

Request for Proposals: Component I Air Rights Parcel 13 & Hynes Convention Center Station

Submitted To:
Massachusetts Department of Transportation



November 7, 2014

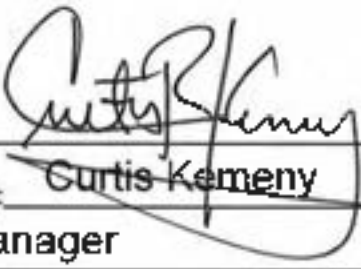

**Boston Residential Group
with Cambridge Seven Associates, Inc. and Kleinfelder**

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: BRG Parcel 13, 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:		WITNESS:	
SIGNATURE:	<u>Curtis Kemeny</u>	SIGNATURE:	<u>Jo Ottman</u>
TYPED NAME:	<u>Curtis Kemeny</u>	TYPED NAME:	<u>Jo Ottman</u>
TITLE:	<u>Manager</u>	TITLE:	<u>Marketing Manager</u>
DATE:	<u>11/4/14</u>	DATE:	<u>11/4/14</u>

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: Curtis Kemeny TITLE: Manager
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ELECTRONIC MAIL: ckemeny@bostonresidentialgroup.com

2 Development Team Qualifications

a. Primary Developer

i. Development entity.

The Project—including two components: the Air Rights Development project (Boylston Place) and the Station Improvements project—will be developed by BRG Parcel 13, LLC, a Massachusetts limited liability company. By and through its Manager, Curtis R. Kemeny, BRG Parcel 13, LLC will enter into the MassDOT Development Agreement and Lease for the property and the MBTA Station Improvements pertaining to the management of the design and construction of the Station Improvements. BRG Parcel 13, LLC is an affiliate of Boston Residential Group, LLC (BRG), of which Mr. Kemeny is also the Manager.

ii. Proposer.

For more than a decade, BRG has been redefining the art of urban living. From Newbury Street to the Navy Yard, BRG's projects give customers an immediate and compelling connection to the city. Creating residences and amenities that blend seamlessly into the neighborhood, Boston Residential Group is at the forefront of urban development.

BRG is an experienced multifamily owner/operator with 3,000 apartment and condominium units and 200,000 square feet of retail space. The company has \$1 billion in market value and \$50M in annual operating budgets and maintains institutional capital relationships with The Carlyle Group, Morgan Stanley, Simon Properties, Freddie Mac, Lehman Brothers, Merrill Lynch, ING, Capmark, Brookfield Real Estate Partners, Citizens Bank, Prudential Real Estate, and Barclay's Bank.

Led by Curtis R. Kemeny, BRG's team blends extensive local market knowledge with innovative design that makes every property stand out in the market.

All Ongoing Projects

- **Copley Tower**, a 52-story MassDOT air rights project in partnership with Simon Property Group, valued at \$750M dollars is fully permitted and scheduled to begin construction in 2015. It includes a new flagship Neiman Marcus store, 420 apartments and 120 condominiums.
- **161 Huntington Avenue**, a 3.5-acre site located in Jamaica Plain adjacent to Longwood Medical and Academic Area (LMA) and the Emerald Necklace park system, is currently under construction. The \$82M project with The Carlyle Group includes 196 apartments and 175 parking spaces serving the LMA and Harvard Medical School market.
- **319A Street**, a five-story, 48,000 sf gut rehabilitation conversion of an historic warehouse into 48 luxury loft condominiums and ground floor retail space. Currently being permitted, this \$30M project has construction completion expected in 2016.
- **Harrison Avenue**, a one-acre parcel in Dudley Square, is slated for development into 275 units of workforce rental housing with 40,000 square feet of retail space.



360 Newbury Street Developed by BRG

Past Development Experience and Examples of Similar Projects

- **360 Newbury Street**, located at the corner of Newbury Street and Massachusetts Avenue in the Back Bay. Completed in 2006, this 129,000-square-foot \$90M project included converting office space to 54 luxury loft condominiums and leasing 46,500 sf to Best Buy on three floors of retail space.
- **Church Park Apartments**, located on Massachusetts Avenue in Back Bay across from Christian Science Church and next to Symphony Hall, is valued at over \$350M. BRG transformed this 1970s property into a full-service, 508-unit luxury doorman building with modern interior finishes, state-of-the-art amenities, and superb resident services, as well as 150,000 square feet of retail space and 550 parking spaces.
- **285 Columbus Avenue**, located at the corner of Columbus Avenue and Clarendon Street in the South End, includes 63 luxury loft condominiums and 10,000 square feet of retail space in a \$75M project with direct access to the Back Bay MBTA Station, Copley Place, and the South End.
- **1008 Massachusetts Avenue**, a Cambridge high-rise built in 1999 includes 65 luxury, full-service rental units, 75 parking spaces, and first floor retail.
- **1280 Massachusetts Avenue**, a 50,000-square-foot office building with 15,000 square feet of retail space and a parking garage located in Harvard Square, Cambridge.

Curtis R. Kemeny, CEO and President of Boston Residential Group, will lead the Project. Mr. Kemeny grew up in Brookline, MA in his family's real estate business, and has led the development and management of over 5,000 residential units valued at over \$2B during his thirty year career. Mr. Kemeny has a wide range of development and management experience that includes new construction of apartments and condominiums, adaptive reuse projects, apartment repositioning projects, condominium conversions, office repositioning projects, and retail development. The vast majority of his experience is in mixed use developments in downtown Boston, many of which are adjacent to public transportation. Mr. Kemeny's full resume is included in Component III.

BRG intends to actively seek joint venture partners for the financing and development of Boylston Place, and the Air Rights Development portion of the Project, as it has successfully done for all of its development deals. BRG has included Landmark Properties of Athens, GA in this proposal as a potential partner for the student housing component and BRG is working with Holliday Fenoglio Fowler (HFF) to secure institutional joint venture equity and construction debt for the project.

BRG is uniquely qualified to develop Boylston Place for the following reasons:

- As the developer of 360 Newbury Street, BRG has thirty years of experience with the building, its residents, and its retail use. 360 Newbury's physical structure is integral to the reconfiguration of the Hynes / Auditorium MBTA Station and the Massachusetts Avenue Bus Stop.
- BRG is proposing a development solution that maximizes the economic and civic value of the site by combining the existing retail space at 360 Newbury with new retail space in Boylston Place, thereby connecting the Newbury Street retail corridor with the Boylston Street retail corridor in the Back Bay.



Church Park Apartments
Development led by BRG

- By optimizing the use of the site, this development concept creates uniquely favorable economics which can be shared with MassDOT.
- Boylston Place is a gateway site that reconnects Boston's Fenway and Back Bay neighborhoods and embraces public transportation, retail, hotel and student housing.
- BRG's team includes Tishman/AECOM and Kleinfelder, both of which have decades of MassDOT and MBTA project experience. AECOM is MassDOT's partner in bridge repair and restoration projects, bringing expertise to the engineering and sequencing of the work required to complete the project. Kleinfelder is a trusted architect for MBTA projects with intimate familiarity with this station.

b. Construction Manager / Project Manager

Construction Manager/Project Manager Services

Tishman Construction, an AECOM Company, will provide the required integrated CM/PM services for the Project. Tishman will serve in two specific capacities: as BRG's Construction Manager (CM) for the Air Rights Development and as Project Manager (PM) for the Station Improvements.

AECOM Transportation, in light of its substantial and relevant experience with MassDOT related work, will serve as the team's in-house Platform Logistics Coordinator, providing the technical expertise needed to plan, coordinate and execute the Parcel 13 platform activities in accordance with MassDOT's high standards and expectations and in conjunction with the future work planned for the Boylston Street and Massachusetts Avenue bridges.

Experience

Tishman Construction Corporation specializes in the construction of complex, iconic projects such as the World Trade Center in New York and One Congress Street in Boston. Tishman is a national leader in providing At-Risk construction and Owner's Project Management services on new building projects and renovations in greater Boston. Founded in 1898, Tishman is responsible for the construction of more than 500 million square feet of space across the U.S., and has maintained an active presence in New England for more than 30 years with projects such as the Logan Airport Hilton Hotel, the Boston Convention and Exhibition Center, the Grandview Residences, Yotel at Seaport Square, the Ames Hotel, as well as metropolitan transportation facilities for the MBTA, New York City Transit, Amtrak, NJ Transit and many similar agencies.

AECOM is a leading global provider in transportation services. Locally, AECOM has a long-standing relationship with MassDOT and the MBTA and has provided a wide range of services on all types of projects. AECOM serves as MassDOT's Program Manager for proposed repair work to the Boylston Street and Massachusetts Avenue bridges, which are directly adjacent to Parcel 13. AECOM has strong working relationships with the MBTA's Design and Construction department and will leverage the experience gained on Assembly Square to efficiently design and coordinate the Parcel 13 air rights platform.



World Trade Center Transit in New York
Constructed by Tishman



Ames Building renovation by Tishman
Designed by C7A



Grandview Residences Constructed by
Tishman

The Tishman / AECOM team will be led by **Jeff Eamer, PE, Project Executive**. With more than 28 years of experience managing highly complex, fast-track construction projects, he will oversee the daily administration of assigned projects, including design team coordination, budget development, procurement, and construction phase project execution. Jeff served as Tishman's Project Executive for pre-construction services for the 1.2 million sf Columbus Center air rights development.

Under Jeff Eamer's supervision, **Alleyn Alie, PE** will lead the Station Improvements' construction effort. Alleyn has more than 33 years of experience in the delivery of construction, program, and construction management services for buildings and major transportation projects, including the MBTA's World Trade Center Station and Tunnel in South Boston. As a Project Manager, he is skilled in managing complex projects from design through bid and construction. Alleyn has significant experience working with private, public and federal clients including MassDOT, MBTA, Amtrak, CSX, FHWA, FTA, GSA and EPA, and in delivering LEED Gold projects.

Tishman Construction Comparable Projects

- **114 Mount Auburn Street**, Cambridge, MA. Tishman currently serves as General Contractor for a new 7-story, 70,000-square-foot commercial office building in Harvard Square. This Carpenter & Company project includes modifications to the south end of the MBTA substation located on Bennett Street as well as site improvements on both Mt. Auburn Street and Bennett Street. The construction value of the core and shell is estimated at \$35 million with a schedule beginning in February, 2014 and anticipated completion in June, 2015.
- **World Trade Center Transit Hub**, New York, NY. Tishman also serves as the CM for the World Trade Center Transportation Hub. Upon completion in 2015, the \$3 billion Hub will serve over 200,000 daily commuters and millions of annual visitors from around the world. At approximately 800,000 square feet, the Hub will connect commuters to 11 different subway lines and will represent the most integrated network of underground pedestrian connections in New York City.
- **Godfrey Hotel**, Boston, MA. Tishman is serving as CM to redevelop for Oxford Capital, LLC's redevelopment of two historic office buildings into a 238-key lifestyle hotel in downtown Boston. The existing structures are located above the Orange Lines' Temple Place Station, adding to the complexity of the project. Construction cost is \$60 million and the project is scheduled for a September 2015 completion.

