

To: Copley Place Citizens Advisory Committee
From: Copley Place Associates, LLC c/o Simon Property Group
Date: October 12, 2011
**Subject: Copley Place Retail Expansion and Residential Addition
Response to CAC Comments**

Dear Citizens Advisory Committee:

Enclosed is the Proponent's Response to the 9/9/11 CAC Subcommittee comment letter related to the public realm.

The Proponent is committed to continuing to work with the CAC to develop design solutions and improvement plans for the Southwest Corridor. The Proponent is also committed to continue to work with the CAC in coordination with Boston Transportation Department and Massachusetts Department of Transportation to develop feasible solutions to improving pedestrian safety and access along Stuart Street between Huntington/Exeter and Dartmouth Streets.

The Proponent appreciates the comments and the efforts put forth by the CAC through the review process to date.

Thank you.

Copley CAC Subcommittee Meeting Notes

September 9, 2011 *[SUBMITTED TO PROPONENT ON 9/14/11]*

Amended with Response to Comments by Proponent

Attendees: Anthony O. Gordon, David Beraducci, Elizabeth Corcoran-Hunt, and Meg Mainzer-Cohen.

The goal of the subcommittee was to review plans for the Copley Place expansion, focusing on concerns expressed by the community related to the public realm given the proposed height and scale of the project. We sought to encourage improvements that would make the spaces in and around Copley more inviting, active, and accessible for all.

The following comments were reviewed by the subcommittee and synthesized into our comments: emails from Dan d'Heilly, Lee Steele, George Cramer, Judi Wright, Nikki Fortes, and Ted Pietras, in addition to comments forwarded to us from Anne Hershfang, Jennifer Leonard and Dan Munson. Also, we discussed issues brought up during meetings, reflected in minutes from CAC meetings. The notes were distributed to the entire CAC, and comments have been incorporated from Ted Pietras, Gene Kelly, Nikki Fortes, and ZeinaTalje.

1. SOUTHWEST CORRIDOR

The Southwest Corridor is the gateway to Copley Place and the Back Bay. The expansion of Copley is an opportunity to improve the park, which will serve as the foyer for the south entry into Copley from the South End and Back Bay Station. Improvements to the CorridorPark will be a benefit to residents, visitors, tourists, and new residents of the Copley tower. We received numerous comments encouraging improvements to the park, and agree that this is an ideal opportunity for the developer to provide improvements, both long-term and short-term, to that portion of the Southwest Corridor park adjacent to the development.

- The Southwest Corridor between Harcourt Street and Dartmouth should be redesigned to reflect the major change proposed for Copley Place, to better serve the new residents there and the surrounding neighborhoods.

Response:

The Proponent agrees that the Southwest Corridor should reflect the proposed changes to Copley Place and has engaged Copley Wolff Landscape Architects to develop design options. The Proponent will work with the CAC, the BRA and the State agencies to continue this effort. Please see attached initial landscape concepts by Copley Wolff Landscape Architects.

- This portion of the CorridorPark should serve as a forecourt to the Copley Place south entry. The redesigned space should function as a destination space so neighborhood residents and pedestrians would want to sit and linger rather than simply pass through.

Response:

The Proponent has engaged Copley Wolff Landscape Architects and has offered design concepts (see attached) that are being reviewed with the CAC, the BRA and the BCDC. These options include ideas for elements announcing the entry into the Southwest Corridor, as well as serving as a deterrent for vehicles, such as lighted columns or sculptures. Places to sit or places to reflect on art have been considered in the attached plans.

- The Harcourt / Dartmouth Streets portion is the “head” of the SouthwestCorridorPark and the design should reflect the celebrated gateway that it is to the South End and the Back Bay from the Back Bay Station.

Response:

The Proponent is working with Copley Wolff Landscape Architects to develop the attached design concepts further to create a design and incorporate feature elements that reflect a celebrated gateway.

- The granite poetry columns are ineffective in this new role for this space and should be removed or relocated to a more appropriate/reflective area of the City.

Response:

The Proponent agrees that a large statement should be at the entry to the Southwest Corridor. The Proponent will work with the Public Art Advisory Group that will be established for the Project for the appropriate art at this location.

The granite poetry columns are part of a collection of 18 monuments that make up the MBTA’s “Literature Project” located at station stops on the Orange Line. The Proponent will work with the MBTA and Public Art Advisory Group to find an alternate location for the granite poetry columns.

- The public art proposed as mitigation for the development should be concentrated here. The “art” could incorporate a significant water element functional during the warmer months, but should also serve as an attraction year-round. Based on community review and appropriateness, a water element that is attractive to children might also be explored, as an alternative.

Response:

The attached design concepts incorporate a water feature in the plan. The Proponent has had preliminary discussions with the MBTA who expressed concerns with the weight of this type of structure and the potential to compromise the underground structure for the Orange Line and Commuter Rail tunnel as well as the potential for water entering the tunnel lining. The Proponent will continue to review this with the MBTA.

- The sculptural water element should be located closer to Dartmouth Street (in the vicinity of where the granite poetry columns are) to serve as a focal point so it is visible to the passer-by.

Response:

The Proponent agrees that sculptural water feature should serve as a focal point. The Proponent will work with the Public Art Advisory Group for an appropriate location for the water element and with the MBTA to determine a location that would not compromise the Orange Line and Commuter Rail tunnel.

- It should be large enough in its scale so as to appropriately fit the space defined by the façade of Tent City and the new Copley Place entry and should express its celebratory, gateway / focal point role.

Response:

The size of the water element will be dictated by the weight that the tunnel structure below can handle without compromise per the MBTA comments.

- Recognizing that there will be no truly open new public space associated with the new residential tower, it is anticipated that the Southwest Corridor will be the chosen open space for tower residents, including their dogs. The area would benefit greatly from the inclusion of dog-waste bag dispensers and additional trash cans.

