



Component I Development Revised Proposal

Air Rights Parcel 15 | March 16, 2012



tat | the architectural team

THE CHIOFARO Company

Real Estate Development and Management

March 16, 2012

William Tuttle
Deputy Director
Office of Real Estate and Asset Development
Massachusetts Department of Transportation
State Transportation Building
10 Park Plaza, Suite 4470
Boston, MA 02116

Re: MassDOT - Air Rights Parcel 15

Dear Mr. Tuttle,

We are pleased to submit along with the Prudential Insurance Company of America through their advisors, Prudential Real Estate Investors (PREI), our revised proposal for the development of MassDOT Air Rights Parcel 15 in the Back Bay. Our team is uniquely qualified to develop this parcel by combining it with the pivotal parcel owned by Prudential that fronts on Boylston Street. We feel that this is a once-in-a-lifetime opportunity to fill in a gaping, unsightly hole and repair the urban fabric with a project that enhances its neighborhood.

In order to aid your review of our revised proposal, we would like to highlight the major changes from our original proposal which we have incorporated based on the feedback that we received from MassDOT, the CAC and the City:

1. Reduced parking spaces by 1/3
2. Increased the amount of retail by 20,000 sf to include the second floor space
3. Increased the setback of the main tower above a podium
4. Removed the pedestrian arcade and increased the height of the cantilevered podium above the sidewalk
5. Reduced the overall height of the building by 17 ft.

Together, PREI and Chiofaro have established a long-term and multi-faceted partnership. We offer the combination of a sophisticated and long standing institutional equity source and an accomplished hands-on developer who is committed to developing high-quality properties that contribute to the built environment.

We have offered an attractive package which includes a generous valuation for the MassDOT air rights, a straightforward development concept which is feasible, not contingent on other parcels and which can be completed expeditiously, allowing the MassDOT to monetize this value in the near term.

We look forward to working with you, the City and the CAC to answer any questions that may arise.

Sincerely,



Theodore A. Oatis

William H. Anderson
Principal
Prudential Real Estate Investors

Prudential Investment Management
8 Campus Drive, Parsippany NJ 07054
Tel 973 683-1614 Fax 973 683-1794
william.h.anderson@prudential.com

March 13, 2012

William Tuttle
Deputy Director
Office of Real Estate and Asset Development
Massachusetts Department of Transportation
State Transportation Building
10 Park Plaza, Suite 4470
Boston, MA 02116

Dear Mr. Tuttle:

We are writing to confirm that we are joining with The Chiofaro Company in proposing a development on Air Rights Parcel 15 in Boston's Back Bay neighborhood and specifically the enclosed response to your revised RFP.

As we have indicated previously (see attached letter of January 6, 2012), Prudential Real Estate Investors on behalf of Prudential Financial is working exclusively with The Chiofaro Company to secure these development rights and combine them with the abutting parcel owned by Prudential to make for a developable project. In that regard, we are intrigued by the prospect of filling in the gaping hole over the site and thereby completing a functioning and pleasant retail frontage for Boylston Street all the way to Massachusetts Avenue. That would be a welcome result for us and the neighboring community as well.

We appreciate that there will be a community review process for any such development and understand that you will share this letter with the appointed CAC to make our position clear to them.

Sincerely yours,



William H. Anderson
Principal

Enc.

William H. Anderson
Principal
Prudential Real Estate Investors

Prudential Investment Management
8 Campus Drive, Parsippany NJ 07054
Tel 973 683-1614 Fax 973 683-1794
william.h.anderson@prudential.com

January 6, 2012

Mr. Peter O'Connor
Director
Department of Transportation
Office of Real Estate and Asset Development
10 Park Plaza - Suite 4470
Boston, MA 02116

Re: Air Rights Parcel 15 Development

Dear Mr. O'Connor:

I am writing to confirm that Prudential Real Estate Investors (PREI) on behalf of Prudential Financial is, and has for some time been, working exclusively with The Chiofaro Company to pursue the development rights for your Air Rights Parcel 15. As I am sure you know, Prudential is the owner of the land parcel which abuts Parcel 15 and which controls the air rights connecting to Boylston St.

We are partners with The Chiofaro Company on other Boston real estate investments and are not considering a venture with any of the competing proposers for this air rights development site.

We understand that a neighborhood review committee has been formed to assist you and the BRA in assessing the development proposals. Please feel free to share this letter with the committee to inform them of our position.

Sincerely yours,



cc: Peter Meade
Donald Chiofaro
Theodore Oatis

SCHEDULE 1

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION
REQUEST FOR PROPOSALS
AIR RIGHTS PARCELS 12, 13, 14 AND 15
MASSACHUSETTS AVENUE/BOYLSTON STREET, BOSTON, MA
ADDENDUM 2

REVISED PROPOSAL FORM

NAME OF PROPOSER: The Chiofaro Company Inc.

The undersigned (the "Proposer") hereby acknowledges that it is fully familiar with all provisions contained in the Request for Proposals; Air Rights Parcels 12, 13, 14 and 15; Massachusetts Avenue / Boylston Street, Boston, MA, 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(s) 15, subject to: (i) the terms and conditions described in the RFP; (ii) the terms and conditions contained in the Proposal; and (iii) further terms and conditions to be negotiated with MassDOT.

BY:

SIGNATURE:

TYPED NAME: Donald J. Chiofaro

TITLE: President

DATE: March 16, 2012

WITNESS:

SIGNATURE:

TYPED NAME: Theodore A. Oatis

TITLE: Co-Founder

DATE: March 16, 2012

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: Theodore A. Oatis

TITLE: Co-Founder

STREET ADDRESS: One International Place, Suite 4600

CITY: Boston

STATE: MA

ZIP CODE: 02110

TELEPHONE: 671-330-5266

FACSIMILE: 617-330-5252

ELECTRONIC MAIL: toatis@chiofaro.com

2. Development Team

a) Development Entity:

The development entity will be a joint venture between an affiliate of The Chiofaro Company with select principals therefrom and an affiliate of Prudential Real Estate Investors.

- **The Developer:** THE CHIOFARO COMPANY. The Chiofaro Company is a privately held, independent firm engaged in the development, investment, consulting, leasing, management and ownership of real estate properties of the highest quality. It is one of New England's leading developers and operators of first class commercial and research/development projects. The company's successful track record and its impressive client list are a direct result of its uncompromising focus on creating and maintaining workplaces of extraordinary value—workplaces that enhance the competitiveness of its clients.

The Chiofaro Company is comprised of seasoned professionals with extensive experience who have worked successfully together through numerous economic and real estate cycles. The resulting perspective allows them to ask the right questions, define the right issues, assemble the right team and deliver the right solution.

The Chiofaro Company is responsible for highly successful and distinctive properties, both in major metropolitan areas and in the suburban marketplace. The company has secured equity and debt financing of over \$2 billion. The company's developments have been clear market leaders, consistently outperforming the competition in terms of both rental rates and occupancies achieved.

b) Other Development Team Members:

- **The Architect:** The Architectural Team. Founded in 1971, The Architectural Team, Inc. (TAT) is a 50-person architectural firm that has successfully grown through its design excellence and commitment to responsive and collaborative client relationships. TAT has developed a portfolio of distinctive design solutions, which includes a broad range of building types and programs, and has earned the firm more than 60 awards for design excellence. These include the new construction of large urban mixed-use developments, residential, commercial, hospitality, recreational, and academic facilities, as well as a national reputation in the area of historic preservation and adaptive reuse. The majority of TAT's work is located in New England, but the firm routinely works throughout the eastern seaboard including, recently, New York, Washington, D.C., Louisiana, Maryland, Michigan, Illinois, Florida, Pennsylvania, among other states. Locally, The Architectural Team Inc. has extensive Article 80 (Large Project Review) experience in the City of Boston. Located on the water on Admiral's Hill in Chelsea, Massachusetts, The Architectural Team's office occupies the restored historic Commandant's House originally built in the 1840s, on the grounds of the former Chelsea Naval Hospital site.
- **The Construction Manager:** John Moriarty & Associates. John Moriarty & Associates, Inc. is a full service construction management firm providing preconstruction and construction services for commercial and institution clients in New England, Virginia and Florida. In business since 1985, JMA employs over two hundred staff and puts in place in excess of 400 million dollars' worth of construction annually. Notable projects in and around Boston include; 111 Huntington Avenue, Russia Wharf, The Broad Institute, Museum of Fine Arts Expansion, Simches Labs at Massachusetts General Hospital, The Karp Family Research Center at Children's Hospital, Belvedere Condominium Building, The Longwood Research Tower for Dana Farber, MIT Real Estate building for Pfizer, the housing job for Community Builders.

- Structural Engineer:** McNamara/Salvia, Inc. Robert J. McNamara and Joseph A. Salvia have been practicing structural engineering together in Boston for the past twenty-five years. Collectively, they have over seventy years of experience in virtually all types of buildings. Initially organized as a branch office of a nationally recognized engineering company, the Boston office grew to have a number of engineers and designers doing work throughout the country. In December 1987, Messrs McNamara and Salvia purchased the office to form McNamara/Salvia, Inc. McNamara/Salvia, Inc. provides innovative and cost-effective structural engineering with full principal participation in each project from concept through construction stages. The firm brings to the design team extensive engineering expertise in all types of structural systems and materials for diversified projects such as medical and research facilities, urban and suburban office structures, commercial and retail complexes, air rights developments and residential developments. The firm of McNamara/Salvia, Inc. currently comprises a staff of 55 people of which 50 are technical personnel. The engineering staff includes 23 registered professional engineers and the document production team is supplemented by state-of-the-art CAD equipment. McNamara/Salvia is registered to practice engineering in over 40 states.
- Legal Counsel:** We anticipate the combination of DLA Piper and Goodwin Procter
- Permitting Consultant:** Epsilon Associates. Epsilon Associates is a well-established, Massachusetts based, environmental engineering, and consulting firm that has extensive experience in environmental management and permitting services. Epsilon is the “go to” firm for complex and highly visible projects in Boston and throughout Massachusetts. Epsilon has successfully gained approvals and permits for many of the largest and most complex projects in the region, including such projects as the Hynes Convention Center, Waterside Place, Columbus Center and South Station, all of which involved air-rights. The firm is particularly expert in getting projects successfully through the State MEPA and City of Boston Article 80 processes in an efficient and coordinated manner.