AECOM Comparable Projects

- **Green Line Extension**, Boston, MA. AECOM is the lead design and engineering firm in a Joint Venture to provide Final Design and Construction Phase Services for 7 stations, 4.5 miles of Light Rail tracks and a Vehicle Maintenance facility. The project value is \$920 million, and is scheduled to be completed in two phases (2017 and 2020). The client is MassDOT / MBTA.
- **Assembly Square Station** and rehabilitated **Oriented Heights Station**, Boston, MA. On Assembly Square Station, AECOM worked directly for the Assembly Row Developer and worked closely with the MBTA to ensure that the \$32M station met all MBTA standards and was coordinated within the development. The project cost was substantially completed in September 2014.



One Dalton Luxury Hotel and Residences
Designed by C7A

Bonding Capacity

Tishman / AECOM maintains a bonding capacity of \$2.5 billion.

c. Station Improvements Designer

Please see the separate sealed package labeled “**Station Designer Proposal.**” Kleinfelder is the Station Designer, as described in more detail below. The studies for both the MBTA Hynes Accessibility Upgrades and the MassDOT Parcel 13 Air Rights Development were completed by the Kleinfelder team and their consultants. In the course of these studies the team has developed a thorough understanding of the physical, functional and ownership relationships between 360 Newbury, Hynes Station, MBTA sub-stations and the proposed air rights development site.

d. Other Team Members

To supplement Boston Residential Group’s in-house capabilities, a Project team has been assembled to work on this important, signature development site for the Back Bay. The team brings a unique depth of relevant and successful experience and includes Tishman / AECOM and Kleinfelder, both of which have decades of MassDOT and MBTA project experience. The team has been chosen for their expertise in working on similar undertakings and is composed of the companies described below. BRG is committed to securing meaningful participation by Disadvantaged Business Enterprises (DBEs) including Minority Business Enterprises (MBEs) and Women-owned Business Enterprises (WBEs) on the Project team and will comply with MassDOT and MBTA diversity requirements in contracting the Project including by engaging team members such as Samiotes, a WBE, Keville Enterprises, a WBE; RM Engineering, Inc., a DBE; and Nitsch Engineering, a WBE. Full company overviews, resumes and project experience is included in Component III.

d.1 Architect - Cambridge Seven Associates, Inc. (C7A)

Company Profile: Cambridge Seven Associates, Inc. (C7A) is based in Cambridge, Massachusetts, with a staff of 60 people, including registered architects, planners, LEED Accredited Professionals, exhibit designers, and graphic designers. C7A has received dozens of awards, including the prestigious National AIA Firm Award, and is internationally acclaimed for its innovative work in architecture, urban design, transportation, planning, and interior design. **Role:** C7A will serve as the project architect for the Air Rights Development. **Key Individuals:** Gary Johnson, AIA, Principal and Stefanie Greenfield, AIA, LEED AP, Principal. **Ongoing Projects:** Tremont Crossing Mixed-Use Development, Boston; Williams College Inn, Williamstown, MA; Conductors Building, Cambridge; One Dalton Luxury Hotel and Residences, Boston; and Thirty Dalton Residences, Boston. **Examples of Similar Projects:** Yawkey Center for Outpatient Care at Massachusetts General Hospital; Belvidere / Dalton Towers, Boston, MA; and MBTA Ashmont Station, Boston, MA.



Lechmere Station Green Line Extension
Designed by Kleinfelder



Copley Tower developed by BRG
Structural engineering by McNamara/Salvia

d.2 Station Improvement Designer - Kleinfelder

Company Profile: Founded in 1961, Kleinfelder is a recognized leader in projects for transit authorities and transportation agencies. The Kleinfelder team has a history of successfully designing transportation facilities that are useable by all people. Leveraging extensive expertise, they turn conceptual designs into functional, safe, and efficient transportation systems. **Role:** Kleinfelder will serve as the project architect for the Station Improvements. The Kleinfelder lead will work directly with the MBTA and its departments in developing the design for the Station Improvements. To assure MBTA client focus, the Station designer is separate and independent from the Air Rights Development design team. The Station team will coordinate with the Air Rights team regarding the design requirements for the enclosure of proposed station elements within the air rights footprint. The Station team will coordinate the exterior appearance of the proposed Hynes Station entries and lobbies with the Air Rights team to ensure that they relate and contribute to the aesthetic success of the proposed Air Rights component while providing an easily maintained, durable transit facility. **Key Individuals:** Andrea d'Amato, Transportation Group Principal and Michael Epp, Architectural Leader. **Ongoing Projects:** Parcel 13 Hynes Accessibility and Air Rights Study, Boston, MA; Green Line Extension Stations - 7 Stations, Boston, MA; Downtown Crossing Redundant Elevator Project, Boston, MA; Harvard / Park / Porter / State Redundant Elevator Project, Boston, MA; and Wollaston Station Improvements, Quincy, MA. See Station Designer Proposal for more information. **Examples of Similar Projects:** Charles / MGH Red Line Station, Boston, MA, Lead Architect for Station; South Station Transportation Center (Bus Terminal), Lead Architect for Air Rights Bus Facility over active Commuter Rail and Amtrak trains, Boston, MA; and World Trade Center-Silver Line Station, Boston, MA.

See Station Designer Proposal for more information.

d.3 Tunnel Engineer - Hatch Mott MacDonald (HMM)

Company Profile: HMM is an award-winning full-service engineering firm with headquarters in Iselin, New Jersey, and 75 offices across Canada and the US. HMM serves a diverse range of market sectors including the transportation market, where it provides services in tunnels, rail and transit, rail systems, bridges and highways, and aviation. HMM is recognized as one of North America's premier tunneling and transit engineering firms. **Role:** HMM will provide specialist Tunnel Ventilation and Fire/Life Safety engineering. **Key Individuals:** David Newman, PE, Fire/Life Safety Specialist and Norris Harvey, PE. **Ongoing Projects and Examples of Similar Projects:** ADG Scotia II's Tunnel Ventilation and Fire/Life Safety Engineer for the development of Parcels 12, 14 and 15 and Specialist engineering services for many similar air-rights projects in North America and around the World, including the stalled Columbus Center Project.

d.4 Structural Engineer – McNamara/Salvia, Inc.

Company Profile: McNamara/Salvia, Inc.'s experience spans from New England to the high-seismic regions of California and Mexico City, to the hurricane climate of South Florida. The company engineers all types of building structures including



Atlantic Wharf
Structural engineering by McNamara/Salvia

world-class high-rise towers, commercial, residential and mixed use developments, and air rights projects. **Role:** As the project's structural engineer, McNamara/Salvia will be responsible for the building's structural design with a focus on providing loads and horizontal shears from wind and earthquake. **Key individuals:** Joseph Salvia, PE and John Matuszewski, PE. **Ongoing Projects:** The Victor, Boston, MA and Seaport Square Parcel J, South Boston, MA. **Examples of Similar Projects:** Hynes Convention Center Parcels 12, 14, & 15, Boston, MA; Copley Tower, Boston, MA; One Canal, Boston, MA.

d.5 Legal Counsel - Goulston & Storrs

Company Profile: With nearly 200 lawyers across multiple disciplines, Goulston & Storrs is a real estate powerhouse with leading-edge corporate, capital markets, finance, and litigation practices. Goulston & Storrs has extensive experience working with MassDOT and the MBTA on complex real estate projects. **Role:** Goulston & Storrs will serve as project counsel, representing the proponent in all aspects of the Project in which legal services are required, including entering into a development agreement and lease with MassDOT and obtaining required public approvals. **Key individuals:** Matthew Kiefer, Esq. and Frank Litwin, Esq. **Ongoing projects:** The Merano—Central Artery Parcel 1B, Boston, MA and Samuels/Weiner Joint Venture—Turnpike Air Rights Parcels 12 and 15, Boston, MA. **Examples of Similar Projects in Boston:** South Station Air Rights; Columbus Center; and Greenway Ramp Parcels.

d.6 Student Housing Consultant - Landmark Properties, Inc.

Company Profile: Landmark Properties, Inc. is a fully integrated real estate company specializing in the acquisition, development, construction and management of premier student housing communities located throughout the United States. Since its inception in 2004, the company has developed 10,460 beds and has 2,984 beds under construction. **Role:** Landmark will work with the team on the student housing portion of the project. **Key Individuals:** J. Wesley Rogers, President and CEO and James Whitley, Vice President and COO. **Ongoing Projects:** The Retreat at Corvallis, Oregon State University—1,016 beds; The Standard at St. Louis, St. Louis University—465 beds; and The Retreat at Louisville, University of Louisville—656 beds. **Examples of Similar Projects:** The Retreat at Denton, University of North Texas—492 beds; The Retreat at Raleigh, North Carolina State University—554 beds; and The Retreat at Newark, University of Delaware—597 beds.

d.7 Sustainable Design Consultant: Andelman & Lelek Engineering, Inc.

Company Profile: Andelman and Lelek Engineering, Inc., a WBE, is an engineering consulting and design firm specializing in building energy modeling, energy efficiency studies, LEED analysis, design of energy efficient HVAC systems, and facilities planning and sustainable building development as related to mechanical systems. Other services include commissioning for buildings where the emphasis is on energy-efficient operation of the building and daylight modeling. **Role:** Andelman and Lelek Engineering will be the sustainability consultant. **Key Individuals:** Michael Andelman, PE and Lance Brown, PE, CEM. **Ongoing projects:** 8 Newbury Street, Boston, MA; 600 Harrison Avenue, Boston, MA; and UMASS

2 Development Team Qualifications



Lowell Business School, Lowell, MA. **Examples of Similar Projects:** Zumix, Boston, MA; Bartlett Center Admission Building, Worcester Polytechnic Institute, Worcester, MA; and Genzyme New Life Science Building, Framingham, MA.

Additional Consultant Materials

Other firms included on the Project Team are listed below, with more detailed information included in Component III.

Halvorson Design Partnership, Inc.: Landscape architect including construction, design, and documentation for urban streetscape/hardscape planting, green roof, and over deck areas.

WSP: Mechanical Electrical and Plumbing (MEP) engineer including mechanical, electrical, plumbing and fire protection, and tel-data and security services.

Haley & Aldrich: Geotechnical and environmental engineering consultants providing geotechnical and environmental guidance to the team from schematic design through contract documents.

HSH: Transportation planning and traffic engineering consultant.

Nitsch Engineering: Civil engineer.

Epsilon Associates: Permitting consultant providing Article 80 Large Project Review and MEPA experience.

Holliday Fenoglio Fowler: Fundraising consultant.

KVA: Owner representative services helping to assure that all aspects of the project are managed to the highest expectations relative to controlling budget, schedule, and quality.

Samiotos: Project Surveyors, which at first would entail documenting grades, utilities, and all other site elements (building footprints, vegetation, pathways, etc.).

3 Construction Management/Project Management

The overall management approach is to have two independent but coordinated teams managing the two components of the Project and to integrate the Project's two components from a design and construction management point of view, while maintaining completely independent cost accounting processes. Under the leadership of **Jeff Eamer**, PE, Project Executive, AECOM/Tishman will provide two qualified and independent teams to manage the two major components of the Project:

- 1) Platform over the Massachusetts Turnpike and the Building Structures (the Platform); and
- 2) Station Improvements including electrical work.

