinez-Lapena.

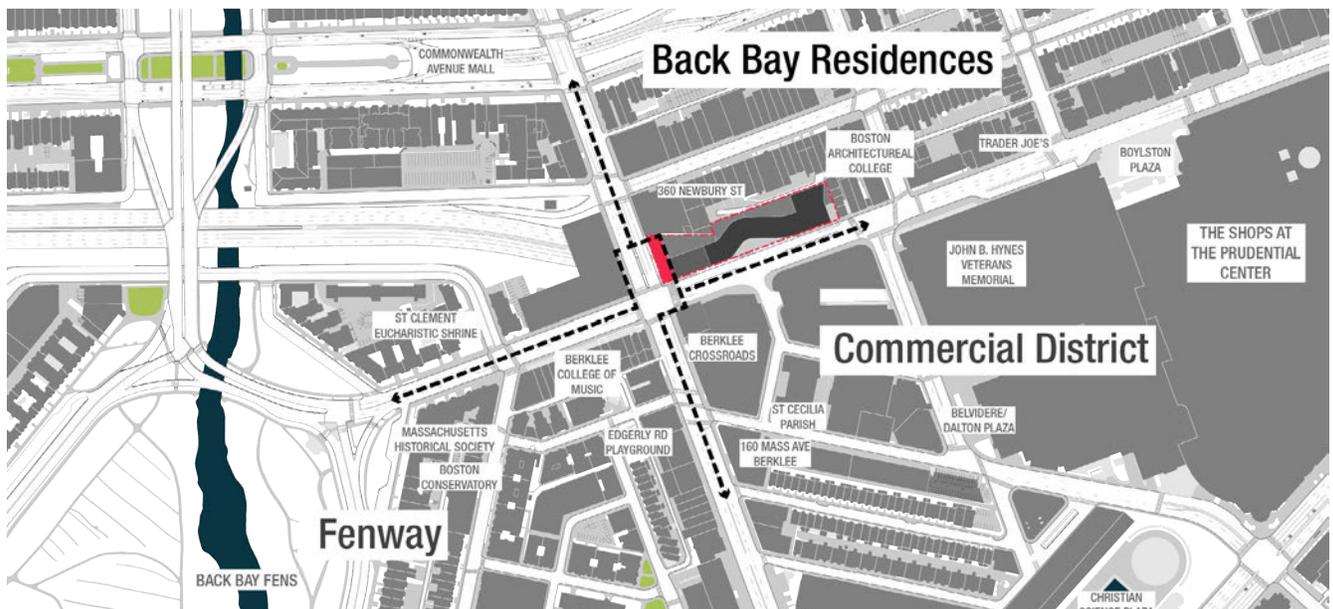
Site Design



Ground Level Site Plan. The Viola reacts to the surrounding urban pressures to responsibly fill out the block between Mass Ave and Hereford Street. The ground plane of the new public plazas extends into the MBTA stations along both Mass Ave and Boylston Street opening the block to active, public uses through all seasons, with a diverse mix of retail, public transit, hotel and residential uses that will keep the new urban magnet energetic across the daytime and into the evening.



Aerial View from the West. The building form is highly attuned to its larger urban context and sensitive to its immediate neighbors in all directions. Engaging both the Fenway and Back Bay neighborhoods, the massing compliments both historic context as well as new, high-rise development.



Urban Context at the Edge of Fenway and the Back Bay. Situated at the urban transition between the Fenway and the Back Bay, the proposed Project must negotiate a shift in uses and building types. The curvilinear building form echoes Olmstead's historic winding Emerald Necklace, react to the surrounding infrastructure, and settle into the regular grid of the Back Bay at the eastern edge of the site.

Complementing the two significant new plazas are planned improvements of the sidewalks adjacent to the project. Their design will be informed by the City of Boston's recently released Complete Streets Guidelines (authored by Utile, the Team's urban design consultant) and the Boylston Street Master Plan (authored by Halvorson, the Team's landscape architect).

In addition to ground level open spaces, the proposal includes a publicly accessible roof garden associated with the hotel. This 7,250 SF space includes extensive and intensive green roof areas, flexible program space on sculptural decks and terraces, and a shade structure that runs along the northern edge to veil the space from prevailing winds and direct views from the units in 360 Newbury Street. A second lower inaccessible green roof – the Parterre - abuts 360 Newbury Street. The pattern of diverse plant materials have been designed as a visual amenity to neighbors that look down on it.

The Project also has an amenity space for the apartments on the eighth floor facing the alley and private terraces and green roofs on the roof of the building, accessible from penthouse units on the floor below. All of the green roofs are both an amenity and a solution for reducing the speed and quantity of storm water run-off. They also contribute to the reduction of the heat island effect. They will be carefully designed and engineered to maximize their effectiveness and will contribute to the overall goal to achieve a LEED Silver rating.

Parking / Vehicular Access

The Viola has two vehicular access points at the site: Alley 444 for building services (deliveries, trash/recycling collection, maintenance) and a residential

off-street valet operated porte-cochere with curb cut on Boylston Street at the east end of the site. Please refer to Component III for truck turning maneuvers diagrams, courtesy of Howard/Stein-Hudson Associates, Inc. There will be 138 parking spaces on three levels, located on the second floor, mezzanine level and third floor of the residential portion, at ratio of 0.5 spaces per residential rental unit and 1.0 spaces per condominium unit. The ARD Building is not connected to the roadway or transit tunnel system beneath it. The tunnel roof deck in Alley 444 will continue to serve as a parking and service deck for the abutting properties, including the ARD Building.

The parking garage, accessed via Boylston Street and will feature a manual parking lift system. As the city of Boston strongly encourages electrical charging stations to be installed, Peebles Boston will aim to provide at minimum electrical charging stations for 5% of the total spaces. The Viola will have secure, weather-protected bicycle storage in both the residential rental and condominium lobbies. Furthermore, we intend to sponsor the installation of a Hubway bike share station adjacent to the Project, as well as highly-visible, publicly-accessible bicycle parking spaces for retail customers and buildings visitors.

Our hotel partner will seek permission from the City of Boston for two curb spaces in front of the hotel lobby for valet activity. The valet operator will enter into a separate agreement with a private garage that is less than one half mile away. We anticipate they will lease approximately 0.25 parking spaces per hotel room, or roughly 39 spaces. The Team's parking consultant has identified six possible garages, for a total of 4,899 spaces within a half-mile radius and has advised the best option would be either the Hynes Garage and Prudential Center.

Civic Vision

The project Team carefully reviewed The Civic Vision to understand the larger place-making and economic development goals of ARD along the Massachusetts Turnpike. Quoting from the document, our vision for the Viola “is simple: repair the physical, social and economic breach presented by the railroad and the Turnpike’s cut through Boston.”



Urban Forces. As Interstate 90 rushes into the dense urban fabric and below Parcel 13, the massing reacts to the movement of the sub-surface infrastructure, as well as the meandering form of Olmstead’s Emerald Necklace. The resulting curvilinear form is not only gestural, but synthesizes the urban design imperative to re-establish the traditional Back Bay street wall with an economical structural framing strategy induced by the highway/tunnel geometry while creating needed urban plazas abutting the MBTA station entries.

Our proposal embraces the four mutually reinforcing objectives of the Civic Vision: “1) reinforce the vitality and quality of life in the adjacent neighborhoods, 2) enhance Boston as a place to live, work, and invest, 3) repair and enrich Boston’s public realm, and 4) foster increased use and capacity of public transportation and decreased reliance on private automobiles.” In addition to these larger aims, our project also deals specifically with the relevant objectives laid out for Parcel 11-15 and the important Boylston Street/Massachusetts Avenue intersection:

1. Emphasize housing and other low-traffic generating uses with careful attention to transportation improvements and impacts in this highly congested area.
2. Line public sidewalks along Massachusetts Avenue and Boylston Street with shops and other pedestrian-friendly uses, avoiding internal retail malls.

3. Accommodate waiting and lobby facilities for Green Line and bus patrons.
4. Respect the Back Bay Architectural District.