Response:

The Proponent will incorporate dog-waste bag dispensers and trash cans between Dartmouth and Harcourt Streets. The Proponent will work with Copley Wolff Landscape Architects to locate.

- The area should be re-landscaped to be more attractive and welcoming for pedestrians, as well as the adjacent neighborhood, businesses and Tent City. Landscaped areas

should be fenced as needed, protecting plantings from dogs and increased foot traffic. Lighting for the area should be up-dated and improved.

Response:

The Proponent is working with Copley Wolff Landscape Architects to define appropriate trimming or replacement of landscaping to improve the pedestrian walk path that also maintains visibility to the existing retail and the privacy of the residences between the section of Dartmouth and Harcourt Streets. Fencing will also be specified to protect plantings in this area as well as updated or new lighting.

- Fund and perform an assessment of the underground watering and irrigation system that services Section 1 of the SWCP. The assessment should enumerate the measures and costs required to get the watering system running on a fully functional and reliable basis

Response:

The Proponent will fund and perform an assessment of the underground watering and irrigation system that services in the section between Dartmouth and Harcourt Streets.

- Fund and arrange for the first, critical system upgrade measures to be performed, with a focus on activating sprinkler and hose connections currently inoperable.

Response:

The Proponent is committed to working with the CAC to improve the watering and irrigation system between Dartmouth and Harcourt Streets. Upon review of the results of the assessment, the Proponent will identify the measures necessary to upgrade the watering and irrigation system and discuss with the CAC the appropriate course of action to improve the system.

- The management of this area should be incorporated into a long-term management plan. Either the developer should be required to donate significant funds for the yearly maintenance of the park, managed by the "Friends," group, or the developer should manage the park at a level that will satisfy the community.

Response:

The Proponent is committed to maintaining the section of Southwest Corridor between Dartmouth and Harcourt Streets to a higher level. The Proponent is also

committed to working with the “Friends” group to further improve the maintenance of this area and establishing an open line of communication to identify areas of concern.

- All materials, landscaping and access points (including entryways) should meet the latest ADA accessibility standards.

Response:

The Proponent will design and specify materials, landscaping and access points (including entryways) to meet the requirements of the Architectural Access Board and the standards of the Americans with Disabilities Act.

2. PEDESTRIAN ACCESS ON DARTMOUTH & STUART STREET

- Pedestrian and wheel chair access between the Boston Marriott/Copley Place garage has been problematic since inception. Especially for those not familiar with the area, neither side of the street, on Stuart Street between the Copley Place main entrance and Dartmouth Street, is acceptable. We believe that an improved pedestrian connection will animate the street for retail as well as pedestrians, improve public safety, permit a natural flow of pedestrian traffic, and increase the access to and marketability of the upper level retail space.

Response:

The Proponent is committed to working with the CAC in coordination with the Boston Transportation Department and the Massachusetts Department of Transportation to develop a feasible solution to improve pedestrian access and safety.

In response to discussions with the CAC, the Proponent presented options at the 9/28/11 CAC meeting and attended a site walk with the CAC on 9/30/11 to listen to additional comments and concerns regarding the Huntington/Exeter and Stuart Street pedestrian access. As a result of the 10/4/11 CAC subcommittee meeting, the Proponent is analyzing 3 options along Stuart Street between Huntington/Exeter and Dartmouth Streets. The full traffic analysis will be completed for the 10/19/11 CAC meeting. A 4th option is also being considered that extends the footprint of the building to create a street wall along the exit ramp on Stuart Street. A progress report will be provided on all options at the 10/12/11 CAC meeting.

- We suggest that the developer study and present all possible solutions to this problem in greater detail, including external and internal walkways that would connect the

Dartmouth / Stuart intersection over the I-90 exit ramp from the tunnel. We also encourage meetings with DPW to examine ways to as well as leveling and join the sidewalk fronting the Marriott along Huntington Avenue to allow for a continuous accessible path from Stuart to Dartmouth (where Au Bon Pain is currently) The CAC should review all possible studies and configurations to remedy this “severed” connection (*please don’t say it is not feasible without demonstrating this to the CAC’s satisfaction*).

Response:

See Response above.

- It is understood that the ramp from the Massachusetts Turnpike is reality to contend with, we strongly advocate for some measure that would slow down traffic as it approaches the neighborhood, such as “slow” signs, speed reduction grids, flashing yellow lights, or adding a “stop sign” at the exit, similar to the Prudential Center ramp.

Response:

To address this concern, the Proponent met with the Massachusetts Department of Transportation to discuss potential traffic calming measures. MassDOT has committed to working with the Proponent and will allow restriping to create one vehicle lane coming off the exit ramp and installing signage within the ramp informing vehicles of pedestrians ahead. The Proponent will continue to work with MassDOT to determine additional traffic calming measures.

- Propose element(s) at building entry way to deal with the wind high wind load pressure point in the center of Dartmouth Street intersection.

Response:

The Proponent will incorporate wind dragging elements at the entry at Stuart and Dartmouth Streets. These elements include wind screens and dense plantings.

3. WINTER GARDEN

- Some comments expressed an opposition to the incorporation of a new “winter garden” as a replacement for the open space fronting Neiman Marcus. We thought that the addition of the enclosed space should be weighed as part of a big picture and refined to become a benefit to the community

Response:

The four-season Wintergarden will replace a north-facing brick paved plaza that functions as an entry for Neiman Marcus and Copley Place. The new Wintergarden will be a cool oasis at the height of the summer heat, a comforting shelter from the wind and rain in the spring and fall, and a warm, soothing hearth in the winter. Natural light, two levels of retail and restaurant venues, carts and kiosks, café seating, flower stands, free wireless access, and general comfortable seating areas will create a vibrant living room for the public to enjoy throughout the year. Featuring beautiful landscaping and comfortable seating, it provides a relaxed setting for shoppers, pedestrians, and the general public to enjoy throughout the changing seasons.