Management Approach for Design and Construction

From early budgeting and coordination to design management, procurement and construction, each team will focus on its primary project responsibilities. Through shared leadership, each team will fully coordinate its work to ensure the proper planning and logistical considerations are provided for in each component. Having one company/one leader responsible for managing the two major efforts will



Liberty Hotel. MEP Engineering by WSP
Designed by C7A



MGH Yawkey Center for Outpatient Care
Civil Engineering by Nitsch, Designed by C7A

significantly enhance communication between team members, improve project planning and greatly expedite project execution.

1) Platform and Buildings (Air Rights Structures)

A. Platform Design Logistics and Construction

A critical part of the project is planning the design and construction of the Platform. The process will require input from stakeholders who are uniquely aware of the procedures and protocols of MassDOT, the inherent challenges of building over the Massachusetts Turnpike, and coordinating ongoing MassDOT and MBTA operations including station egress. Force accounts, design reviews and approvals, logistics planning including lane closures, and other means and methods required for the project must all be identified and understood in order to obtain project approval and final sign-off. To this end, AECOM Transportation will serve as the project's Platform Logistics Coordinator which will significantly expedite the planning process.

B. Building (Air Rights Structures) Design and Construction

Critical to the building design is coordinating building structure requirements with those required of the Platform. Early design work contemplates integrating major trusses into the above-grade building frame, which could result in cost and time savings for the project. The project team will also prioritize maintaining public access to the Station at all times. During construction, the comprehensive logistics approach will leverage the newly created Platform areas as well as the existing and future MBTA access through 360 Newbury Street, alleviating what otherwise would be a significant project challenge.

2) MBTA Station Improvements Project - A Special Component

Tishman will serve as Air-Rights Construction Manager and Owner's Project Manager (OPM) for the design, procurement and renovation of the existing Hynes Station. Reporting directly to Jeff Eamer, PE, the Project Director, Alleyn Alie will lead the Station Improvements effort.

To manage the electrical and Station Improvements work, the Proposer will develop General Contractor prequalification and bid procedures in compliance with MBTA procurement policies, and will provide competent field supervision to ensure the work is completed to MBTA standards. The team will be fully involved during the design of the project and develop effective work plans, including staging and logistical plans to ensure work does not adversely affect daily commuters or operations. Safety procedures will be developed that will factor the needs of the project, the public and the residents of 360 Newbury Street, who will be closely involved with project planning and execution. Equipment lists and detailed job-specific checklists for ensuring compliance with the contract documents and MBTA's requirements for material testing and quality control will be created. During construction, skilled staff will manage the contractors' performance, assist in adhering to the approved project schedule, and work to resolve complex technical and contracting issues to ensure budget compliance and on-time delivery of the Hynes Station portion of the project. Additionally, the team will play a critical role in managing the public's access to the station through 360 Newbury Street.

Managing the two Projects to Ensure Integration and Timely Project Delivery

With respect to permitting, review, and design development, the Air Rights Development and the Station Improvements will be thought of as one Project by the

design teams. In addition to the standard MBTA project control review deadlines and phase reviews, Tishman, Cambridge Seven Associates and Kleinfelder will be responsible for integrating the station and air rights design and construction teams' schedules and coordinating work product.

To reduce risk and areas of design uncertainty, the team will:

- Thoroughly understand issues with Turnpike work zone restrictions/hours of operation;
- Design Air Rights deck components for rapid assembly using pre-fab just-in-time methods; and
- Hold weekly coordination reviews between Station and Air Rights scheduling consultants.

Management and Financial Controls to Ensure that each Component Remains Financially Independent

Beginning day one of the Project, Tishman will utilize its proprietary cost management system called 'Tishman Tracker.' Tracker is designed to manage projects that have multiple cost centers or funding sources, such as this project. Utilizing this web-based system, the team will assign a unique number to each of the two components of the Project and project subcomponents as may be requested. All RFPs, contracts, expenses, and invoices will be catalogued by project component. At any time, the MBTA will be able to view an online Cost Report for the Station Improvements component, showing only the costs associated with that scope of work.

Coordination of Design and Construction of Station Improvements and Air Rights Development with MBTA and MassDOT

Alleyn Alie, PE will lead the design coordination and approval process for both the Air Rights and the Station Improvements components and will take the following steps:

- Establish a representative from the MBTA and MassDOT to be part of the design process both to ensure that the right people are at the table and to establish a daily understanding of issues and design and construction progress;
- Clearly identify in the Project Schedule the planned design deliverable dates and MBTA review periods; and
- Define an Approval/Sign Off process that allows sufficient time for questions by the MBTA, design revisions and design document updates.

Team's Approach to Development of Strong Design for the Station Improvements as described below:

- Understand the needs of the MBTA and design to those needs;
- Task senior designers with the concept development and have them conduct rigorous reviews as work progresses;
- Foster a team make-up evincing a strong personal commitment to the improvement of transit and the urban design of Boston;
- Design the station to be a good neighbor, a gateway to the Back Bay and the Hynes Convention Center; and
- Make material and detailing choices based on long term durability, maintainability and a timeless aesthetic.

Integration of transit in a vibrant mixed-use complex and district as described below:

- The station should be of equal quality and importance as the mixed-use program. The transit component brings value to the development site and the station will be designed from that perspective.
- Station design should evoke the same level of sophistication as the retail development.

Excellence in the passenger environment within and outside the station as described below:

- Design focusing on passenger experience;
- Making the station and experience feel safe;
- Having it feel like it is part of the neighborhood;
- Ensuring that it is universally accessible; and
- Providing clear orientation throughout the station.

Ability to balance complicated coordination requirements with technical precision while maintaining budget and schedule will be addressed as described below:

- Getting to the right decision quickly by having the right people in the room from the start;
- Designers/Clients/Contractors/Estimators focusing on issues with open discussion; and
- Using “lean construction” principles.

Development of a mature design from concepts provided is described below.

- The Air Rights team and Station Improvements team organizations have an established design process and maintain long-standing professional relationships between the organizational members.
- Use the MBTA as a design partner with ongoing reviews throughout the design process.
- Design teams embrace public review process as a forum for discussion.

Understanding of the structure of MBTA scopes, projects and processes with references to the Model RFP scope, Project Controls and Project Management manuals and procedures provided in the Bid Room

As it relates to Station Improvements, the Station team has extensive knowledge of the MBTA structure, policies, and procedures. Every member of the Station team has worked with the MBTA on their projects, many of which interface with other developments. Bringing a project to successful completion and ultimately beneficial use by the commuting public requires many tools, three of which are detailed below.

Design Development: The team is familiar with the various stages of design development. While working through the Project Office, the team understands the importance of engaging the many relevant departments at the MBTA both through the Project Development Group and on a one-on-one as-needed basis. As well as ongoing focused communication with the MBTA, effective project development requires regular reviews and project team meetings. Most importantly, the team understands that the MBTA has a talented staff who truly knows their system and that timely communication and engagement are key to successful project development.



Boylston Place is a gateway and connection between the Back Bay and the Fenway.

Project Controls: The team is fully versed in the MBTA's Project Controls Policy Manual and the MBTA's strong commitment to managing cost, schedule, and risk. The team understands the current financial challenges and constraints that the MBTA faces each day with rising costs of operations, decreasing availability of funds, maintenance demands of aging infrastructure, capital investment, and the growing demands to deliver services faster, better, and affordably. The team is committed to integrating project controls in every aspect of the work to effectively manage risks and mitigate their impacts so that the MBTA's limited resources are spent effectively.

Quality Management: To effectively manage complex multi-discipline teams, and deliver projects on time and on budget, requires a strong Quality Management program. Kleinfelder will lead the effort and mobilize the resources to provide quality control reviews of all Station improvement deliverables. Kleinfelder's company-wide detailed Quality Management Plan was reviewed and accepted by the MBTA. With this plan as a foundation, Kleinfelder will work within the team and partners to institute a project-specific Quality Management Plan and provide the necessary oversight and review to make sure all work products and deliverables meet project objectives and MBTA requirements.

4 Development Approach

Boylston Place will transform the last block of Boylston Street with its dynamic mix of retail, restaurants, hotel, student housing and a newly integrated transportation hub that includes a fully accessible bus stop / MBTA station and bike transport center. Highlights include:

- Creating a Gateway site that reconnects the Back Bay and Fenway neighborhoods, and reclaims the last block of Boylston Street where it meets Massachusetts Avenue;
- Integrating the Newbury Street shopping corridor and the Boylston Street shopping corridor by a common link that furthers pedestrian, retail and commercial activities;
- Providing a solution that is integrated with 360 Newbury at the street and retail levels. 360 Newbury and the adjoining train station were built as an integrated structure 100 years ago, and BRG is acknowledging and leveraging the same principle today.
- Creating more value than competitors due to the integration with 360 Newbury, resulting in higher potential financial benefit to be shared with MassDOT;
- Creating a new MBTA / Bus line transportation hub with vastly improved pedestrian experience and accessibility and bike and car sharing components including reconfiguring the station at 360 Newbury Street;
- Including uses that are less car dependent and complement the current surrounding neighborhood context of retail, hotel, and student housing;
- Providing a limited service hotel for the budget-conscious business traveler; and
- Meeting a strong need for student housing, thus freeing up existing housing units and creating opportunities for workforce and family occupancy.

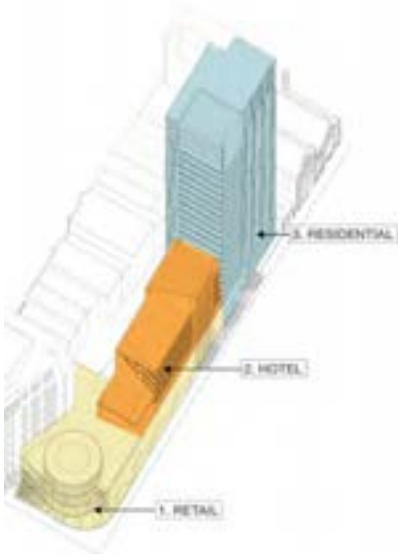


Diagram of building components

1. Retail
2. Hotel
3. Residential

BRG will be responsible for ensuring that the Air Rights project complies with local zoning, building and other regulations. A detailed list of permits and approvals likely to influence project design and timetable is included in Section 4e.

a. Air Rights Development Program

i. Program areas.

As shown below in more detail on the table, the Air Rights Development includes retail, hotel, student housing, parking and MBTA Station space.

Building Component Totals

Building Component	Gross Floor Area	
360 Newbury Street Retail	46,500	
Project Retail/Restaurant	77,530	
Hotel	74,700	140 Keys
Student Housing	270,140	460 Beds
Parking	4,550	13 MBTA Spaces
MBTA Station/Other	10,330	Includes ground level and basement levels, does not include station itself
Total GSF	483,750	

Program Breakdown

Building uses include: Circulation, Mechanical, Parking, Retail, Residential, etc.



Prominent retail frontage of Boylston Place at the corner of Massachusetts Avenue and Boylston Street.