Our proposal both meets these general aims and the finer-grain recommendations in document, including the 118’ height limit (not including mechanical penthouses), a thoughtful response to the historic buildings on Boylston Street, and the request for a community space that is linked to the culture of the neighborhood.

Sustainable design

Pebbles Boston will be targeting to deliver an equivalent of a LEED Silver building or better. Sustainability is a core principle of our approach for this Project. Energy efficiency is the number one way to address greenhouse gas impacts on the environment. Our design anticipates the requirements of the upcoming enhanced stretch Energy Code, using as a base the

IECC-2012, and energy model based on ASHRAE 90.1 – 2010. With state-of-the-art HVAC and superior exterior wall design, we expect our design to exceed the State’s requirement of an improvement of 15% by energy use over existing Code. The building’s location and amenities support commuting alternatives. Secure, covered storage for bicycles will be provided on the ground floor for easy access. The location provides immediate access to MBTA public transportation via the Hynes Convention Center Station and CT1 bus stop on Mass Ave direct in front of the Hynes Convention Center Station entrance. Sustainable features of The Viola include but are not limited to com-

mitment to environmental maintenance and cleaning practices, recycling and reuse, energy efficiency and conservation, water efficiency, storm water retainage, specifying materials with local and recycled content, low-flow plumbing fixtures, and efficient lighting. The building will use the appropriate best practice for green building to monitor and manage its environmental performance, and specifying the appropriate technology to best serve and monitor the building’s sustainable features. The Project Team will determine a combination of design qualities that will best serve the users, the development, and exceed current requirements for protecting the urban environment.

Design Model and Drawings

Overall Building View or Elevation



North Elevation

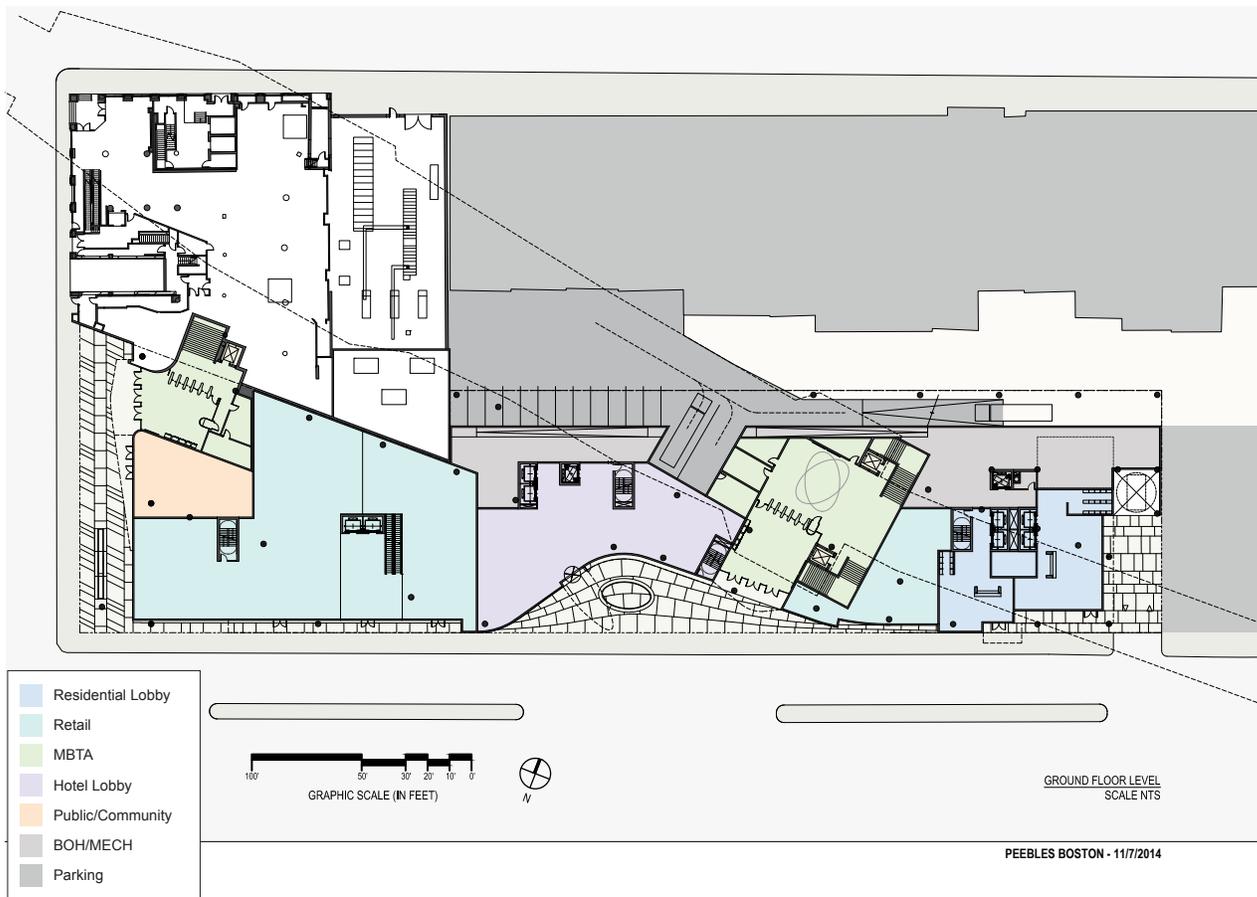
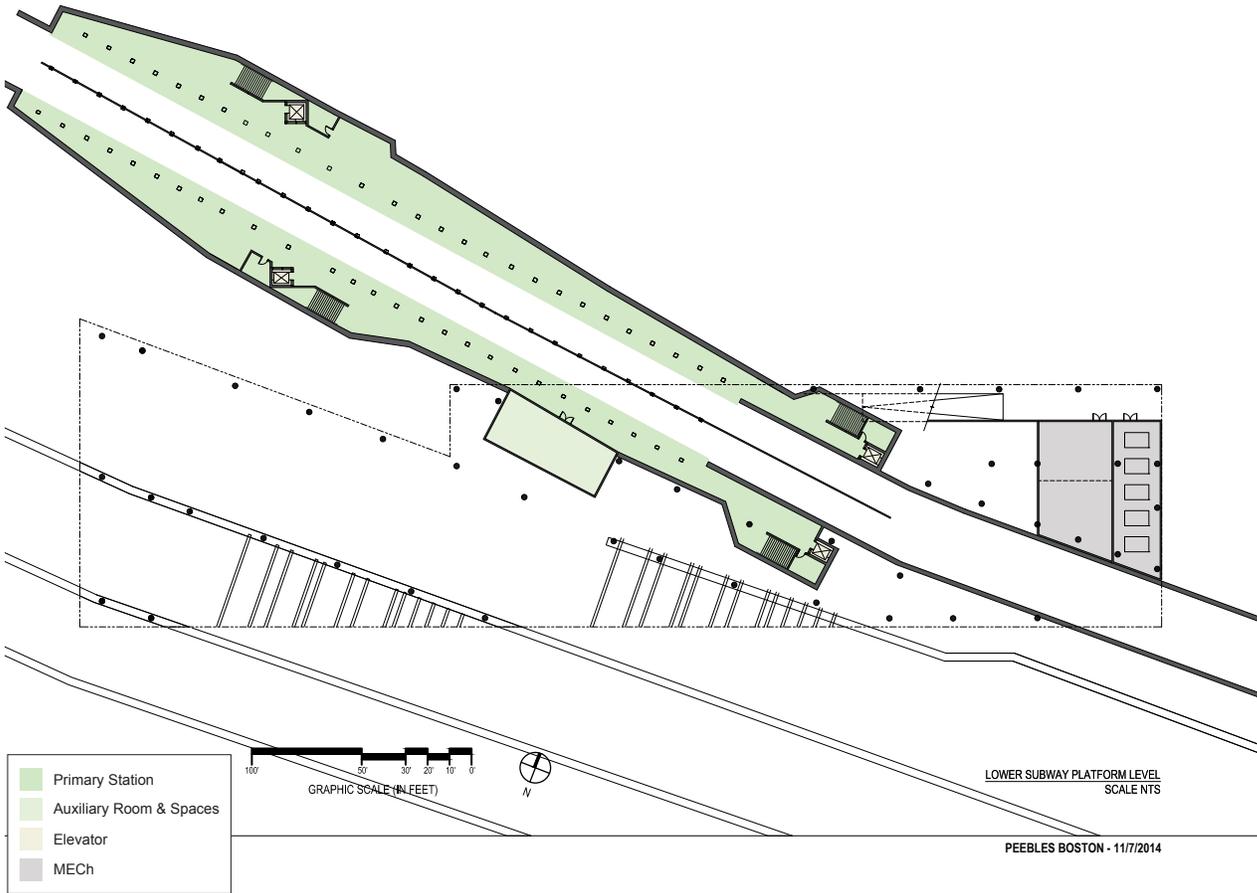