- There is a strong desire for the garden to have infrastructure that would enable the windows to open when weather permits (such as Sonsie) to welcome people.

Response:

The Proponent is working with Copley Wolff Landscape Architect to develop design solutions to diminish the perceived barrier between the interior and exterior space and create a smooth transition between both. The Proponent will continue to review this with the CAC. See attached plans.

- Since it is replacing a public “open” area, it is suggested that the “winter garden” be called something like, the “Public Square at Copley Place,” underlining the fact that the public is welcome. It should also have a sign stating that it is open to the public.

Response:

The Proponent will install appropriate signage necessary and visible to make the public aware that the Wintergarden is a 20 hour accessible space open for the public to enjoy.

- To further convey the notion of this as a public enclosed “open” space we encourage such things as a “farmer’s market” stand, located within the space, during the winter months, attracting local shoppers and serving as a benefit to the community (please note, this would only be for the winter months when the Copley Farmers Market is closed). We encourage indoor café tables and seating, free wireless services, and the inclusion of a coffee shop/café to encourage one to sit and linger in the space.

Response:

The Wintergarden will offer café tables and seating, free wireless services, and other amenities, such as a coffee kiosks and other retail kiosks that will encourage one to sit and linger in this four-season space. The Proponent will continue to review the

programming with the CAC and identify those programs which may better be suited for the Southwest Corridor.

- This space would very transparent and an ideal location for some event programming, such as live music and other commercial and public uses for recreation and reflection.

Response:

The Proponent will expand the event programming presently offered at Copley Place into the Wintergarden, which includes live music, art and fashion shows.

- Since the existing space is now a resting spot for those shopping in the area, it is suggested that outdoor seating be incorporated into the landscaping plan at the upper level of the entry podium to better connect with the indoor space emphasizing a better indoor/outdoor spatial connection.

Response:

The Proponent is working with Copley Wolff Landscape Architects to incorporate seating at the Stuart/Dartmouth Streets entry. See attached plans.

4. COMMUNITY RETAIL

- The issues of the community retail spaces were discussed at length in the sub-committee meeting.

Response:

Please reference the attached summary of obligations from the lease provided to the CAC on 9/28/11.

- We have reviewed the comments of George Cramer and have heard concerns about the community retail program adjacent to the Southwest Corridor on the lower level of Copley Place. There is a strong desire to better understand the community retail program as it was first conceived, and whether the original intent was full integration into Copley Place, or the separate condition that exists.

Response:

Please reference the attached summary of obligations from the lease provided to the CAC on 9/28/11.

- Just as the CAC has (and continues to) explored the affordable housing in the development, we would like to better understand the history of this program, how tenants are chosen, what kind of subsidized rent is expected, longevity of the initial agreement, and if the community has some role in choosing tenants.

Response:

Please reference the attached summary of obligations from the lease provided to the CAC on 9/28/11.

- We have reviewed the new conditions for the community retail spaces, which will be improved with the new design, but understand the different condition will remain for this program (compared to tenants on the main floor of Copley). We suggest that the CAC be fully briefed on the history and economics of this program, and incorporate our comments about this “community benefit” as we do other aspects of the overall community benefit program associated with the development.

Response:

Please reference the attached summary of obligations from the lease provided to the CAC on 9/28/11.

- The existing location of the Community retail spaces should be better “featured with the redesign of the Corridor Park. Their visibility should be enhanced by the pedestrian experience of the park and surrounding area.

Response:

The Proponent is committed to improving the access and visibility to the community retail. The Proponent is working with Copley Wolff Landscape Architects to improve the landscaping along the community retail. Please see attached plans.

- The CAC would like to revisit the proposed “enhanced” connection from within the mall to these community retail spaces to ensure every effort has been made to feature them and improve access to and their visibility to the public.

Response:

As reflected in the attached exterior and interior renderings of the Southwest Corridor and Community Retail, the Proponent will replace the existing storefronts with clear glazed storefronts consistent with the design for the rest of the Project. The Southwest Corridor mall entry will be replaced with a new clear glazed entry system improving visibility and accessibility to the Community Retail from inside. The

attached landscape plans by Copley Wolff Landscape Architects propose improvements to redirect pedestrian travel along the Community Retail and to eliminate physical and visual barriers.

5. COPLEY SQUARE

- Copley Square is one of the most used public parks in Boston throughout the year and an important venue for open concerts, farmer's market, demonstrations, Boston marathon and many more events. It is surrounded by a treasure of historic buildings that are recognized worldwide and photographed from every corner. Copley Square will be negatively affected by a two hour shadow during prime time uses of the Park impacting the quality of life of all visitors to the park.

Response:

The Proponent and its consultants have conducted a comprehensive shadow analysis for potential impacts to Copley Square Park. The BRA criteria for this area requires that no new shadow be cast on dedicated public parkland for more than 2 hours between 8am and 2:30pm from March 21 through September 21. The shadow analysis shows that the Project does not cast a shadow on dedicate public parkland including Copley Square Park during those times and months.

The shadow impact on Copley Square Park is limited to the fall and winter months when the shadow sweeps across the Park in under two hours, impacting no more that 20% of the area. The shadow does not affect any one area of the Park for more than 15 minutes.

- Concerns have been expressed about the view of the new tower from the Back Bay, especially the view from Dartmouth Street because of its location directly on the corner of Stuart/Dartmouth Streets. The building's height will dominate the approach from Back Bay on Dartmouth Street all the way from the Charles River to Copley Square like no other current building in or surrounding the square today since its site, on the raised up Stuart/Dartmouth will loom over Copley Square in a way that the John Hancock Tower does not.