3. Parcels

The revised proposal has been submitted for Parcel 15 only. The site for the subject development proposal is made up of two parcels. One parcel is the so-called Parcel 15 air rights parcel offered by MassDOT and located over the Conrail tracks adjacent to Cambria Street. The second, pivotal parcel is located adjacent to Parcel 15 and is owned by our partner Prudential. The Prudential parcel is owned in fee with easements for use by the Turnpike and with Prudential owning the associated air rights above. Most importantly, virtually the entire Boylston Street frontage of the combined site is provided by the Prudential parcel making it critical to filling the gaping hole at the intersection of Boylston and Dalton Streets. Information provided in the RFP indicates that Parcel 15 is 12,520 SF and the Prudential parcel is 10,921SF making a combined site of 23,441 SF. At Prudential’s direction Goodwin Procter has prepared a memo on the history and ownership of the Prudential parcel. A copy of this 78 page package (largely made up of exhibits) will be forwarded under separate cover. One exhibit in the report is a survey dated 1999 that indicates the combined site is 27,202 SF with Parcel 15 at 14,611 SF and the Prudential parcel at 12,591 SF. Clearly a detailed review will need to be conducted to analyze the 3,761 SF differential in the reported site area.

In addition to the parcels described above, we are proposing a 1,200 SF deck over Cambria Street to assist vehicular and loading access to the building. Rights to do so would need to be secured from the City. Please note that the deck provides queuing space, which would otherwise displace ground floor commercial retail use if it were to be provided within the building.

4. Development Approach
a. Development Program
i. Program Areas

1. Overall GSF: 592,800
2. Table of Floor Areas

Gross Square Footage Calculations

Floor	G	2	4-6	3 & 7	8 & 9	10-29	
Parking	5,000		21,400				69,200
Retail	12,000	18,100					30,100
Office & Core	3,500	2,400	2,400	23,800	16,400	19,800	493,500
Total Per Floor	20,500	20,500	23,800	23,800	16,400	20,000	
Totals	20,500	20,500	71,400	47,600	32,800	400,000	592,800
MTA Air-rights	12,520						
Prudential Air-Right	10,921						
Cambria Street	1,200						
Site Total Area:	24,641						

Net Useable Square Footage Calculations for Office Floors

Lower Office Floors NET SF		Upper Office Floors NET SF	
Useable Office Space	18,400	Office Space	14,600
Shell & core	4,400	Mechanical	4,400
Circulation & Lobby	1,000	Circulation	1,000
Total SF	23,800	Total SF	20,000

ii. Land Uses. Describe all proposed indoor and outdoor site uses and the location of each use within the building or on the parcel. Describe the specific nature of each proposed use:

- The development proposes office space, parking for office space, and ground floor retail. Currently no residential uses are contemplated, rental, condominium or otherwise. However, recognizing that markets are dynamic, the proponents would be flexible and consider hotel and/or residential if the conditions warranted and the use could be demonstrably feasible.
- The proposed development concept incorporates office as the principal space use above the retail and parking podium. This is based upon the characteristics of the specific location and the state of the real estate markets in the Back Bay. Please refer to the letter enclosed from Cushman & Wakefield relative to the office market in the Back Bay.
- The office use is also arguably less impactful on the adjacent neighborhoods than residential but at the same time is a use that will stimulate and benefit the surrounding businesses.
- The ground floor retail will extend and fill in expansive gaps along the Southside of Boylston Street. The proposed two-story retail along Boylston Street will be highly transparent enlivening the full 250 feet of continuous retail frontage from St. Cecelia's Street to Dalton Street and turning the corner 65 feet southward along Dalton Street, encompassing and filling in not only the Parcel 15 void, but also, the important Prudential air-rights corner at Dalton and Boylston. Together, the two contiguous parcels will contribute 30,100 square feet of retail uses along Boylston and Dalton designed for multiple tenancies with multiple points of entry.

- The retail will be set back from the property line along Boylston Street to widen the sidewalk under the cantilevered podium section of the building, which would start at the third floor approximately 32' above the sidewalk. This widening of the sidewalk would effect the creation of a linear plaza which is envisioned not only as circulation space, but also to accommodate a variety of active public uses, such as an outdoor café and restaurant seating as well as passive public uses, such as the display of public art.

iii. Parking: State the number of parking spaces that would be required for each use included in the building program. Describe any proposed on-site parking, including the location within the development, number of spaces, and whether and how many spaces will be dedicated to each program use. Describe any provisions for off-site parking, including the location, number of spaces, and any agreements ensuring availability of spaces.

- **Number of parking spaces on and off-site:**

All spaces are on site, 245 parking spaces will be in the above ground garage with 5 more on the deck over Cambria Street for a total of 250 valet spaces.*

*Note: based upon experience the proponent believes the actual parking need will not exceed one space per 2000 of net rentable office space or approximately 250 spaces. The program has been modified to incorporate this reduced number of parking spaces based on feedback received from the CAC as well as the City's initiatives to reduce parking spaces and encourage public transportation.

- **How many spaces will be dedicated to each use:**

The majority of the parking spaces will be used in conjunction with the office use with the balance used to meet the city requirements for retail and transient parking spaces.

b. Design Description. For each MassDOT, proposer-controlled, and other Parcel, provide a concise description of the proposed building and site design, including, without limitation:

- i. Design Intent: Describe the overall approach and general intent of the design**

Foremost in the design intent is filling in the ground plane void which presently exists not only at the Parcel 15 air rights opening, but also at the critical Prudential air rights section at the corner of Boylston and Dalton Streets, which represents approximately 70 percent of the Boylston Street frontage. By filling in this significant gap in the pedestrian ground plane with active retail uses and plazas, the urban design objective of connecting the Hynes/Dalton Street neighborhoods with Boylston Street neighborhoods to the west of Massachusetts Avenue can be realized. Strengthening the presently empty corner of Dalton and Boylston Streets with a significant architectural and retail response will compensate for the inactive and ambiguous pedestrian arcade of the Hynes Convention Center by providing a lively ground plane destination and architectural marker. Finally, in developing the Prudential Parcel and Parcel 15 jointly, it will be possible to avoid the party wall design issues that would otherwise have to be addressed if each parcel were developed independently.

The first two floors of the proposed development will set back at the important Dalton and Boylston Street intersection to approximately the same depth as the Hynes Convention Center arcade, but without its colonnade which tends to divide the sidewalk and separate any potential retail façade from the street. Instead, floors three through eight above would be cantilevered 32 feet above the sidewalk to create a sense of pedestrian scale enclosure and aid to signal the presence of retail uses at the second story. In addition, the enclosure created by the cantilever will serve to provide shelter in inclement weather and reduce pedestrian level wind forces. Parking uses would be located at the fourth, fifth and sixth floors, one floor above the lip of the cantilever and behind the opaque glass curtain wall indistinguishable in detailing from adjacent planes of curtain wall and further screened with an attractive array of exterior glass fins. The two-story retail storefront below the cantilever would be detailed as a highly transparent glass wall, curved so that the sidewalk setback would be greatest at the corners of Dalton and Boylston Streets, narrow at mid-block, and then wide again to

the corner of St. Cecelia and Boylston Streets. This curvature of the retail storefront would improve the view angle of the storefronts looking west up Boylston Street from the Hynes Convention Center block and east from the Berkeley College block.

The first eight stories would roughly mirror the Hynes Convention Center massing and provide a podium above which the ninth floor would be set back, curved along the Boylston Street façade, following the roughly triangular plan form of the site. The setback of this curved façade would therefore vary from 16 to 37 feet, widest at the corner of Boylston and Dalton Streets and again at the corner of St. Cecelia and Boylston Street, where it would come to a dramatic point; the curve resolving the massing of the tower section to the approximate setback of the proposed Berkeley College tower on the St. Cecelia-Massachusetts Avenue block. The curved facade is designed to enhance the potential elegance inherent in the triangular form dictated by the site. It provides a significant architectural gateway marker visible from Massachusetts Avenue and eastbound traffic on the Massachusetts Turnpike.

Considered within a larger urban context the proposed development would take its place as a handsome addition to the high spine of structures running east from Massachusetts Avenue along the Boylston Street/Stuart Street corridor. Its height has been calibrated to fit in to the graduated profile of existing and planned developments rising from Massachusetts Avenue to the Prudential Building.

ii. Structural Concept: describe the conceptual structural approach to the parcel, including, without limitation:

- ***The extent of the highway, railroad, or other air rights portions of the parcel to be covered by buildings or other structures;***
- ***How the proposed buildings would impact the existing Turnpike and railroad***
- ***How support will be provided for construction over the highway and/or railroad, including the location and nature of all foundations and any direct interface with existing roadway or other structures***
- ***The construction techniques sequencing to be used to build over the highway and/or railroad.***

First, we feel it is important to clarify what we sense may be a misconception, as far as Parcel 15 is concerned, regarding the relative difficulty of building an air-rights “deck” over the turnpike and the notion that building a taller structure over air rights is more difficult than building a lower structure. Unlike many other air rights parcels, the spans over the east and west bound lanes of the turnpike, and the spans between the turnpike over the rail bed, are short enough that they do not need to support columns of the building above. In fact, the premium associated with such a project is not building the “deck” which is, after all just the first floor of the building, but rather, the construction logistics of installing foundations in and around the active transportation arterials below it. As such, the extent to which disruption at the level of the transportation arterials is limited and the extent the costs of such work can be amortized over a larger development determines project feasibility. The geometry and existing conditions of this specific air rights parcel provide us with a uniquely practical and minimally disruptive strategy for construction logistics. This, in combination with a manageable area relative to potential development yield provides us with a straight forward project compared with other air-rights sites.

The project as proposed would cover entirely both the railway and the highway, not only at Parcel 15, but also over the adjacent Prudential air rights parcel at the corner of Dalton and Boylston Streets.