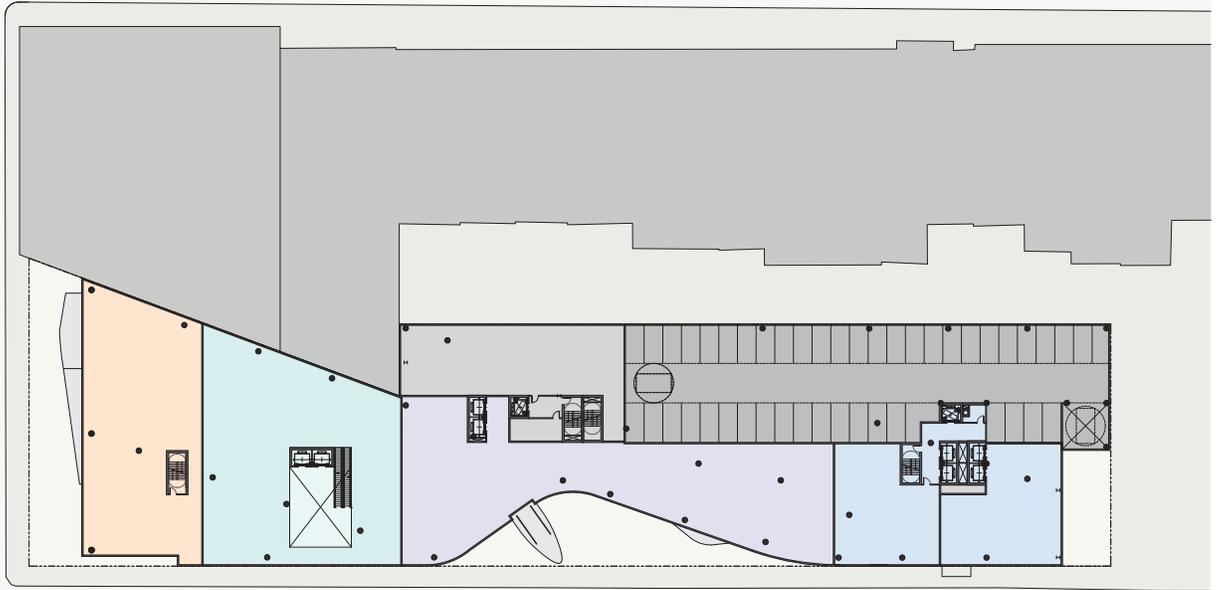
South Elevation



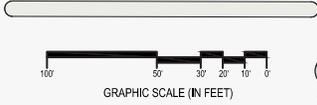
West Elevation

Floor Plans



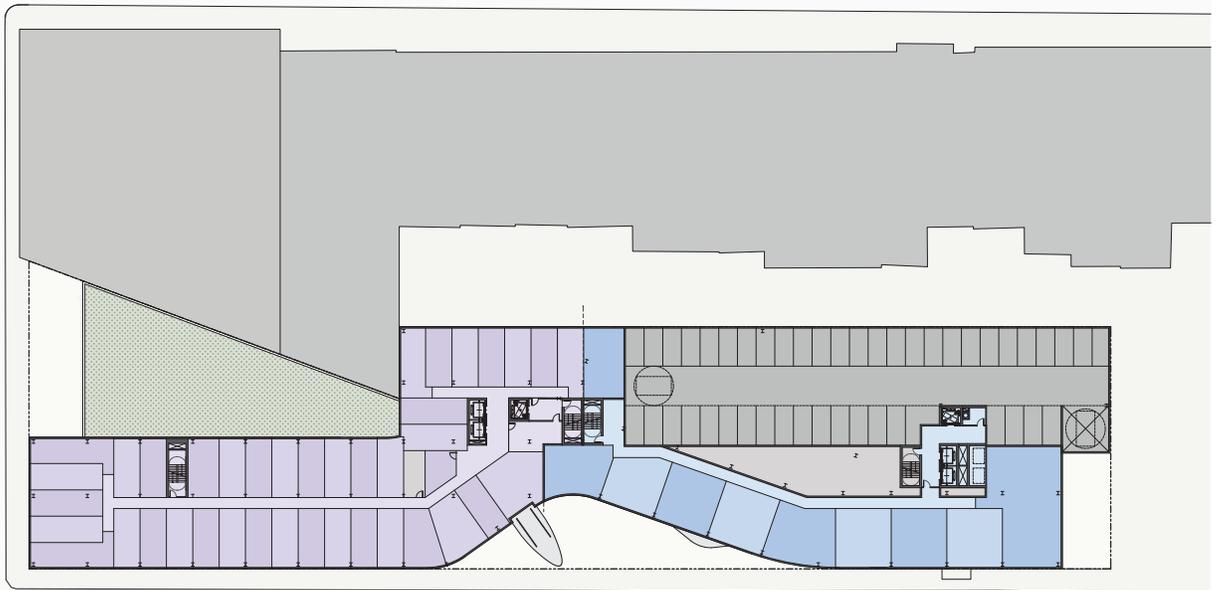


- Residential Amenity
- Retail
- Hotel Amenity
- Public/Community
- BOH/MECH
- Parking