Building 1 Retail			
Floor	Building Use	Gross Floor Area	Net Floor Area
B	MBTA Transformers	3,000	3,000
1	Retail	17,865	16,080
1	MBTA	1,579	1,579
2	Retail	17,565	15,808
3	Retail	19,000	17,100
4	Retail (Roof Restaurant)	2,800	2,520
Totals		61,809	56,087

Building 2 Hotel			
Floor	Building Use	Gross Floor Area	Net Floor Area
B	MBTA Sub Station	2,000	2,000
B	Mechanical	2,300	2,070
1	Lobby/Back of House (BOH)	5,348	6,291
1	Parking	2,275	N/A
1	Retail	3,000	2,700



View of hotel component of Boylston Place

Building 2 Hotel			
Floor	Building Use	Gross Floor Area	Net Floor Area
2	Elevator & Stair Cores	450	450
2	Retail	14,000	12,600
3	Guest Rooms & Back of House (BOH)	14,033	11,929
4-8	Guest Rooms	Per Floor 9,979	Per Floor 8,482
9	Amenity	2,951	2,508
R/PH	Mechanical	1,000	950
Totals		97,252	83,908



View from Boylston Street residential component of Boylston Place

Building 3 Residential			
Floor	Building Use	Gross Floor Area	Net Floor Area
B	MBTA Vent	1,000	1,000
B	Mechanical	2,500	2,250
1	Lobby / Back of House (BOH)	3,305	2,809
1	MBTA Lobby	2,751	2,751
1	Parking	2,275	N/A
1	Retail	4,300	3,870
2	Elevator & Stair Cores	450	450
3-21	Residential	Per Floor 12,532	Per floor 10,653
22	Pool / Amenity / Terrace	12,000	10,200
23	Mechanical	8,500	7,650
PH 24	Mechanical	3,000	2,700
Totals		278,189	236,087
Total Gross/Net		483,750	376,082

ii. Land uses.

The proposed development has four exciting and complementary land uses: Retail, Specialty Hotel, Residential/Student Housing and Transportation/Parking.

Retail: The retail component of Boylston Place maximizes the potential of this highly visible Back Bay gateway site. By integrating floor plates with the multi-story retail base of 360 Newbury Street, Boylston Place links the Newbury Street and Boylston Street retail corridors. The retail area is also integrated with two new MBTA station entrances and two new bus stops, thus improving the transit passenger experience and creating additional retail traffic.

Hotel: The hotel serves strong hotel demand in close proximity to the Hynes Convention Center, Berklee School of Music, the New England Conservatory, Symphony Hall, Northeastern University, and the Huntington Theater, providing a specialty limited service hotel (i.e. Yotel) with highly-efficient room layouts that appeal to the budget-conscious traveler.



View of major retail entry and MBTA entrance along Massachusetts Avenue

Residential: The residential/student housing component is intended to serve the strong demand for graduate and undergraduate student housing that exists for nearby colleges and universities. Units will be under long-term lease to one or more academic institutions or will otherwise be geared to the area's significant student population, thus freeing up existing housing units for workforce and family occupancy.

Transportation/Parking: Two relocated, accessible, and new entries to the Hynes MBTA station are located within the project; one is located in Building 1 and the other in Building 3. Two bus stops are integrated within the station entrance areas. Parking is provided for T employees only at the rear of the site off of the Alley. No additional parking is planned for this Transit Oriented Development.

In addition to the uses described above, the Project includes over 18,500 square feet of open space and public amenity uses.

iii. Parking

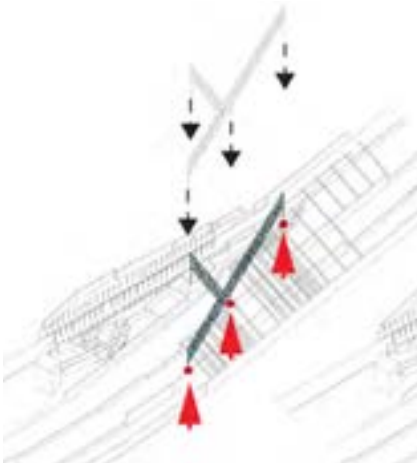
Parking: All parking for the proposed Air Rights Development will be off-site. Typical of many urban hotels, Parcel 13, with a demand of 30 spaces, will valet park vehicles to a nearby local garage, most likely the Dalton Street garage. The application to BTM for the valet curbside space on Boylston Street will require the valet operator to have entered into a contract with a local parking garage. Parking demand for student residences is limited to staff and management. Students attending colleges in Boston's densest neighborhoods in the downtown core do not own vehicles at significant rates and many colleges expressly prohibit students from owning vehicles. The retail component of the Parcel 13 site will be part of the larger retail environment of the Back Bay and as such, its vehicle and parking demand (37 spaces) will be widely dispersed to area parking garages, both proximate to the site and further removed from the site within the Back Bay.

Bicycle Accommodation: Travel and access by bicycle is a growing trend nationally and is heavily promoted by City of Boston policy. In the past several years since Boston began aggressively providing bicycle accommodation along many roadways and instituted its bicycle sharing program (Hubway), commuting by bicycle has doubled from about 1% to around 2%. The redevelopment of Parcel 13 will seek to enhance and accommodate the City's goals by providing upwards of 265 spaces of internal, secure bicycle storage for retail and hotel employees and separately for student residents. Upwards of 32 short-term bicycle parking will be provided for retail customers and other visitors to the site along Boylston Street. The project will sponsor a Hubway bicycle sharing station positioned near the hotel and student dormitory entrances. The project's bicycle accommodation program will meet or exceed LEED requirements and BTM guidelines. See Section vi. below for additional information.

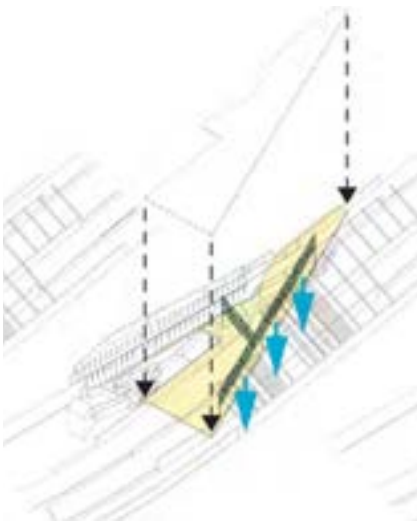
b. Air Rights Development and Site Design Description

i Design Intent

The challenge of Parcel 13 also provides its design inspiration. First and foremost, this is a Transit Oriented Development. It is urban infill at its best and offers the opportunity to create a powerful new gateway to Boylston Street and Fenway, and to stitch back the urban fabric of the Back Bay and the Prudential Area. The design solution also poses an architectural and engineering question; how to elegantly span



1. Span turnpike with large scale truss



2. Hang deck from truss



3. Construct buildings above bridge

the Turnpike, the MBTA and the Railroad. The engineering solution to Parcel 13 is inventive, ingenious and simple in concept.

- Build a single span bridge using steel trusses over the turnpike and T tunnels parallel to Boylston Street, but diagonal across the transportation corridor.
- Support the bridge at three small points in medians in the Turnpike.
- Build buildings above the bridge while using it for support.

The truss is seen as elegant, efficient and worthy of notice. This concept is powerful and celebrated in the resulting architecture. The design execution seeks to emphasize that this project is unlike conventional structures. Expression of the “bridging structure” is inherent in the design intent.

The structures will be reflective of their time and take lessons from historic Boston. Facade cadence, structurally expressed building rhythms, modulation of massing and fenestration, historic precedents including scaling elements, and most importantly attention to the pedestrian realm and how the buildings feel at street level to users and passersby alike, are of equal importance to the design intent for Parcel 13.

Community involvement is imperative to a successful Project and we believe that our design will garner community support.

ii Structural Concept

The Project proposes that the entire Air-Rights parcel be covered by new buildings and structures.

The new construction will span the MBTA tunnel and will rest on foundations located outside of the footprint of the MBTA tunnel. The effort will result in only minor interruptions and temporary impacts to the existing turnpike during work on foundations and the Boylston Street level platform. The truss also serves as a horizontal stabilizer for the residential building itself and links the major components of the development. Concrete shear walls will be strategically located to provide additional wind and earthquake resistance.

Foundation engineering will focus on limiting the number of foundation locations within the highway and adjacent rail road. Foundation systems will factor installation time as a critical requirement in order to minimize any scheduling impacts to roadway service. The strategy for street level framing will be to reduce the number of pieces required. This will speed the erection of these elements over the roadway below. A floor system will be erected with the structural grid forming an immediate-un-shored-working platform. With the installation of the flooring system, the roadway below will be functionally separated from construction activities above, providing safety for the roadway users below and the air rights workers above.

Construction activities over the highway /and or railroad will be coordinated with MassDOT, the MBTA and the Railroad to ensure limited service interruption and maximum safety for all parties.

The team believes that construction phasing of activities can be combined with other highway repair operations to reduce the overall system impacts.

Diagrams prepared by McNamara /Salvia Structural Engineers and AECOM depict the structural approach. These diagrams demonstrate the landing point and show how loads are transferred to avoid surcharging the Turnpike and MBTA. Please refer to Section c “Design Model and Drawings” for additional structural drawings.

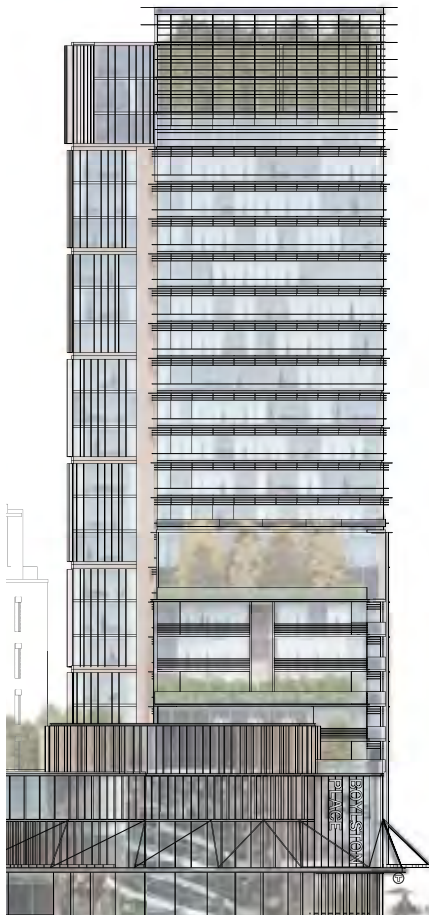


Structural diagram - Ground Level

iii Building Design

The building has three primary elements that express the programs within. These elements each respond to different site issues and are expressive of the various uses.

- 1) The retail component at street level is expressed by a truss and a drum, each three stories. As the backbone of the scheme the truss is on display behind its glass sheathing. A drum at the intersection of Massachusetts Avenue and Boylston Street turns the corner and changes the scale of the building to approach 360 Newbury Street. The glass drum, clad in rhythmic terra cotta, is the vertical circulation component of the retail space and also defines the Mass Ave entry to the MBTA.
- 2) The hotel component sits atop the truss and is comprised of a playful facade of glass walls, glass handrails at terraces, and terra cotta screens. The hotel begins the gradual change in overall massing and urban scale leading to the taller residential building.
- 3) At 24 stories, the residential building is the largest element. The scale changes again with a facade composed of three story punched openings surrounded by a terra cotta rain screen. The vertical mullions within the openings are expressed as sun shading terra cotta fins. This is contrasted on the northeast and southwest corners of the building with the introduction of vertical glass corners. The glazing is highlighted through the introduction of horizontal banding elements and through the use of horizontal terra cotta baguettes that serve as sun shading devices. The unifying devices of sun shades also occur on the hotel and are repeated again as a vertical application at the retail entry drum.