Construction impacts to the turnpike and the railway would be minimized by construction of a temporary construction staging platform at the level of Boylston Street. The temporary construction platform would be built of timbers and steel staging supported along three lines of bearing: between Cambria Street and the eastbound rail line; between the westbound rail line and the eastbound turnpike lanes; and between the westbound and eastbound turnpike lanes. Pile driving and drilling equipment would operate from the construction platform, eliminating the need to close lanes of rail or automobile traffic. The lines of bearing

supporting the temporary construction platform would also be the lines of bearing supporting the proposed development. The permanent foundations and pier and wall systems will easily fit between the travel widths required by the automobile lanes and rail lines. The foundation system for the project will be comprised of high capacity drilled piles and reinforced concrete pile caps. This foundation system in turn will support reinforced concrete piers and walls that will extend vertically from the pile caps up to the plaza level.

Subsequent to the installation of the permanent foundations and base walls, a permanent first floor will be constructed and the temporary staging platform dismantled. The first floor structural slab, along with the adjacent streets, will then serve as a staging area for the construction of the tower. Since, the spans between the piers located adjacent to Boylston street, the rail lines, and Cambria street are in the 40 to 50 foot range, the erection of the plaza level structure will be accomplished very quickly with little disruption to both rail and auto traffic.

The proposed structure will consist of a hybrid system that utilizes a reinforced concrete core of shear walls and a composite floor system. The reinforced concrete walls will support the floor loadings at the buildings core and also provide the lateral bracing to resist wind and seismic loading on the building. The composite metal deck and concrete floor system supported by beams, girders, and columns will provide the gravity load bearing system for the balance of the structure. This system has been used successfully at Russia Wharf for Boston Properties, Fan Pier for the Fallon Companies, and Liberty Mutual's new office tower. *See Exhibits 2 & 6 for graphic details of pier locations and construction sequencing.

iii. Building Design: Describe the design of the building, including without limitation

- **Building Massing and Height:** The proposed project massing is composed of two forms, an eight story 104' tall street wall, mass approximating the height of the Hynes Convention Center located on the adjacent block and a taller 20 story, 273' tower with a curved façade along Boylston Street set back 5' to 32' from the lower form.
- **Building Footprint and Plates:** The ground and second floors are 20,500 sf each. Floors three through ten are somewhat larger at 23,800 sf as a result of recovering the area above the pedestrian arcade. Floors ten through 29 are 20,000 sf.
- **Proposed architectural treatment, materials, and features:** The building massing is designed as a three-form composition each with a different set of architectural materials and textures responding to the different vistas from which they will be viewed and the different architectural contexts to which they need to respond.

The eight-story base approximates the height of the Hynes Convention Center to the east as well as the prescribed height (per the Civic Vision document) of potential development on Parcel 13 on the north side of Boylston Street. Along Boylston Street this base is articulated as a distinct, horizontally proportioned podium structure which itself distinguishes its highly transparent first and second floor retail levels while a more opaque curtain wall approach is taken on floors ten to twenty-nine. The opacity of these upper floors may be accomplished, for example, by a system of vertical, external glass fins which will serve to reflect north light back into office floors of the podium and mask three levels of parking contained within the podium structure. The six floors above the two lower retail floors could be articulated with materials and treatments that are respectful to the scale and historic nature of the immediate neighborhood, yet clearly executed in a contemporary vernacular with appropriate materials such as terracotta and composite metal panels.

The tower located behind and above this eight-story base is articulated as two distinct twenty-nine-story forms, with a common mechanical penthouse. The southern mass which faces the Dalton Street Garage, the Hilton Hotel and other large-scale pre-cast concrete structures to the south may be rendered more solidly in terracotta with a pattern of horizontal windows reducing solar gain. This southern half of the tower also provides a foil to the elegantly curving glass curtain wall façade of the northern half facing Boylston Street above the eight story base. Together the two facades provide a particularly striking view from the west and, depending on what is eventually built on Parcel 12, the inbound lane of the Massachusetts Turnpike.

- **Vertical circulation throughout the building:** The pedestrian elevator core is proposed to be accessed at the building lobby level located over the rail bed so that it can be framed within the terra firma zones between the Turnpike and the west-bound rail bed and the east-bound rail bed and Cambria Street. The building lobby entrance is located midway along the Boylston Street frontage directly opposite the elevator core. The lobby floor elevation will be designed to ensure that the elevator pits associated with the vertical circulation remain above the clearance restrictions of the railway and avoid the need for a second story elevator lobby accessed by escalators. Three automobile elevators accessing the valet parking garage levels above the first floor will be located along the southernmost section of the Dalton Street façade.

iv. Site Design:

- **The nature, size, and location of landscape areas on the Parcels:** As previously described, the gently curved plan form of the first floor creates a new linear plaza which widens at the intersection of Dalton and Boylston Streets to provide a setting, not only for circulation, but also outdoor café seating and public art. This new linear plaza will extend the entire length of both Parcel 15 and the Prudential Parcel replacing the existing inhospitable, windswept no man's land with a new, lively and inviting venue for shopping, dining and public art. We envision a hardscape composed of attractive paving patterns and materials along Boylston Street which define and reinforce the different zones within the plaza utilizing planters, lighting, changes in grade and public art to do so. To the extent changes in street elevation need to be mediated with the building first floor this can be accomplished with steps in the widened linear plaza created between the two-story retail facade and the curb line and used to separate, for example, café seating from pedestrian circulation. This widened plaza, defined volumetrically by the two story cantilevered podium above, will continue the sidewalk-building relationship established at the adjacent Hynes Convention Center. Paving materials and textures will be carried into the building lobby located mid-block along Boylston Street. The proponent envisions the incorporation of outdoor green roof above the podium where the building steps back from Boylston Street.
- **The relationship of the landscaped site areas with adjacent parks, buildings and areas:** As previously described, the curved and recessed two story retail level along would create a linear plaza along Boylston Street widest at the corner of Dalton and Boylston which opens toward the recessed Hynes Convention Center street wall and provides a lively potential setting for public art and street activity and a visual destination for pedestrians making their way west along Boylston Street. The tall proportions of the two retail floors relative to the cantilevered overhang of the podium above will create a sense of pedestrian scale and enclosure without sacrificing visual accessibility projecting a sense of retail activity which should reinforce future retail uses across the street at Parcel 13. The curved linear plaza opens again at the west end of the site to provide a generous landing place for pedestrians making their way east from the Berkeley College parcel across Cambria Street.
- **Pedestrian access to and circulation through the building and site:** Pedestrian access to the building and site will be primarily from Boylston Street with the main building entrance located approximately mid-block along Boylston Street. Retail entrances will be located at the corner of Boylston and Dalton Streets and west of the main building lobby on the Boylston Street façade. There will be a minimum of two separate retail spaces with the potential of further subdivisions to create additional discrete retail tenancies, particularly along Boylston Street.

v. Vehicular circulation and parking:

- **Vehicular access to, egress from, and circulation through site:** A garage entrance to valet parking

within the building is to be accessed from a proposed deck over Cambria St. with the entrance on the south façade facing the Dalton Street Garage. Three automobile elevators accessing the valet parking garage levels above the first floor will be located along the southernmost section of the Dalton Street façade. It should be noted that the proposed deck is not necessary to the viability of this proposal (vehicles could enter directly from Dalton Street), but the deck provides queuing space, which would otherwise displace ground floor commercial retail uses if it was to be provided within the building.

- **The location and number of parking space provide:** 250 valet parking spaces will be accessed via automobile elevators at the 4th, 5th and 6th floors of the building.
- **Provisions for building delivery, loading and other services:** The new deck referenced above will also provide access from Dalton Street to a service dock located beyond the garage entrance on the south façade facing the Dalton Street Garage. Again, the proposed deck is not essential to this proposal, but allows for more retail space along Boylston Street and moves loading functions away from Dalton Street.
- **How the development will be connected to local roadway systems and transit infrastructure:** Located on Dalton Street, the new garage entrance can be accessed from Boylston Street, Massachusetts Avenue and Belvidere Street by Huntington Avenue. This convenient location lends itself to easy on and off from I-90, I-93, and Storrow Drive. Multiple light rail transit options such as the Hynes Convention Center, Copley Square, and Prudential on the Green Line and Back Bay on the Orange Line are located just steps away. Amtrak and the commuter rail service are within walking distance from the Back Bay station at 145 Dartmouth Street or via North or South Station, both of which are within a two mile radius. A selection of busses also service the area (1, 39, 55, 170, 193 and CT1) providing useful stops at Dalton Street, St. Cecilia Street, Massachusetts Avenue, and the Hynes Convention Center.
- **For Parcels 14 and 15, how delivery and other vehicular access and egress access to the Hynes Convention Center via Cambria Street will be maintained:** We have reviewed our design concept with the Hynes Convention Center personnel and will work continuously with them to coordinate their busy delivery during the construction process. Access to and from the Hynes Convention Center via Cambria Street will be maintained during construction with the erection of a temporary construction fence at Cambria Street that may encroach slightly into the street but will still maintain access to the loading docks down the street. The permanent construction deck over Cambria Street at its east end will be at the level of Dalton Street and rise westward at the same pitch as Cambria Street below so that there will be no loss of headroom above Cambria Street along its length.

vi. MBTA: Describe how the proposed project will accommodate and promote MBTA Green Line and bus operations. Specifically:

- **For Parcels 12 and 13, describe how the project will incorporate existing and new connections to the MBTA Hynes Convention Center Green Line station:** NOT APPLICABLE
- **For all Parcels, but particularly Parcels 12 and 13, describe how the parcel will accommodate MBTA bus operations, including the provision of space and shelter for bus patrons on adjacent sidewalks and plazas:** The development will meet all MTA and CSX clearances. No impacts are anticipated beyond normal construction phase traffic disturbance.

vii. Civic Vision: Describe how the proposed building and site design will satisfy the design guidelines of the Civic Vision

Several significant statements from the Civic Vision document inform the building concept:

"...the Prudential Center complex set the stage for a dramatic contrast to the historic row-house scale and character of buildings north of Boylston Street. Air rights development on Parcels 14 and 15, south of Boylston Street, could help form a transition between these very different scales. The scale and character of development on Parcels 12 and 13 should be carefully scaled to respect the historic Back Bay..."