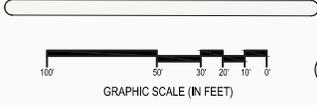


SECOND FLOOR LEVEL + MEZZANINE
SCALE NTS

PEEBLES BOSTON - 11/7/2014

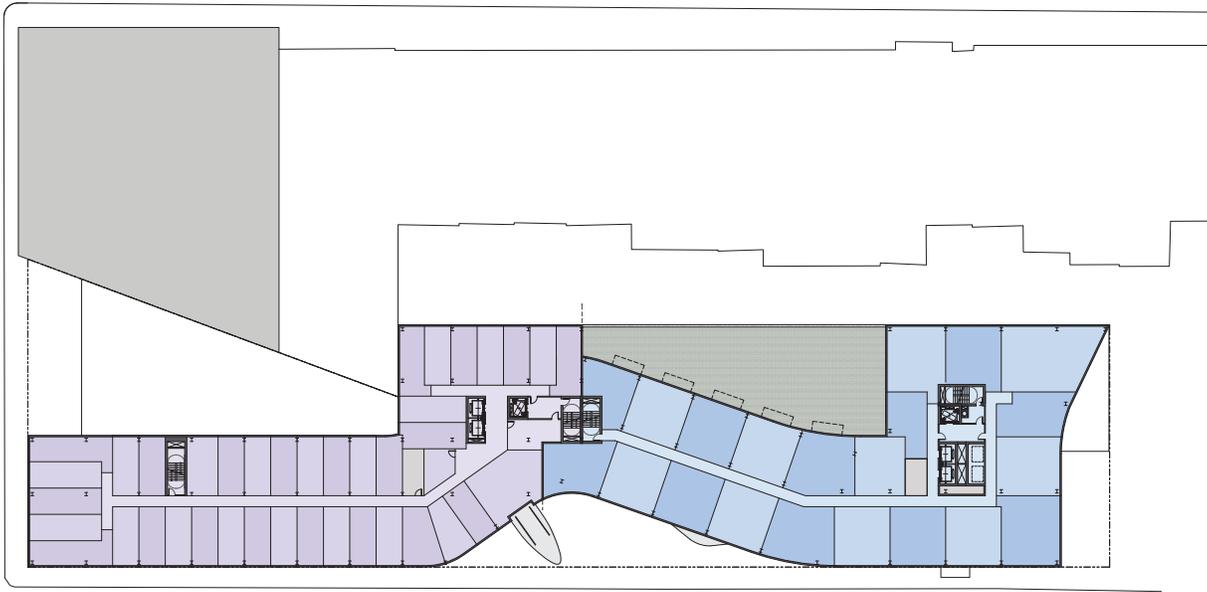


- Residential
- Hotel
- Green Roof
- BOH/MECH
- Parking



THIRD FLOOR LEVEL
SCALE NTS

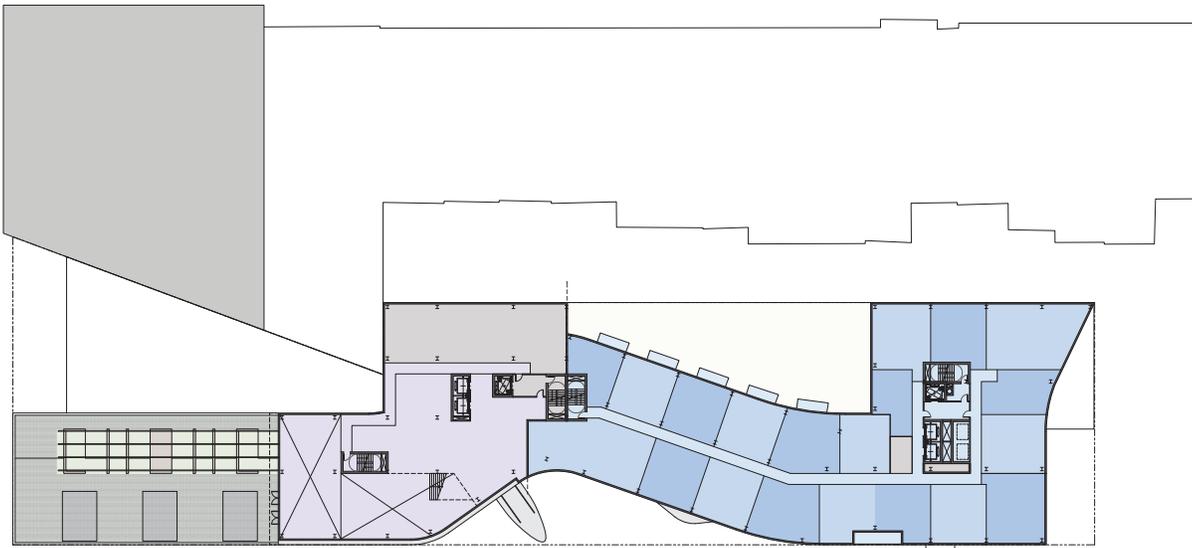
PEEBLES BOSTON - 11/7/2014



FOURTH FLOOR LEVEL (5TH - 6TH SIM)
SCALE NTS

- Residential
- Hotel
- Roof Terrace
- BOH/MECH

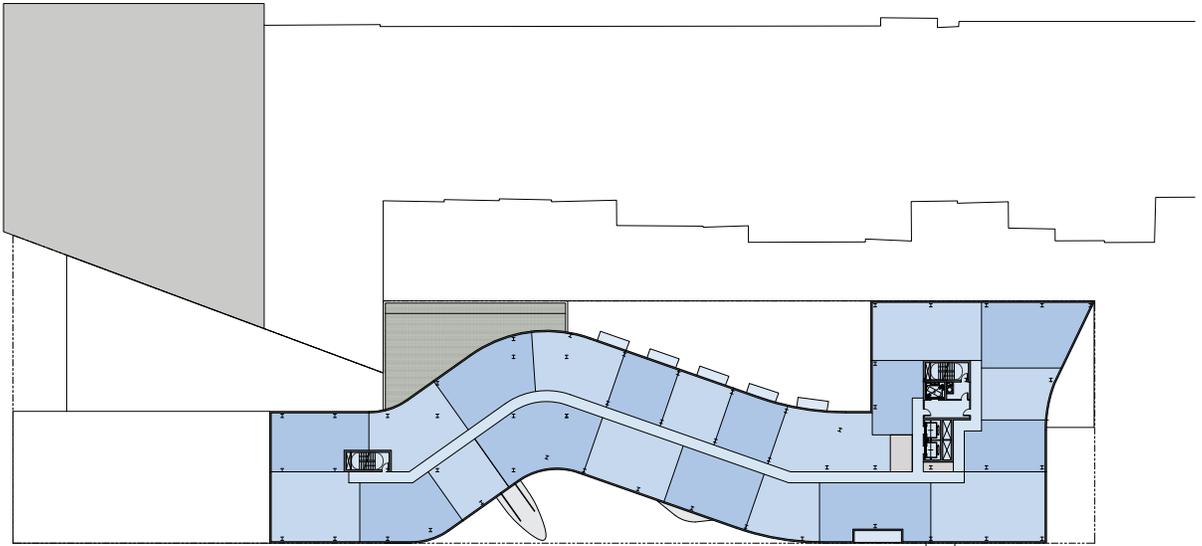
PEEBLES BOSTON - 11/7/2014



SEVENTH & EIGHTH FLOOR LEVEL
SCALE NTS

- Residential
- Hotel F&B
- Roof F&B
- BOH/MECH

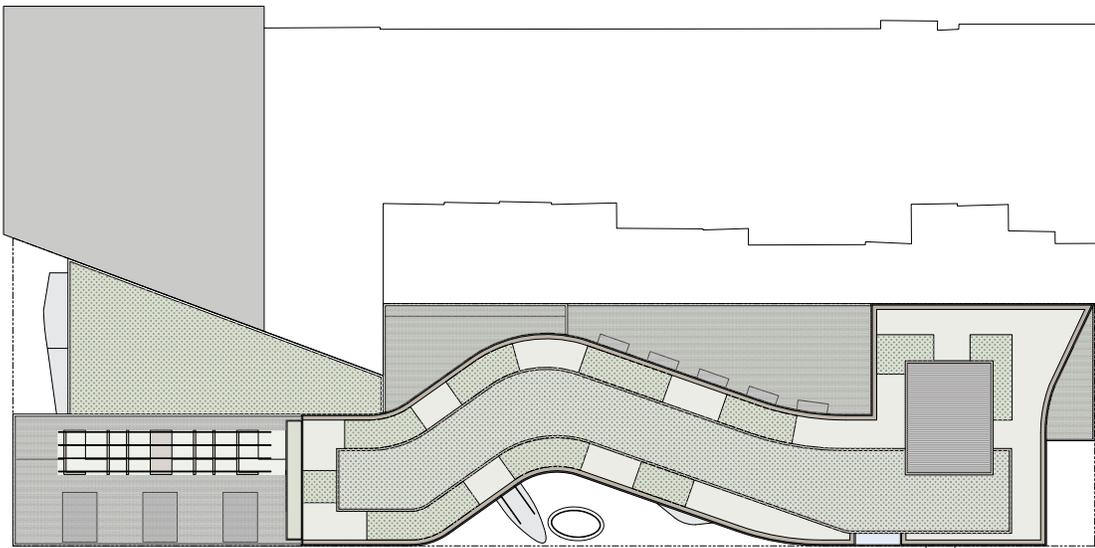
PEEBLES BOSTON - 11/7/2014