Response:

A two-level View Analysis was conducted depicting the Project from four major entry points into the City and from various neighborhood locations including the primary view corridor down Dartmouth Street from the Back Bay. The View Analysis included

in the DPIR shows that the view corridor is maintained down Dartmouth Street with the Project.

- Residents of Tent City would like more information about the impacts of the project on Copley Square, an examination of whether the size of the project negates the quality of life for the community and whether it should be decided for future generations what a project as tall and large as this will do to the quality of life for them.

Response:

The Proponent has conducted analyses to determine potential wind and shadow impacts to Copley Square Park. The results show that there will be no wind impacts. To Copley Square Park. The Project meets the BRA criteria for shadow impacts causing no new shadow on dedicated public parkland for more than 2 hours between 8am and 2:30pm from March 21 through September 21. The shadow impact on Copley Square Park is limited to the fall and winter months when the shadow sweeps across the Park in under two hours, impacting no more that 20% of the area. The shadow does not affect any one area of the Park for more than 15 minutes.

The Project will provide numerous public benefits to the neighborhood and the City as outlined in the attached project fact sheet. These benefits are further discussed in Chapter 8 of the DPIR.

6. SIDEWALK / STREETScape DESIGN

- The design of the streetscape elements should continue to be presented to the CAC as the plans develop. There are some basic elements that the design should reflect and incorporate:

Response:

The Proponent will continue to review the design of streetscape elements with the CAC as the plans develop.

- Pavement material should be of a high quality material that is suitable, durable and attractive to reflect the high quality of the overall development. The CAC would like to be involved in the choice of material and design.

Response:

The Proponent will install a paving material that reflects high design quality and is durable. The Proponent is committed to reviewing materials with the CAC for their input.

- Understanding that the sidewalk along Dartmouth St. is mostly over structure, raised planters should be incorporated for tree planting as well as for perennial and other seasonal / changeable flower displays along the curb line. There is concern over the width of the sidewalk given that the Winter Garden is taking any open space therefore street trees and softscape need to be incorporated at every opportunity.

Response:

The attached landscape concepts by Copley Wolff Landscape Architects incorporate options for raised planters to include trees and other flower displays. The Proponent is committed to working with the CAC to identify all opportunities for street trees and softscape along Dartmouth Street while maintaining the required clearances for pedestrians.

- Raised planters should be permanent design elements not movable and temporary and should provide for and incorporate seating opportunities wherever possible.

Response:

The Proponent is working with Copley Wolff Landscape Architects to specify the appropriate permanent planter design that incorporates seating elements. Please refer to attached landscape plans for current concepts.

- The upper level podium at the “Winter Garden” level should be large enough to function as a pedestrian assembly / gathering space, incorporating seating at that upper level to connect to and correspond with the interior public space.

Response:

The upper level podium which is the mezzanine level bridge connection from the Westin is large enough to accommodate tables and seating for public use and open to the Wintergarden below. The Proponent will continue to review this area for additional seating opportunities.

In addition, at the Southwest Corridor entry, there will be space for soft seating at retail gallery level one where the escalator and elevator arrive.

- The lower level sidewalk at the Dartmouth/Stuart corner should be equally inviting and sized to accommodate limited public gathering, incorporate seating and feature attractive plantings, emphasizing its role as the main foyer into Neiman Marcus and Copley Place.

Response:

The attached landscape plans incorporate seating and plantings at this location. The Proponent will continue to work with Copley Wolff Landscape Architects to program seating and planting at the lower level sidewalk and the Dartmouth/Stuart corners.

7. OTHER

- Concerns remain about the impacts of trucks loading on Harcourt Street. The developer should improve the masonry, landscaping and broken post and chain barriers. Better management of delivery systems should be explored to minimize impacts on pedestrians and the adjacent neighborhood.

Response:

For public safety, a security officer gathers necessary data from vehicles entering the loading dock. This safety measure occasionally causes queuing of trucks. In response to the CAC's concerns regarding truck queuing on Harcourt Street, the Proponent has shortened procedures and reduced the time for trucks to clear security. The Proponent has made area available within the loading dock for trucks to pull in after clearing security instead of idling on Harcourt Street.

The Proponent is committed to monitoring the loading activities to find ways to continue to improve the loading operations to minimize impacts to the adjacent neighborhood.

The Proponent will install "No Idling" signs and will clean and repair the masonry and landscaping at the area of the loading dock entry. The Proponent will also fix the broken post and chain barrier.

- Concerns has been expressed about the plans for car valet that calls for circling the block (a very large block) and the impact this will have, especially on Dartmouth Street which is one lane, and a major pedestrian crossing from the MBTA.

Response:

The Proponent's traffic consultant, Howard/Stein-Hudson Associates analyzed the potential impact of valet operations which was presented to the CAC at the 9/7/11 meeting. The analysis showed that the traffic operations on Dartmouth and Stuart Streets and Huntington and Exeter Streets will continue to operate at acceptable levels of service.

- Some members would like to see more information related to the affordable housing program.

Response:

As per the Mayor's Executive Order relative to the Inclusionary Development Policy, the number of affordable units for the Project is 15% of the market rate units. The Proponent proposes to provide 1.5% of the obligation on site. With respect to the remaining 13.5% of the housing obligation, two options will be explored:

- **The preferred option is to create off-site units located in neighborhoods adjacent to the proposed Project.**
- **If the Proponent is unable to secure and implement the off-site housing option, the remaining affordable housing obligation will be achieved by making a cash contribution to the affordable housing fund as per the Mayor's Executive Order.**

The Proponent is committed to continuing to review the affordable housing program with the CAC as more details are developed.