Furthermore, the document states that development above 15 stories is suitable for Parcel 13 or Parcel 15, with Parcel 15 being the preferred location for a taller development. With regard to pedestrian activity the document states:

"...Boylston Street, with a mix of large- and small-scale buildings, is the commercial spine of the Back Bay. The gap created by the Prudential Center, the Hynes Convention Center, and the Turnpike has created a long inactive zone along the streets and has isolated the block of small commercial stores west of Massachusetts Avenue. Air rights development on these parcels should reestablish the broader sidewalk widths across the Turnpike..."

The building form responds to and resolves the urban grid of the Back Bay with the skewed grid of the blocks surrounding St. Cecilia's Church. The street wall is maintained along Boylston Street and in accordance with the guidelines. It reestablishes the broader sidewalk widths across the turnpike activating it with new retail uses. The eight story podium form continues the street wall scale of the Hynes Convention Center and approximates the podium level of the approved Berkeley School of Music development to the west. Above this base the tower projects an explicitly contemporary architectural expression at a scale comparable to the subordinate structures surrounding the Prudential Tower. In addition, the geometry of the tower curves back to the Berkeley School of Music tower form in a way that the two can be read coherently together. Through massing, differentiation of architectural vocabulary and material choices, the proposed building responds to the different urban fabric surrounding it.

The Civic Vision describes four principal objectives, which the proposed Project achieves as follows:

1. Foster increased use and capacity of public transportation and decrease reliance on private automobiles by taking tangible steps to expand public transportation and other alternatives to the automobile, improve the pedestrian realm, and limit parking.

The original proposal incorporated the required .75 parking spaces per 1,000 sf of office space as described above. Yet, parcel 15 is situated directly across from the entrance to the Hynes Convention Green Line MBTA station and based on our experience as well as feedback received at numerous CAC meetings, the proponent has reduce the parking count by one third.

2. Strengthen the vitality and quality of life in neighborhoods along the Turnpike corridor by balancing the larger scale inherent in these projects with uses and massing that are compatible with adjacent neighborhoods and respecting the very different planning context presented by each of the communities along the Turnpike.

As noted above, the building design repairs the existing street wall and ground floor retail discontinuity with new Boylston Street liner retail and commercial entrance uses. In addition, the proposed massing successfully integrates the scale transition between the varying urban contexts including that of permitted and anticipated future adjacent developments.

3. Enhance Boston as a place to live, work, and invest by taking advantage of exceptional opportunities to accommodate projects that generate broad civic benefits.

The proposed project provides numerous public benefits as described above, but specifically accomplishes the civic vision's goal of connecting the Southside of Boylston street ground floor commercial activity. Through the combination of the streetscape expansion and the location of active retail and commercial uses at street level, this proposal will enliven the pedestrian realm along Boylston Street and the corner of Boylston and Dalton Streets.

4. Repair and enrich the city's public realm by capturing unique opportunities to create a wide range of lively public spaces and designing buildings and public spaces to contribute to Boston's distinctive character.

The proposed project, on Parcel 15 and the prudential Air-rights site, offers a rare opportunity to cover the Turnpike and railroad tracks and re-connect important and diverse neighborhoods. The project also will help return the Boylston Street blocks east of Massachusetts Avenue back to an active public realm with retail amenities to be enjoyed by the immediate community and all of the city's inhabitants.

viii. Sustainable design: Describe how the proposed building incorporates sustainable design principles, in particular, the sustainable design requirements of the BRA and the City of Boston Environment Department.

The Proponent is committed to seek LEED Certification (at the highest level possible) for the project from the US Green Building Council and will therefore, comply with Article 37 of the Boston Zoning Code. LEED credits will be achieved by careful site and building design and material selection, as well as through a well developed construction waste management plan. Dedicated storage and collection of recyclables will also be incorporated into the building's final design. Whenever possible, architectural and building materials with recycled content will be specified. Low-emitting architectural materials such as adhesives and sealants, paints, carpets, and composite wood will be specified to improve overall indoor environmental quality. Furthermore, the building will be designed to optimize daylight and views to ensure that spaces have adequate views and natural light.

c. Conceptual design drawings: i. Design Intent, ii. Site Plan, Ground Floor Plan, iii. Upper Floor Plan, iv. Structural Diagrams, v. Building and Site sections, vii. Overall Building View or Elevations, viii. Specific Building Views: Enclosed

d. Community uses and benefits: The proposal will provide a significant public benefit by covering both the Parcel 15 opening and the adjacent Prudential air rights opening in the ground plane. This void which presently looks down onto the Turnpike and the rail beds will be replaced with an attractive gateway building, which at the ground level will provide the pedestrian activity of multiple commercial retail uses as well as the main building entrance. The 20' sidewalk condition will be maintained and improved with a widened, 32' high covered linear plaza, which widens to meet the sidewalk/building relationship established by the Hynes Convention Center to the east.

As described in the Civic Vision document, the configuration of the intersection of Cambria, Boylston, and St. Cecilia Streets is such that it seems unlikely that Parcel 14, the small triangle of land created by the geometry of these streets will be developed into a building. This focuses visual pressure on Parcel 15 generally and the corner of Boylston and St. Cecilia Streets in particular. With its dramatic curved façade sweeping to a point at the corner of Boylston and St. Cecilia Streets, the gateway building proposed will

respond to this visual pressure in an exciting way and mark the entrance to the Boylston street commercial corridor, as well as covering the presently exposed service and side wall conditions of the Dalton Street Garage and the Hynes Convention Center.

e. Permits and Approvals: Enclosed

f. Schedule: Enclosed

5. Project Feasibility and Summary Cost Information

a. Total Development Costs

- i. Development cost = \$ 396,387,384
- ii. Development costs per Gross building SF (gross includes parking levels) = \$ 668
- iii. Development cost per site square footage (includes Cambria Street deck) = \$ 16,086.

b. Total Deck Costs

- i. Deck cost = \$ 19,712,000
- ii. Deck cost per Gross building SF (gross includes parking levels) = \$33.
- iii. Deck cost per site square footage (includes Cambria Street deck) = \$ 800.

c. Subsidies Required: None

e. Permits and Approvals: MASS DOT – PARCEL 15 ANTICIPATED PERMITS AND APPROVALS

Agency Name

FEDERAL

Federal Aviation Administration

Permit / Approval

Determination of No Hazard to Air Navigation

STATE

Department of Environmental Protection, Division of Water Pollution Control

Sewer Connection and Extension Permit

Department of Environmental Protection, Division of Air Quality Control

Air Plans Approval; Pre-Construction Notice

Department of Environmental Protection

Landlocked tidelands public benefit review

Executive Office of Environmental Affairs (MEPA Unit)

Secretary's Certificate

Massachusetts Water Resources Authority

Sewer Use Discharge Permit; Construction

Dewatering Permit

Massachusetts Historical Commission

State Register Review

Massachusetts Department of Transportation

Construction Access Permit/Approval

Massachusetts Department of Transportation

Review/ Approval of Design

LOCAL

Boston Air Pollution Control Commission

Parking Freeze Permit

Boston Civic Design Commission

Review and Approval

Boston Redevelopment Authority

Article 80 Large Project Review; Article 37
Certification (green buildings)

Boston Water and Sewer Commission

Sewer Use Discharge Permit; Site Plan Approval;
Construction Dewatering Permit; Sewer Extension/
Connection Permit; Stormwater Connection

City of Boston Committee on Licenses

Parking Garage Permit; Fuel Storage License

City of Boston Inspectional Services Department

Building and Occupancy Permits

Boston Public Improvement Commission

Street and Sidewalk Occupation Permits;
Tieback/Earth Retention Permit; Specific Repair Plan

Boston Zoning Commission

Zoning Amendment, if necessary

Boston Transportation Department

Transportation Access Plan Agreement/ Construction
Management Plan

Boston Fire Department

Flammables Permit for Parking Garage

Zoning Board of Appeals

Conditional Use Permit for parking, ground water
mitigation (if necessary); Variances (if necessary)



