

Component I: Development Proposal

March 16, 2012

Air Rights Parcel 12

Revised Proposal Submission
Boston, MA

Submitted to
Massachusetts
Department of Transportation

Submitted to
Trinity Newbury LP
Affiliate of Trinity Financial, Inc.

In association with
ICON architecture, inc.
Dimeo Construction
LeMessurier Consultants
McPhail Associates, Inc.
WilmerHale
CBRE/Grossman Retail Advisors



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Executive Summary

TRINITY
FINANCIAL

Trinity Financial, Inc. is pleased to submit this updated response to the Massachusetts Department of Transportation request for revised proposals for Air Rights Parcel 12. Trinity Financial has a long and stellar track record for developing successful mixed-use projects and we have assembled a team of experienced professionals with the proven skills necessary to enact this development plan.

For Parcel 12 we have put together a development program that will significantly improve the connection between the Back Bay and Fenway neighborhoods. The proposed building spans the entirety of the Mass Pike and creates residential and retail street frontage along Mass Ave, Boylston and Newbury Streets. Our proposed building complies with the Civic Vision for Turnpike Air Rights in Boston as well as other neighborhood design guidelines.

In response to comments from the Citizens Advisory Committee and others in the community we have reduced the height of the proposed building from 14-stories to 11-stories along Mass Ave resulting in an overall height reduction of approximately 30 feet. Additionally, the building is designed such that it significantly enhances the pedestrian experience in the area by incorporating the Mass Ave bus stop into the façade of the building.

Finally, we have revised the development program to incorporate an additional 48,000 square feet of retail on the second floor. This allows us to provide retail space that will be attractive to a full-service supermarket, which we believe would be a welcome addition to the neighborhood. These changes also result in an 80 unit reduction to the number of housing units being built at the site – from 366 units to 286 units.

We are excited about our vision for Parcel 12 and look forward to the opportunity to work with MassDOT, the Citizens Advisory Committee and members of the community to make that vision a reality.

1. Revised Proposal Form


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: Trinity Newbury Limited Partnership

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) 12, 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: Patrick A.T. Lee
TITLE: President, Trinity Newbury, Inc.
DATE: March 16, 2012

WITNESS:
SIGNATURE: 
TYPED NAME: Kenan A. Bigby
TITLE: Senior Project Manager
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: Kenan A. Bigby TITLE: Senior Project Manager
STREET ADDRESS: 40 Court Street, 8th Floor
CITY: Boston, STATE: MA ZIP CODE: 02108
TELEPHONE: 617-720-8400 FACSIMILE: 617-720-8401
ELECTRONIC MAIL: kbigby@trinityfinancial.com

2. Development Team

TRINITY
FINANCIAL



Looking West on Boylston Street toward Parcel 12



Looking West on Newbury Street toward Parcel 12 and Mass Pike access



Looking North on Mass Ave with Parcel 12 on the left

a. Development Entity

Trinity Financial, Inc. has completed or is currently developing over \$1.95 billion in real estate, including over 6,800 residential units and 439,000 square feet of commercial space. Since 1987, Trinity Financial has pursued a distinctive vision of real estate development dedicated to revitalizing neighborhoods and strengthening cities. Trinity Financial will assume overall responsibility for the timely and successful financing, implementation, administration and management of the development of Parcel 12.

Trinity Newbury Limited Partnership will be the owner of Parcel 12. Trinity Newbury, Inc. is the general partner of Trinity Newbury Limited Partnership. Patrick A.T. Lee is the limited partner of Trinity Newbury Limited Partnership. It is anticipated that an investor will replace Mr. Lee as limited partner upon its admission to Trinity Newbury Limited Partnership at a later date.

Corporate Brochures & Resumes provided in Attachment E of Component III.

Patrick A.T. Lee, Principal, is a founding partner of Trinity Financial, Inc. and will serve as Principal-in-Charge.

Kenan Bigby, Senior Project Manager, will be the primary manager for all aspects of the development effort. He will serve as contact with all public agencies, oversee team members, structure the necessary financial resources and act as liaison to residents and community stakeholders.

Frank Edwards, Vice-President of Design, will provide oversight of the architect and engineering consultants; lead the design coordination effort and bid and negotiate construction contracts with the potential general contractors.

Lawrence Sparrow, Construction Project Manager, will join the development team on a full-time basis approximately six months prior to beginning construction. He will provide daily oversight of the actual construction process and serve as the liaison between the MassDOT officials and engineers to coordinate construction.

Relevant Experience: Current Projects

Hamilton Canal District (Phase 1 completed 2011; Phase 2 to begin 2012)

Lowell, MA

Total Development Cost: \$500M

Units: 725

In August 2007, Trinity Financial was selected by the City of Lowell as Master Developer for 15-acres of vacant and underutilized land in downtown Lowell, known as the Hamilton Canal District. Trinity's vision of a vibrant, mixed-use neighborhood spanning the Merrimack, Pawtucket and Hamilton Canals will transform the gateway of Downtown Lowell by connecting the transportation hub at the Gallagher



Hamilton Canal District



Boston East



One Canal



One Canal

Terminal and the Lowell Connector with the core downtown, the Arts District and the major event venues. The Master Planning process which included a series of community meetings and design/planning charrettes was completed in the summer of 2008. Phase 1, completed in 2011, created 130 units of artist live/work housing in a historically rehabilitated mill building. The entire project is expected to take approximately ten years to complete.

Boston East (construction expected to begin in September 2013)

East Boston, MA

Total Development Cost: \$100M

Units: 196

Strategically located on the East Boston waterfront between bustling Central Square and the newly redeveloped Maverick Landing, Boston East uniquely combines public and private uses unprecedented in East Boston. Trinity and its development partner, the East Boston CDC, were designated as developers in December 2006 by the City of Boston's Department of Neighborhood Development. The northern portion of the site will be designated for 196 units of housing. Boston East residents will enjoy breathtaking views from a building designed to evoke the sense of the historic wharfs of East Boston. With arched entryways and open spaces, the building is aesthetically appealing from both Border Street and the new Harborwalk that will run along the water edge of the site. The development will also include a level of underground parking for 140 vehicles. A maritime interpretive park will be adjacent to the residential building. The park will allow East Boston residences safe and convenient access to the harbor side. The Harborwalk will be extended along the entire length of the parcels, providing an inviting pathway along the water's edge. The southern portion of the site will be dedicated to meeting the Designated Port Area requirement for marine related industrial use. The project is currently seeking its Chapter 91 permits.

One Canal (construction expected to begin in Spring 2013)

Boston, MA

Total Development Cost: \$175M (projected)

Units: 320; 21,000 SF retail

In 2010, Trinity Financial was designated as developer for this parcel adjacent to the Avenir development. This transit-oriented development will bring a much-needed downtown grocery store to the North and West Ends of Boston, spanning the ground floor façade around the block. The building continues the re-knitting of two historic neighborhoods divided by the recently demolished Central Artery highway. The plan engages the grid of both the Bulfinch Triangle and North end neighborhoods. Contemporary masonry facades enliven the streets, and a glassy entry pavilion expresses that residential entry and scale of the adjacent Canal Street historic structures. The building wraps around the existing transit infrastructure including an electric substation and vent shaft for the Green and Orange Line subway tunnels below.

Northampton Square (construction expected to begin in 2013)

Boston, MA

Total Development Cost: \$155M

Units: 557

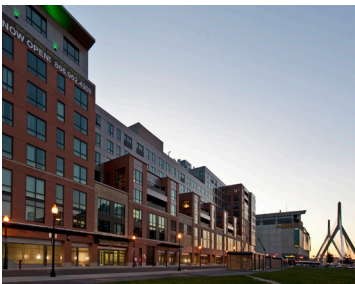
The Northampton Square complex is located in the South End/Lower Roxbury neighborhood of Boston, one block away from the Boston Medical Center and the University Medical Campuses. The complex currently consists of a 29-story resi-



Park Square West



Avenir



Avenir



Avenir



Avenir

dential and commercial building at 35 Northampton Street and a 12-story residential building at 860 Harrison Avenue. The first phase of this redevelopment effort entails the rehabilitation of the existing 245 unit Northampton Tower and is expected to begin construction in 2013. The overall redevelopment plan will create or preserve 557 units of housing, 358 of which will be maintained as affordable.

Fairfax Gardens (construction expected to begin 2012)

Taunton, MA

Total Development Cost: \$64M

Units: 160

Trinity Financial has been selected by the Taunton Housing Authority to redevelop the troubled Fairfax Gardens public housing development in Taunton, MA. The proposed redevelopment plan will demolish the obsolete public housing and construct 160 new mixed-income units in a mix of duplex, townhouse and elevated buildings on two sites. Additionally, the project will create a new street pattern reintegrating the public housing site with the surrounding community. Other amenities include a central green, on-site community and recreational space for residents.

Park Square West (construction expected to begin 2012)

Stamford, CT

Total Development Cost: \$79M

Units: 210; 6,800 SF retail

Centrally located in the heart of downtown Stamford, CT, Park Square West will be a luxury high rise mixed-use development consisting of 194 residential units in a 15-story structure with approximately 6,800 square feet of ground floor retail. The property will consist of a mix of studios, one, two and three bedroom units. Building amenities will include concierge service in the main lobby, on-site management, fitness center and a community room with a kitchen area. The immediate neighborhood has lively retail and active entertainment establishments including the Stamford Town Center (an 860,000 square foot regional super-mall).

Relevant Experience: Past Projects

Avenir

Boston, MA

Total Development Cost: \$150M

Units: 241 residential; 30,000 SF retail

Completed: 2009

Located in the heart of Boston's historic Bulfinch Triangle, Avenir is a 10-story mixed-use, transportation-oriented development with ground level retail, a 121-space parking garage, and 241 residential units, including 17 affordable units. The site is bounded by Haverhill, Canal & Causeway Streets and sits directly above the MBTA's North Station Green and Orange-Line Superstation. Currently under construction, the block-long structure includes a series of varied building masses ranging from three to ten stories, reminiscent of the scale of the historic Bulfinch Triangle. The building's parking garage on the 2nd and 3rd floor is elegantly wrapped by duplex lofts. With attractive retail, stylish interiors and its relationship to a variety of transportation links, Avenir will inevitably become one of Boston's most appealing destinations.

The development of Avenir highlights Trinity's ability to meet the challenges of complex urban sites, and work closely with community stakeholders to design a building to match their expectations for a new residential that would knit neighborhoods back together. Trinity demonstrated flexibility and cooperation in negotiating a 99-year



Washington Beech HOPE VI



Quinnipiac Terrace HOPE VI



The Carruth



The Carruth



The Carruth

ground lease with the MBTA and constructing over the heavily utilized North Station Superstation. When the housing market shifted, Trinity confirmed its reputation for creativity and perseverance by modifying a condo program into a marketable rental development. Trinity is the developer through the end of construction, at which point the REIT Archstone Smith will implement the marketing and lease up of the luxury rental units Avenir leased up very quickly and is now fully occupied.

Washington Beech HOPE VI

Roslindale, MA
 Total Development Cost: \$100 M
 Units: 206
 Completed: 2011

This HOPE VI redevelopment replaced 266 existing units with 191 affordable rental units and 15 affordable homeownership units. A midrise 72-unit building houses predominantly elderly residents in 1- and 2-bedroom units, and provides community uses on the ground floor including meeting rooms, computer center, management, resident services, tenant offices, and a food pantry. The balance of the site is made up of 2-, 3-, 4-, and 5-bedroom townhouse units, which boast individual stoops and private back yards. A half acre central open space provides active and passive recreation for residents. Two new public streets and a private road within the site provide 149 new parking spaces and ease the flow of traffic to create a neighborhood-like atmosphere comparable to the surrounding area. The project is LEED GOLD certified.

Quinnipiac Terrace HOPE VI

New Haven, CT
 Total Development Cost: \$85M
 Units: 220
 Completed: 2011

Located in the Fair Haven neighborhood of New Haven along the Quinnipiac River, this new development creates 220 new units, transforming a severely distressed public housing development into a welcoming community. Phases 1 & 2 of construction demolished 16 buildings to construct 160 units, in both a mid-rise and townhouses, to affordable to families earning up to 60% AMI. The final phase, completed in 2011, includes 33 affordable rental units. The development program will reconnect Quinnipiac Terrace to the larger Fair Haven community creating an exciting new river-front neighborhood.

The Carruth

Boston, MA
 Total Development Cost: \$52.6M
 Units: 74 rental, 42 condominium; 10,500sf retail
 Completed: 2008

The Carruth is a transit-oriented development that involves the construction of 116 units of mixed income housing and approximately 10,000 square feet of neighborhood retail on a site directly adjacent to the MBTA's Ashmont Peabody Square Station in the heart of historic Peabody Square. The development parcel is the subject of a long-term ground lease between Trinity and the MBTA. The building is a six-story structure with one floor of neighborhood retail and five stories of housing. Floors 2-4 will include 74 affordable rental units and floors 5 and 6 will include 42 market rate condominiums. The first floor retail is occupied by Tavolo, a new Chris Douglass Restaurant, and an innovative banking concept in which a Wainwright Bank is integrated with Flat Black, an independent coffee shop. Construction concluded in the summer of 2008. For more information, visit: www.thecarruth.com.



Maverick Landing



Carlton Wharf



Newport Heights

Maverick Landing

East Boston, MA

Total Development Cost: \$109M

Units: 396

Completed: 2006

Awards: 2008 Design and Planning Merit Award for Urban Design; 2006 Best Overall Development, Affordable Housing Magazine; 2004 Governor's Smart Growth Leadership Award; Recognition of Exemplary Excellence in the AIA "Show Your Green" Program

In 2001, the Boston Housing Authority was awarded a \$34 million HOPE VI award to rebuild Maverick Gardens, a deteriorated public housing development, into a new mixed income housing community. Working with development partner, the East Boston CDC, Trinity devised a four phase redevelopment plan calling for demolition of all 413 units to be replaced with 396 units in newly constructed buildings. As the first LEED certified affordable multi-family residential development in New England, the property integrates energy efficient lighting, appliances, and structural elements including photovoltaic panels. Maverick Landing is a mixed income community with 77% of the units affordable to households earning up to 60% of area median income and the remaining 23% as market rate rentals. Maverick has received national recognition for its focus on energy efficiency and serves as a model for "green" affordable housing development in New England and across the nation. The reconfiguration of the historic street pattern provides a new corridor to Boston Harbor, and reconnects Maverick to the surrounding East Boston community.

Carlton Wharf

Boston, MA

Total Development Cost: \$7M

Units: 30

Completed: 2005

Carlton Wharf, developed by Trinity with development partner East Boston CDC, represents a critical piece in the revitalization of the East Boston waterfront with 30-units of for-sale housing available to households earning between 80% and 120% of area median income. The project involved the complex Chapter 91 waterfront permitting process that Trinity completed in less than six months. The seven story building includes a mix of one-, two- and three-bedroom floor plans with magnificent views of Boston Harbor and the city skyline.

Newport Heights

Newport, RI

Total Development Cost: \$74M

Units: 299

Completed: 2006

Awards: Builder of the Year; ENERGY STAR Homes, 2005; Affirmative Action Award; Rhode Island Housing, 2006; Best Family Project Finalist; Affordable Housing Finance Magazine, 2005

Located in the North End neighborhood of Newport, RI, the Tonomy Hill housing development was one of the most distressed public housing projects in the state of Rhode Island. Completed in 2006, Newport Heights replaced 275 units of public housing with 299 newly constructed units of mixed-income rental housing, new public streets and other public infrastructure improvements. The affordable housing development is available to families earning up to 80% AMI.