- A top to bottom review of all curb and roads should be studied, including the proposed reduction of one parking space on Dartmouth and Stuart streets and reducing the U-turn on Huntington Avenue. All crosswalks in the area should be repainted.

Response:

As part of the overall analysis for the 3 options requested by the CAC, the Proponent is studying the curb, roads, reduction of one parking lane on Dartmouth and Stuart Streets and reducing the Huntington Avenue U-turn. The Proponent will repaint all crosswalks surrounding the Project site.

- There are concerns that the use of the building could change from condos, to rental, and questions related to the sales and marketing of the building.

Response:

The Proponent is pursuing the Project as a condominium development. The Proponent will continue to evaluate market conditions as they progress in design to ensure the overall success of the development.

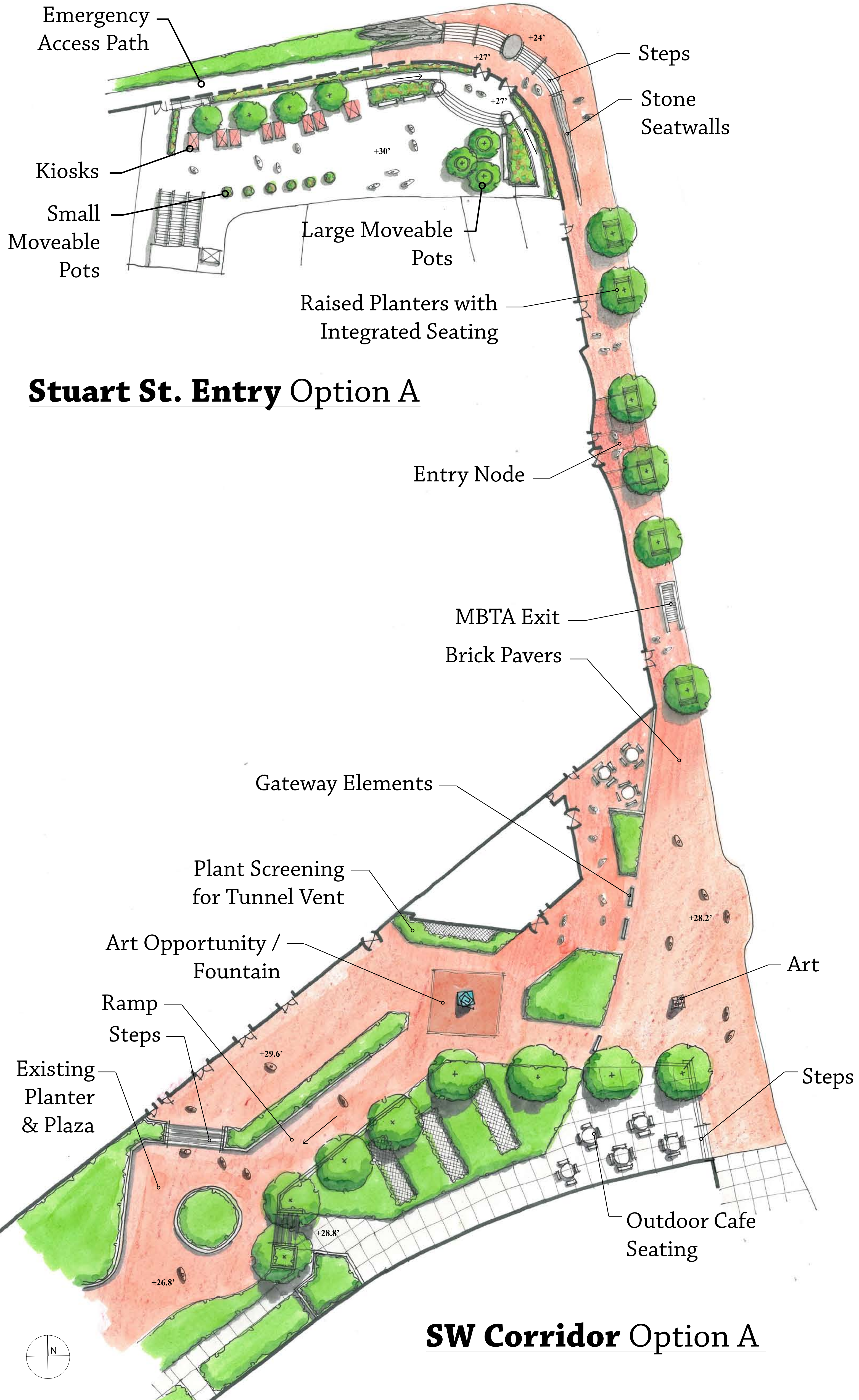
Conclusion

There continues to be a great deal of concerns about the height of the building, shadow and wind, which the CAC must weigh in balance to the comments and improvements sought/encouraged above. We propose a walk around the site in 4 weeks to review in detail the changes the owner incorporates from this letter into the project design. At that time we would like to walk around and review proposed building materials, finishes, installations, entries, architectural features and landscaping.