PRUDENTIAL AIR-RIGHTS

MTA AIR-RIGHTS

Parcel 15

Boston MA

Air Rights Boundaries

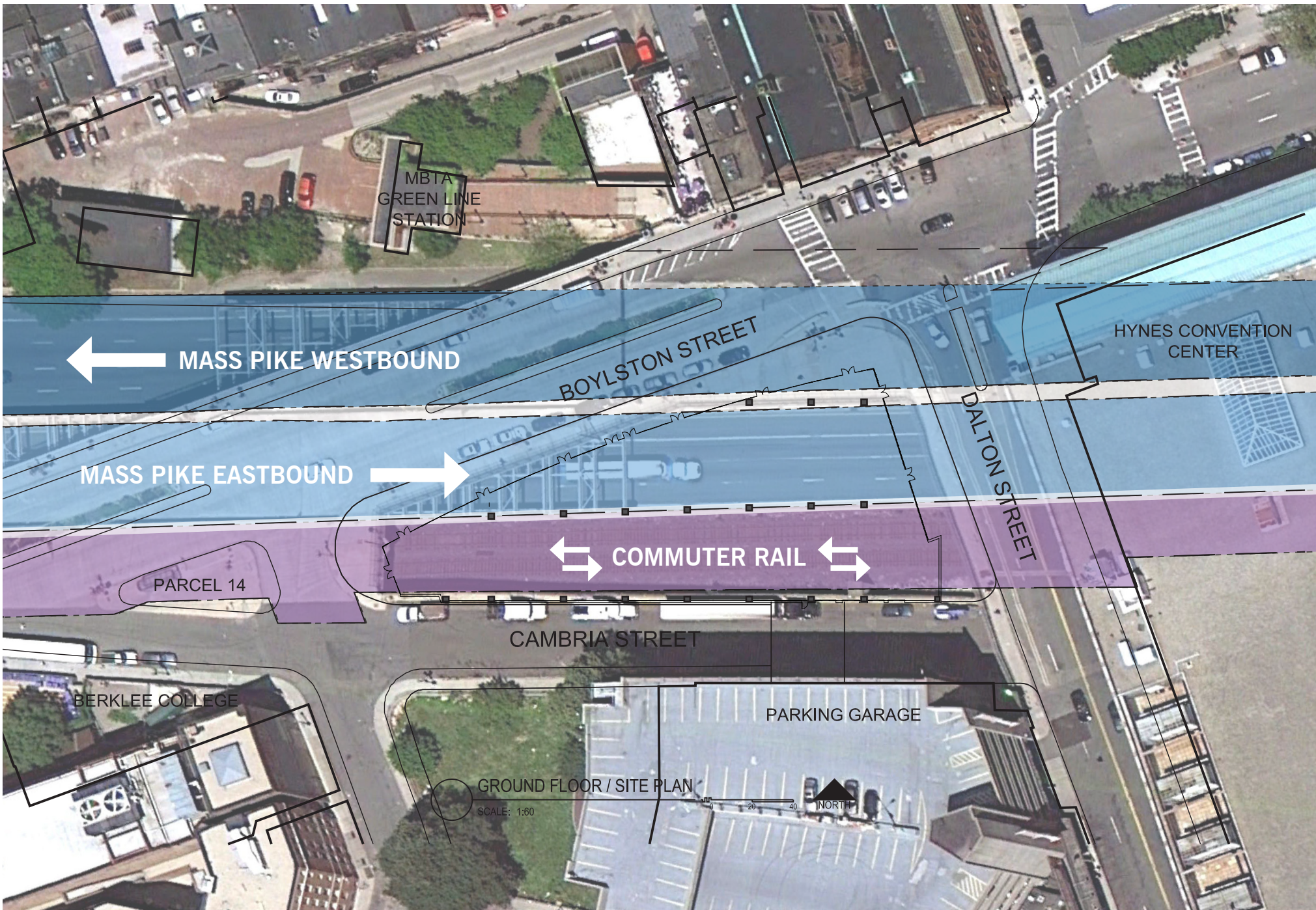
Exhibit 1

March 16, 2012

DEVELOPER : The Chiofaro Company

ARCHITECT : The Architectural Team

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Parcel 15
Boston MA








Overlay Diagram
Scale: 1:60
Exhibit 2

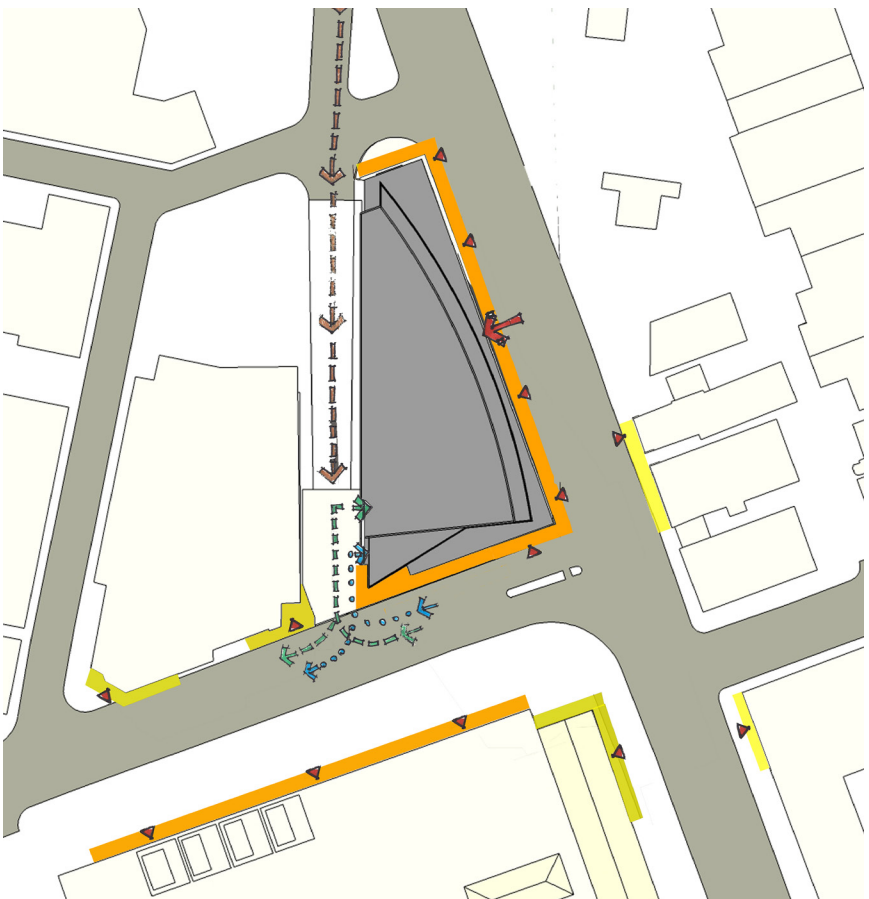
March 16, 2012

DEVELOPER : The Chiofaro Company
ARCHITECT : The Architectural Team

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RELATIONSHIP WITH ADJACENT AREAS & PEDESTRIAN & VEHICULAR CIRCULATION

-  OFFICE ENTRANCE
-  RETAIL ENTRANCE
-  TRUCK DELIVERIES
-  VEHICULAR ACCESS TO PARKING GARAGE
-  TRUCK ACCESS TO HYNES CONVENTION
-  GROUND FLOOR RETAIL
-  POTENTIAL RETAIL

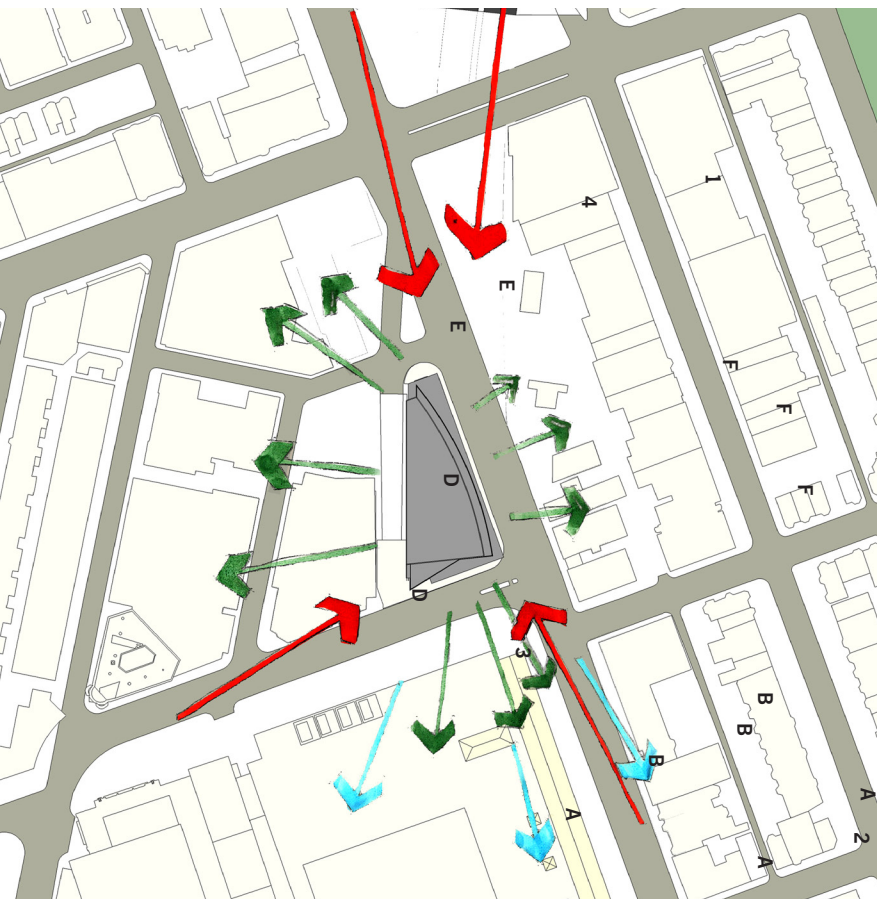


MAJOR VIEWS TO SITE:

1. EASTBOUND MASS. TURNPIKE
2. BOYLSTON STREET LOOKING WEST
3. DALTON STREET LOOKING NORTH
4. BOYLSTON STREET LOOKING EAST

VIEWS FROM SITE:

- A. WATER VIEWS
- B. FINANCIAL DISTRICT, INNER HARBOR
- C. SOUTHEND, SOUTHBOSTON, OUTERHARBOR
- D. HUNTINGTON AVE., ROXBURY, MILTON
- E. FENWAY
- F. BACK BAY, CHARLES RIVER, CAMBRIDGE