NINTH FLOOR LEVEL (10TH - 11TH SIMILAR)
SCALE NTS

	Residential
	Green Roof
	BOH/MECH

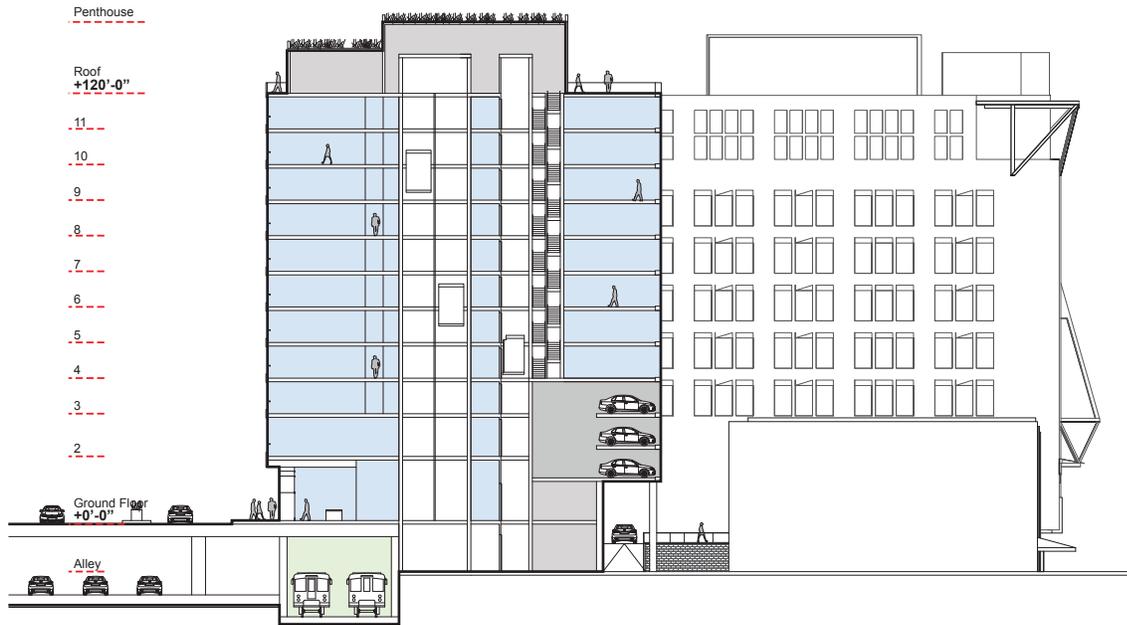
PEEBLES BOSTON - 11/7/2014



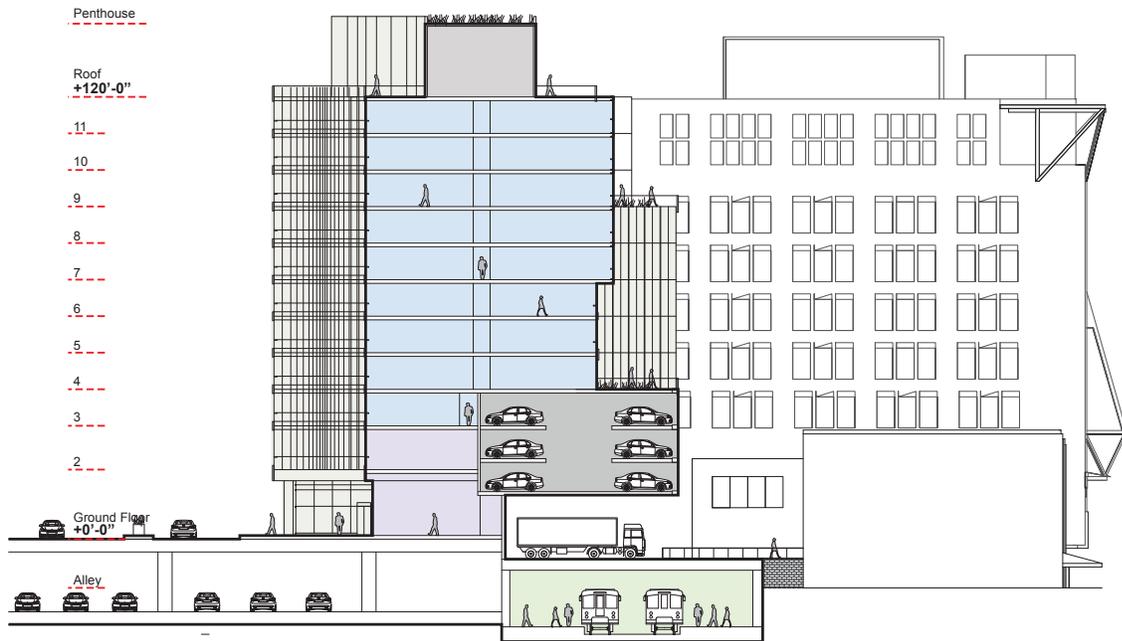
ROOF PLAN
SCALE NTS

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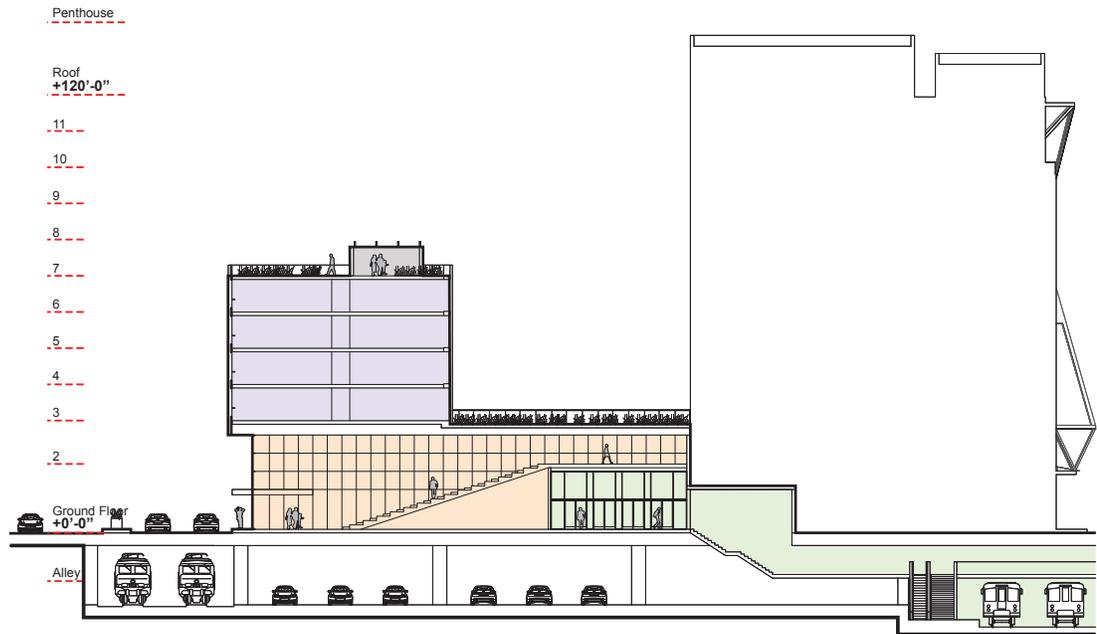
Building and Site Sections



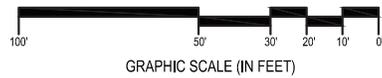
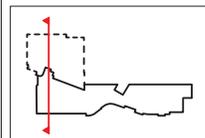
PEEBLES BOSTON - 11/7/2014



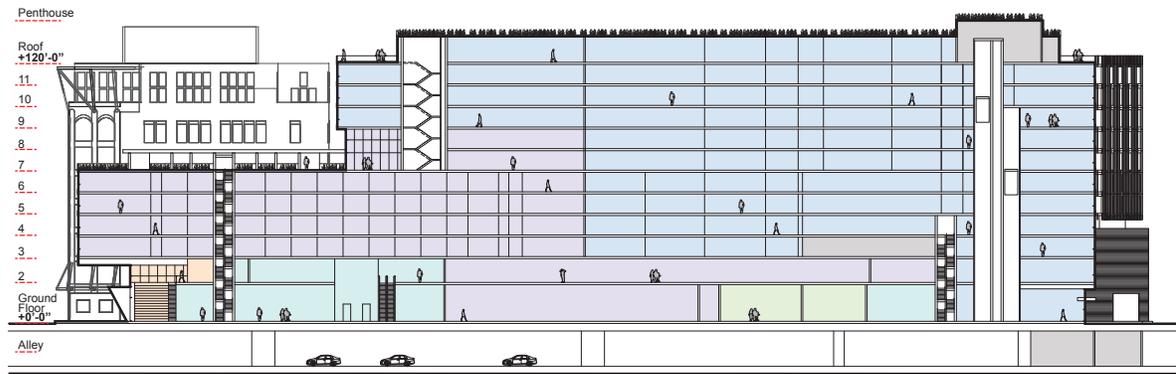
PEEBLES BOSTON - 11/7/2014



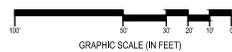
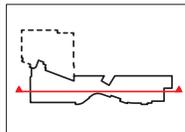
- Public / Community
- Hotel
- MBTA
- BOH/MECH
- Parking