Response:

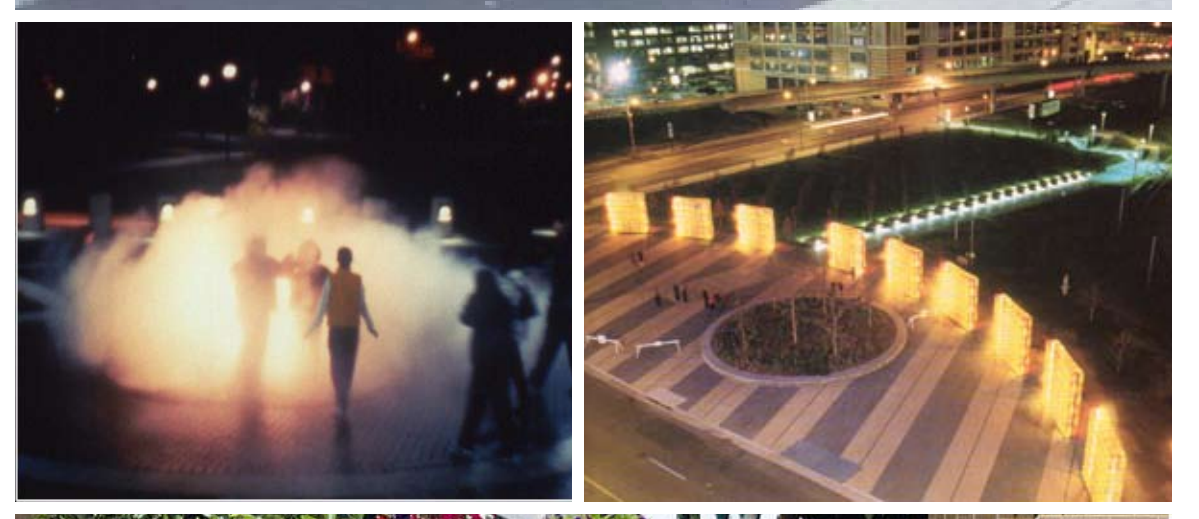
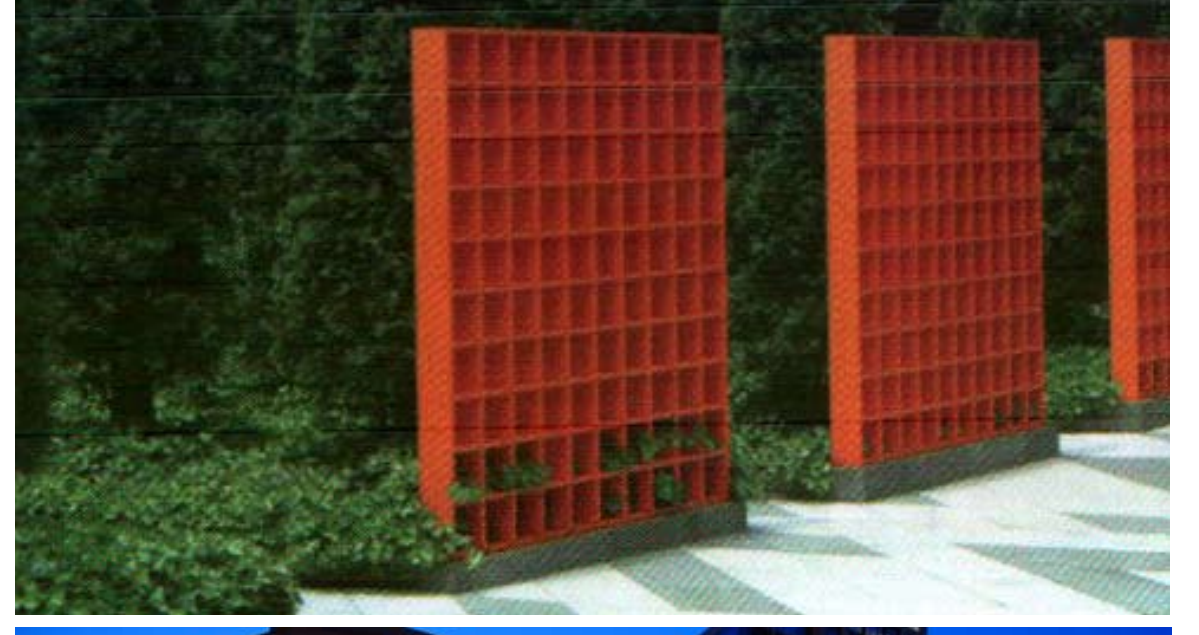
The Proponent is committed to continue working with the CAC to address its comments and concerns. The Proponent will continue to present proposed building materials, finishes, installations, entries, architectural features, and landscaping as the plans continue to develop.