MBTA
GREEN LINE
STATION

BOYLSTON STREET

DALTON STREET

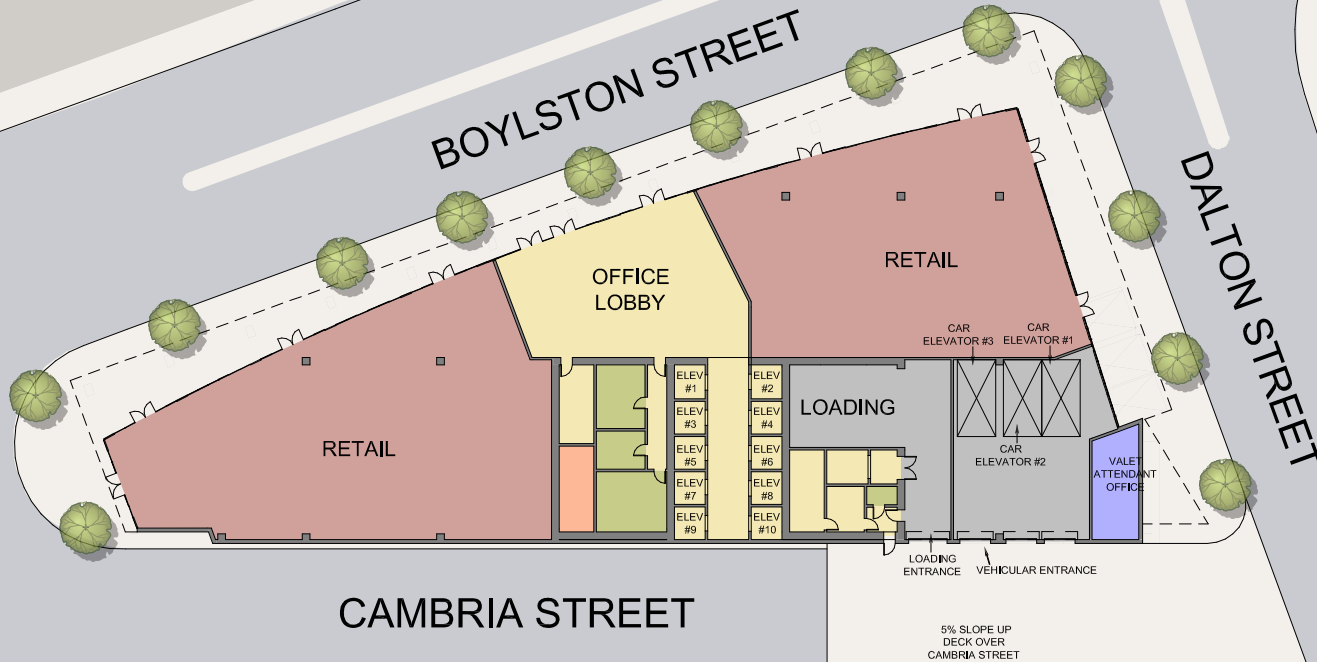
HYNES CONVENT
CENTER

PARCEL 14

COLLEGE

CAMBRIA STREET

PARKING GARAGE



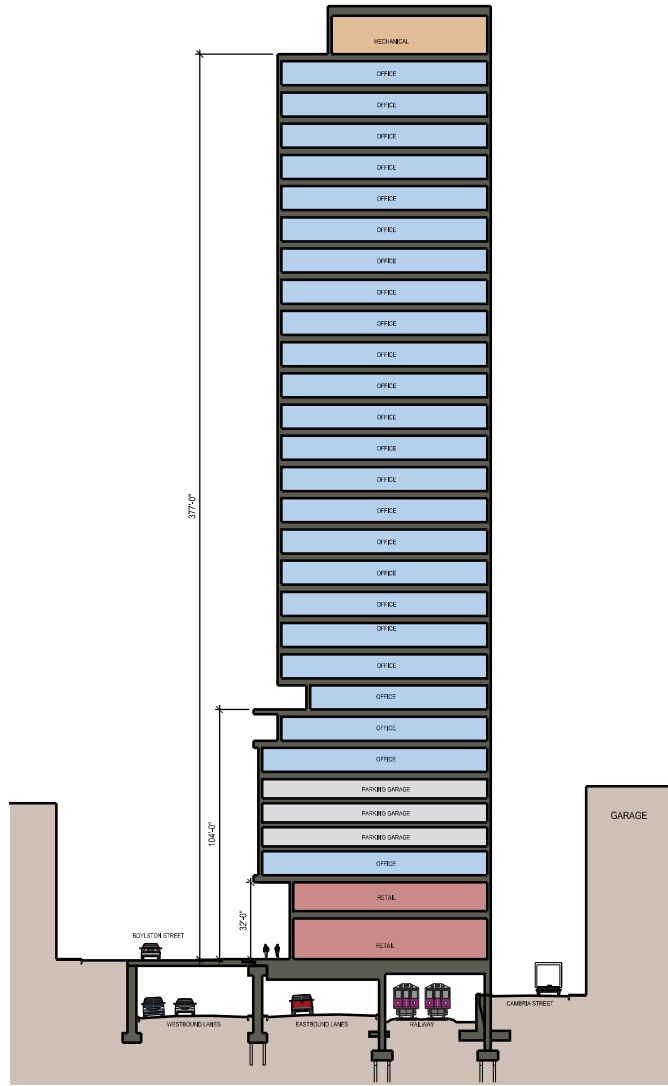
Parcel 15
Boston MA

Site Plan / Ground Floor
Scale: 1:50
Exhibit 4

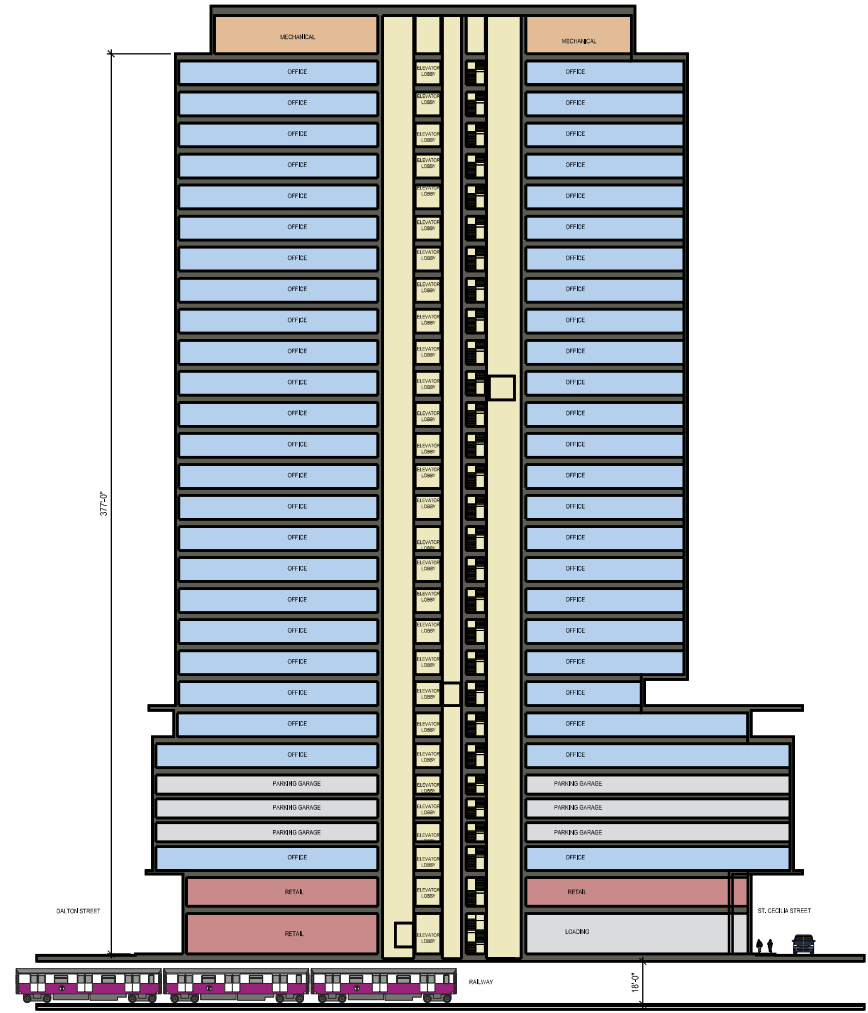
March 16, 2012

DEVELOPER : The Chiofaro Company
ARCHITECT : The Architectural Team

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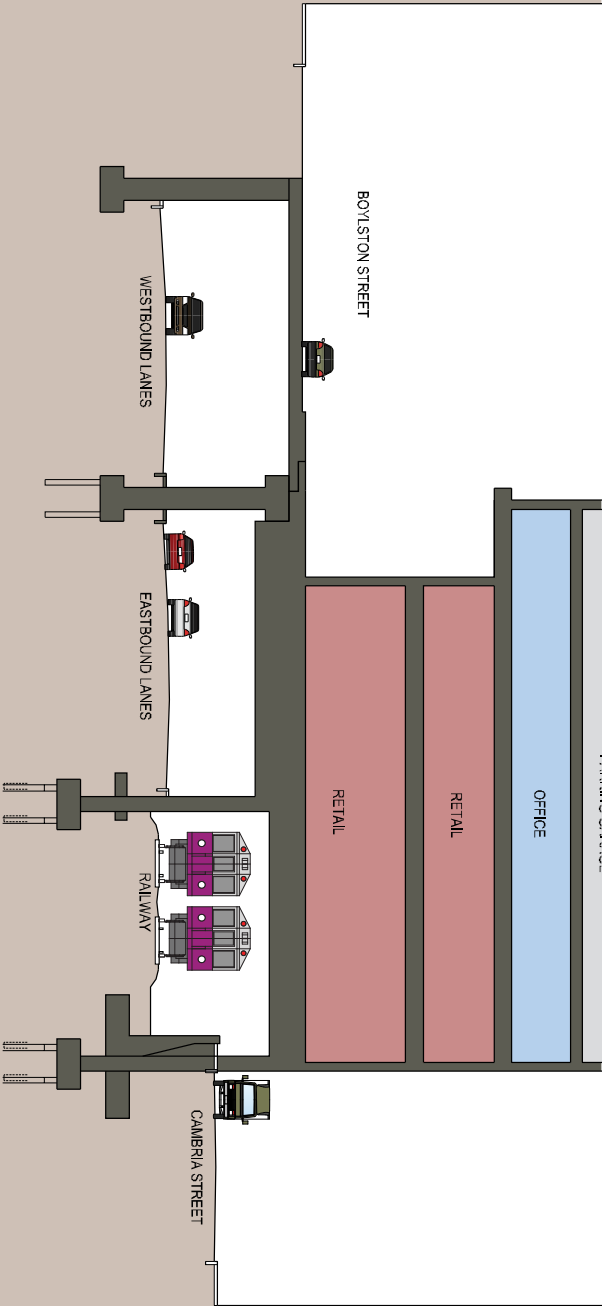