Avenir



Maverick Landing



Hamilton Canal District



Boston East

b. Other Development Team Members

Trinity is committed to working with development team members who have demonstrated excellence on previous projects. The Trinity team is comprised of firms and individuals with extensive residential and commercial development experience who have collaborated on multiple projects. The team’s experience working together on projects similar in scope, size and complexity will provide for an effective and integrated development effort for the MassDOT parcel developments.

ICON architecture, inc. is a Boston-based firm of 35 staff with award-winning work focused on sustainable urban development—creating new paradigms for city living ranging from infill transit-oriented development to innovative adaptive reuse. Our projects mix uses—high-end market residential with workforce/affordable housing, artist live/work communities with retail and incubator environments, and collegiate facilities engaging their neighborhood edges. ICON’s projects have been case studies for nationally distributed books on urban housing, published by the Urban Land Institute, Harvard University Press, and Global Green. Our work has won numerous awards, including the 2009 Turner Prize for Innovation and Leadership in Sustainable Housing, multiple Builders Choice Design Awards, a Governor’s Smart Growth Leadership Award, and multiple Preservation Achievement Awards from the Boston Preservation Alliance and the Massachusetts Historical Commission.

Nancy Ludwig, FAIA, LEED AP BD&C, Principal-in-Charge of Design, serves as President of ICON architecture, inc. Her leadership is demonstrated in her guidance of ICON’s design and production staff, her technical direction of concurrent multi-million-dollar architectural projects, her sensitivity to Boston and New England contexts, and her practical know-how accumulated in the design and construction of thousands of housing units.

Janis Mamayek AIA, LEED AP, and Principal-in-Charge of Construction, brings expertise in the construction of new multi-phase, transit-oriented, urban mixed use developments. She has seamlessly managed the construction of Avenir over the MBTA North Station.

Kevin O’Neil, Senior Associate and Project Manager, has extensive experience managing large, multi-phase mixed use developments and their technical detailing and systems coordination.

Relevant Experience

Projects with Trinity Financial (see pages 2-6 for full descriptions):

Avenir
Boston, MA

Maverick Landing
East Boston, MA

Carlton Wharf
Boston, MA

Hamilton Canal District
Lowell, MA

The Ellington
Stamford, CT

110 Canal
Boston, MA

Boston East
East Boston, MA

Quinnipiac Terrace
New Haven, CT

Newport Heights
Newport, RI

New Rowe Residences
New Haven, CT

Appleton Mills
Lowell, MA

One Canal
Lowell, MA



ArtBlock 731

ArtBlock 731

Boston, MA

Catering to Boston’s “Artist Space Initiative,” ArtBlock 731 creates two new live / work loft buildings wrapped around an historic school converted to artist work space. The contemporary exterior emulates the surrounding rhythms and materials of the historic South End and expresses the community-of-arts within. Winner of the 2009 Builder’s Choice Award and the 2007 Preservation Achievement Award Notable New Construction in Harmony with Boston’s Built Environment.



101 Summer Street

Park Square West/101 Summer Street

Stamford, CT

As the first phase of the new 4.4-acre Park Square West luxury housing and entertainment district in downtown Stamford, 101 Summer Street blends 143 apartments and street-level retail into the historic core. The high-rise engages Stamford’s entertainment district and “Restaurant Row” with a midblock pedestrian passage designed to link pedestrian circulation throughout the district. ICON and Arrowstreet were joint venture architects in the design of this high-rise.



Auburn Court

Auburn Court

Cambridge, MA

Auburn Court is a 60-unit, mixed-income rental housing complex acting as the cornerstone of University Park, a mixed-use development between MIT and the historic Cambridgeport residential neighborhood. Auburn Court offers a variety of housing types including townhouses, duplexes with individual entries, and a mid-rise apartment building. The steel-framed, 6-story midrise building anchors the project’s internal corner with a tower situated over the building entry.

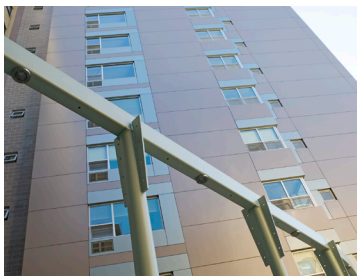


Sheraton Hotel

Portsmouth Sheraton and Westin Hotels and Conference/Exhibition Center

Portsmouth, NH

This 500,000 SF development has been designed to maximize views of the waterfront, to relate to the scale and texture of adjacent historic structures, and to serve as a major gateway to the downtown. The 180-room Sheraton includes conference facilities, luxury condos atop the hotel, and two smaller buildings edging the site contain retail and residential condos. The Westin will include 200+ rooms, 40+ condominiums, 30,000 SF of conference facility, and a 700-car parking garage.



Morville House

Fenway Special Study Area

Boston, MA

In response to significant development pressure from major development projects underway in the Fenway area, ICON conducted this study in cooperation with the Fenway community and the Boston Redevelopment Authority to create guidelines for future development that would improve the quality of life for Fenway residents. The firm developed recommendations for new zoning regulations that would create a more neighborhood-oriented district; urban design guidelines that would enliven and rejuvenate the community; and incentives to foster the types of development and uses envisioned during the planning process.

Morville House

Boston, MA

This high-rise addition blends 30 new residential units into an upgraded senior living complex at Morville House. Located in Boston’s active Fenway and Symphony Hall area, the new tower was designed to reduce shadow impacts on neighboring historic housing.



Avenir under construction



Maverick Landing



Natick Collection



Natick Collection

Dimeo Construction Company will act as the Construction Manager providing full services through preconstruction and construction including planning, estimating, scheduling, procurement, commissioning and close-out.

For nearly a century, the core principles of quality, value, experience, service, excellence and tradition have served as hallmarks of Dimeo Construction Company. This third generation, privately held, family-owned and operated construction manager and builder is widely recognized throughout the northeast as a leader in providing high quality, innovative construction management and general contracting services for residential, educational, corporate, healthcare, retail, and R&D organizations. Founded in 1930 by Joseph Dimeo as a small, regional contractor, Dimeo has steadily grown to become ranked by Engineering News Record as among the top 100 construction managers in the country.

Stephen F. Rutledge, Principal-in-Charge, directs the overall operations of the company, including project administration, contract management, preconstruction planning and estimating, purchasing, construction operations and safety compliance.

Paul G. Aballo, Project Executive, will lead the entire project operation through planning, estimating, purchasing, and construction in addition to regular interface with the Owner's representative to review overall project status and specific issues.

Michael J. Fuchs, Vice President of Preconstruction Services, leads Dimeo's Technical Services Group in the delivery of preconstruction phase services.

Peter M. Eskelund, Senior Estimator/Planner, will be responsible for assisting the project team in the development of budgets and cost estimates.

Relevant Experience

Projects with Trinity Financial (see pages 2-6 for full description):

Avenir
Boston, MA

Newport Heights
Newport, RI

Maverick Landing
East Boston, MA

Quinnipiac Terrace
New Haven, CT

Carlton Wharf
Boston, MA

Natick Collection
Natick, MA

Dimeo is currently serving General Growth Properties for the new \$110 million, 215 unit residential complex at the Natick Mall in Natick, MA. This is the last portion of a \$376 million project that included mall renovations, new mall space, and various parking complexes all done while the mall remained fully operational. This 457,374 sf facility includes amenities such as concierge service, fitness center, library, billiards room, screening room, outdoor grilling area, a 35,000 sf fully landscaped "green" roof area, and structured parking for 373 vehicles. These high-end condominiums are located in two towers, one 12 stories, and the other 10, with a parking garage linking them. Construction is underway, with a scheduled opening of summer 2008.



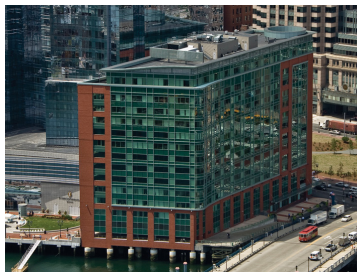
Ocean House Hotel



Brighton Landing



Independence Wharf



Independence Wharf



Blue Cross & Blue Shield of RI

Natick Mall

Natick, MA

Dimeo served as Construction Manager for General Growth Properties for the major expansion and renovation to the Natick Mall in Natick, MA. This multi-phased project included 550,000 sf of new retail space on two floors, anchored by Nieman Marcus and Nordstrom's, and 1,750 structured parking spaces on three separate parking decks. Additionally, the project included 160,000 sf of renovations to the existing mall's common area, while the space remained completely occupied.

Ocean House Hotel

Westerly, RI

Significant site preparation and demolition were necessary before Dimeo could begin rebuilding this historic hotel with added condominiums and underground parking. The hotel is located directly on the water with a private beach adjacent to Misquamicut Beach. The \$74 million, 142,000 sf structure includes an additional 30,000 sf of porches and roof terraces. The new facility will incorporate 24 luxury residences with 48 hotel rooms and an enclosed 42-car garage. Open year round, the hotel will be host to a world class spa, indoor lap pool, three seasonal dining venues, state-of-the-art exercise venue and all hotel amenities. In addition to the hotel site, Dimeo is also constructing an eighty car surface lot across the street.

Brighton Landing

Brighton, MA

Dimeo constructed two mid-rise office buildings concurrently on a constrained site adjacent to the Massachusetts Turnpike. New Balance Inc., as anchor tenant, occupies the first 120,000 square feet of the 430,000-square-foot, mixed-use complex for its new corporate headquarters. The complex's two mid-rise buildings, one ten stories and the other seven, were built in tandem. The \$85 million development includes a 1,200-car garage and a two-story glass atrium featuring a sky bridge connecting the two buildings. Other amenities include executive parking, a full-service cafeteria and a landscaped outdoor plaza with reflecting pool. Dimeo also was the construction manager for tenant fit-outs for occupants that include VirtMed, Entercom Boston, and Newbury Comics, among others.

Independence Wharf

Boston, MA

This \$33 million project was built on a waterfront site in downtown Boston. The 14-story, 370,000 sf office building underwent a rebirth to Class A office space with flexible floor plans, new lobby/restaurants, a 120-car parking garage located on the second floor, dramatic harbor and city views, and easy access to subway, commuter rail, water shuttle and bus routes. Dimeo's project scope included interior and exterior demolition; asbestos abatement; site work; a new glass curtainwall façade; brick and pre-cast masonry; a new roof; new mechanical, electrical & fire protection systems; and interior lobby finishes.

Blue Cross & Blue Shield of Rhode Island

Providence, RI

This \$80 million, 13 story office building plus a rooftop mechanical penthouse consists of 325,000 sf of open landscaped offices and private offices, seven elevators, two stair towers at the core, a cafeteria, and a small fitness center. The project is designed to be LEED Silver certified. The building is being constructed on a pad site above an existing three level underground parking garage.

LeMessurier Consultants

LeMessurier Consultants will act as the Structural Engineer for this project.

LeMessurier Consultants, located in Cambridge, Massachusetts, is a structural engineering consulting firm. Since 1961 our organization has been providing structural engineering services on projects ranging from private residences to multi-million dollar complexes. Guided by seven Professional Engineer Principals and six Associates, the organization's experience includes facilities for airports, transportation, commerce, research and development, education, athletics, housing, health care, public use, and recreation. Its professional engineering staff is accomplished in the design of structures using structural steel, aluminum, regular reinforced concrete, precast concrete, prestressed concrete, brick and stone masonry, timber, epoxies, and visco elastic materials. However complex and elaborate some of its projects have been, the group takes particular interest in finding direct and simple solutions to design problems.

The goal of the firm for each project is to provide excellent services and a superior product on schedule and within budget. As a project is set up, a team is assigned the responsibility of organizing, scheduling, budgeting, and tracking the progress of all phases of work, in order to create a management framework in which designers can work creatively and efficiently. While each group of planners, architects, engineers and specialists is responsible for the technical quality and timely completion of its work, the LeMessurier Consultants team helps to coordinate, direct, and pace the overall effort.

Mysore V. Ravindra, P.E., President, joined LeMessurier Consultants in 1968, becoming President in 1991. Prior to joining LeMessurier Consultants, Mr. Ravindra was associated for eight years with international contracting and design firms in Europe and India as well as in the United States.

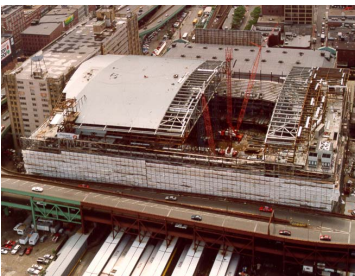
Peter J. Cheever, P.E., Executive Vice President and Project Manager, is responsible for overall project development and implementation of structural design, structural contract drawings and specifications, and construction phase review. Mr. Cheever began his career with LeMessurier Consultants in 1976, becoming an Associate in 1987, Vice President in 1991 and Executive Vice President in 2006.

Relevant Experience

Fleet Center

Boston, MA

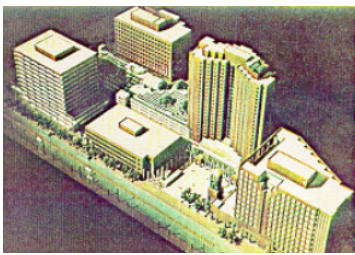
The urban location near a major transportation center provided a set of complex structural engineering challenges. Constraints included existing Boston Garden, future Central Artery, MBTA 5-level parking garage with relocated Green Line and new MBTA commuter rail platform with thousands of passengers each day. The 3-dimensional physical constraints were further complicated by the fourth dimension-time. Each planned project has a schedule tied to funding, design and construction with interdependent sequences which must be carefully coordinated. The new facility's structural frame had to satisfy an array of loading conditions posed by the planned activities within, in addition to ensuring safe passage by thousands of commuters and Garden Event-goers.



Fleet Center



Prudential Center



One Cambridge Center



500 Boylston Street



125 Summer Street

Prudential Center Redevelopment

Boston, MA

The Retail Phase was a project covering 27 contiguous acres of existing and proposed structures in Boston. The site consisted of several separate use buildings on top of a three-level parking garage bisected by the Massachusetts Turnpike/ Consolidated Rail Corp. tunnel. New one- and two-level structures were added onto the existing structure by utilizing the reserve capacity of the existing columns and foundations.

Copley Place Expansion and Residential Tower

Boston, MA

A new low-rise podium will be constructed above the existing Plaza over the Massachusetts Turnpike, providing 53,000 square feet of expansion space for the existing Nieman Marcus store, while also supporting the 625 ft Copley Place Tower which houses 692,000 square feet of Condominium residential space. The project also includes street-level retail space, pedestrian links to the existing Copley Place complex, and improvements to the Massachusetts Turnpike structures.

One Cambridge Center

Cambridge, MA

One Cambridge Center in Cambridge, Massachusetts is a 13-story office building which was designed to straddle an existing ballroom of the adjacent Marriott Hotel and an existing MBTA power station building. Seven steel transfer trusses, the largest being two stories deep and spanning 140 feet, were required to transfer ten stories of office building to the exterior of the building.