Elevation from Massachusetts Avenue showing retail, hotel and residence.

The program components are augmented by a material palette that elaborates on the variety of each. Materially, the palette consists of 1) floor to ceiling glass, 2) recessed metal spandrels and connections, and 3) terra cotta in various forms and scales. The glass is an expressive but neutral and provides uniformity throughout the buildings. The terra cotta, used in a variety of colors, textures and patterns, helps ground this building in the rich ethos of Back Bay masonry.

The overall height and massing is derived from the loading capacity appropriate for the Turnpike spans. However this massing is modulated with the urban context, which is of equal importance. The hotel increases the height and density on Boylston Street and acts a “step” to the higher density of the residential building. The taller residential building will assist in the transition from the taller towers on the south side of Boylston Street in this same general area so that the overall urban massing of the new Boylston Street/Massachusetts Avenue precinct evokes a gradual increase in height from both the west and north. It will also provide a graceful transition to the much larger Prudential and Hancock towers on Boston’s high spine.

The project will be fully compliant with universal design strategies and will provide equal experiences for the widest variety of users possible.

Vertical circulation is accommodated primarily by passenger and freight elevators, egress stair towers, and spiral escalators serving the prominent retail spaces.

The project’s built form is responsive to its urban environment and creates a gateway to Boylston Street from Massachusetts Avenue. It energizes and promotes pedestrian, retail and commercial activities, provides much needed housing for students, and defines the Hynes Transit and Bus stop in an inviting and protected way. The Project is truly Transit Oriented Development at its best.



View of enhanced MBTA station at
Massachusetts Avenue

iv MBTA

The existing Massachusetts Avenue Bus stop will be aligned with the proposed Hynes Massachusetts Avenue entry. Canopy cover and enlarged sidewalk conditions will provide sheltered waiting and queuing areas.

The existing Newbury Street and Massachusetts Avenue bus stop will be moved mid-block toward the proposed Hynes Massachusetts Avenue entry. The relocation will provide an enlarged canopy covered plaza area, out of the sidewalk path of travel, for passengers waiting and queuing for the arrival of the bus. The canopy continues to the Boylston Street corner integrating with the street frontage façade.

The Boylston Street station entrance is located adjacent to the retail street frontage retail and between the proposed hotel and residential program areas. The Boylston Street bus stop will be formalized in its present location at the east edge of the site a short distance from the station entrance. This central location for the bus stop provides convenient connections to the Hynes Convention Center, Newbury Street and Hynes Station while providing functional separation between the hotel and residential drop off zones and the fire station maneuvering and staging area.

The proposed station entrances, as shown in the renderings, feature a two story face to the street. The intent is to give the station a civic prominence and increased way-finding visibility and much welcomed sunlight in the fare collection areas. The architectural treatment uses the MBTA standards as a basis for doors, signage and finish materials while weaving the overall air rights development materials and proportions to exterior facades. The Massachusetts Avenue and Boylston Street station entries are envisioned as totally integrated yet discernible within the total architectural concept. The entrances are sized to safely and functionally anticipate the passenger volumes entering and exiting the site, including “way-by” areas for passengers to study maps, or get their bearings while providing clear and intuitive sight line geometry to station circulation elements.

v Site Design

The Project envisions two primary zones for urban landscape interventions: the streetscape and the upper level roof terraces. The streetscape fronting on two major downtown streets embraces the City’s *Complete Streets Design Guidelines* and employs enhanced, durable surfaces, furnishings and permeable paving where appropriate to manage storm water and increase the safe efficient flow of large volume of pedestrians. Covered by a continuous canopy and fronted by a rhythmic facade, the sidewalk realm will take on the character of a generous urban room.

The upper level roof terraces containing landscapes, roof gardens, plazas and balconies function as the primary planted areas of the integrated building design. Each terrace represents a different landscape strategy and, ranging from significant specimen trees in a hardscaped, elevated plaza to a more densely planted grove of smaller trees, shrubs and grasses.

vi Vehicular Circulation and Parking

The proposed land uses for the Parcel 13 site have limited vehicle and parking demand, and, as such, no on-site parking for the Air Rights development is proposed. Since there will be no on-site parking except for the 13 spaces for MBTA employees, primary passenger vehicular access for the site will be at the hotel pick-up/drop-off curb along Boylston Street and for building servicing, in the alley behind the site.



View of Boylston Streetscape

Many of the visitors to the site will arrive by bus. Section iv. above highlights the improvements to the existing Massachusetts Avenue and Newbury Street Bus stops.

Vehicle Access and Curb Use

As described above, the dominant vehicle trips to the project will be for the hotel use. HSH surveys of student residences have shown that 98% of all trips to/from this land use are by walk/bicycle/transit. Retail trips to the site will be dominantly by walk or transit with about 29% expected by automobile. Many of these trips will not be new trips on the network. Individual retail stores that are part of a larger retail environment, such as the Back Bay where Parcel 13 is situated, generally exhibit a significant component of “pass-by” trips or person/vehicle trips that are already on the network and are therefore not new person/vehicle trips.

Vehicle access for the hotel pick-up/drop-off will be along Boylston Street at the hotel entrance. This curb will be used for both valet parking/retrieval and taxi and livery vehicle pick-up/drop-off. It can also be used by the limited number of taxi trips that will be produced by the student residences. The remaining portion of the Boylston Street curb will include a taxi stand just prior to the hotel pick-up/drop-off area, a Hubway bicycle sharing station (see bicycle accommodation discussion), and the retention of some existing multi-space meter parking as well as the MBTA’s Route 55 bus stop near the Massachusetts Avenue intersection. The MBTA’s Route #55 Boylston Street bus stop will be relocated to the east end of the site and convenient to this new station entrance on Boylston Street, while providing functional separation between the hotel pick-up/drop-off zones and the fire station maneuvering and staging area. A canopy will extend the length of these entrances, including at the new Hynes Station entrance. This central location for Hynes Station entrance provides convenient connections to the Hynes Convention Center, Newbury Street, and Hynes Station. Currently the curb lane is a combined vehicle travel lane shared with a bicycle lane and the MBTA’s Route #1 and #CT-1 bus stops. MBTA patron experience at the sidewalk level will be vastly enhanced by moving the bus stop to a mid-block location at the Hynes Station’s Massachusetts Avenue entrance. The relocation will provide an enlarged canopy covered plaza area, out of the sidewalk path of travel, for passengers waiting and queuing for the arrival of the bus.

Parking

There will be no on site parking for the Air Rights Development and 13 spaces will remain for the MBTA on site. As previously described in Section iii above, the project will produce limited parking demand.

Building Servicing/Loading

The day-to-day building servicing operations—deliveries and trash pick-up—will occur from the rear alley off of Hereford Street that currently services the Parcel 13 site and the Hynes Station.

On average, a 140-room hotel is expected to have about two deliveries per day, and the retail spaces about seven deliveries per day. The student housing component will generally have very low demand for deliveries with the exception of move-in/move-out. These activities are highly programmed and scheduled.

vii Civic Vision

The proposed building and site design will fill in the void created by the railroad spine and later the Turnpike, one of the primary goals of the City’s Civic Vision. The retail, hotel and residential buildings will all include ground floor retail space



View of the roof terraces and gardens at Boylston Place

that will integrate the Newbury Street and Boylston Street shopping corridors by a common link, furthering pedestrian activity and improving the public realm. The Civic Vision calls for a new public entry and lobby space for the Green Line station facing Massachusetts Avenue on Parcel 13. In addition to creating this new public entry, the Project will relocate the existing Newbury Street and Massachusetts Avenue bus stop mid-block toward the proposed Hynes Convention Center / Massachusetts Avenue entry. This will provide an enlarged canopy covered plaza area, out of the sidewalk path of travel, for passengers waiting and queuing for the arrival of the bus. The canopy continues to the Boylston Street corner integrating with the street frontage façade. In the nearly 15 years since completion of the Civic Vision, expectations regarding appropriate building height and density have evolved to enhance urban vitality and to improve economic feasibility.

viii Sustainable Design

Sustainable building practice for the Project will reduce or eliminate negative environmental impacts through high-performance, market-leading design, construction, and operations practices. As an added benefit, sustainable operations and management reduce operating costs, enhance building marketability, increase worker productivity, and reduce potential liability resulting from indoor air quality problems. In accordance with Article 37 of the Boston Zoning Code, the Project will be designed to meet the standards for USGBC LEED Silver certification (at a minimum) and will include numerous sustainable features such as green roofs.

c. Design Model and Drawings

Illustrations of our design intent and architectural approach are contained at the end of the proposal. These include all of the requisite 3D views requested and other plans, sections, elevations and supporting drawings that define the overall direction and aspirations of concept design.

d. Community Uses and Public Benefits

The proposed Project creates many community use opportunities and public benefits for the citizens of Boston.

Urban Design: by filling the void over the Turnpike and completing the street walls along Boylston Street and Mass Avenue, the Project will transform this important gateway to the Back Bay and will re-connect the Back Bay with the Fenway and the Prudential Center

Transit Facilities: by rebuilding Hynes Station, creating new station entrances integrated with the Project, and aligning bus stops with these new entrances, the Project will provide Universal Accessibility and will significantly improve the safety and utility of the passenger experience.

Active Uses: the Project's multi-story retail component and hotel amenity floor full of active retail and restaurant uses will help serve neighborhood needs, amplify street life and enhance civic and social engagement.

Site Amenities: a ground level canopy, publicly accessible green roof and a Hubway Bicycle station will provide a high level of site amenities for public enjoyment.



View of Boylston Place from Newbury Street

Market Demand: the Project will help meet strong market demand for Back Bay hotel rooms with a unique select service hotel concept and will also serve strong demand for student housing, thus creating additional workforce and family housing opportunities.

Employment and Taxes: the Project will result in increased tax revenues for the City and will create an estimated 430 permanent jobs and 450 construction jobs (based on a 40 month construction period).

e. Permits and Approvals

The Project will require public approvals from the City of Boston, the Commonwealth of Massachusetts, and the federal government. A Project team has been assembled with particular experience and skill in completing the public approval process for large-scale projects in the City of Boston. While Project parameters have not been defined in sufficient detail to definitively identify all such permits and approvals, those most likely to influence the Project design and timetable are listed in the table on the following page.

The initial Project parameters will be defined in a Development Plan approved by MassDOT under the terms of the Project's Development Agreement. The Development Plan will become the framework for initiating first-stage Project reviews. The public approval process will likely begin with coordinated Project impact reviews pursuant to Article 80 Large Project Review by the Boston Redevelopment Authority (BRA) and MEPA by the Massachusetts Executive Office of Energy Environmental Affairs. As part of the impact review process, the Project's proposed design will also be reviewed by the Massachusetts Historical Commission and Boston Landmarks Commission for its compatibility with nearby historic resources, including in particular the Back Bay Architectural District. Schematic design review by the Boston Civic Design Commission will also occur at this stage.

As these review processes move toward completion and the design of the Project becomes more developed, the Proponent will begin to seek zoning relief for the Project, which may take the form of zoning relief from the Board of Appeal or the designation of the Parcel 13 Project Site as a Planned Development Area Overlay District by the Boston Zoning Commission. Once all of the major review processes have been completed, the remaining technical approvals will be obtained in due course, culminating with receipt of a building permit from the City of Boston Inspectional Services Department.