PEEBLES BOSTON - 11/7/2014



- Residential
- Retail
- Public / Community
- Hotel
- MBTA
- BOH/MECH
- Parking

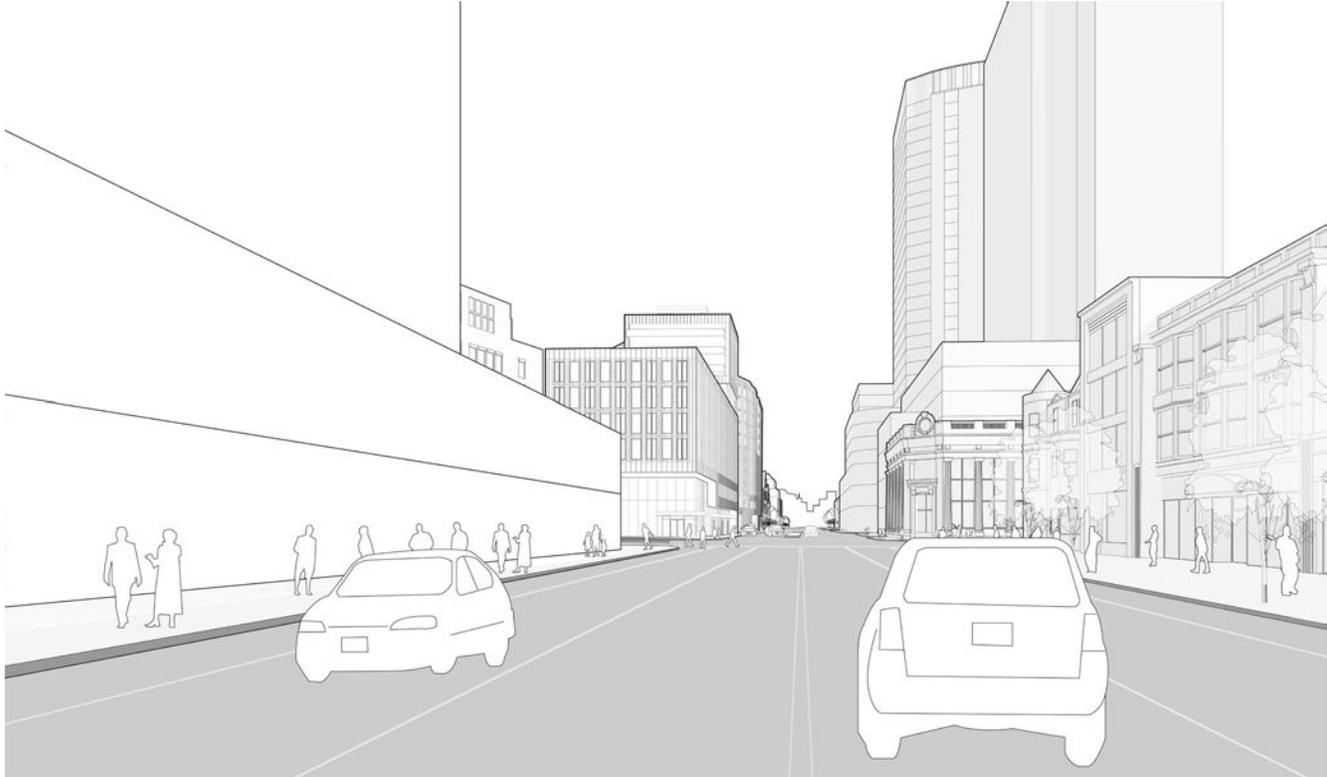


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Specific Building Views



Aerial View from the West. The building form is highly attuned to its larger urban context and sensitive to its immediate neighbors in all directions. Engaging both the Fenway and Back Bay neighborhoods, the massing complements both the historic context as well as new, high-rise development.



Western Approach along Boylston Avenue from the Fenway Neighborhood. The proposed building massing steps down as it reaches toward the Fenway neighborhood, allowing for a softened urban transition along Boylston and active uses overlooking this historic Fenway fabric.



Eastern Approach along Boylston. The softly shifting form of the proposal appears as multiple buildings to break down the scale of the block between Mass Ave and Hereford Street. A regular pattern of openings relates to the traditional mixed use fabric along Boylston Street in the Back Bay.



View from the Intersection of Boylston and Hereford Street: The new building facades compliment the traditional two-story horizontal "datum" of the Fire House and other similar neighborhood facades.



Looking East from the Intersection of Mass Ave and Boylston Street: The plaza “porch” created by the hotel at Mass Ave connects to the scale of the historic buildings across the street.



View from the Southwest Corner of Mass Ave and Boylston Street



Southern Approach along Mass Ave: The Mass Ave plaza creates a threshold transition to the northern Back Bay neighborhood.



Northern Approach along Mass Ave: The plaza "porch" creates a stepped street wall scale transition between the low canopy overhangs at 360 Newbury to the historic facades south of the intersection.



Panoramic View along Newbury Street. The proposed building form serves as a fresh but contextual and variegated backdrop to the historic and bustling life of Newbury's retail and restaurant activity, mediating the new high-rises in the background with the dense mixed use fabric along Boston's favorite retail corridor.

MBTA Integration

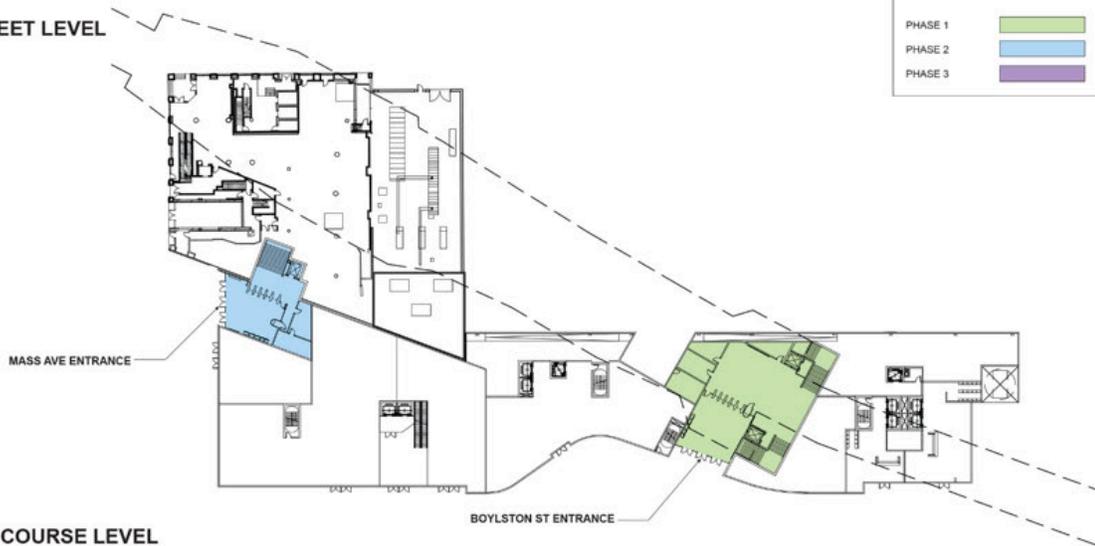


Boylston Street Public Plaza and MBTA Entry. The new public plaza along Boylston Street acts as a wide and porous public entry point to the Boylston T Station. With retail and active hotel amenities flanking the station, the Hynes Convention Center Station will be a world class example of transportation-oriented mixed-use development.