500 Boylston Street Office Building and Garage

Boston, MA

Slurry wall construction for 3-story parking garage below office/retail complex in Boston Back Bay. Project site was immediately adjacent to Boston Landmark Trinity Church across Clarendon Street and the MBTA Greenline tunnel in Boylston Street. The 25-story superstructure is founded on 6'-0" thick foundation mat bearing on clay. The 6-story low-rise is founded on spread footings, hold down piles (tension piles) and 24" pressure slab designed to resist a hydrostatic head of approximately 25'-0".

125 Summer Street

Boston, MA

The project site, located in downtown Boston with the building and property line coinciding with four major streets, provided an interesting and unique structural problem. The site was occupied by four older 5 to 6-story buildings that would be demolished to make way for the new construction. However, the existing building's facade, approximately 70'-0" high had to be maintained on three sides of the building whose foundation was located only 4'-0" below grade, and to make the project viable, a 5-story underground garage had to be constructed for parking on top of which was a 300 ft. high 24-story office building.



Geotechnical Engineers

McPhail Associates, Inc. will serve as the project's **geotechnical and geoenvironmental engineer**.

The engineering firm of McPhail Associates, Inc. was established in 1976 by the late Robert E. McPhail, P.E. to provide consulting geotechnical engineering services to Developers, Institutions, Corporate Clients, Architects, Engineers and Contractors engaged primarily in the construction, development and redevelopment of real estate property.

The corporate office is located in Cambridge, Massachusetts, where we have engineering and laboratory testing facilities for the professional staff which is comprised of individuals with backgrounds in Civil Engineering, Geotechnical Engineering, and Geology. All of the project management staff have advanced degrees in geotechnical engineering or related disciplines such as engineering geology. Our key professional staff have had extensive experience in all aspects of site characterization including subsurface investigations, geotechnical analysis and design, geoenvironmental site assessment and remediation, design assistance to structural engineers and architects, and construction monitoring for more than 4,000 projects valued at more than 20 billion dollars that include multi-story buildings, below-grade structures, air rights development, waterfront development, heavy civil construction, environmental remediation and implementation of complex remedial response actions.

Ambrose J. Donovan, President, has acquired extensive geotechnical and geoenvironmental engineering experience covering a wide range of projects in the Greater Boston area. His experience includes geotechnical analysis and design, construction monitoring and project coordination with other design professionals.

Gary M. O'Neil, Principal, has extensive experience including geotechnical analysis and design, construction control and project coordination for building foundations, waterfront structures and rapid transit construction. Further, he has provided consultation, design and monitoring services for building and tunnel projects requiring braced earth support systems, underpinning and groundwater control systems.

Chris M. Erikson, Principal, has over 22 years of experience including subsurface explorations and characterization, geotechnical analysis and design, geotechnical instrumentation, construction control and project coordination. His experience includes particular emphasis on deep excavations and foundation support for building and transportation projects in urban areas.

Amy E. Dearth, Project Engineer, has served as a geotechnical engineer for a variety of geotechnical and geoenvironmental projects with McPhail Associates. Her responsibilities have included coordination of field exploration programs, geotechnical analysis and design, geotechnical instrumentation, design assistance in preparing construction documents, and project coordination with other disciplines.

Relevant Experience

The following is a partial list of projects in the Greater Boston area for which the key personnel of McPhail Associates, Inc. are currently or have been responsible for the geotechnical engineering design, geoenvironmental consultation or major geotechnical construction consultation:

Intercontinental Hotel and Residences; Boston (Air Rights - Completed)	East and West Office Buildings, World Trade Center; South Boston
Archstone Avenir (Bulfinch Parcel 1A); Boston (Air Rights - Nearing Completion)	Harvard University Institute for Medicine; Boston
The Merano (Bulfinch Parcel 1B); Boston (Air Rights - Design Phase)	Shriner's Institute; Boston
Waterside Place; South Boston (Air Rights - Design Phase)	The Liberty Hotel; Boston
MTA Parcel 24; Chinatown (Ongoing)	Jury's Hotel; Boston
Fan Pier; South Boston (Ongoing)	Maverick Gardens and Carlton Wharf Housing; East Boston
The New Museum of Fine Arts; Boston (Ongoing)	University Park at M.I.T.; Cambridge
M.G.H. Building For The Third Century; Boston (Ongoing)	Ellison and Blake Buildings, MGH; Boston
Simmons College, School of Management; Boston (Ongoing)	MIT Graduate Housing; Cambridge
Gardner Museum Expansion; Boston (Ongoing)	International Place; Boston
Cambridge Public Library; Cambridge (Ongoing)	Trinity Church Renovations; Boston
MIT Cancer Research Facility; Cambridge (Ongoing)	Parkside on Boston Common; Boston
Newton North High School; Newton (Ongoing)	M.I.T. Biology Building; Cambridge
Franklin Hill Housing; Boston (Ongoing)	Boston Common Garage; Boston
Westin Waterfront Hotel; South Boston	Federal Reserve Bank of Boston; Boston
1330 Boylston Street; Fenway	Boston Latin High School Addition; Boston
Trilogy Mixed-Use Development; Fenway	Portland Place; Boston
Renaissance Boston Waterfront Hotel; South Boston	75 State Street; Boston
Waterfront Residences; South Boston	125 Summer Street; Boston
M.G.H. Yawkey Outpatient Building; Boston The Metropolitan; Chinatown	Lafayette Place; Boston
Tufts University Family Center for Biomedical Research; Boston	Boston Police Headquarters; Boston
Brigham & Women's Center for Advanced Medicine; Boston	Langham Court; Boston
Seaport Hotel, World Trade Center; South Boston	1601 Washington Street; Boston
	Harrison Commons; Boston
	The Devonshire; Boston
	Memorial Hall, Harvard University; Cambridge
	Boston University Engineering Sciences Complex; Boston
	Tufts Biological Research Building; Boston
	Northeastern Law School; Boston
	45 Province Street; Boston



Wilmer Hale will serve as the project's **legal counsel**.

WilmerHale's more than 1,100 lawyers serve the legal needs of a wide variety of local, national and international clients from our headquarters in Boston and Washington, D.C., and offices in nine other cities in the US, Europe and Asia. Our practice includes more than 200 seasoned corporate transactional lawyers and business counselors; nearly 100 attorneys and patent agents who hold scientific or technical degrees; 350 litigators with unmatched trial, appellate, Supreme Court and arbitration experience; preeminent regulatory practices in financial services, antitrust, communications, FDA, securities, trade and other areas, including over 100 lawyers who have held high-level government positions; extensive international capabilities and cross-border experience; and hundreds of other lawyers who handle real estate, bankruptcy, environmental, labor and employment, private client and tax matters.

The real estate practice of WilmerHale spans the industry, from institutional debt and equity, development projects and real estate capital management to corporate real estate services and foreign investment. With significant experience not only in real estate, but also in tax, litigation, securities and environmental matters, our lawyers serve institutional investors, developers, capital sources, operators and tenants of all types of real estate throughout the US and across the globe. Our Real Estate Group consists of over 30 core real estate attorneys in Boston, New York and Washington, DC with experience in all product types: office, retail, multi-family residential, affordable housing, senior living, hotel and hospitality, mixed use, laboratory, research and development and industrial.

We have served as general counsel to Trinity Financial since its inception. Relevant to this proposal is our representation of Trinity on its Avenir and Carruth projects, two major transit-oriented mixed-use developments. The Avenir, a 241-unit residential apartment and retail project, was the first project built over the Big Dig in Boston, located on air rights directly above the North Station Green and Orange-Line Superstation leased from the Massachusetts Bay Transportation Authority. The Carruth is a transit-oriented development on premises leased from the MBTA involving the construction of 116 units of mixed income housing and approximately 10,000 square feet of neighborhood retail uses on a site directly adjacent to the MBTA's Ashmont Station at Peabody Square in Dorchester.

Katherine Bachman, a partner in our Real Estate group, will serve as the lead partner on this project. Ms. Bachman's practice covers a broad spectrum of real estate development and financial transactions, including the representation of investors and developers in office, industrial, and research and development facilities and residential developments.



CBRE/Grossman Retail Advisors, LLC,
a CB Richard Ellis – N.E. Partners, LP Joint Venture

CBRE/Grossman Retail Advisors will serve as the project's **broker**.

CBRE/Grossman Retail Advisors was formed in 2009 to create the premier retail service provider for its clients. CBRE/GRA combines the network and resources of the largest commercial real estate service company in the United States with the focus of local knowledge and expertise. In today's challenging market, CBRE/GRA provides a one-stop source for its retail clients, creating innovative solutions to complex problems facing property owners and developers.

CBRE/GRA's Urban Retail professionals are experts in the ever-changing world of urban environments. Whether it's population density or diversity, or the redefining of mixed-use trade areas, urban retailing must meet the needs of the time.

As industry leaders, our Urban Retail professionals have a thorough understanding of the special requirements of retail properties in these markets, with strong relationships and easy access to the local, national and international, retailer communities. This knowledge base creates exceptional value for property owners by attracting the right combination of retail tenants to each property we represent.

Additional information on CBRE/Grossman Retail Advisors are provided in Attachment F of Component III.

3. Parcels

The revised proposal is for MassDOT Parcel 12 only and is not contingent or in any way conditioned on the proposer being selected by MassDOT as the developer for another MassDOT parcel. This proposal does not include the use of any proposer controlled parcels, nor does it include the use of any other privately owned parcels.

4. Development Approach

a. Development Program

i. Program Areas

Parcel 12

Housing	SF Retail	SF Parking	SF Lobby	SF Housing	SF Other	SF Service	GSF	HT	Parking	# 1BR	# 2BR	#Loft
1st/ P1	25,617	14,168	2,537		8,985	3,118	54,425	20	46	0	0	0
P2	0	14,540					14,540	-	46	0	0	0
2nd	48,608	1,700			1,076		51,384	14		0	0	0
P3 / 3rd	0	14,540		36,844			51,384	11	46	21	14	0
P4 / 4th	0	14,540		36,844			51,384	11	46	21	14	0
5th	0	0		47,530			47,530	11		20	16	11
6th	0	0		47,530			47,530	11		20	16	11
7th	0	0		30,100			30,100	11		13	15	0
8th	0	0		30,100			30,100	11		13	15	0
9th	0	0		30,100			30,100	11		13	15	0
10th	0	0		18,663			18,663	11		9	10	0
11th	0	0		18,663			18,663	11		9	10	0
	74,225	59,488	2,537	296,373	10,061	3,118	445,802	133	184	139	125	22
									0.6433566			286

ii. Land Uses

Similar to the surrounding neighborhood, Trinity proposes a mix of uses on Parcel 12. The ground floor will incorporate retail, residential lobbies, and vehicular entries. The proposed plan dedicates the upper floors as residential apartments.

Ground and Second Floor

- Retail: The ground and second floor will include retail establishments, residential lobbies and vehicular entries. Approximately 25,600 square feet of the ground floor space and 48,600 of second floor space will be dedicated to retail establishments visible and open to the street. This area will be sub-divided according to the nature and needs of the potential retail tenants.
- Residential Lobbies: There will be multiple entries to the residential space on the upper floors – each with a secure lobby. It is also anticipated that the bus stop adjacent to Parcel 12 will be incorporated into the ground floor of that building.
- Parcel 12, in close proximity to the Hynes Convention Center, Berklee College of Music, the Prudential Center and additional Back Bay commercial/residential space, and public transportation, is strategically positioned to attract a strong retail consumer base throughout the day and evening. Further, with parking on-site and in the immediate area, the Parcel is convenient to pedestrian and vehicular traffic. As a result, the location will be strongly considered by grocery prospects. Although second floor space, most active grocery stores have urban prototype store models that are designed for similar, 2nd floor space. The street retail will attract a diverse mix of retail, restaurant, and service uses. Full-service and fast-casual restaurants catering to the younger, student demographic, as well as Back Bay resident, employee or visitor will show interest. Alternatively, considering its strong visibility and exposure along Massachusetts Avenue, Boylston Street and Newbury Street, the Parcel will attract traditional and service retail. The frontage along Massachusetts Avenue allows for multiple storefront opportunities with a diverse mix of retail uses.

Upper Floors

The proposed program includes 286 residential apartments. The proposed unit size and type for the Parcels is as follows:

Rental Units	# Units	SF/unit
Lofts	22	830
One Bedroom	139	710
Two Bedroom	125	960
Total	286	

For the Parcel 12 development Trinity is proposing to meet the requirements of the Mayor’s Order Relative to the Inclusionary Development Policy by providing a substantial cash contribution to subsidize affordable housing in an off-site development. The development budget includes \$7.4 million based on the current program. Trinity is committed to applying our experience in developing affordable housing and working with the Back Bay and Fenway communities to ensure that the Inclusionary Development Policy is implemented effectively for MassDOT Parcel 12.

iii. Parking

Structured parking will be provided at a ratio of .5 parking spaces per residential unit – 286 units will be provided with 143 garaged parking spaces. The remaining 41 spaces will be allocated to retail uses at the development. The majority of the parking will be wrapped by retail or residential uses so that the garages are not visually apparent from the street. The proposed parking program is as follows:

	# Units / SF	# Spaces	Ratio
Parcel 12 - Residential	286	143	.50
Parcel 12 - Retail	74,225	41	.55 / 1000
Total		184	

b. Design Description

i. Design Intent (see Diagram on page 27)

The intersection of Boylston Street, Massachusetts Avenue and Newbury Street has the potential to become a great intersection of neighborhoods that is no longer a place to pass over, but a destination in itself. New development on Parcel 12 will integrate the beauty and vibrancy of the Back Bay and Fenway. It will extend the lively retail corridor of Boylston and Newbury Street creating new places for people to meet, dine and shop. And, most importantly, it will create a street edge and pleasant pedestrian experience that has been lacking since the creation of the Mass Pike.

The scale and massing of the proposed Parcel 12 building respects the Civic Vision for Turnpike Air Rights published in June 2000. In conceptualizing the plan for this parcel, this proposal seeks to balance the need for scale and massing with the financial considerations of building over air rights parcels. In addition, the proposed plan fulfills the community’s request that the building is designed to complement the surrounding neighborhood. The maximum height on Parcel 12 is designed to reach 11 stories on Mass Ave, stepping down to 9 stories as it wraps the corner, then 6 stories along Boylston and Newbury Streets. (See sections on Page 26). The 11-story height represents a 3 story reduction (approximately 30 feet) from our original proposal in response to comments from the Citizens Advisory Committee and other members of the community.

The development on Parcel 12 is designed to re-knit the neighborhoods, strongly connecting the Back Bay Newbury Street corridor to the Fenway neighborhood edge. While the design limits the size of the deck over the Turnpike to control costs for the project, it fully wraps the Turnpike edges to restore the urban realm. The complex is envisioned as a series of buildings.

ii. Structural Concept (see Concept Drawing on page 27)

The building will completely cover the defined Parcel, including covering the east and west-bound Turnpike, the railroad tracks, and the Turnpike entrance ramp from Massachusetts Avenue.

The existing Massachusetts Avenue bridge structure forms the Parcel border to the east. The west edge of this bridge structure supports a bus station which will be removed to create a uniform sidewalk condition bordering the new building. Additional alterations may be required at curb cuts and to install an expansion joint between the bridge structure and the new Parcel 12 structure. There is also a tunnel structure linking the bus platform to the Hynes MBTA Station which will be reworked.