If selected, the Proponent will also work with the MBTA and MassDOT to secure all necessary reviews and approvals for the Hynes Station Improvements, including from the Federal Transit Authority and under NEPA, if required. As a threshold matter, the extent to which any approvals required for the Station Improvements would, by virtue of the Project's integrated character, extend to other portions of the Project, will be explored. Finally, understanding that the Station Improvements may be exempt from zoning as an MBTA project under M.G.L. c. 161A, §3(i), whether the Proponent's supervision of the Station Improvements could affect the MBTA's zoning exemption as applied to the project will be considered.

In seeking such approvals, the Proponent plans to work cooperatively with MassDOT, the City of Boston, other public agencies with permit jurisdiction, important stakeholders, abutting property owners, and other interested community organizations or individuals. Close coordination with the commercial and residential

condominium unit owners at 360 Newbury is critical to the Project's success. Because Boston Residential Group completed 360 Newbury in 2006, BRG will be well-positioned to achieve such close cooperation. Efficiencies in the approval process, recognizing the need to allow ample time for public review of this innovative Project on a highly visible site will be sought. It is believed that the Project's appropriate scale, thoughtful design, lack of significant traffic and environmental impacts, consistency with planning and policy objectives, and compelling public benefits will provide distinct advantages in obtaining these approvals.

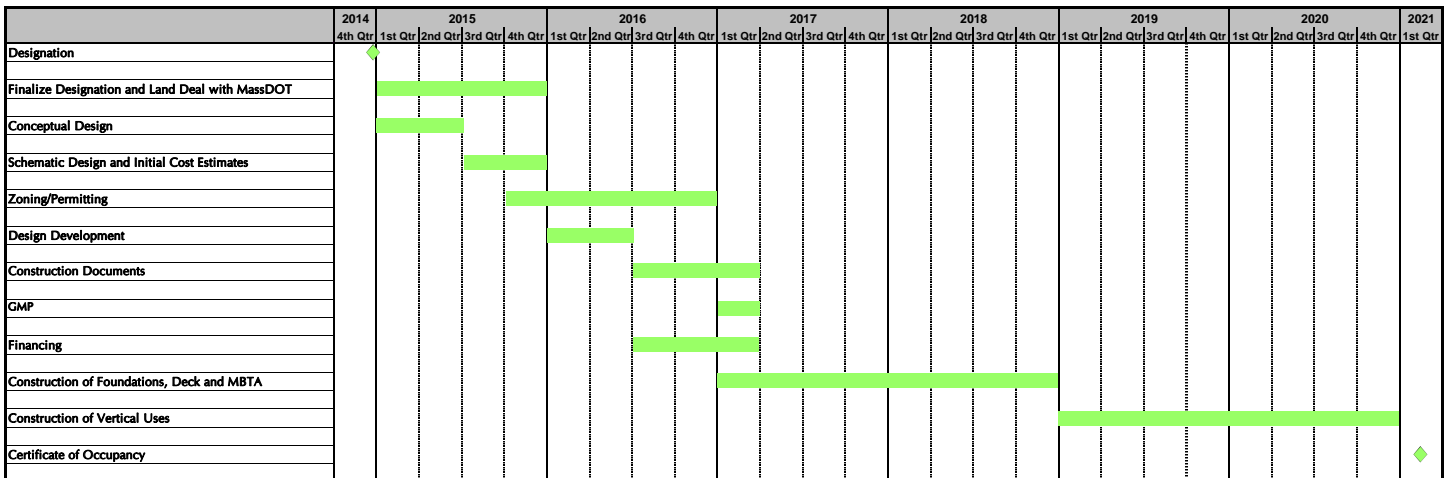
Agency	Permit/Approval/Review
<i>Impact and Design Reviews</i>	
BRA	Large Project Review
BRA	Climate Change Resiliency and Preparedness Checklist
BRA	Accessibility Checklist
U.S. Green Building Council	LEED Silver Certification
BRA and Dept. of Neighborhood Development	Inclusionary Development Policy <i>(if required)</i>
MEPA Unit of the EOEEA	MEPA Certificate
Executive Office of Energy and Environmental Affairs	Public Benefit Determination
Environmental Protection Agency	NEPA Review <i>(if required)</i>
Boston Civic Design Commission	Schematic Design Review
Boston Landmarks Commission	Boston Landmarks Commission Review <i>(if required)</i>
Massachusetts Historical Commission	State Register Review
MHC / Advisory Council on Historic Preservation	Section 106 Review <i>(if required)</i>
<i>Major Discretionary Approvals</i>	
BRA and Boston Zoning Commission	Planned Development Area Designation
Zoning Board of Appeal	Zoning Relief <i>(including conditional use permits to allow restaurant use and erect a structure within the Groundwater Conservation Overlay District)</i>
Back Bay Architectural Commission	Back Bay Architectural District Review
Massachusetts Department of Transportation	Execution of Lease and Approval of Project Design
Federal Highway Administration	FHWA Approval <i>(if required)</i>
Massachusetts Department of Transportation	G.L. c. 40, §54A Approval <i>(if required)</i>
Air Pollution Control Commission	Parking Freeze Exemption

Agency	Permit/Approval/Review
Construction and Operational Permits	
Boston Water and Sewer Commission	Local Sewer Tie-In Permit
Massachusetts Water Resources Authority	Temporary Construction Site Dewatering Permit
US Environmental Protection Agency	NPDES General Permit
Federal Aviation Administration	No-Hazard Determination
Public Improvement Commission	PIC Approvals (<i>various</i>)
Public Works Department	Curb Cut Permit(s)
DEP Division of Air Quality Control	Air Plan Approval
State Building Code Appeals Board	Building Code Variances (<i>if required</i>)
BRA	Certificate of Consistency (<i>PDA</i>)
Inspectional Services Department	Building Permits / Certificate of Occupancy
Various	Operational Permits (<i>as required</i>)

f. Schedule

Boylston Place will take six years to design and build, with delivery planned for the first quarter of 2021.

Air Rights Parcel 13 and Hynes Convention Center Station
Conceptual Schedule



g. Construction Approach

The team's approach to staging construction sites always begins with safety and the procedures and systems necessary to maintain a safe workplace on a 24/7/365 basis. With that mindset, the team will develop a series of comprehensive site logistics plans with input from team stakeholders, including MassDOT, the MBTA and the residents of 360 Newbury Street. Each major project phase, including the electrical service, MBTA station construction, and the air-rights development will be evaluated from a safety and constructability standpoint when factored into our plans.

The Construction Zone Safety Plan: Tishman and AECOM Transportation will be responsible for the development, implementation and enforcement of the Construction Zone Safety Plan throughout all phases of the project. All plans will consider the safety of the public, whether vehicular or pedestrian traffic, as well as the safety of construction workers and MBTA staff. Tishman will develop comprehensive plans that will engage law enforcement and MassDOT roadway management personnel to fully vet the construction zone management strategies, planned road closures and detours for the duration of the project in order to mitigate both within and outside the construction zones. During the course of construction, Tishman will anticipate and evaluate daily changes in traffic flow due to holiday traffic, weather and construction hazards, and make adjustments to the Construction Zone Safety Plan to maintain a safe work environment for the public and construction workers. Advisories will be issued to the project team for distribution and public notification.

Not until all phasing plans are found acceptable by MassDOT and the City of Boston will any work start on site.

Project Approach to Logistics: The plan is for the public to continue utilizing the existing entrance to the Hynes Station from Massachusetts Avenue. The MBTA-related electrical relocations and station improvements will be scheduled in a manner to coordinate with the deep foundation work in the Turnpike right of way. Once the deep foundations for the new deck on the north side of the turnpike are completed, building the foundations for the new location of the MBTA traction power transformers would be initiated. The key is to complete the new housing and set the new traction power transformers before removing the existing transformers.

After the new transformer building and transformers are set at the Turnpike level, installation of the new deck over the Turnpike will be continued, up to the exterior wall of the MBTA's Green Line tunnel. Once the deck is complete, the construction of the new entrances to the Hynes Station will begin. As the retail elements of the new development closest to the corner of Massachusetts Avenue and Boylston Street are erected, building of the new station entrance on Massachusetts Avenue will simultaneously begin. The public will continue to access the station via the existing entrance on Massachusetts Avenue. Once the new building above this location is closed in and weather-tight, this entrance will be open for public use and the existing entrance on Massachusetts Avenue will be closed and construction of the second entrance to the station on Boylston Street will begin.



World Trade Center in New York
Constructed by Tishman

Impacts on the MBTA service, Hynes Station and the Mass Pike

Impacts to MBTA Service: The team will work with the MBTA to schedule construction activities so that they can be performed during normal working hours as much as possible. Any station improvements above the existing rail tracks will have to be scheduled off-hours, or possibly performed with track outages via switching trains to run on the opposite tracks with flagging.

Hynes Station: The existing station entrances are intended to be kept operational until the new Massachusetts Avenue entrance is completed. Temporary walls and closures as required to provide safe access for the public will be installed and maintained. There may be occasions where the eastbound or westbound side of the tracks will be shut down due to a track outage. These shut downs will be reviewed and discussed with the MBTA prior to implementation.

Mass Pike – Installation of the deep foundation systems on the turnpike will require occupancy of traffic lanes to stage pile rigs and support equipment. These lane closures will be graphically presented and reviewed with MassDOT and will include estimated schedule durations. Placement of support framing and deck above the Turnpike traffic will be coordinated with MassDOT so that there is no traffic below when performing the work. This may require re-routing traffic over the course of a weekend(s) or at night.

Impacts to Roadways and Traffic Flow

Roadways – In order to build the project, use of the parking lane along Boylston Street will likely be required. Lanes at the turnpike level will be required to complete the deep foundation and concrete work at that level. These lane occupancies will be formally submitted for approval by BTM and MassDOT. Points will be set up to monitor and keep a close eye on any bridge movement that may occur. The existing fencing along the road perimeters adjacent to the new development will be removed and corrective work will be performed at these former anchor points. In addition, an expansion joint will be installed between the existing sidewalk and the new building construction.

Traffic Flows – Traffic management plans will be prepared to address construction vehicle parking and staging, construction truck routes, temporary pedestrian cross walks, and required lane closures. These plans will be submitted to BTM and MassDOT for review and approval prior to implementation. Worker parking will not be allowed at the site and the use of public transportation will be promoted.