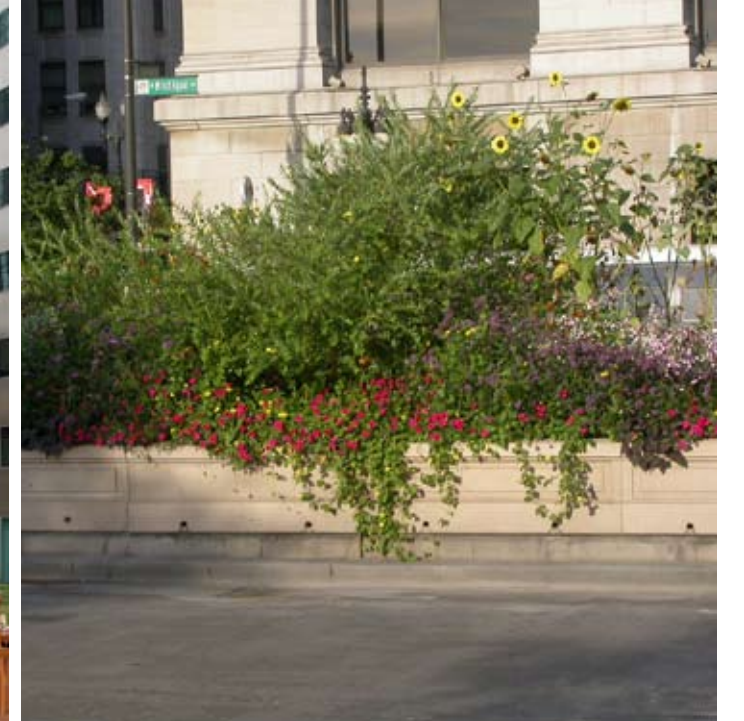
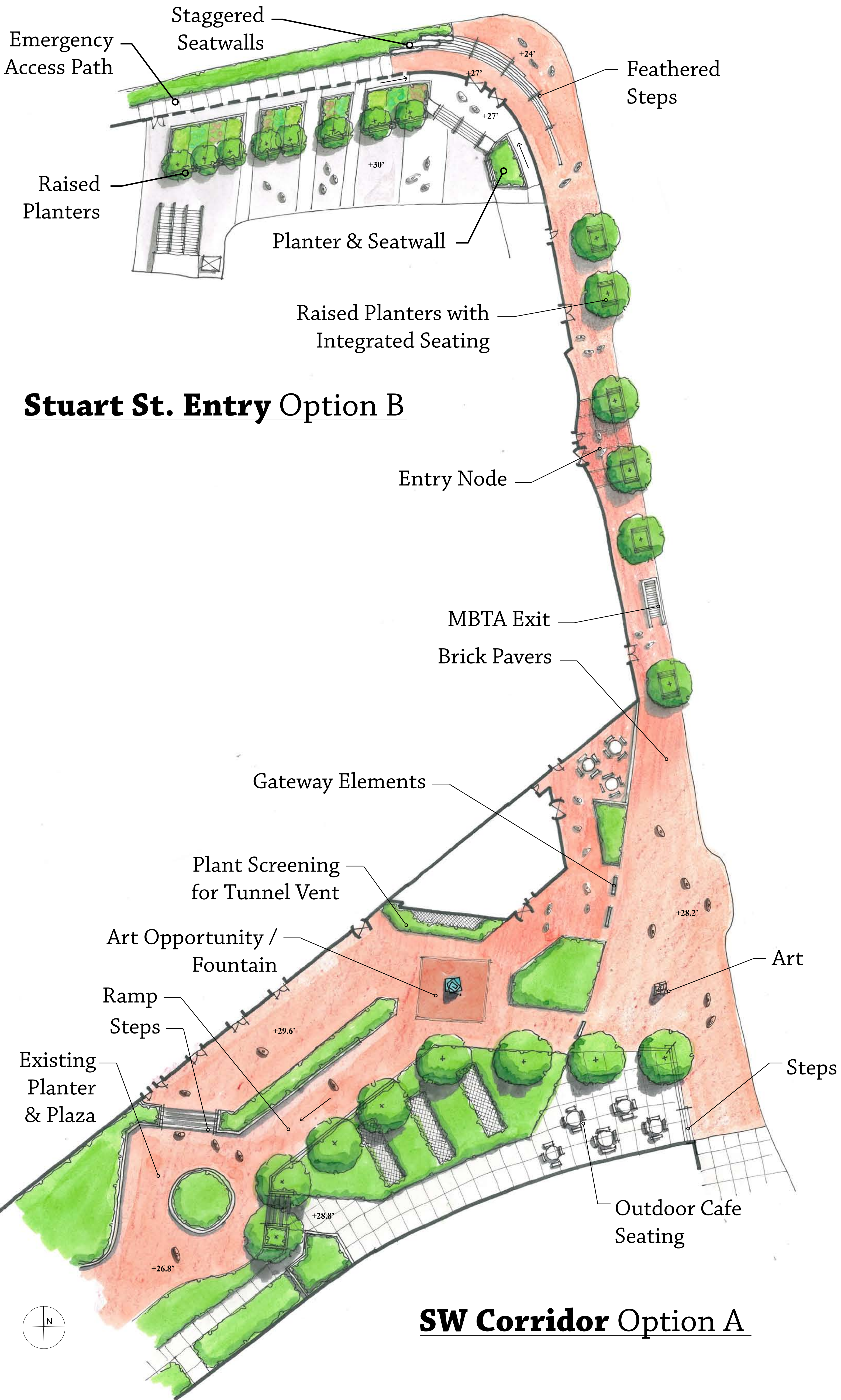
Copley Wolff Landscape Design Concepts



Stuart St. Entry Option A

SW Corridor Option A





Summary of Community Retail Program

Summary of Community Retail

LEASE TERMS

The original lease term of the Amended and Restated Lease Agreement between the Massachusetts Turnpike Authority and Urban Investment and Development Co dated December 22, 1978 section D paragraph 12 provided as followed.

Other Business Opportunities

Tenant will attempt to set aside space in the range of 15,000 to 20,000 square feet facing the proposed deck over the Southwest Corridor transit line for community-oriented stores. Of these, approximately 50% will be reserved for Community Development Corporations and Minority Business Enterprises at below market rents. Whenever feasible and practicable, the Tenant will provide equal opportunity for Community Development Corporations and Minority Business Enterprises to carry out service requirements within the project, such as furnishing security and maintenance, operating the parking garage, running concession stands and supplying fuel.

In 1991 Massachusetts Turnpike Authority and Urban Investment and Development Co memorialized the agreements relating to Paragraph 12 that had been reached since the Lease was executed to specific the obligations of the parties as followed:

UDIC will attempt to lease to CDCs or MBEs at a below market-rent, in the range of fifteen thousand (15,000) to twenty thousand (20,000) square feet of space.

A. Qualifying Tenants

An MBE is an individual or other legal entity which qualifies as an MBE under the Regulations promulgated by the State Office of Minority Business Assistance ("SOMBA"), 425 CMR 2.00

A CDC is a quasi public nonprofit corporation organized under the Massachusetts General Laws to carry out certain public purposes whose by-laws meet the requirements of M.G.L.C. 40F

UIDC shall be responsible for examining the qualifications of those claiming MBE or CDC status and shall use reasonable efforts to verify compliance with SMOBA standards and the requirements of M.G.L.C. 40F

B. Below Market Rent

Below market rent shall be a rent which is discounted from market rent by 25%. Market rent shall be the prevailing rent (including base rent, additional rent, escalation payments for taxes and operating expenses, ect) charged for comparable space in the South End, St. Botolph, Back Bay, Fenway, Lower Roxbury, Bay Village, Chinatown and South Cove neighborhoods, as defined in Schedule D of the lease.