There will be 3 landing points each at the median of the Turnpike and between the eastbound roadway and railroad. The other landing points will be to the north and south of the existing roadway and turnpike over terra firma. The new foundations at the median and along the railroad will be deep foundations consisting of drilled shafts or drilled mini-piles. At the median, coordination with the existing utilities and drainage structure will be required. At the landing points adjacent to the railroad, coordination with the existing retaining wall and maintaining the clearance from the train tracks will be required.

Following completion of the foundation elements and piers to the deck level, the deck framing, consisting of fire-proofed steel plate girders spanning along the three main landing points supporting precast box sections and infill composite steel beams will be set. Setting the steel and precast over the open roadway will need to be coordinated with the approved lane closings and work plan.

Following completion of the deck level, the superstructure above will be constructed with transfer trusses which gather the loads of the building above and deliver them to the selective landing points.

During construction, site mobilization and logistics will include the following:

- Set up temporary construction fence/barriers/signage.
- Remove and salvage street lighting/signage/traffic signs and store off site for later installation.
- Remove guard rail/sidewalk/curbing along Newbury and Boylston for equipment access.
- Set up temporary lane closure on east and west bound lanes along median.
- Set up sidewalk and overhead protection along Mass Ave.
- Removal and relocation of utilities on Mass Pike overpass if necessary.
- Set up temporary staging areas where available.

iii. Building Design

The proposed design incorporated a series of stepped massing relating to the streets that it bounds:

- Along *Massachusetts Avenue*, an 11-story building of 128 feet height (down from 158 feet) sits back from the sidewalk. The Mass Ave/Boylston Street corner is accentuated by a bay, marking the residential entry, and engaging the long views up Boylston and Mass Ave. The Newbury Street corner of the building projects over the Turnpike entry, creating a visual focus/termination for the Newbury Street corridor. A series of stepped volumes align with Mass Ave, ranging from five to seven stories, and rising in height as the building steps back from the street. The building is traditionally detailed with a masonry façade and punched windows and broad street level storefronts; upper level bays and recesses maintain the scale and rhythm of Back Bay facades. A three story penthouse, set back 20 feet and clad in glass and metal panel, opens long views for the upper story residential units, and adds a jewel-like crown to the building.
- The *Boylston Street* wing steps down to nine stories along the street, and further diminishes to 6 stories as it turns to meet the edge of the site along the Turnpike. Envisioned to be clad in a different masonry, it too provides a strong base, middle and top, alternating material as the building rises. A strong retail street edge is extended up Boylston Street. The multilevel parking garage is entered along the elevation at a recess in the facade between the Mass Avenue building and the Boylston Street wing.
- The *Newbury Street* wing repeats the scale and materials of the Boylston Street wing. It accommodates both the existing MBTA vent structure and the MassPike on-ramp.

iv. Site Design

- *The view from the Mass Turnpike* – to cars driving into the city, creates a welcoming form, wrapping the edges of the Turnpike and stepping down at the ends of the building towards the ground. From this view, the building steps back above the garage to provide a roof garden acting as both a visual and physical buffer to the turnpike traffic below.
- *Shadow studies* for the development illustrate that the shadows cast by the proposed Parcel 12 building does not impact on Newbury Street or Commonwealth Avenue (shadows do not extend beyond shadows from existing buildings). Mass Ave is impacted by the new shadow, clearly because no building ever sat in this location before. We recognize that artists at the Fenway studios have noted that they are sensitive to building materials that impact the northern light and ambient light conditions. We will work with the Fenway studio community to review our exterior material selection.
- Given the scale of the block, two separate residential entries and elevator cores have been provided to allow for flexibility of access by residents.
- Pedestrian circulation around the site will remain on the bounding sidewalks

v. Vehicular Circulation and Parking

- *Parking* is provided in a multi-level garage accessed from Boylston Street and founded on top of the deck covering the Turnpike. The four-level garage will provide parking in the ratio of .50 spaces per residential unit and .55 spaces per 1,000 square feet of retail, appropriate given the transit oriented nature of this site.
- A service corridor and loading dock are envisioned to be accessed from Boylston Street and potentially from Newbury Street.

vi. MBTA

MBTA Bus Service/Urban Ring connection is maintained along the western side of Mass Ave, incorporating the bus stop into the retail façade with a signature canopy to signal the transit nature of the use.

vii. Civic Vision

The plan recognizes the design guidelines of the Civic Vision and of the Neighborhood Association of the Back Bay in fostering a lively pedestrian-friendly public realm along Massachusetts Avenue, Newbury Street and Boylston Street. Upper floors align with the goals for housing use with a low traffic generation. Street level use is given over to retail that will hopefully spawn a diverse mix of independent businesses. Improved access to public transportation is integrated into the proposed program. Parking is entirely hidden from view of either street, and separates access between the alley and an entry off of Boylston Street. Specific public realm design guidelines are addressed in the following manner:

- *Sidewalks* – The building aligns with neighboring structures, forming a street wall and allowing as wide a sidewalk as possible.
- *Public transportation facilities* – On Parcel 12 the bus shelter is brought indoors along the retail frontage on Massachusetts Avenue.
- *Building location* – The building will completely shields views to the turnpike from Massachusetts Avenue and lengths of Boylston and Newbury Streets.
- *Scale and massing* –The building is broken down into smaller scale facades with the character and rhythm of the surrounding districts. Upper levels step back from the street by at least twenty feet.
- *Height* – On Parcel 12, a six story height transitions to a nine-story height and up to the eleven story height at the corners of Parcel 12 (reduced from the prior 14-story height).
- *Design Character* – The buildings are rendered to include signage, awnings and open storefronts at street level transitioning into smaller scaled elements as the buildings step back from the street.

viii. Sustainable Design Principles

The team of Trinity, ICON and Dimeo built the first LEED-certified mixed-income housing in Boston – Maverick Landing. This same team will make sure that this project not only complies with the City of Boston's Article 37 Green Building standards and the Governor's Executive Order 484 (Leading by Example – Clean Energy and Efficient Buildings) but will seek to achieve LEED Gold Certification, as we have recently done at Washington Beech. The project will strive for the responsible use of resources, including energy, water, and materials, while providing a healthy and comfortable environment for its occupants. Specifically:

- *Sustainable sites* – The mixed-use project will re-link a significant physical barrier – the railroad tracks and turnpike – that has been a scar in the city forever. With convenient access to bus and MBTA and Rail lines, urban amenities are within easy reach. To minimize urban heat-gain and to save energy, the project will have a light-colored roofing system and areas of green roof.
- *Water efficiency* – Site runoff will be recharged into the ground, using the most up-to-date technology available.
- *Energy and atmosphere* – The project is targeting a 21% reduction in energy consumption over the minimum ASHRAE standards. To ensure optimal performance, the building systems will be reviewed by a commissioning agent. No CFCs will be used in cooling or refrigeration equipment. Lighting design will minimize the amount of installed lighting in part by taking into consideration daylighting and will include local controls, high efficiency lamps and ballasts, and occupancy sensors. Given the residential use, all units will include EnergyStar rated lighting and appliances.
- Residents will be separately metered for gas and electric usage, promoting energy awareness and responsibility.
- *Materials and resources* – Regional materials with high recycled content and renewable characteristics will be targeted for this project. The building will provide space for the collection and storage of future recyclables. In addition, the project team will achieve at least a 50% target for recycling of construction waste.
- *Indoor environmental quality* – The project will create a healthy indoor environment for occupants with particular attention paid to providing appropriate ventilation and fresh air and minimizing volatile organic compounds, and will optimize the use of daylight and views.

c. Conceptual Design Drawings



Aerial view of Parcel 12



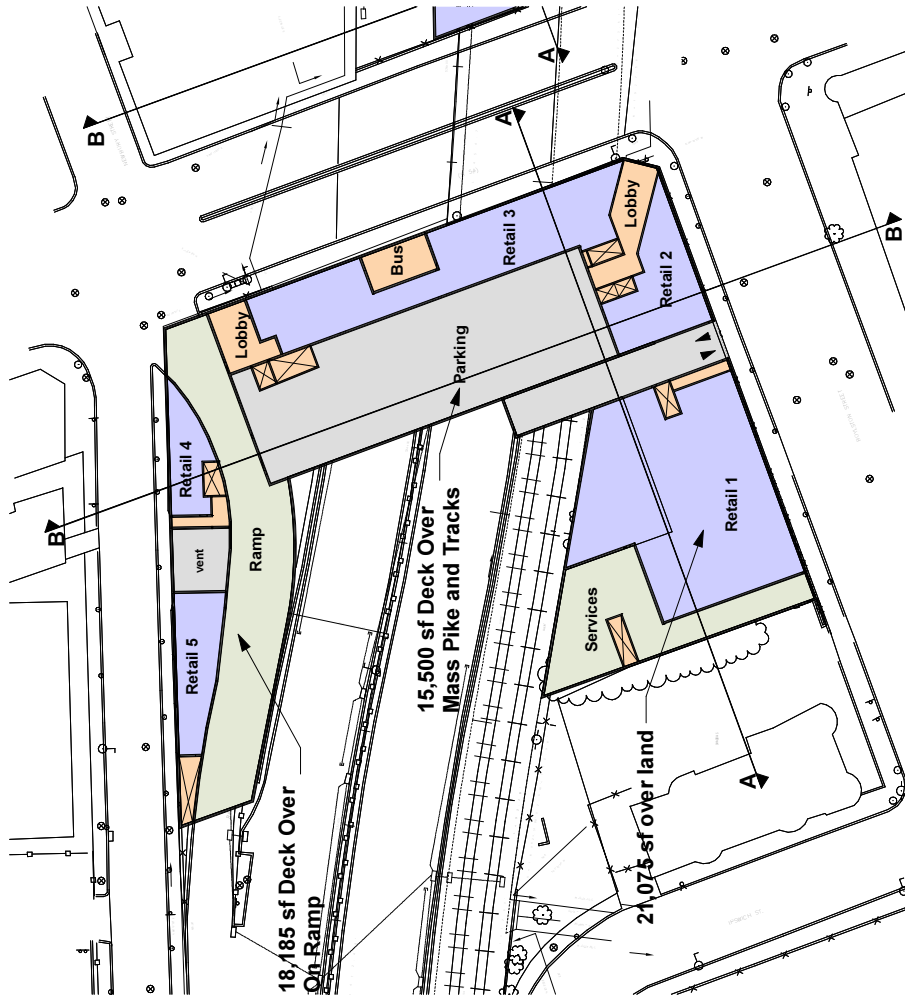
Looking West on Boylston Street toward Parcel 12



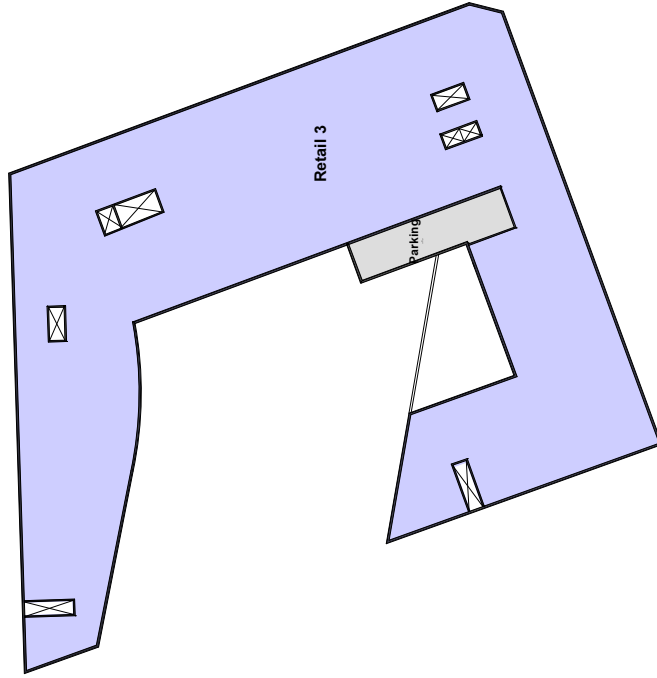
Looking West on Newbury Street toward Parcel 12 and Mass Pike access



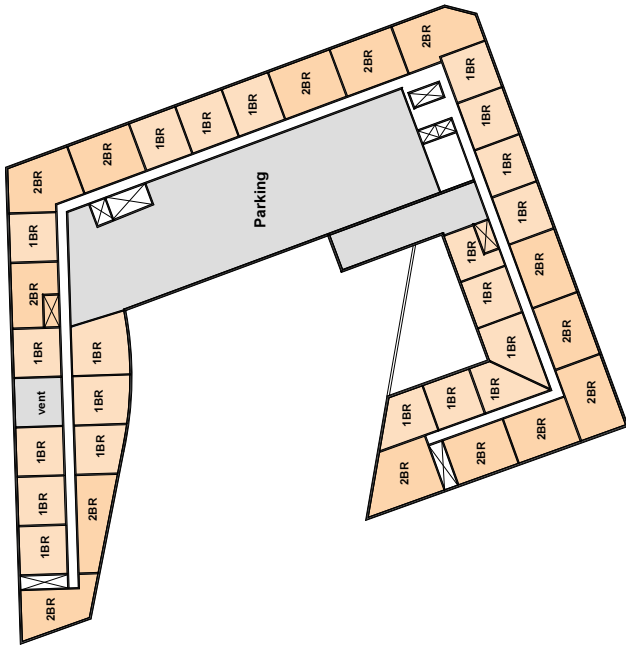
Looking North on Mass Ave with Parcel 12 on the left



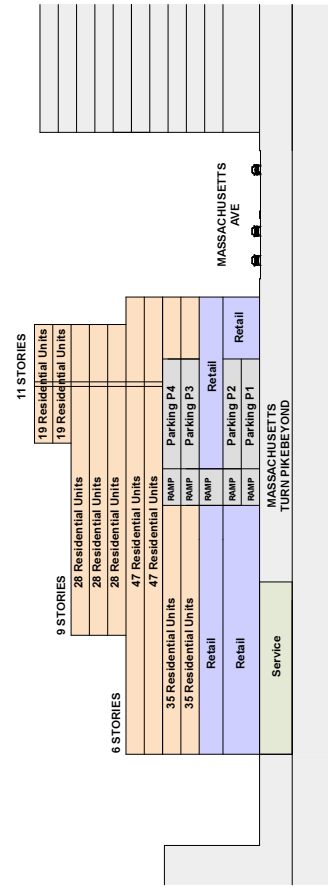
1 Ground Floor
SCALE: 1" = 100'



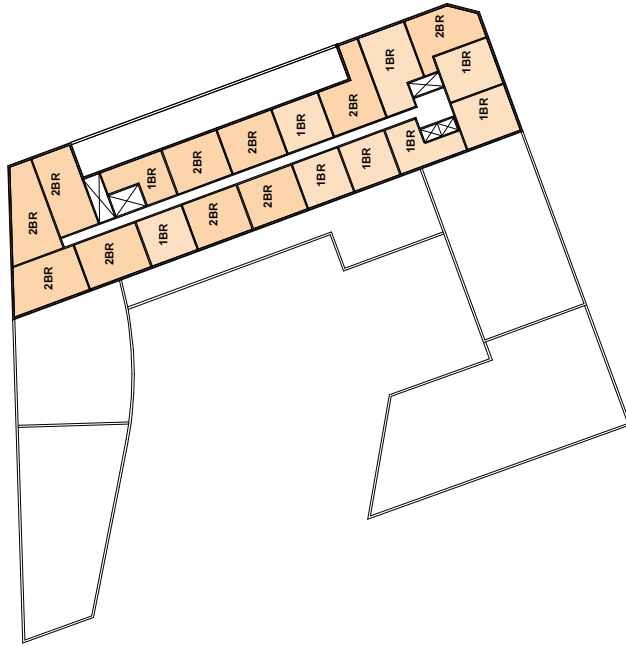
2 Second Floor Retail
SCALE: 1" = 100'