A CROSS SECTION
SCALE: 1:80

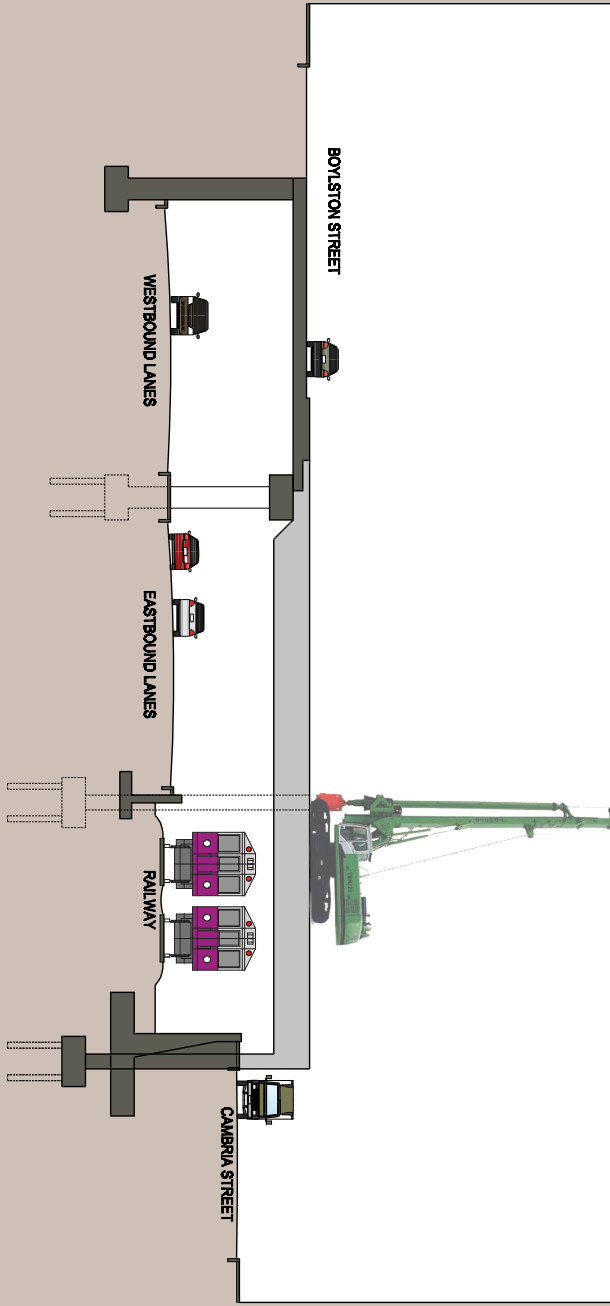


B LONGITUDINAL SECTION
SCALE: 1:80

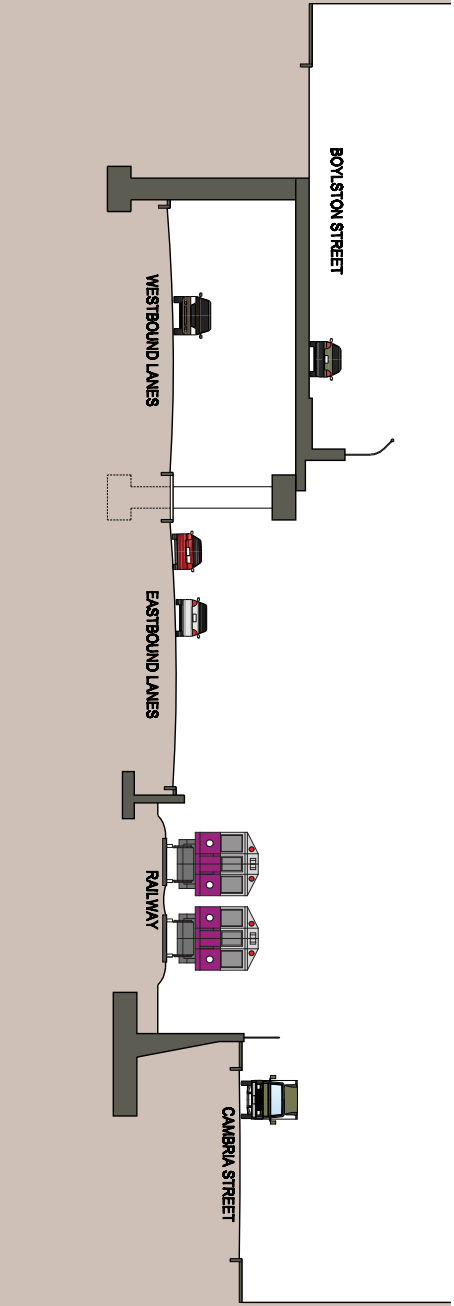
FINAL CONDITION

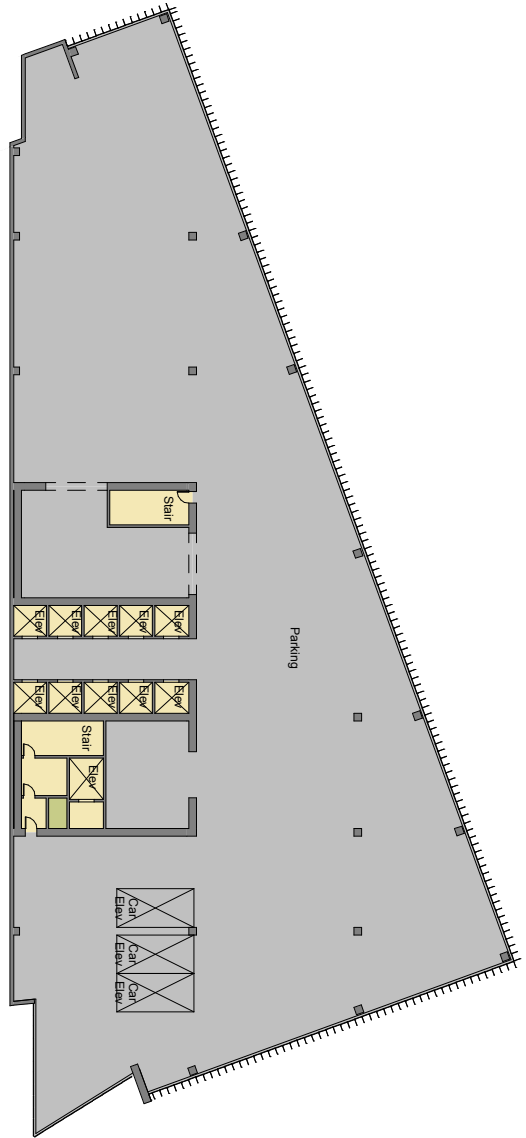


DURING CONSTRUCTION

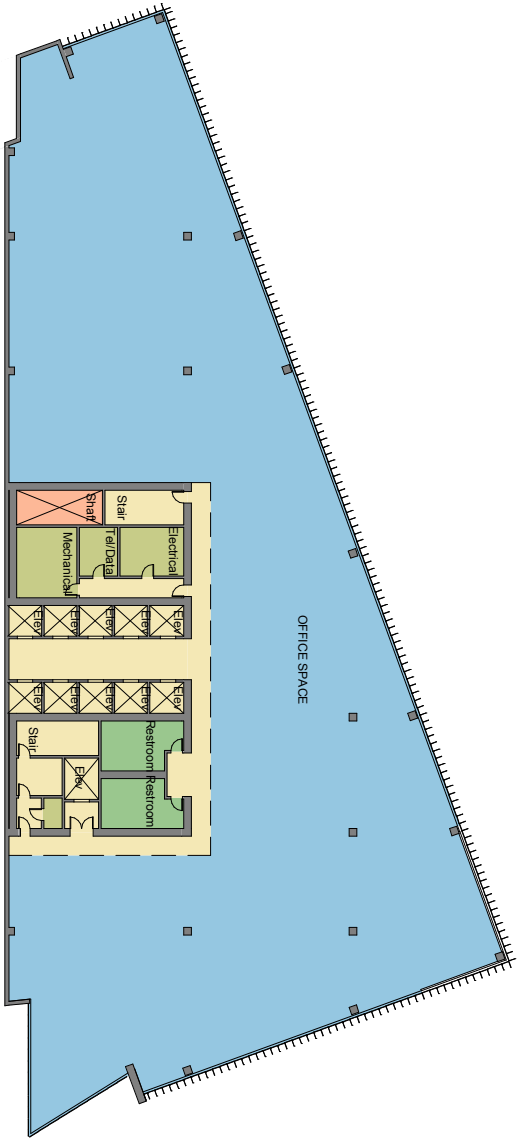


EXISTING CONDITION

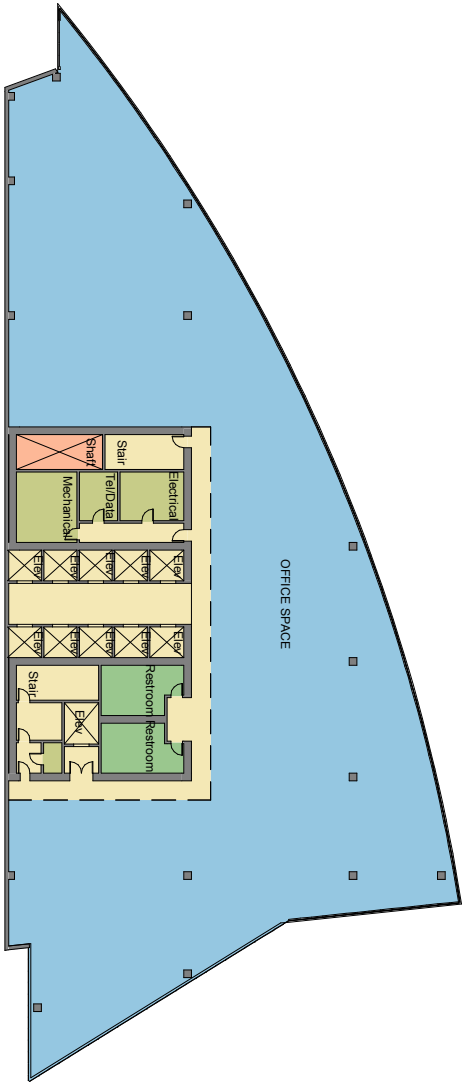




Typical Garage Floor Plan



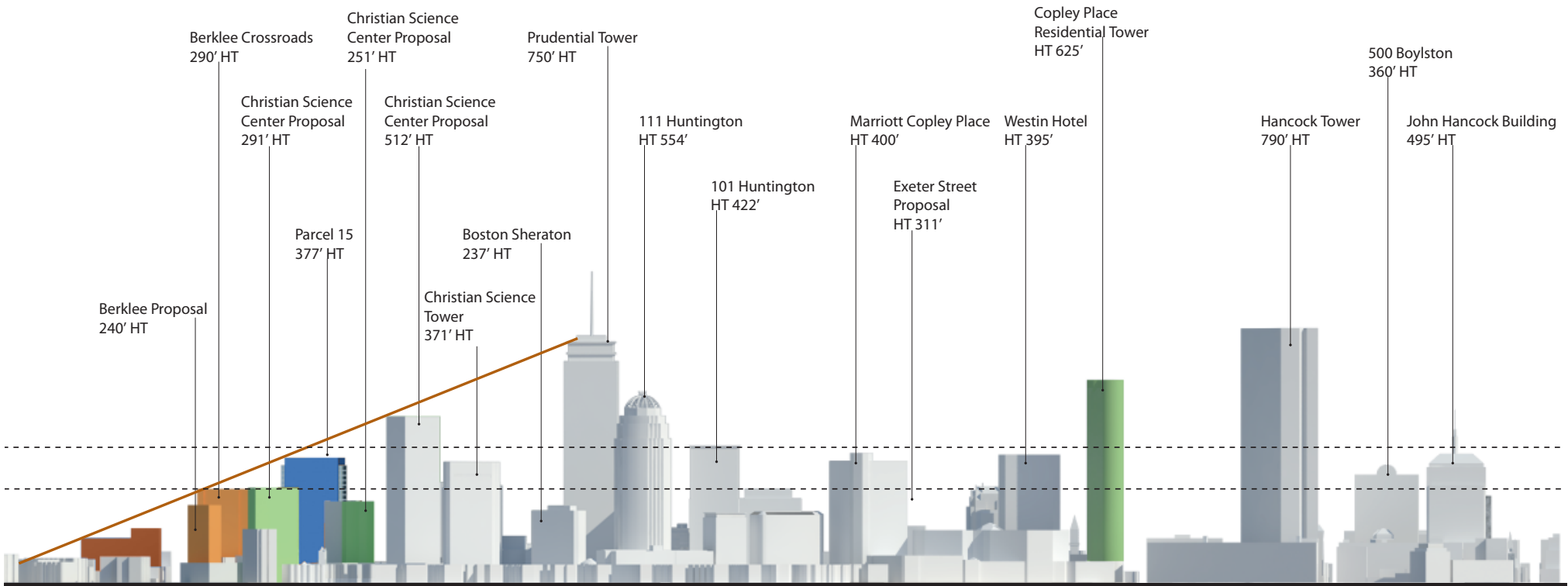
Lower Office Floors



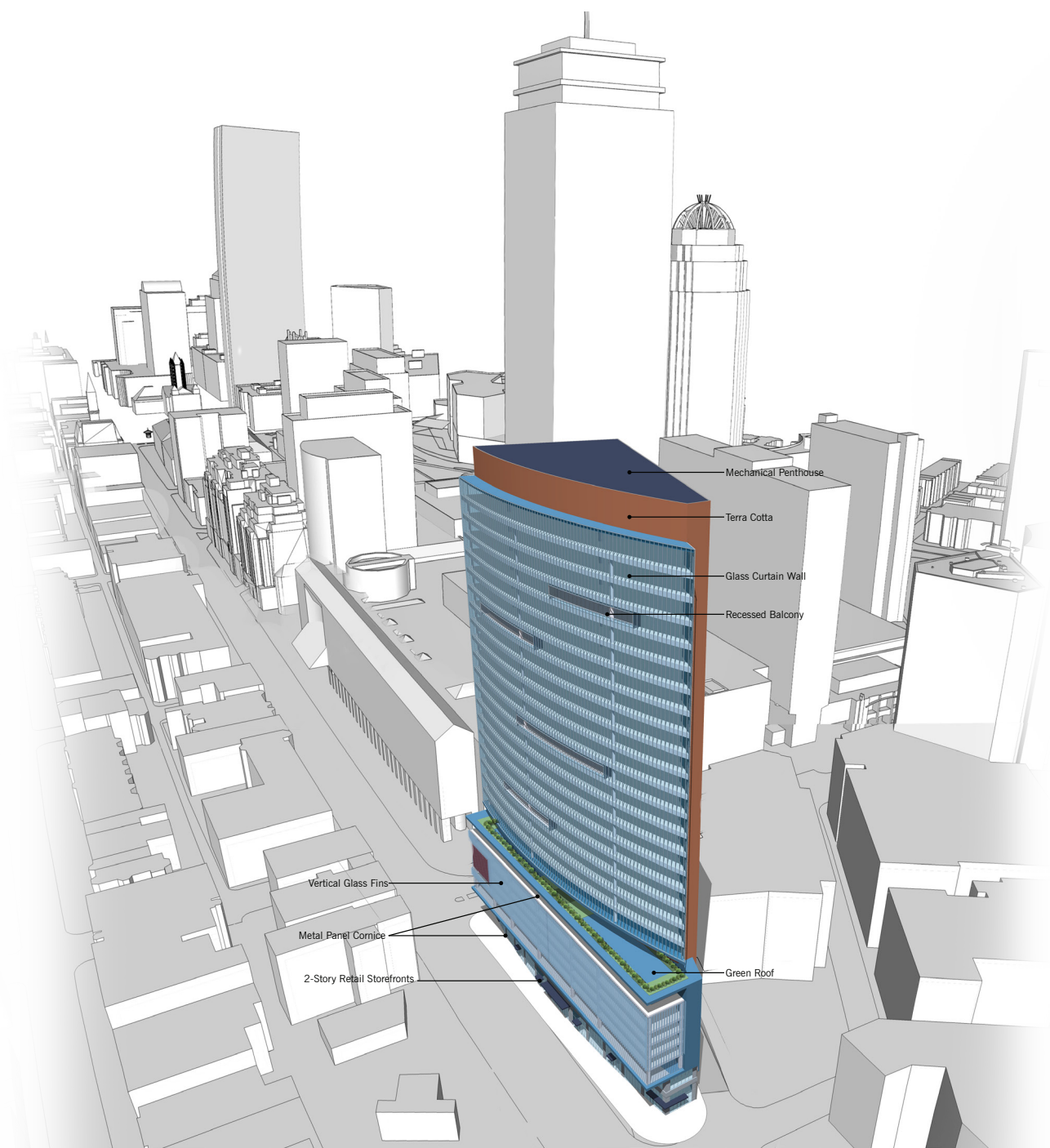
Upper Office Floors

0 20' 40' 80'





*All Heights are Approximate



Parcel 15
Boston MA

Aerial View

Exhibit 9

March 16, 2012

DEVELOPER : The Chiofaro Company

ARCHITECT : The Architectural Team

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BEFORE

Parcel 15
Boston MA

View From Boylston Street

Exhibit 10