5 Project Feasibility and Summary of Costs

a. Total development costs

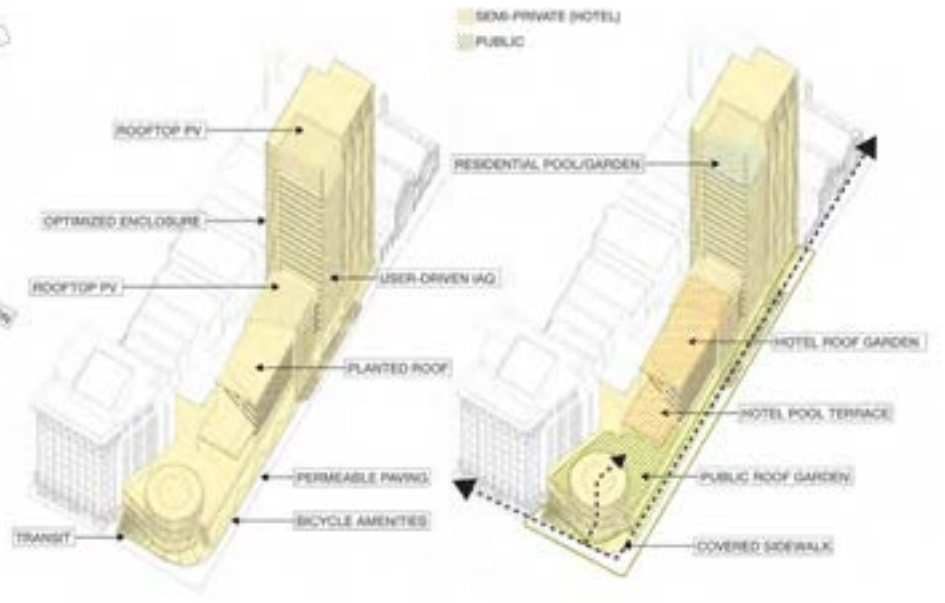
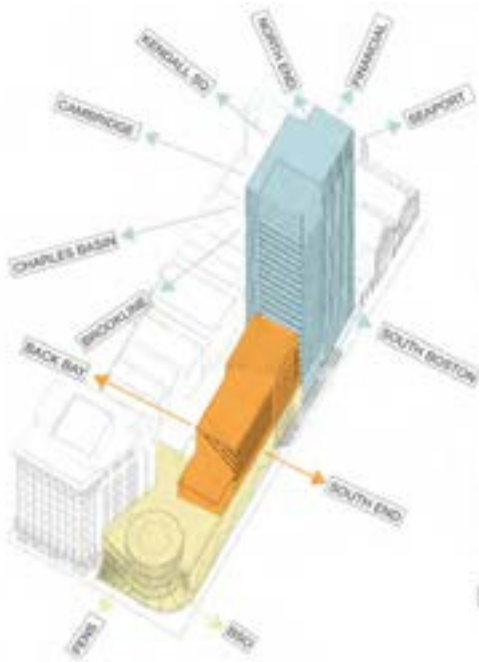
The total development cost of the project is \$407M, or \$842/gsf of building.

b. Deck costs

The deck construction costs total \$38M, or \$925/gsf of deck area.