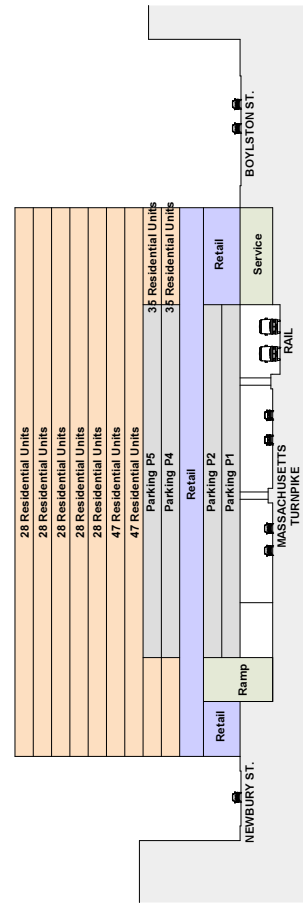
1 Typical Housing Floor
SCALE: 1" = 100'



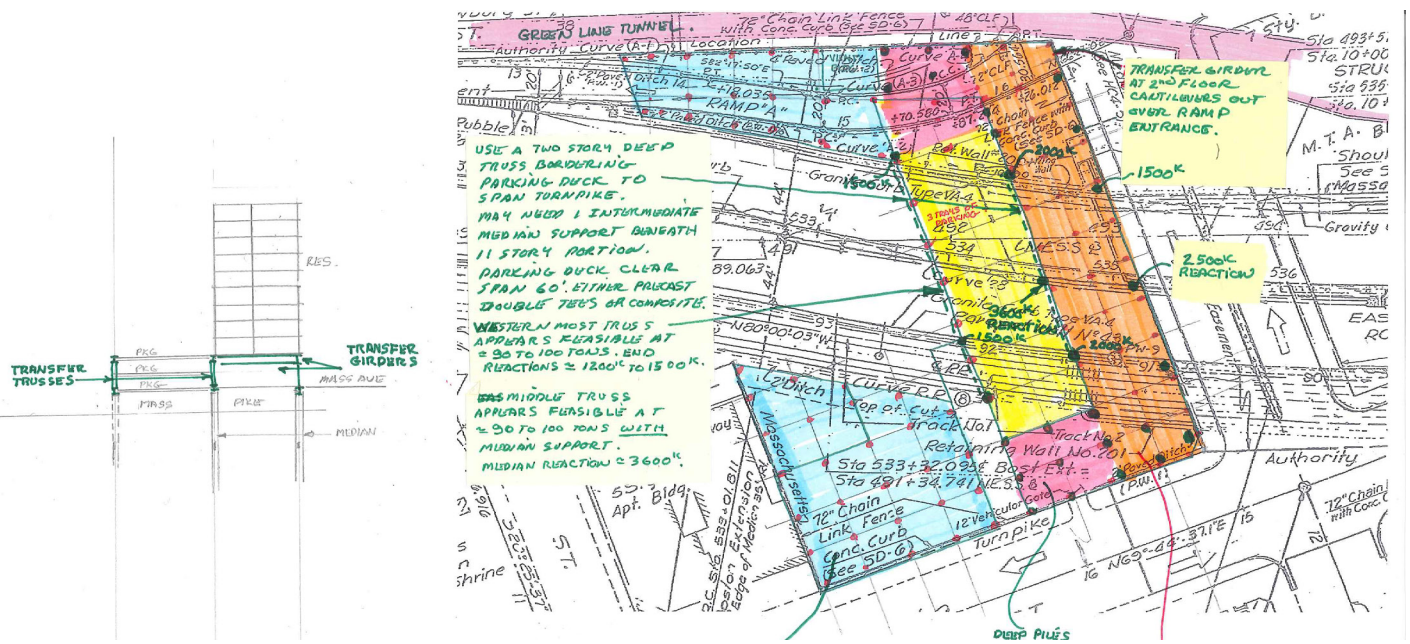
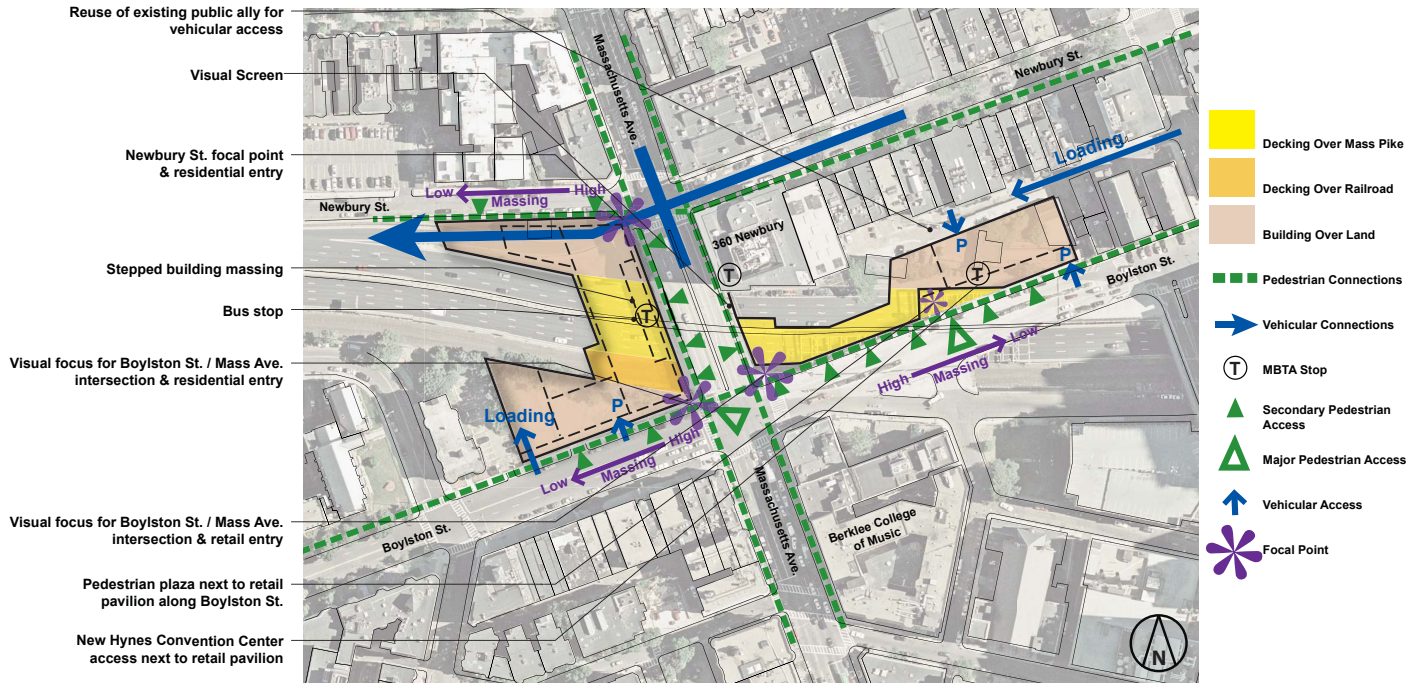
3 Section A-A
SCALE: 1" = 100'



2 Typical Housing Upper Floor
SCALE: 1" = 100'



4 Section B-B
SCALE: 1" = 100'



d. Community Uses and Benefits

Trinity is committed to building more than just bricks and mortar. Developing real estate provides job opportunities, makes communities more livable, and builds homes for new residents. The proposed development project will impact neighbors and businesses in a number of positive ways, including:

- Job Creation: an estimated 30 to 40 jobs during development; an estimated 300 to 350 new construction jobs; and an estimated 120 new permanent positions during operations.
- New tax revenue of approximately \$1 million per year given the current program.
- Improved pedestrian experience along Massachusetts Avenue including improvements to the Massachusetts Avenue/Urban Ring Bus Stop.
- Completion of the street edges along Boylston Street and Massachusetts Ave to shield pedestrians from the crossing over of the Mass Pike.
- Collaboration with the City of Boston's Transportation Department to improve pedestrian and traffic flow.
- Contribution of a cash subsidy of \$7.4 million for off-site affordable housing.

e. Permits and Approvals

Anticipated Permit Requirements – MTA Parcel 12

AGENCY	PERMIT/APPROVAL
Federal	
Mass. State Historic Preservation Office	Section 106 Review (if required)
State	
Executive Office of Environmental Affairs, MEPA Office	Review (if required)
Massachusetts Turnpike Authority	Development Rights Agreement/Lease Agreement
Massachusetts Department of Environmental Protection	<ul style="list-style-type: none"> ◆ Sewer Extension/Connection Permit ◆ Air Plan Approval (if required)
Massachusetts Historical Commission	Section 106 Review and Chapter 254 Review (as required)
Local	
Boston Civic Design Commission	Design Approval
Boston Committee on Licensing	<ul style="list-style-type: none"> ◆ Fuel Storage License ◆ Permit to Operate Parking Garage
Boston Fire Department	<ul style="list-style-type: none"> ◆ Assembly Permits ◆ Fire Alarm/Sprinkler Systems
Boston Landmarks Commission	Article 85 Review (Demolition Delay)
Boston Redevelopment Authority	Article 80 Review
Boston Transportation Department	<ul style="list-style-type: none"> ◆ Construction Management Plan ◆ Transportation Access Plan Agreement
Boston Water and Sewer Commission	Sewer Extension/Connection Permit
Boston Zoning Commission	Approval
City of Boston Inspectional Services Department	Building and Occupancy Permits
City of Boston Public Improvement Commission	<ul style="list-style-type: none"> ◆ Surface Restoration Plan Review ◆ Tieback Agreement - for below-grade construction ◆ Work in the Public Right of Ways ◆ Canopies and Awnings
City of Boston Public Works Department	<ul style="list-style-type: none"> ◆ Curb Cut Permits ◆ Utility Connection Permits ◆ Street Occupancy Permits ◆ License Maintenance and Indemnification Agreement

f. Schedule

MDoT Parcels 12 and 13 Trinity Development Schedule					2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
ID	Name	Start	Finish											
1	MDOT Process	Fri 3/16/12	Wed 10/17/12											
2	Proposal RESubmission	Fri 3/16/12	Fri 3/16/12						3/16					
3	MDOT Developer Designation	Fri 5/18/12	Fri 5/18/12						5/18					
4	Negotiate and Execute Development Agreement	Fri 5/18/12	Fri 6/15/12											
5	Submit Development Plan to MTA	Fri 8/17/12	Fri 8/17/12							8/17				
6	Execute Ground Lease	Wed 10/17/12	Wed 10/17/12											
7	Design and Permitting Process	Tue 5/1/12	Tue 6/11/13											
8	Schemate Design	Tue 5/1/12	Thu 8/30/12											
9	Submit and Review ENF/PNF	Fri 8/31/12	Thu 11/1/12											
10	Scoping Determination	Wed 9/12/12	Wed 9/12/12							9/12				
11	Design Development	Wed 9/12/12	Tue 10/30/12											
12	Submit and Review DEIR/DPIR	Wed 10/31/12	Tue 1/1/13											
13	Conclude MEPA/BRA Process	Tue 1/1/13	Tue 1/1/13											
14	Construction Document Development	Wed 1/2/13	Tue 6/11/13											
15	Financing Process	Mon 9/3/12	Fri 9/20/13											
16	Secure Equity Investor	Tue 2/19/13	Tue 2/19/13											
17	Apply for Public Financing Sources [P13 only]	Mon 9/3/12	Mon 9/3/12											
18	Secure Public Financing Sources [P13 only]	Thu 11/1/12	Thu 11/1/12											
19	Secure Debt Provider	Fri 8/16/13	Fri 8/16/13											
20	Close on Financing	Fri 9/20/13	Fri 9/20/13											
21	Construction Process	Tue 6/11/13	Fri 10/23/15											
22	Bid Construction Documents	Tue 6/11/13	Wed 7/31/13											
23	Execute GMP Contract	Mon 9/16/13	Fri 9/20/13											
24	Construction on Parcels 12 & 13	Mon 9/23/13	Fri 10/23/15											
25	Occupany	Mon 8/3/15	Fri 9/30/16											
26	Lease-up and Occupancy	Mon 8/3/15	Fri 9/30/16											

5. Project Feasibility and Summary Cost Information

a. Total Development Costs

The proposed Parcel 12 project has a total development cost of \$226 million. This equates to \$507 per gross square foot of building area and \$4,151 per site square foot. The site square footage of 54,425 includes only those portions of the site (plus deck) used to construct the proposed building.

b. Deck Costs

The proposed Parcel 12 project requires decking over the Mass Turnpike in the amount of 33,685 square feet. The projected cost of constructing the decking is approximately \$46 million. This equates to \$103 per gross square foot of building area and \$848 per site square foot. The site square footage of 54,425 includes only those portions of the site (plus deck) used to construct the proposed building. The \$46 million in projected costs equates to \$1,366 per square foot of decked area.

c. Subsidy

We do not anticipate that the proposed Parcel 12 project will require any subsidy.

Component I: Development Proposal

March 16, 2012

Air Rights Parcel 13

Revised Proposal Submission
Boston, MA

Submitted to
Massachusetts
Department of Transportation

Submitted to
Trinity Newbury LP
Affiliate of Trinity Financial, Inc.

In association with
ICON architecture, inc.
Dimeo Construction
LeMessurier Consultants
McPhail Associates, Inc.
WilmerHale
CBRE/Grossman Retail Advisors



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Executive Summary

TRINITY
FINANCIAL

Trinity Financial, Inc. is pleased to submit this updated response to the Massachusetts Department of Transportation request for revised proposals for Air Rights Parcel 13. Trinity Financial has a long and stellar track record for developing successful mixed-use projects and we have assembled a team of experienced professionals with the proven skills necessary to enact this development plan.

For Parcel 13 we have put together a development program that will positively transform the corner of Massachusetts Avenue and Boylston Street. Our proposed building complies with the Civic Vision for Turnpike Air Rights in Boston as well as other neighborhood design guidelines. We have limited the height of the building to 120 feet in order to comply with existing City of Boston zoning requirements. Additionally, the building is designed such that it significantly enhances the pedestrian experience in the area by improving on the interaction with the MBTA train and bus stations at the site, and creating an inviting pedestrian plaza along Boylston Street.

Trinity has successfully designed, financed and constructed residential mixed-use projects incorporating existing MBTA assets at Avenir, built on top of the North Station Green and Orange Line superstation and The Carruth built at the Ashmont Red Line Station. We would look to continue this success at Parcel 13 by integrating the Hynes Convention Center Green Line Station into the building design.

Additionally, for Parcel 13 we have a commitment from the Boston Architectural College to occupy a significant portion of the building, greatly enhancing the financial feasibility of the project. The Boston Architectural College is a long time resident of the Back Bay neighborhood and will look to the Parcel 13 project to provide additional institutional space for its operations as well as housing for its students. Trinity has successfully completed a similar project with Northeastern University, Davenport Commons, where we provided Northeastern with 125 student housing units while simultaneously developing 75 mixed-income condominium units for the surrounding community.