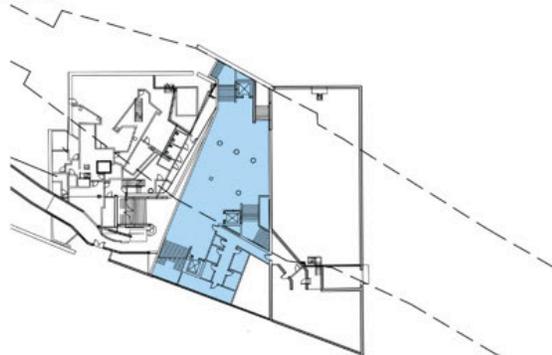
PHASING PLAN

LEGEND	
PHASE 1	
PHASE 2	
PHASE 3	

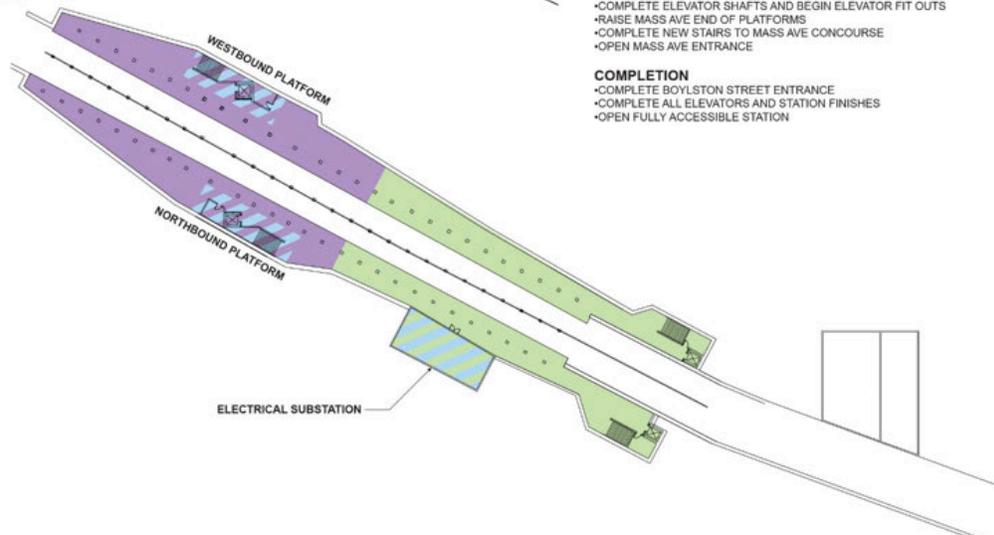
STREET LEVEL



CONCOURSE LEVEL



PLATFORM LEVEL



PHASING NARRATIVE

PHASE 1

- CONSTRUCT PERMANENT STAIRS TO BOYLSTON STREET
- CONSTRUCT FUNCTIONAL ENTRY HEADHOUSE AT BOYLSTON STREET
- BEGIN BOYLSTON ELEVATORS
- BEGIN ELECTRICAL UNIT SUBSTATION REPLACEMENT
- RAISE BOYLSTON END OF PLATFORMS

PHASE 2

- CONSTRUCT TEMPORARY WB STAIR TO MASS AVE CONCOURSE
- DEMOLISH 1/4 OF MASS AVE STAIRS FROM PLATFORM WB & NB
- CONSTRUCT PERMANENT PLATFORM TO CONCOURSE STAIRS
- BEGIN ELEVATOR SHAFTS TO CONCOURSE
- COMPLETE ELECTRICAL UNIT SUBSTATION
- MAINTAIN EXISTING CONCOURSE TO MASS AVE STAIRS
- BEGIN CONSTRUCTION OF NEW CONCOURSE TO MASS AVE STAIRS AND ELEVATOR SHAFT.

PHASE 3

- COMPLETE ELEVATOR SHAFTS AND BEGIN ELEVATOR FIT OUTS
- RAISE MASS AVE END OF PLATFORMS
- COMPLETE NEW STAIRS TO MASS AVE CONCOURSE
- OPEN MASS AVE ENTRANCE

COMPLETION

- COMPLETE BOYLSTON STREET ENTRANCE
- COMPLETE ALL ELEVATORS AND STATION FINISHES
- OPEN FULLY ACCESSIBLE STATION

The Project includes two new Green Line station entrances with significant improvements to the existing entrance on Mass Ave and an important new access point on Boylston Street. The new Mass Ave has been relocated to give back valuable street frontage to 360 Newbury for retail along Mass Ave. Furthermore, the fare collection system has been relocated from concourse to street level to allow for more efficient movement of passengers through the station. This also creates more open and secure space at the concourse level, while giving back additional space to 360 Newbury at the basement level. The Mass Ave entrance has been set back 24' from the face of 360 Newbury Street on a broad sidewalk that will give pedestrians more room to navigate this busy block. Acknowledging that this entrance to the station is an important transfer point between the Green Line and the Number 1 bus, we have given the Mass Ave entrance an iconic expression that reflects the role of the MBTA as a major contributor to Boston's emergence as a global city. Its increased visibility across the Boylston Street/Mass Ave intersection will also make the stop seem more accessible and welcoming.

The reopened Boylston Street entrance represents a more significant improvement to the Green Line system. This station access point will see heavy use given the tremendous investment in the upper Boylston Street neighborhood. To acknowledge the importance of this entrance, a plaza has also been created that is centered with a green oasis and includes an entrance to a hotel that will reflect the vibe of the music schools in the area. The new entrance also includes an ample vestibule that can allow for direct entrances into retail, if desired by the store, cafe, and restaurant tenants that will help activate the plaza and sidewalk.

The proposed Station Improvements will be constructed in three phases, as detailed on page 31.

Community Uses and Public Benefits— Tunes at the “T”

The ground and second floor at the western portion of the site will contain an approximately 6,800 square foot digital music library. The space will aim to capture musical ethos of the surrounding neighborhood by providing students, T riders and Back Bay residents a place to listen (free of charge) to a catalogue of music ranging from Classical to today's popular hits. The space will feature a carefully curated overview of the history of music that will be visible from the exterior as pedestrians meander through the T station and surrounding retail uses. Additionally, the space will offer soundproof music practice rooms that students and musicians can reserve online free of charge. It should

be noted the Tunes at the “T” concept is in embryonic stages. While, we think this would be a great use of the space not only because it references the unique environment surrounding the Viola, but also because it will become a space where the community can gather and interact. It should be stressed, however, that we would like to engage the Back Bay community early on to receive feedback on the proposed usage of the community space.

Employment

Peebles Boston has a deep appreciation of the importance of supporting our communities through providing access to economic opportunities. The development of the Viola is likely to have an immediate and positive catalytic effect on the social, economic and environmental health of the Back Bay neighborhood. We estimate the total development cost of the Project to be over \$300 million, of which over \$220 million will be spent on hard cost-construction related expenses. Construction is expected to generate an estimated 878 jobs with ongoing activity at the Viola generating permanent jobs of approximately 140.

As both a developer and property owner, Peebles Boston will be in a unique position to create short and long term job, apprenticeship and internship opportunities for Boston residents through the Viola's program, which anticipates a 156-key hotel, a retail component, as well as housing opportunities, and space for the community. Peebles Boston is looking forward to working with the City of Boston's initiatives with respect to workforce development and labor policies, including compliance with the Living Wage Ordinance, the Adult Services Unit and the “one stop career centers,” (particularly The Work Place center at 29 Winter Street) and Youth Programs and Services to assist the youth of Boston with career and job training opportunities.

We plan to place a special focus upon advertising employment and apprenticeship opportunities directly to the neighbors of Back Bay. Peebles Boston has made contact with local leaders that have suggested outreach to SkillWorks and partnerships through its workforce development initiatives funded by the Boston Foundation. SkillWorks focus on providing training resources to low-income and low-skilled workers is a goal shared by Peebles Boston. Through the Project, Peebles Boston seeks opportunities in the hotel, retail and building management/maintenance sectors that would promote individuals into “living wage” labor. As mentioned above, we would like to include the community in our final vision.