4 Development Approach

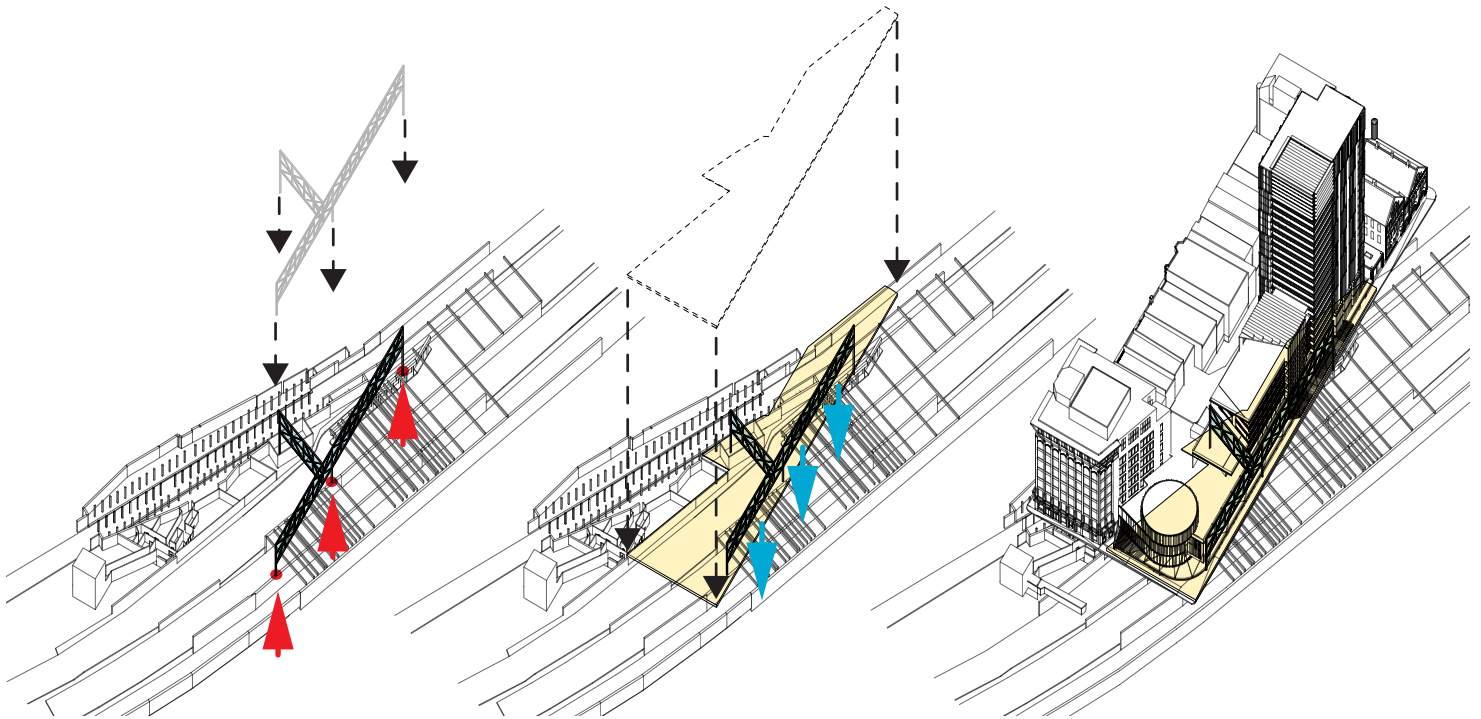
ii. Design intent



Views

Sustainable Features

Public Spaces

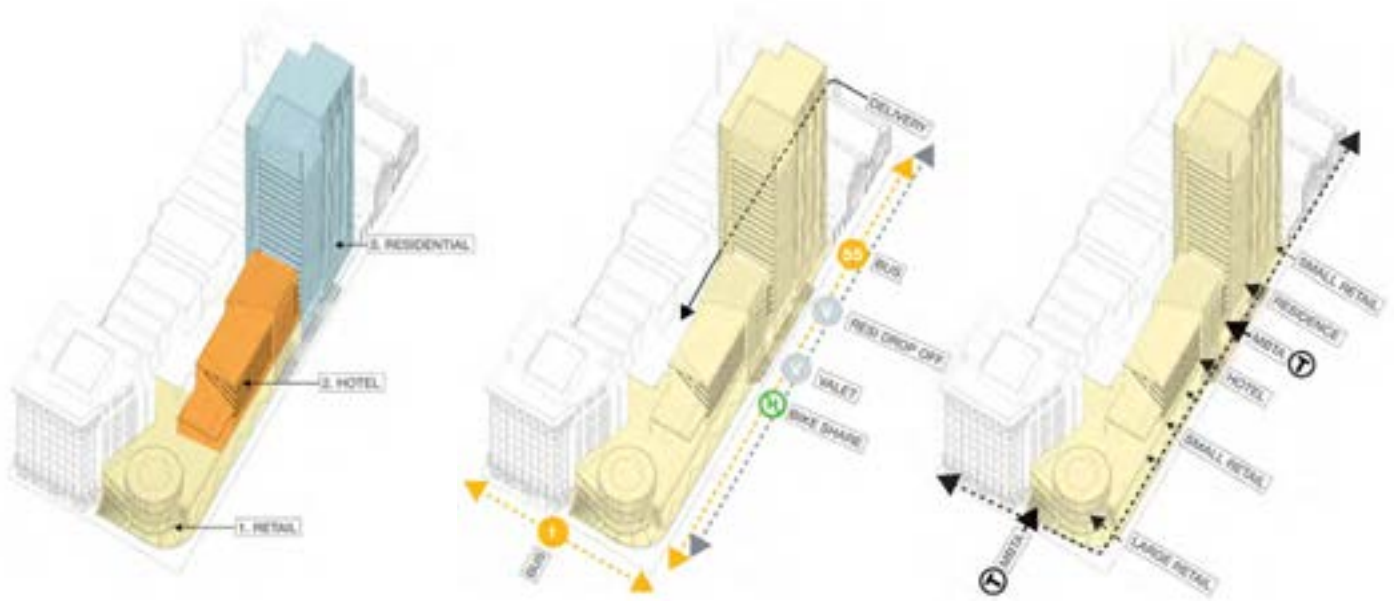


1. Support a single span bridge at three points in the turnpike median

2. Hang the new floor decking from bridge

3. Build new structures above the bridge and deck

ii. Design intent



Buildings

Vehicular Circulation

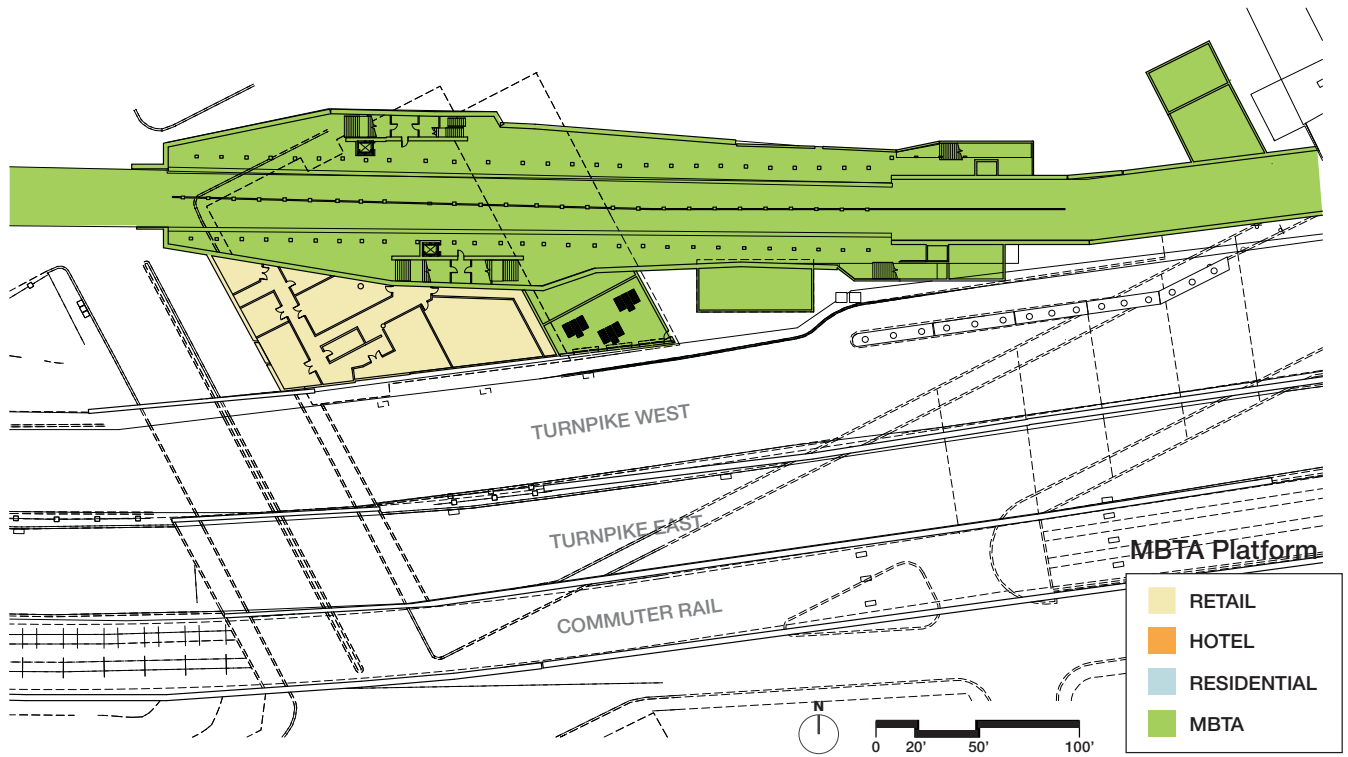
Pedestrian Circulation & Entrances

iii. Site plan



4 Development Approach

iv. Ground floor plans



iv. Ground floor plan



v. Upper floor plans

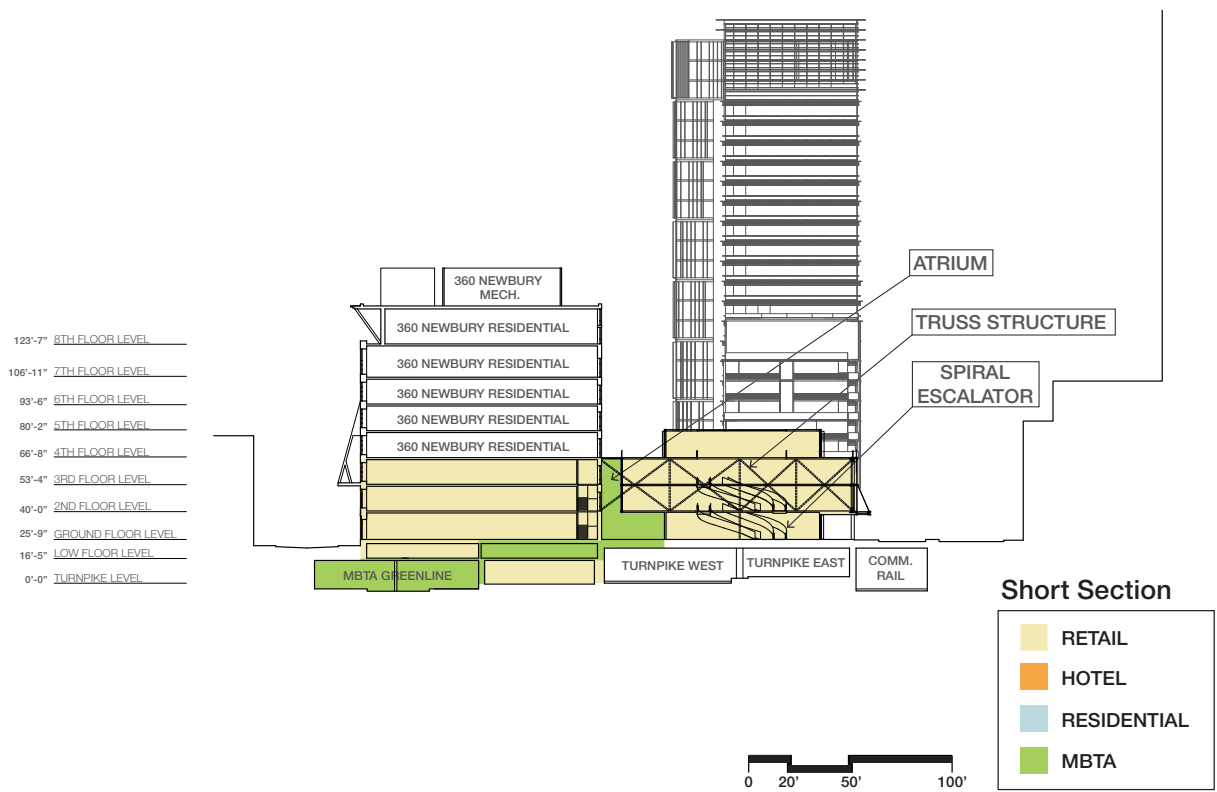
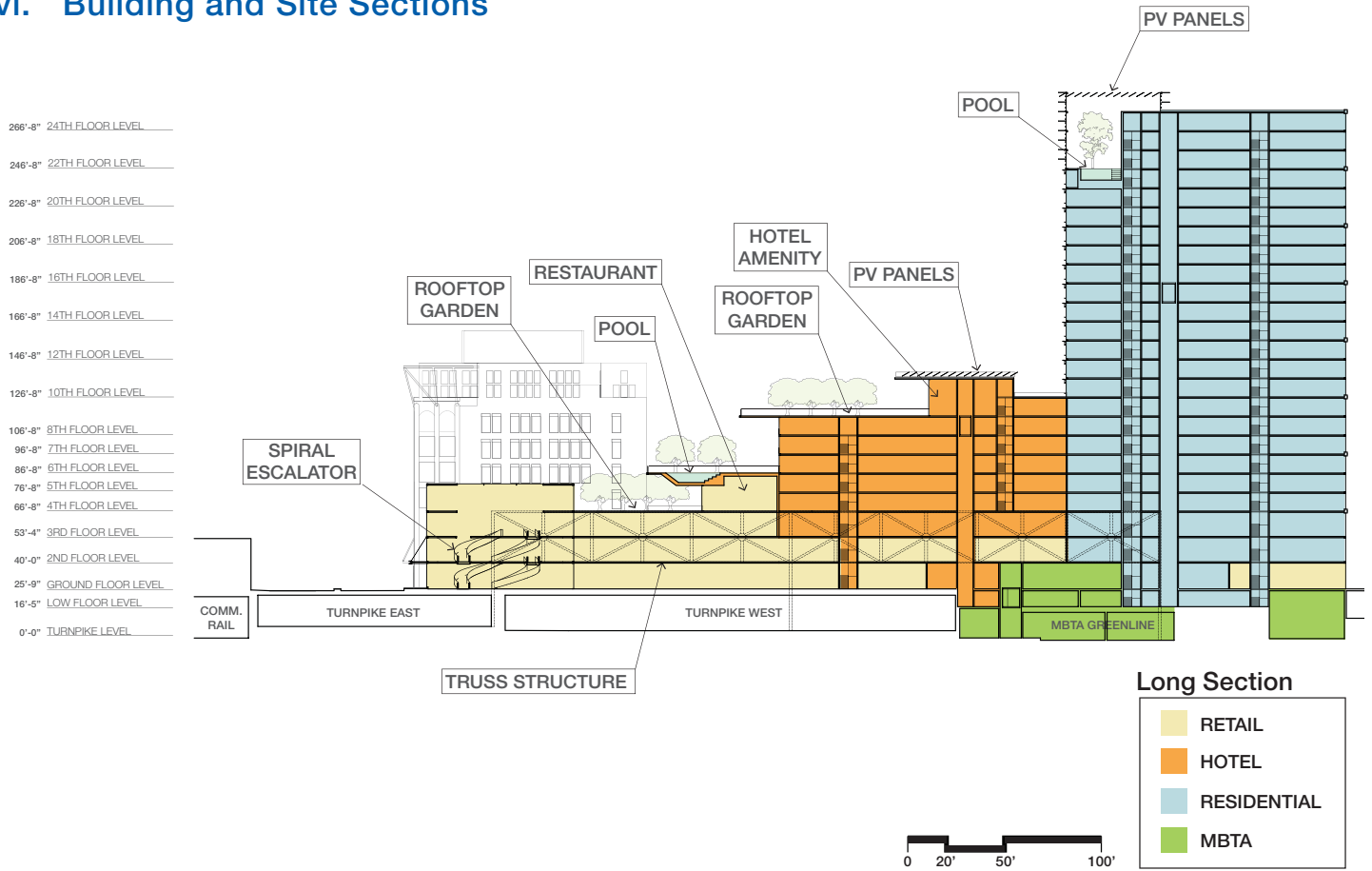


4 Development Approach

v. Upper floor plans



vi. Building and Site Sections

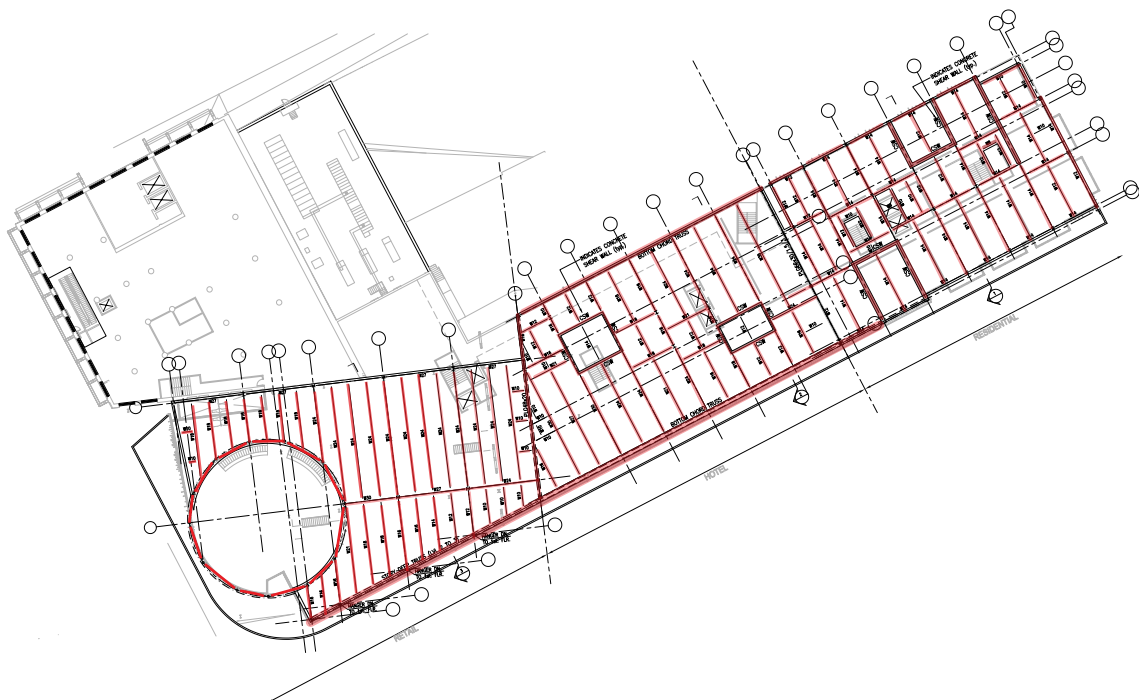


4 Development Approach

vii. Structural diagrams



Structural Diagram Ground Floor



Structural Diagram 2nd Floor

viii Overall building view/elevations



Boylston Street Elevation



Massachusetts Avenue Elevation

4 Development Approach

ix. Specific building views



View 1: Gateway view



View 2: Massachusetts Avenue looking south

ix. Specific building views



View 3: Boylston Street looking east



View 4: Boylston Street at Massachusetts Avenue corner

4 Development Approach

ix. Specific building views



View 5: Boylston Street looking west



View 6: Boylston Street looking west –distant

ix. Specific building views



View 7: Rear Newbury Street (public Alley 444)



View 8: Massachusetts Avenue looking north

4 Development Approach

x. Station improvements



Ground level station view Massachusetts Avenue



Ground level station view Boylston Street