The proposed project enjoys strong support from members of the Back Bay and Fenway communities, including the Neighborhood Association of the Back Bay, Fenway Community Development Corporation, First Fenway Cooperative, and the Fenway Alliance among others. We are excited about our vision for Parcel 13 and look forward to the opportunity to work with MassDOT, the Citizens Advisory Committee and members of the community to make that vision a reality.

1. Revised Proposal Form

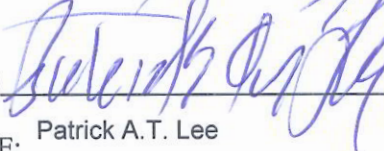
SCHEDULE 1

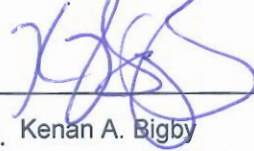
MASSACHUSETTS DEPARTMENT OF TRANSPORTATION
REQUEST FOR PROPOSALS
AIR RIGHTS PARCELS 12, 13, 14 AND 15
MASSACHUSETTS AVENUE/BOYLSTON STREET, BOSTON, MA
ADDENDUM 2

REVISED PROPOSAL FORM

NAME OF PROPOSER: Tirinity Boylston Limited Partnership

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) 13, subject to: (i) the terms and conditions described in the RFP; (ii) the terms and conditions contained in the Proposal; and (iii) further terms and conditions to be negotiated with MassDOT.

BY: 
SIGNATURE: _____
TYPED NAME: Patrick A.T. Lee

WITNESS: 
SIGNATURE: _____
TYPED NAME: Kenan A. Bigby

TITLE: President, Trinity Boylston, Inc.

TITLE: Senior Project Manager

DATE: March 16, 2012

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: Kenan A. Bigby

TITLE: Senior Project Manager

STREET ADDRESS: 40 Court Street, 8th Floor

CITY: Boston,

STATE: MA ZIP CODE: 02108

TELEPHONE: 617-720-8400

FACSIMILE: 617-720-8401

ELECTRONIC MAIL: kbigby@trinityfinancial.com

2. Development Team

a. Development Entity

Trinity Financial, Inc. has completed or is currently developing over \$1.95 billion in real estate, including over 6,800 residential units and 439,000 square feet of commercial space. Since 1987, Trinity Financial has pursued a distinctive vision of real estate development dedicated to revitalizing neighborhoods and strengthening cities. Trinity Financial will assume overall responsibility for the timely and successful financing, implementation, administration and management of the development of Parcel 13.

Trinity Boylston Limited Partnership will be the owner of Parcel 13. Trinity Boylston, Inc. is the general partner of Trinity Boylston Limited Partnership. Patrick A.T. Lee is the limited partner of Trinity Boylston Limited Partnership. It is anticipated that an investor will replace Mr. Lee as limited partner upon its admission to Trinity Boylston Limited Partnership at a later date.

Corporate Brochures & Resumes provided in Attachment E of Component III.

Patrick A.T. Lee, Principal, is a founding partner of Trinity Financial, Inc. and will serve as Principal-in-Charge.

Kenan Bigby, Senior Project Manager, will be the primary manager for all aspects of the development effort. He will serve as contact with all public agencies, oversee team members, structure the necessary financial resources and act as liaison to residents and community stakeholders.

Frank Edwards, Vice-President of Design, will provide oversight of the architect and engineering consultants; lead the design coordination effort and bid and negotiate construction contracts with the potential general contractors.

Lawrence Sparrow, Construction Project Manager, will join the development team on a full-time basis approximately six months prior to beginning construction. He will provide daily oversight of the actual construction process and serve as the liaison between the MassDOT officials and engineers to coordinate construction.

Relevant Experience: Current Projects

Hamilton Canal District (Phase 1 completed 2011; Phase 2 to begin 2012)

Lowell, MA

Total Development Cost: \$500M

Units: 725

In August 2007, Trinity Financial was selected by the City of Lowell as Master Developer for 15-acres of vacant and underutilized land in downtown Lowell, known as the Hamilton Canal District. Trinity's vision of a vibrant, mixed-use neighborhood spanning the Merrimack, Pawtucket and Hamilton Canals will transform the gateway of Downtown Lowell by connecting the transportation hub at the Gallagher



Looking North on Mass Ave toward Parcel 13 with 360 Newbury Street in the background



Looking West on Boylston Street



Looking East at the corner of Boylston Street and Mass Ave



Hamilton Canal District



Boston East



One Canal



One Canal

Terminal and the Lowell Connector with the core downtown, the Arts District and the major event venues. The Master Planning process which included a series of community meetings and design/planning charrettes was completed in the summer of 2008. Phase 1, completed in 2011, created 130 units of artist live/work housing in a historically rehabilitated mill building. The entire project is expected to take approximately ten years to complete.

Boston East (construction expected to begin in September 2013)

East Boston, MA

Total Development Cost: \$100M

Units: 196

Strategically located on the East Boston waterfront between bustling Central Square and the newly redeveloped Maverick Landing, Boston East uniquely combines public and private uses unprecedented in East Boston. Trinity and its development partner, the East Boston CDC, were designated as developers in December 2006 by the City of Boston's Department of Neighborhood Development. The northern portion of the site will be designated for 196 units of housing. Boston East residents will enjoy breathtaking views from a building designed to evoke the sense of the historic wharfs of East Boston. With arched entryways and open spaces, the building is aesthetically appealing from both Border Street and the new Harborwalk that will run along the water edge of the site. The development will also include a level of underground parking for 140 vehicles. A maritime interpretive park will be adjacent to the residential building. The park will allow East Boston residences safe and convenient access to the harbor side. The Harborwalk will be extended along the entire length of the parcels, providing an inviting pathway along the water's edge. The southern portion of the site will be dedicated to meeting the Designated Port Area requirement for marine related industrial use. The project is currently seeking its Chapter 91 permits.

One Canal (construction expected to begin in Spring 2013)

Boston, MA

Total Development Cost: \$175M (projected)

Units: 320; 21,000 SF retail

In 2010, Trinity Financial was designated as developer for this parcel adjacent to the Avenir development. This transit-oriented development will bring a much-needed downtown grocery store to the North and West Ends of Boston, spanning the ground floor façade around the block. The building continues the re-knitting of two historic neighborhoods divided by the recently demolished Central Artery highway. The plan engages the grid of both the Bulfinch Triangle and North end neighborhoods. Contemporary masonry facades enliven the streets, and a glassy entry pavilion expresses that residential entry and scale of the adjacent Canal Street historic structures. The building wraps around the existing transit infrastructure including an electric substation and vent shaft for the Green and Orange Line subway tunnels below.

Northampton Square (construction expected to begin in 2013)

Boston, MA

Total Development Cost: \$155M

Units: 557

The Northampton Square complex is located in the South End/Lower Roxbury neighborhood of Boston, one block away from the Boston Medical Center and the University Medical Campuses. The complex currently consists of a 29-story residential and commercial building at 35 Northampton Street and a 12-story residential building at 860 Harrison Avenue. The first phase of this redevelopment effort en-



Park Square West

tails the rehabilitation of the existing 245 unit Northampton Tower and is expected to begin construction in 2013. The overall redevelopment plan will create or preserve 557 units of housing, 358 of which will be maintained as affordable.

Fairfax Gardens (construction expected to begin 2012)

Taunton, MA

Total Development Cost: \$64M

Units: 160

Trinity Financial has been selected by the Taunton Housing Authority to redevelop the troubled Fairfax Gardens public housing development in Taunton, MA. The proposed redevelopment plan will demolish the obsolete public housing and construct 160 new mixed-income units in a mix of duplex, townhouse and elevated buildings on two sites. Additionally, the project will create a new street pattern reintegrating the public housing site with the surrounding community. Other amenities include a central green, on-site community and recreational space for residents.



Avenir

Park Square West (construction expected to begin 2012)

Stamford, CT

Total Development Cost: \$79M

Units: 210; 6,800 SF retail

Centrally located in the heart of downtown Stamford, CT, Park Square West will be a luxury high rise mixed-use development consisting of 194 residential units in a 15-story structure with approximately 6,800 square feet of ground floor retail. The property will consist of a mix of studios, one, two and three bedroom units. Building amenities will include concierge service in the main lobby, on-site management, fitness center and a community room with a kitchen area. The immediate neighborhood has lively retail and active entertainment establishments including the Stamford Town Center (an 860,000 square foot regional super-mall).



Avenir

Relevant Experience: Past Projects

Avenir

Boston, MA

Total Development Cost: \$150M

Units: 241 residential; 30,000 SF retail

Completed: 2009

Located in the heart of Boston's historic Bulfinch Triangle, Avenir is a 10-story mixed-use, transportation-oriented development with ground level retail, a 121-space parking garage, and 241 residential units, including 17 affordable units. The site is bounded by Haverhill, Canal & Causeway Streets and sits directly above the MBTA's North Station Green and Orange-Line Superstation. Currently under construction, the block-long structure includes a series of varied building masses ranging from three to ten stories, reminiscent of the scale of the historic Bulfinch Triangle. The building's parking garage on the 2nd and 3rd floor is elegantly wrapped by duplex lofts. With attractive retail, stylish interiors and its relationship to a variety of transportation links, Avenir will inevitably become one of Boston's most appealing destinations.



Avenir



Avenir

The development of Avenir highlights Trinity's ability to meet the challenges of complex urban sites, and work closely with community stakeholders to design a building to match their expectations for a new residential that would knit neighborhoods back together. Trinity demonstrated flexibility and cooperation in negotiating a 99-year ground lease with the MBTA and constructing over the heavily utilized North Station Superstation. When the housing market shifted, Trinity confirmed its reputation for



Washington Beech HOPE VI



Quinnipiac Terrace HOPE VI



The Carruth



The Carruth



The Carruth

creativity and perseverance by modifying a condo program into a marketable rental development. Trinity is the developer through the end of construction, at which point the REIT Archstone Smith will implement the marketing and lease up of the luxury rental units Avenir leased up very quickly and is now fully occupied.

Davenport Commons

Boston, MA

Total Development Cost: \$50M

Units: 200 combined (125 student, 75 home ownership)

Completion: 2001

Davenport Commons was developed by Trinity Financial in conjunction with a local community development corporation and a private housing consulting firm. Davenport Commons is a 200-unit housing program consisting of 125 units leased to Northeastern University as student housing; 75 units of homeownership housing, targeted primarily to low and moderate income families; and 2,100 square feet of commercial space. Davenport Commons marks the first time in Massachusetts an economic linkage between a major university and its neighboring community was created. Through a long term lease, the rent received from Northeastern University supported the construction of the housing units. The 125 units of student housing, constructed as apartment-style housing in a university controlled setting, are subject to a dormitory license. The homeownership units are accessed from the street, with the lower duplex units having individual entries complete with South End-style stoops and some backyard space. All of the 75 homeownership units have at-grade parking spaces.

Washington Beech HOPE VI

Roslindale, MA

Total Development Cost: \$100 M

Units: 206

Completed: 2011

This HOPE VI redevelopment replaced 266 existing units with 191 affordable rental units and 15 affordable homeownership units. A midrise 72-unit building houses predominantly elderly residents in 1- and 2-bedroom units, and provides community uses on the ground floor including meeting rooms, computer center, management, resident services, tenant offices, and a food pantry. The balance of the site is made up of 2-, 3-, 4-, and 5-bedroom townhouse units, which boast individual stoops and private back yards. A half acre central open space provides active and passive recreation for residents. Two new public streets and a private road within the site provide 149 new parking spaces and ease the flow of traffic to create a neighborhood-like atmosphere comparable to the surrounding area. The project is LEED GOLD certified.

Quinnipiac Terrace HOPE VI

New Haven, CT

Total Development Cost: \$85M

Units: 220

Completed: 2011

Located in the Fair Haven neighborhood of New Haven along the Quinnipiac River, this new development creates 220 new units, transforming a severely distressed public housing development into a welcoming community. Phases 1 & 2 of construction demolished 16 buildings to construct 160 units, in both a mid-rise and townhouses, to affordable to families earning up to 60% AMI. The final phase, completed in 2011, includes 33 affordable rental units. The development program will reconnect Quinnipiac Terrace to the larger Fair Haven community creating an exciting new river-front neighborhood.



Maverick Landing



Maverick Landing



Newport Heights

The Carruth

Boston, MA

Total Development Cost: \$52.6M

Units: 74 rental, 42 condominium; 10,500sf retail

Completed: 2008

The Carruth is a transit-oriented development that involves the construction of 116 units of mixed income housing and approximately 10,000 square feet of neighborhood retail on a site directly adjacent to the MBTA's Ashmont Peabody Square Station in the heart of historic Peabody Square. The development parcel is the subject of a long-term ground lease between Trinity and the MBTA. The building is a six-story structure with one floor of neighborhood retail and five stories of housing. Floors 2-4 will include 74 affordable rental units and floors 5 and 6 will include 42 market rate condominiums. The first floor retail is occupied by Tavolo, a new Chris Douglass Restaurant, and an innovative banking concept in which a Wainwright Bank is integrated with Flat Black, an independent coffee shop. Construction concluded in the summer of 2008. For more information, visit: www.thecarruth.com.

Maverick Landing

East Boston, MA

Total Development Cost: \$109M

Units: 396

Completed: 2006

Awards: 2008 Design and Planning Merit Award for Urban Design; 2006 Best Overall Development, Affordable Housing Magazine; 2004 Governor's Smart Growth Leadership Award; Recognition of Exemplary Excellence in the AIA "Show Your Green" Program
In 2001, the Boston Housing Authority was awarded a \$34 million HOPE VI award to rebuild Maverick Gardens, a deteriorated public housing development, into a new mixed income housing community. Working with development partner, the East Boston CDC, Trinity devised a four phase redevelopment plan calling for demolition of all 413 units to be replaced with 396 units in newly constructed buildings. As the first LEED certified affordable multi-family residential development in New England, the property integrates energy efficient lighting, appliances, and structural elements including photovoltaic panels. Maverick Landing is a mixed income community with 77% of the units affordable to households earning up to 60% of area median income and the remaining 23% as market rate rentals. Maverick has received national recognition for its focus on energy efficiency and serves as a model for "green" affordable housing development in New England and across the nation. The reconfiguration of the historic street pattern provides a new corridor to Boston Harbor, and reconnects Maverick to the surrounding East Boston community.

Newport Heights

Newport, RI

Total Development Cost: \$74M

Units: 299

Completed: 2006

Awards: Builder of the Year; ENERGY STAR Homes, 2005; Affirmative Action Award; Rhode Island Housing, 2006; Best Family Project Finalist; Affordable Housing Finance Magazine, 2005

Located in the North End neighborhood of Newport, RI, the Tonomy Hill housing development was one of the most distressed public housing projects in the state of Rhode Island. Completed in 2006, Newport Heights replaced 275 units of public housing with 299 newly constructed units of mixed-income rental housing, new public streets and other public infrastructure improvements. The affordable housing development is available to families earning up to 80% AMI.