C. Type of Space

Approximately 8,400 rentable square feet of space on the Southwest Corridor Deck shall be offered for lease for community oriented retail purposes, which shall include destination type retail uses, such as hair salons, accounting firms, video stores, variety stores, cleaners, shoe repair, law offices, child care providers and similar service/destination types retailers with an option for impulse type retail shops such as dress shops or newsstands, at the end of the Dartmouth Street Shops nearest the escalators. Approximately 6,600 rentable square feet of space within the office section of Copley Place shall be offered for lease to MEB's for office use. UIDC shall make reasonable efforts to locate future MBE office tenants in such a manner as to diversity MBE office tenants throughout the four office towers in Copley Place, to the extent consistent with those requirements of the overall leasing plan for the office section relating to the size of the floor plates and the availability of contiguous floors.

CRITERIA USED FOR BUSINESSES TO QUALIFY FOR COMMUNITY RETAIL SPACE

Simon Property Group employs a Minority and Woman Enterprise liaison who interviews and certifies prospective community retail tenants through the Commonwealth's Supplier Diversity Office (SDO) formed in 2010 via merger of the State Office of Minority & Woman Owned Business Assistance and the Affirmative Market Program. Customary commercial leasing criteria used for market rate retail tenants have typically been waived for prospective Minority and Woman Enterprise tenants in order to eliminate hurdles in processing of lease terms. Benefits provided to Minority and Woman Enterprise tenants, in addition to below market rent, include listing in the Copley Place Mall directories; free access to Copley Place's website for promotional listings; free postings and photos on Copley Place's Facebook and Twitter pages; company link on Copley Place website; free advertising spots on Copley Place's video monitors; discounted pricing for on-center media (banners, window clings, display cubes); access to other areas of Copley Place for fashion shows, events or demonstrations.

**Project Renderings of Improvements to SWC &
Community Retail**

AFTER



SOUTHWEST CORRIDOR



SOUTHWEST CORRIDOR ENTRY



SOUTHWEST CORRIDOR ENTRY



SOUTHWEST CORRIDOR ENTRY

Project Fact Sheet

COPLEY PLACE RETAIL EXPANSION AND RESIDENTIAL ADDITION PROJECT SUMMARY



Project Proponent:	Copley Place Associates, LLC Simon Property Group 225 W. Washington Street Indianapolis, IN 46204
Development Project Manager:	Collaborative Partners, Inc.
Architect:	Elkus-Manfredi Architects
Draft Project Impact Report Submission Date:	August 15, 2011
Planned Development Area Submission Date:	September 16, 2011
BRA Sponsored Public Meeting Date/Location:	September 29, 2011, Boston Public Library
Project Location:	The project is located at Copley Place in Boston's Back Bay at the southwest corner of Stuart and Dartmouth Streets

Proponent:

Simon Property Group is an S&P 500 company and the largest U.S. retail REIT. Simon is a fully integrated real estate company which operates from five retail real estate platforms: regional malls, Premium Outlet Centers®, The Mills®, community/lifestyle centers and international properties. It currently owns or has an interest in 391 properties comprising 261 million square feet of gross leasable area in North America, Europe and Asia. The Company is headquartered in Indianapolis, Indiana and employs more than 5,000 people worldwide. Simon Property Group is publicly traded on the NYSE under the symbol SPG. For further information, visit the Company's website at www.simon.com.

Project Summary:

The Proposed Project will incorporate sustainable, transit-oriented, aesthetically contextual, and smart growth design principles that demonstrate the Proponent's commitment to the Copley Place site and downtown Boston. The Project will ensure that Copley Place maintains its status as the most attractive retail destination in the Boston metropolitan area and the expansion of Neiman Marcus will help create a more significant presence for the store. The Project involves:

- Approximately 115,000 s.f. renovations to the existing Neiman Marcus.
- Approximately 115,000 s.f. of new retail including the Neiman Marcus expansion, additional retail and restaurant space, and a new Wintergarden.
- Approximately 670,000 s.f. of new residential space, comprising approximately 318 residential units, to maximize the amount of residential use at a location that is highly accessible by public transit.
- Improvements to the public realm surrounding the Copley Place Development in the vicinity of Dartmouth Street and Stuart Street and creation of a more welcoming entrance from the Southwest Corridor.
- No new parking spaces are proposed as part of this project. The existing Simon controlled garages have adequate capacity to serve the proposed project and continue to meet existing needs.

Benefits of the Project:

- Job Creation – Approximately 1,700 construction jobs and approximately 270 permanent jobs will be created.
- Enhances Property Tax Revenue - Approximately \$7.2 million in new annual property taxes will be generated.
- Provides Linkage Funds to the City – Approximately \$1,023,000 in housing linkage and \$204,000 in jobs linkage will be paid.
- Residential – The project will add approximately 318 units in an area that is well served by public transit. It will help balance the current mix of uses at Copley Place. Compliance with the City's Inclusionary Development Policy advances important affordable housing goals and objectives that the City has established.
- Economic Development –Expanding and renovating this in-town retail anchor and adding new residential uses will draw customers to other stores, restaurants, services and historic sites in the area.
- Smart Growth – Focusing density into areas supported by existing infrastructure and reinforcing community vitality.
- Sustainable Design – The project will receive a LEED rating under the U.S. Green Building Councils Leadership in Energy and Environmental Design system for Core and Shell and New Construction, resulting in a design that is sensitive to the environment.

Schedule:

Project Construction is expected to commence during the fourth quarter of 2012 with projected completion during the fourth quarter 2015. Phase 1 would involve the improvements to the Southwest Corridor Entry