March 16, 2012

DEVELOPER : The Chiofaro Company
ARCHITECT : The Architectural Team

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Parcel 15
Boston MA

View From Boylston Street

Exhibit 11

March 16, 2012

DEVELOPER : The Chiofaro Company

ARCHITECT : The Architectural Team

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BEFORE

Parcel 15
Boston MA

View from Dalton Street

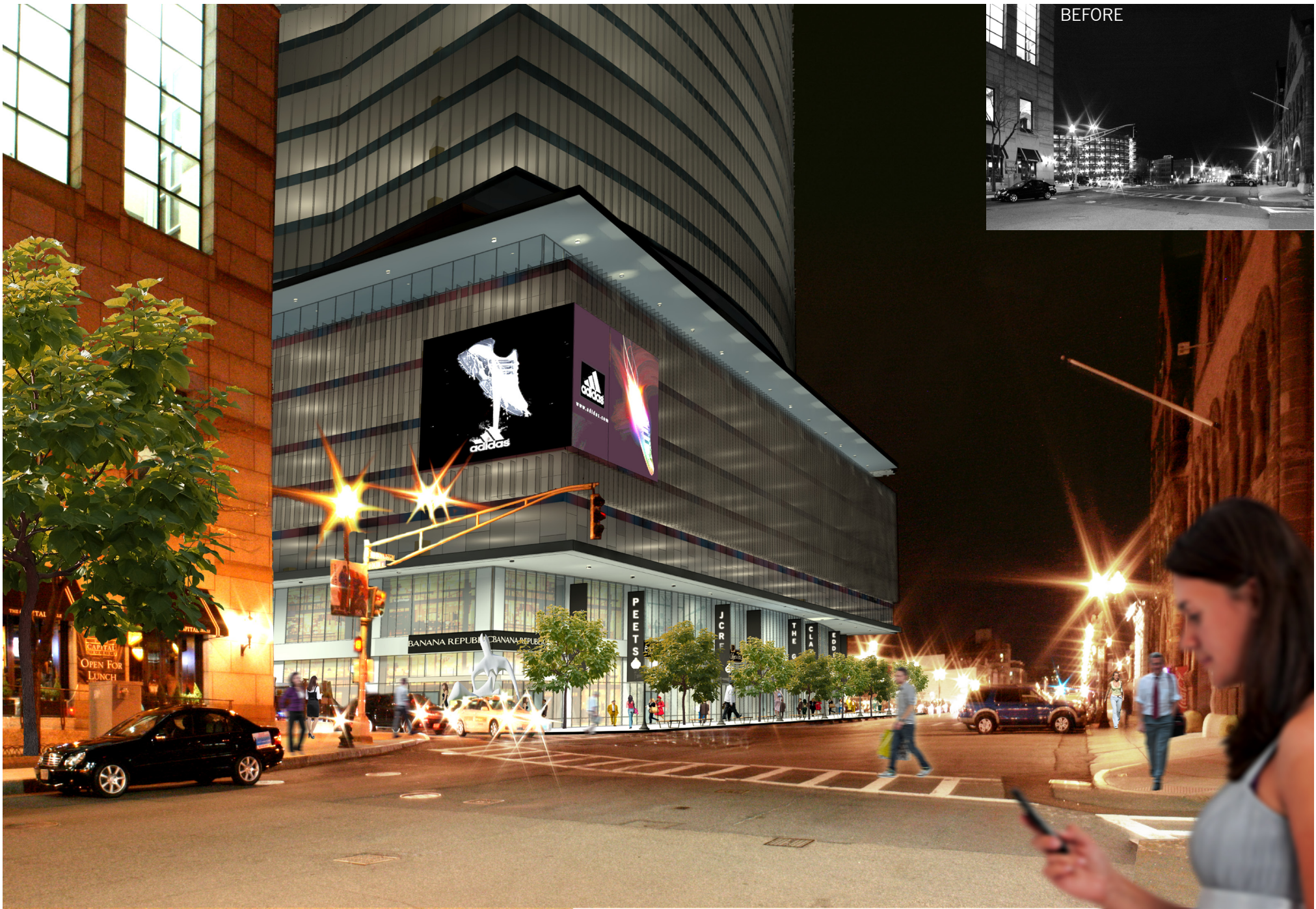
Exhibit 12

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ARCHITECT : The Architectural Team

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Parcel 15
Boston MA

View of Dalton Street Corner

Exhibit 13

March 16, 2012

DEVELOPER : The Chiofaro Company

ARCHITECT : The Architectural Team

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