Avenir



Maverick Landing



Hamilton Canal District



Boston East

b. Other Development Team Members

ICON architecture, inc. is a Boston-based firm of 35 staff with award-winning work focused on sustainable urban development—creating new paradigms for city living ranging from infill transit-oriented development to innovative adaptive reuse. Our projects mix uses—high-end market residential with workforce/affordable housing, artist live/work communities with retail and incubator environments, and collegiate facilities engaging their neighborhood edges. ICON's projects have been case studies for nationally distributed books on urban housing, published by the Urban Land Institute, Harvard University Press, and Global Green. Our work has won numerous awards, including the 2009 Turner Prize for Innovation and Leadership in Sustainable Housing, multiple Builders Choice Design Awards, a Governor's Smart Growth Leadership Award, and multiple Preservation Achievement Awards from the Boston Preservation Alliance and the Massachusetts Historical Commission.

Nancy Ludwig, FAIA, LEED AP BD&C, Principal-in-Charge of Design, serves as President of ICON architecture, inc. Her leadership is demonstrated in her guidance of ICON's design and production staff, her technical direction of concurrent multi-million-dollar architectural projects, her sensitivity to Boston and New England contexts, and her practical know-how accumulated in the design and construction of thousands of housing units.

Janis Mamayek AIA, LEED AP, and Principal-in-Charge of Construction, brings expertise in the construction of new multi-phase, transit-oriented, urban mixed use developments. She has seamlessly managed the construction of Avenir over the MBTA North Station.

Kevin O'Neil, Senior Associate and Project Manager, has extensive experience managing large, multi-phase mixed use developments and their technical detailing and systems coordination.

Relevant Experience

Projects with Trinity Financial (see pages 2-6 for full descriptions):

- | | |
|--|---|
| Avenir
Boston, MA | Boston East
East Boston, MA |
| Maverick Landing
East Boston, MA | Quinnipiac Terrace
New Haven, CT |
| Carlton Wharf
Boston, MA | Newport Heights
Newport, RI |
| Hamilton Canal District
Lowell, MA | New Rowe Residences
New Haven, CT |
| The Ellington
Stamford, CT | Appleton Mills
Lowell, MA |
| 110 Canal
Boston, MA | One Canal
Lowell, MA |



ArtBlock 731

ArtBlock 731

Boston, MA

Catering to Boston’s “Artist Space Initiative,” ArtBlock 731 creates two new live / work loft buildings wrapped around an historic school converted to artist work space. The contemporary exterior emulates the surrounding rhythms and materials of the historic South End and expresses the community-of-arts within. Winner of the 2009 Builder’s Choice Award and the 2007 Preservation Achievement Award Notable New Construction in Harmony with Boston’s Built Environment.



101 Summer Street

Park Square West/101 Summer Street

Stamford, CT

As the first phase of the new 4.4-acre Park Square West luxury housing and entertainment district in downtown Stamford, 101 Summer Street blends 143 apartments and street-level retail into the historic core. The high-rise engages Stamford’s entertainment district and “Restaurant Row” with a midblock pedestrian passage designed to link pedestrian circulation throughout the district. ICON and Arrowstreet were joint venture architects in the design of this high-rise.



Auburn Court

Auburn Court

Cambridge, MA

Auburn Court is a 60-unit, mixed-income rental housing complex acting as the cornerstone of University Park, a mixed-use development between MIT and the historic Cambridgeport residential neighborhood. Auburn Court offers a variety of housing types including townhouses, duplexes with individual entries, and a mid-rise apartment building. The steel-framed, 6-story midrise building anchors the project’s internal corner with a tower situated over the building entry.

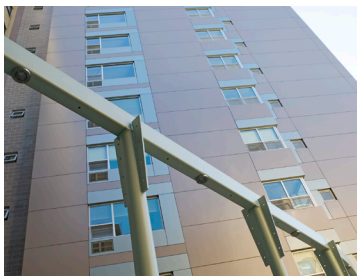


Sheraton Hotel

Portsmouth Sheraton and Westin Hotels and Conference/Exhibition Center

Portsmouth, NH

This 500,000 SF development has been designed to maximize views of the waterfront, to relate to the scale and texture of adjacent historic structures, and to serve as a major gateway to the downtown. The 180-room Sheraton includes conference facilities, luxury condos atop the hotel, and two smaller buildings edging the site contain retail and residential condos. The Westin will include 200+ rooms, 40+ condominiums, 30,000 SF of conference facility, and a 700-car parking garage.



Morville House

Fenway Special Study Area

Boston, MA

In response to significant development pressure from major development projects underway in the Fenway area, ICON conducted this study in cooperation with the Fenway community and the Boston Redevelopment Authority to create guidelines for future development that would improve the quality of life for Fenway residents. The firm developed recommendations for new zoning regulations that would create a more neighborhood-oriented district; urban design guidelines that would enliven and rejuvenate the community; and incentives to foster the types of development and uses envisioned during the planning process.

Morville House

Boston, MA

This high-rise addition blends 30 new residential units into an upgraded senior living complex at Morville House. Located in Boston’s active Fenway and Symphony Hall area, the new tower was designed to reduce shadow impacts on neighboring historic housing.



Avenir under construction



Maverick Landing



Natick Collection



Natick Collection

Dimeo Construction Company will act as the Construction Manager providing full services through preconstruction and construction including planning, estimating, scheduling, procurement, commissioning and close-out.

For nearly a century, the core principles of quality, value, experience, service, excellence and tradition have served as hallmarks of Dimeo Construction Company. This third generation, privately held, family-owned and operated construction manager and builder is widely recognized throughout the northeast as a leader in providing high quality, innovative construction management and general contracting services for residential, educational, corporate, healthcare, retail, and R&D organizations. Founded in 1930 by Joseph Dimeo as a small, regional contractor, Dimeo has steadily grown to become ranked by Engineering News Record as among the top 100 construction managers in the country.

Stephen F. Rutledge, Principal-in-Charge, directs the overall operations of the company, including project administration, contract management, preconstruction planning and estimating, purchasing, construction operations and safety compliance.

Paul G. Aballo, Project Executive, will lead the entire project operation through planning, estimating, purchasing, and construction in addition to regular interface with the Owner's representative to review overall project status and specific issues.

Michael J. Fuchs, Vice President of Preconstruction Services, leads Dimeo's Technical Services Group in the delivery of preconstruction phase services.

Peter M. Eskelund, Senior Estimator/Planner, will be responsible for assisting the project team in the development of budgets and cost estimates.

Relevant Experience

Projects with Trinity Financial (see pages 2-6 for full description):

Avenir
Boston, MA

Newport Heights
Newport, RI

Maverick Landing
East Boston, MA

Quinnipiac Terrace
New Haven, CT

Carlton Wharf
Boston, MA

Natick Collection
Natick, MA

Dimeo is currently serving General Growth Properties for the new \$110 million, 215 unit residential complex at the Natick Mall in Natick, MA. This is the last portion of a \$376 million project that included mall renovations, new mall space, and various parking complexes all done while the mall remained fully operational. This 457,374 sf facility includes amenities such as concierge service, fitness center, library, billiards room, screening room, outdoor grilling area, a 35,000 sf fully landscaped "green" roof area, and structured parking for 373 vehicles. These high-end condominiums are located in two towers, one 12 stories, and the other 10, with a parking garage linking them. Construction is underway, with a scheduled opening of summer 2008.



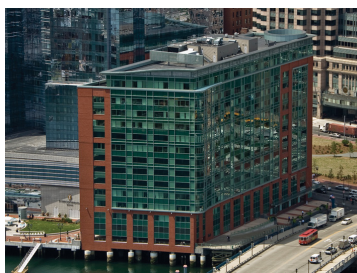
Ocean House Hotel



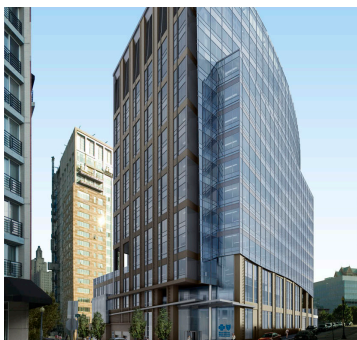
Brighton Landing



Independence Wharf



Independence Wharf



Blue Cross & Blue Shield of RI

Natick Mall

Natick, MA

Dimeo served as Construction Manager for General Growth Properties for the major expansion and renovation to the Natick Mall in Natick, MA. This multi-phased project included 550,000 sf of new retail space on two floors, anchored by Nieman Marcus and Nordstrom's, and 1,750 structured parking spaces on three separate parking decks. Additionally, the project included 160,000 sf of renovations to the existing mall's common area, while the space remained completely occupied.

Ocean House Hotel

Westerly, RI

Significant site preparation and demolition were necessary before Dimeo could begin rebuilding this historic hotel with added condominiums and underground parking. The hotel is located directly on the water with a private beach adjacent to Misquamicut Beach. The \$74 million, 142,000 sf structure includes an additional 30,000 sf of porches and roof terraces. The new facility will incorporate 24 luxury residences with 48 hotel rooms and an enclosed 42-car garage. Open year round, the hotel will be host to a world class spa, indoor lap pool, three seasonal dining venues, state-of-the-art exercise venue and all hotel amenities. In addition to the hotel site, Dimeo is also constructing an eighty car surface lot across the street.

Brighton Landing

Brighton, MA

Dimeo constructed two mid-rise office buildings concurrently on a constrained site adjacent to the Massachusetts Turnpike. New Balance Inc., as anchor tenant, occupies the first 120,000 square feet of the 430,000-square-foot, mixed-use complex for its new corporate headquarters. The complex's two mid-rise buildings, one ten stories and the other seven, were built in tandem. The \$85 million development includes a 1,200-car garage and a two-story glass atrium featuring a sky bridge connecting the two buildings. Other amenities include executive parking, a full-service cafeteria and a landscaped outdoor plaza with reflecting pool. Dimeo also was the construction manager for tenant fit-outs for occupants that include VirtMed, Entercom Boston, and Newbury Comics, among others.

Independence Wharf

Boston, MA

This \$33 million project was built on a waterfront site in downtown Boston. The 14-story, 370,000 sf office building underwent a rebirth to Class A office space with flexible floor plans, new lobby/restaurants, a 120-car parking garage located on the second floor, dramatic harbor and city views, and easy access to subway, commuter rail, water shuttle and bus routes. Dimeo's project scope included interior and exterior demolition; asbestos abatement; site work; a new glass curtainwall façade; brick and pre-cast masonry; a new roof; new mechanical, electrical & fire protection systems; and interior lobby finishes.

Blue Cross & Blue Shield of Rhode Island

Providence, RI

This \$80 million, 13 story office building plus a rooftop mechanical penthouse consists of 325,000 sf of open landscaped offices and private offices, seven elevators, two stair towers at the core, a cafeteria, and a small fitness center. The project is designed to be LEED Silver certified. The building is being constructed on a pad site above an existing three level underground parking garage.

LeMessurier Consultants

LeMessurier Consultants will act as the Structural Engineer for this project.

LeMessurier Consultants, located in Cambridge, Massachusetts, is a structural engineering consulting firm. Since 1961 our organization has been providing structural engineering services on projects ranging from private residences to multi-million dollar complexes. Guided by seven Professional Engineer Principals and six Associates, the organization's experience includes facilities for airports, transportation, commerce, research and development, education, athletics, housing, health care, public use, and recreation. Its professional engineering staff is accomplished in the design of structures using structural steel, aluminum, regular reinforced concrete, precast concrete, prestressed concrete, brick and stone masonry, timber, epoxies, and visco elastic materials. However complex and elaborate some of its projects have been, the group takes particular interest in finding direct and simple solutions to design problems.

The goal of the firm for each project is to provide excellent services and a superior product on schedule and within budget. As a project is set up, a team is assigned the responsibility of organizing, scheduling, budgeting, and tracking the progress of all phases of work, in order to create a management framework in which designers can work creatively and efficiently. While each group of planners, architects, engineers and specialists is responsible for the technical quality and timely completion of its work, the LeMessurier Consultants team helps to coordinate, direct, and pace the overall effort.

Mysore V. Ravindra, P.E., President, joined LeMessurier Consultants in 1968, becoming President in 1991. Prior to joining LeMessurier Consultants, Mr. Ravindra was associated for eight years with international contracting and design firms in Europe and India as well as in the United States.

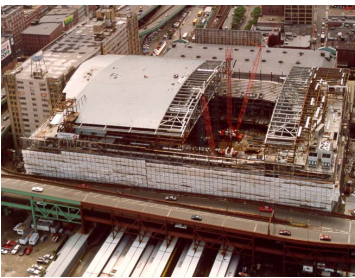
Peter J. Cheever, P.E., Executive Vice President and Project Manager, is responsible for overall project development and implementation of structural design, structural contract drawings and specifications, and construction phase review. Mr. Cheever began his career with LeMessurier Consultants in 1976, becoming an Associate in 1987, Vice President in 1991 and Executive Vice President in 2006.

Relevant Experience

Fleet Center

Boston, MA

The urban location near a major transportation center provided a set of complex structural engineering challenges. Constraints included existing Boston Garden, future Central Artery, MBTA 5-level parking garage with relocated Green Line and new MBTA commuter rail platform with thousands of passengers each day. The 3-dimensional physical constraints were further complicated by the fourth dimension-time. Each planned project has a schedule tied to funding, design and construction with interdependent sequences which must be carefully coordinated. The new facility's structural frame had to satisfy an array of loading conditions posed by the planned activities within, in addition to ensuring safe passage by thousands of commuters and Garden Event-goers.



Fleet Center



Prudential Center



One Cambridge Center



500 Boylston Street



125 Summer Street

Prudential Center Redevelopment

Boston, MA

The Retail Phase was a project covering 27 contiguous acres of existing and proposed structures in Boston. The site consisted of several separate use buildings on top of a three-level parking garage bisected by the Massachusetts Turnpike/ Consolidated Rail Corp. tunnel. New one- and two-level structures were added onto the existing structure by utilizing the reserve capacity of the existing columns and foundations.

Copley Place Expansion and Residential Tower

Boston, MA

A new low-rise podium will be constructed above the existing Plaza over the Massachusetts Turnpike, providing 53,000 square feet of expansion space for the existing Neiman Marcus store, while also supporting the 625 ft Copley Place Tower which houses 692,000 square feet of Condominium residential space. The project also includes street-level retail space, pedestrian links to the existing Copley Place complex, and improvements to the Massachusetts Turnpike structures.

One Cambridge Center

Cambridge, MA

One Cambridge Center in Cambridge, Massachusetts is a 13-story office building which was designed to straddle an existing ballroom of the adjacent Marriott Hotel and an existing MBTA power station building. Seven steel transfer trusses, the largest being two stories deep and spanning 140 feet, were required to transfer ten stories of office building to the exterior of the building.

500 Boylston Street Office Building and Garage

Boston, MA

Slurry wall construction for 3-story parking garage below office/retail complex in Boston Back Bay. Project site was immediately adjacent to Boston Landmark Trinity Church across Clarendon Street and the MBTA Greenline tunnel in Boylston Street. The 25-story superstructure is founded on 6'-0" thick foundation mat bearing on clay. The 6-story low-rise is founded on spread footings, hold down piles (tension piles) and 24" pressure slab designed to resist a hydrostatic head of approximately 25'-0".

125 Summer Street

Boston, MA

The project site, located in downtown Boston with the building and property line coinciding with four major streets, provided an interesting and unique structural problem. The site was occupied by four older 5 to 6-story buildings that would be demolished to make way for the new construction. However, the existing building's facade, approximately 70'-0" high had to be maintained on three sides of the building whose foundation was located only 4'-0" below grade, and to make the project viable, a 5-story underground garage had to be constructed for parking on top of which was a 300 ft. high 24-story office building.