Permits and Approvals

Peebles has extensive experience with permitting projects of similar size, structure and complexity in multiple cities across the United States. Additionally, our Project Team's experience in the City of Boston, with over 900 projects combined, will arm us with an in-depth understanding of the City's needs and requirements, particularly when it comes to permitting with the Boston Redevelopment Authority, Boston Water and Sewer Commission, Boston Conservation Commission, Boston Transportation Department, and the Boston Public Improvement Commission. We also have extensive experience with the Massachusetts Environmental Policy Act (MEPA) approval process and the Department of Environmental Protection Chapter 91 and Sewer Extension permitting. This experience can save our Team and other key stakeholders time and aggravation by facilitating timely approval processes. Below is a checklist of anticipated permits and approvals:

- ENVIRONMENTAL**
- 1. MEPA
(a) ENF
(b) DPIR/EIR
MEPA
- 2. DEP Sewer Connection Permit
DEP; BWSC
- 3. Water/Sewer plan approval
BWSC
- 4. Limited plans approval
(HVAC)
DEP air
- 5. Cross connection approval
Boston Water and Sewer Commission
- 6. NPDES Construction General Storm Water Permit
EPA/DEP
- 7. State Sewer Connection/ Extension Permit
DEP
- 8. Discharge to MWRA sewer
MWRA
- 9. NEPA/Federal Funds Applicability
- HISTORIC**
- State Historic
- ZONING**
- 1. Zoning
PDA Approval and Process Board of Appeal
Zoning Commission/BRA

- 2. Project Notification Form (Article 80)
BRA
- 3. Project Impact Report (Article 80)
BRA
- 4. Preliminary Adequacy Determination
BRA
- 5. Schematic Plan Review
BRA; Boston Civic Design Comm.
- 6. Design Review
BRA
- 7. Citizens Advisory Committee
- 8. Section 18 Finding
BRA
- 9. Development Impact Project Plan
BRA
- 10. DIP Agreement
BRA
- 11. Cooperation Agreement
BRA
- 12. Traffic Maintenance Plan
Boston Transportation Department
- 13. Transportation Access Plan Agr.
Boston Transportation Department
- 14. Construction Management Plan
Boston Transportation Department
- 15. Plan Consistency Cert.
BRA

- 16. Ownership Disclosure
BRA
- 17. Certificate of Compliance (80B-6)
BRA
- 18. Article 85 Demolition Delay
Boston Landmarks Commission
- 19. Article 37 –
LEED Requirements
- PARKING**
- 1. Parking Freeze License
Boston Air Pollution Control Comm.
- 2. Permit to Erect, Maintain
Parking Garage
Boston Committee on Licenses
- 3. Flamm. Storage Lic. (garage/
generator diesel)
Boston Comm. Lic./Boston Fire Dept
- 4. Open Air Parking License
Boston Transportation Dept.
- 5. Parking

- JOBS**
- 1. Boston Residents Constr.
Employment Plan
BRA, Boston Employment Commission
- 2. MOU re: jobs
EDIC/Jobs & Community Service
- 3. First Source Agreement
EDIC/Jobs & Community Service

- OTHER**
- 1. FAA Height Restriction
FAA
- 2. Mass DOT curb cut
Mass DOT

- CONSTRUCTION**
- 1. Demolition Permit
ISD
- 2. Foundation Permit
ISD
- 3. Building Permit
ISD
- 4. Local Curb Cut Permit
PIC
- 5. Street and Sidewalk
Occupation Permit
PIC
- 6. Specific Repair Maintenance,
License
PIC

- 7. Temporary Earth Retention License
PIC
- 8. Occupancy Permit
ISD

- NOTICES**
- 1. 10 working day pre-asbestos removal notice
DEP air; Dept. of Labor & Industries
- 2. 10 working day pre-asbestos removal notice
EPA
- 3. 10 working day pre-construction notice
DEP air
- 4. Notice of start (24 hours)
Inspectional Services Department
- 5. Notice of start (48 hours)
(O/C § 29)
Boston ConComm
- 6. Dig-Safe (O/C § 47)

- MCP**
- Varies based on contamination levels
DEP

Schedule

Peebles Boston has developed a preliminary project schedule. The schedule outlines the necessary steps starting from RFP submission and through occupancy. The Team looks forward to a collaborative process with all stakeholders during the negotiation, approval, design and construction process.

	Start	Duration (mos)	Finish
MassDOT/RFP:			
RFP Submission	Nov-14		
MassDOT Developer Selection	Nov-14	3	Feb-15
Term Sheet Negotiation, Board Approval & Execution	Feb-15	2	Apr-15
Development/MBTA Station Agreement Negotiation & Execution	Apr-15	3	Jul-15
Developer Due Diligence	Jul-15	4	Nov-15
State & City Approvals:			
Development Plan	Nov-15	2	Jan-16
MEPA & Article 80 Review Start	Jan-16	1	Feb-16
Prepare and File MEPA ENF & BRA PNF	Feb-16	2	Apr-16
Public Comment Period on ENF & PNF	Apr-16	1	May-16
Receive MEPA Certificate & BRA Scoping Determination	May-16	0	May-16
Prepare Draft EIR/PIR	May-16	4	Sep-16
File Draft EIR/PIR	Sep-16	0	Sep-16
Public Comment Period	Sep-16	3	Dec-16
Receive MEPA Certificate & BRA Preliminary AD	Dec-16	0	Dec-16
Prepare Final EIR/PIR	Dec-16	2	Feb-17
File Final EIR/PIR	Feb-17	0	Feb-17
Public Comment Period	Feb-17	3	May-17
Receive MEPA Certificate and BRA Final AD	May-17	0	May-17
MassDOT Lease Execution	May-17	1	Jun-17
Pre-Construction:			
Hynes Convention Center Station			
Proposal	Jun-17	6	Dec-17
Phase I - Schematic Design (0% to 15%)	Dec-17	4.5	Apr-18
Phase II - Preliminary Design (15% to 30%)	Apr-18	4.5	Aug-18
Phase III - Design (30% to 60%)	Aug-18	4.5	Dec-18
Phase IV - Final Design (60% to PS&E)	Dec-18	10	Oct-19
Bid Phase	Oct-19	7	May-20
Vertical/Air Rights			
Concept Review	Dec-18	3	Mar-19
Schematic Design	Mar-19	2	May-19
Design Development	May-19	3	Aug-19
Construction Documents	Aug-19	4	Dec-19
Bid Phase	Dec-19	1	Jan-20
Master Building Permit: Station & Vertical	Dec-19	3	Mar-20
Construction:			
Station & Deck Construction	Mar-20	15	Jun-21
Vertical/Air Rights Construction	Jun-21	26	Aug-23
Occupancy	Aug-23		

Notes:

- [1] Assumes PDA review and approval process alongside MEPA & Article 80 Review.
- [2] Station and Vertical design process includes MBTA/MassDOT review period.
- [3] Financing start 6 months prior to construction start.

Construction Approach

Our current construction approach anticipates the need for one Turnpike lane of traffic to install high capacity drilled mini piles and reinforced concrete pile caps and median walls and then to use intermittent “rolling shutdowns” to place heavy Street Level structural steel transfer beams above the Turnpike. We will erect Street Level precast floor planks, which will serve as our construction barrier above the Turnpike on off hours. Due to the fact that the existing MBTA tunnel is a very robust reinforced concrete structure, our current approach does not anticipate much in the way of construction limitations on constructing the proposed Project above the Tunnel, although, we are very aware of the need to maintain protected access and egress from the tunnel.

Our conceptual approach will be modified as the Project design is refined through interaction with MassDOT and MBTA.

In regards to utility coordination our civil engineers, Nitsch Engineering, will coordinate efforts with JMA to provide the project Team with comprehensive solutions to site-development issues. By addressing drainage, grading, site utility, and permitting issues in the initial stages of the design process, we will proactively identify and resolve problems before they become critical issues.

The Team prides itself on an integrated, collaborative approach to the site and design. To that end, we recognize the complexity of this specific location and will draw on the past experiences of our qualified Team –complex air-rights project and below grade construction –to employ innovative and comprehensive design and construction solutions.

5.

PROJECT FEASIBILITY AND SUMMARY OF COST INFORMATION

Total Development Costs

Preliminary Estimate of Costs:						
Total Development Costs		\$ / GSF		\$ / ZFA		\$ / Land SF
\$	328,319,340	\$	857.97	\$	880.23	\$ 6,566.39
Total Deck Costs		\$ / GSF		\$ / ZFA		\$ / Land SF
\$	40,000,000	\$	104.53	\$	107.24	\$ 800.00



View from north

25
x
2014



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