McPhail Associates, Inc. will serve as the project's **geotechnical and geoenvironmental engineer.**

The engineering firm of McPhail Associates, Inc. was established in 1976 by the late Robert E. McPhail, P.E. to provide consulting geotechnical engineering services to Developers, Institutions, Corporate Clients, Architects, Engineers and Contractors engaged primarily in the construction, development and redevelopment of real estate property.

The corporate office is located in Cambridge, Massachusetts, where we have engineering and laboratory testing facilities for the professional staff which is comprised of individuals with backgrounds in Civil Engineering, Geotechnical Engineering, and Geology. All of the project management staff have advanced degrees in geotechnical engineering or related disciplines such as engineering geology. Our key professional staff have had extensive experience in all aspects of site characterization including subsurface investigations, geotechnical analysis and design, geoenvironmental site assessment and remediation, design assistance to structural engineers and architects, and construction monitoring for more than 4,000 projects valued at more than 20 billion dollars that include multi-story buildings, below-grade structures, air rights development, waterfront development, heavy civil construction, environmental remediation and implementation of complex remedial response actions.

Ambrose J. Donovan, President, has acquired extensive geotechnical and geoenvironmental engineering experience covering a wide range of projects in the Greater Boston area. His experience includes geotechnical analysis and design, construction monitoring and project coordination with other design professionals.

Gary M. O'Neil, Principal, has extensive experience including geotechnical analysis and design, construction control and project coordination for building foundations, waterfront structures and rapid transit construction. Further, he has provided consultation, design and monitoring services for building and tunnel projects requiring braced earth support systems, underpinning and groundwater control systems.

Chris M. Erikson, Principal, has over 22 years of experience including subsurface explorations and characterization, geotechnical analysis and design, geotechnical instrumentation, construction control and project coordination. His experience includes particular emphasis on deep excavations and foundation support for building and transportation projects in urban areas.

Amy E. Dearth, Project Engineer, has served as a geotechnical engineer for a variety of geotechnical and geoenvironmental projects with McPhail Associates. Her responsibilities have included coordination of field exploration programs, geotechnical analysis and design, geotechnical instrumentation, design assistance in preparing construction documents, and project coordination with other disciplines.

Relevant Experience

The following is a partial list of projects in the Greater Boston area for which the key personnel of McPhail Associates, Inc. are currently or have been responsible for the geotechnical engineering design, geoenvironmental consultation or major geotechnical construction consultation:

Intercontinental Hotel and Residences; Boston (Air Rights - Completed)	East and West Office Buildings, World Trade Center; South Boston
Archstone Avenir (Bulfinch Parcel 1A); Boston (Air Rights - Nearing Completion)	Harvard University Institute for Medicine; Boston
The Merano (Bulfinch Parcel 1B); Boston (Air Rights - Design Phase)	Shriner's Institute; Boston
Waterside Place; South Boston (Air Rights - Design Phase)	The Liberty Hotel; Boston
MTA Parcel 24; Chinatown (Ongoing)	Jury's Hotel; Boston
Fan Pier; South Boston (Ongoing)	Maverick Gardens and Carlton Wharf Housing; East Boston
The New Museum of Fine Arts; Boston (Ongoing)	University Park at M.I.T.; Cambridge
M.G.H. Building For The Third Century; Boston (Ongoing)	Ellison and Blake Buildings, MGH; Boston
Simmons College, School of Management; Boston (Ongoing)	MIT Graduate Housing; Cambridge
Gardner Museum Expansion; Boston (Ongoing)	International Place; Boston
Cambridge Public Library; Cambridge (Ongoing)	Trinity Church Renovations; Boston
MIT Cancer Research Facility; Cambridge (Ongoing)	Parkside on Boston Common; Boston
Newton North High School; Newton (Ongoing)	M.I.T. Biology Building; Cambridge
Franklin Hill Housing; Boston (Ongoing)	Boston Common Garage; Boston
Westin Waterfront Hotel; South Boston	Federal Reserve Bank of Boston; Boston
1330 Boylston Street; Fenway	Boston Latin High School Addition; Boston
Trilogy Mixed-Use Development; Fenway	Portland Place; Boston
Renaissance Boston Waterfront Hotel; South Boston	75 State Street; Boston
Waterfront Residences; South Boston	125 Summer Street; Boston
M.G.H. Yawkey Outpatient Building; Boston The Metropolitan; Chinatown	Lafayette Place; Boston
Tufts University Family Center for Biomedical Research; Boston	Boston Police Headquarters; Boston
Brigham & Women's Center for Advanced Medicine; Boston	Langham Court; Boston
Seaport Hotel, World Trade Center; South Boston	1601 Washington Street; Boston
	Harrison Commons; Boston
	The Devonshire; Boston
	Memorial Hall, Harvard University; Cambridge
	Boston University Engineering Sciences Complex; Boston
	Tufts Biological Research Building; Boston
	Northeastern Law School; Boston
	45 Province Street; Boston



Wilmer Hale will serve as the project's **legal counsel**.

WilmerHale's more than 1,100 lawyers serve the legal needs of a wide variety of local, national and international clients from our headquarters in Boston and Washington, D.C., and offices in nine other cities in the US, Europe and Asia. Our practice includes more than 200 seasoned corporate transactional lawyers and business counselors; nearly 100 attorneys and patent agents who hold scientific or technical degrees; 350 litigators with unmatched trial, appellate, Supreme Court and arbitration experience; preeminent regulatory practices in financial services, antitrust, communications, FDA, securities, trade and other areas, including over 100 lawyers who have held high-level government positions; extensive international capabilities and cross-border experience; and hundreds of other lawyers who handle real estate, bankruptcy, environmental, labor and employment, private client and tax matters.

The real estate practice of WilmerHale spans the industry, from institutional debt and equity, development projects and real estate capital management to corporate real estate services and foreign investment. With significant experience not only in real estate, but also in tax, litigation, securities and environmental matters, our lawyers serve institutional investors, developers, capital sources, operators and tenants of all types of real estate throughout the US and across the globe. Our Real Estate Group consists of over 30 core real estate attorneys in Boston, New York and Washington, DC with experience in all product types: office, retail, multi-family residential, affordable housing, senior living, hotel and hospitality, mixed use, laboratory, research and development and industrial.

We have served as general counsel to Trinity Financial since its inception. Relevant to this proposal is our representation of Trinity on its Avenir and Carruth projects, two major transit-oriented mixed-use developments. The Avenir, a 241-unit residential apartment and retail project, was the first project built over the Big Dig in Boston, located on air rights directly above the North Station Green and Orange-Line Superstation leased from the Massachusetts Bay Transportation Authority. The Carruth is a transit-oriented development on premises leased from the MBTA involving the construction of 116 units of mixed income housing and approximately 10,000 square feet of neighborhood retail uses on a site directly adjacent to the MBTA's Ashmont Station at Peabody Square in Dorchester.

Katherine Bachman, a partner in our Real Estate group, will serve as the lead partner on this project. Ms. Bachman's practice covers a broad spectrum of real estate development and financial transactions, including the representation of investors and developers in office, industrial, and research and development facilities and residential developments.



CBRE/Grossman Retail Advisors, LLC,
a CB Richard Ellis - N.E. Partners, LP Joint Venture

CBRE/Grossman Retail Advisors will serve as the project's **broker**.

CBRE/Grossman Retail Advisors was formed in 2009 to create the premier retail service provider for its clients. CBRE/GRA combines the network and resources of the largest commercial real estate service company in the United States with the focus of local knowledge and expertise. In today's challenging market, CBRE/GRA provides a one-stop source for its retail clients, creating innovative solutions to complex problems facing property owners and developers.

CBRE/GRA's Urban Retail professionals are experts in the ever-changing world of urban environments. Whether it's population density or diversity, or the redefining of mixed-use trade areas, urban retailing must meet the needs of the time.

As industry leaders, our Urban Retail professionals have a thorough understanding of the special requirements of retail properties in these markets, with strong relationships and easy access to the local, national and international, retailer communities. This knowledge base creates exceptional value for property owners by attracting the right combination of retail tenants to each property we represent.

Additional information on CBRE/Grossman Retail Advisors is provided in Attachment F of Component III.

3. Parcels

The revised proposal is for MassDOT Parcel 13 only and is not contingent or in any way conditioned on the proposer being selected by MassDOT as the developer for another MassDOT parcel. This proposal does not include the use of any proposer controlled parcels, nor does it include the use of any other privately owned parcels.

4. Development Approach

a. Development Program

i. Program Areas

Parcel 13 3/12/2012

GSF

Floor Level	Service	MBTA	Retail	Parking	Inst. Lobby/Circ.	Lobby/Circ.	Housing	Institutional	Dormitories	GSF	Height
Basement	4,156	3,329	0	0	0	0	0	0	0	7,485	
1st / P1	0	695	10,525	13,589	2,054	2,858	0	0	0	29,721	20 (34 Spaces)
2nd / P2	0	0	0	14,908	0	0	11,997	0	0	26,905	11 (32 Spaces)
3rd	0	0	0	0	0	0	15,492	5,037	6,376	26,905	11
4th	0	0	0	0	0	0	15,492	0	11,413	26,905	11
5th	0	0	0	0	0	0	15,492	0	14,638	30,130	11
6th	0	0	0	0	0	0	15,492	0	14,638	30,130	11
7th	0	0	0	0	0	0	15,492	0	14,638	30,130	11
8th	0	0	0	0	0	0	15,492	0	14,638	30,130	11
9th	0	0	0	0	0	0	16,331	0	0	16,331	11
10th	0	0	0	0	0	0	16,331	0	0	16,331	11
Sub Total	4,156	4,024	10,525	28,497	2,054	2,858	137,611	5,037	76,341	271,103	119

UNITS

Floor Level	1BR	2BR	3BR	DORM (1B)	DORM (4B S)	DORM (4B Dbl)
Basement	-	-	-	-	-	-
1st / P2	-	-	-	-	-	-
2nd /P2	10	4	0	1	1	5
3rd	10	4	0	11	1	6
4th	10	4	0	11	1	6
5th	10	4	0	11	1	6
6th	10	4	0	11	1	6
7th	10	4	0	11	1	6
8th	11	5	0	0	0	0
9th	11	5	0	0	0	0
10th	11	5	0	0	0	0
	93	39	0	56	6	35
	70.5%	29.5%				
	TOTAL RESIDENTIAL UNITS		TOTAL DORM UNITS			
	132		97			

*Institutional flex space

Beds Per Typical Floor	
1 Bed singles	11
4 Bed singles	4
4 Bed double	24
Total	39
x5 floors	195
Beds Per Institutional floor	
1 Bed singles	1
4 Bed singles	4
4 Bed double	20
Total	25
Total Beds	220

ii. Land Uses

Similar to the surrounding neighborhood, Trinity proposes a mix of uses on Parcel 13, including market-rate apartments, ground level retail, housing/academic program areas for the Boston Architectural College, and new access for the MBTA Green Line Hynes Station.

Ground Floors Uses: Significant retail -- 10,525 square feet -- open directly onto Boylston Street; this area will be sub-divided according to the nature and needs of the potential small-retail tenants. A street level landscaped plaza will engage the residential lobby, BAC lobby and a prominent new Hynes MBTA Station entrance/exit with direct access to Boylston Street.

Parcel 13, in close proximity to the Hynes Convention Center, the Prudential Center commercial and residential space, and public transportation, is ideally positioned to capture pedestrian traffic for its retail space. With convenient structured parking options in the immediate area, Parcel 13 will be accessible by vehicular traffic further regionalizing the site and broadening the interest from retailers. Considering the heavy daytime population in the immediate area, including professionals and students, retail interest will primarily come from service and food-oriented uses. Restaurants, café's, banks, health & fitness, and other service uses will show interest. Considering the configuration of the proposed retail space, multiple retail storefronts will likely be demised offering a diverse mix of retail tenants.

Upper Floors: At the Mass Ave end of the building, 132 residential apartments are proposed on the upper levels; the mid-block Boylston end will include BAC academic spaces on the second level and 97 Student Housing Units (220 beds) on floors 3 thru 7. The proposed unit size and type for the Parcels is as follows:

Rental Units	# Units	SF/unit		
One Bedroom	93	650		
Two Bedroom	39	1,000		
Total	132			

Student Housing Units	# Units	# Beds	SF/bed
Total	97	220	295

For the Parcel 13 development Trinity is proposing to meet the requirements of the Mayor’s Order Relative to the Inclusionary Development Policy by providing a substantial cash contribution to subsidize affordable housing in an off-site development. The development budget includes \$3.4 million based on the current program. Trinity is committed to applying our experience in developing affordable housing and working with the Back Bay and Fenway communities to ensure that the Inclusionary Development Policy is implemented effectively for MassDOT Parcel 13.

iii. Parking

Structured parking will be provided at a ratio of .5 parking spaces per residential unit – 132 units will be provided with 66 garaged parking spaces.

The Boston Architectural College student housing does not require parking. The proposed parking program is as follows:

	# Units	# Spaces	Ratio
Parcel 13	132	66	.50

b. Design Description

i. Design Intent (see Diagram on page 27)

The intersection of Boylston Street with Massachusetts Avenue has the potential to become a great intersection of neighborhoods that is no longer a place to pass over, but a destination in itself. New development on Parcel 13 will integrate the beauty and vibrancy of the Back Bay and Fenway. It will extend the lively retail corridor of Boylston Street creating new places for people to meet, dine and shop. And, most importantly, it will create a street edge and pleasant pedestrian experience that has been lacking since the creation of the Mass Pike.

The development on Parcel 13 restores over 400 linear feet of Boylston Back Bay street frontage, while at the same time minimizing the deck built over the Turnpike. Our proposal for Parcel 13 is actually two buildings – a mixed-use retail and residential 10-story structure rising to meet the corner of Boylston and Mass Ave and a 7-story structure extending down Boylston Street to house academic programs and student housing for the Boston Architectural College. The proposed massing respects the Civic Vision for Turnpike Air Rights published in June 2000. Balancing the need for scale with the financial ramifications of decking over the turnpike, our concept for Parcel 13 limits the deck to the Boylston side of the property, covering only the inbound lanes of the turnpike below. The maximum proposed height on Parcel 13 is 120 feet, designed to meet zoning height restrictions of Boston zoning for this parcel – the building steps down to seven stories as it extends along Boylston Street and transitions into a new facility for the Boston Architectural College (BAC). (See sections on Page 26). An urban park is proposed along Boylston Street, gathering the various entries for the mixed uses, and providing a place for activities to spill out onto a broadened sidewalk and engaging a new entry for the MBTA Green Line Hynes Station.

ii. Structural Concept (see Concept Drawing on page 26)

The building will completely cover the east-bound section of the Turnpike between the existing Boylston Street and Massachusetts Avenue bridges. A smaller section of the building will cover over the west-bound section of the Turnpike bordering the Boylston Street Bridge, which leaves most of the west-bound roadway open to the sky.

The existing Boylston Street bridge structure has fly-over beams spanning the Turnpike. These open areas will be in-filled for a new plaza to interface Boylston Street with the new building. Supplemental framing to the existing bridge framing will be required to support the added loading.

Landing points for the new superstructure will include two piers at the existing bridge abutment between the railroad and east-bound Turnpike and five piers at the median of the Turnpike. All other foundation elements will be to the north of the existing Turnpike.

The landing points at the Turnpike will likely consist of drilled shafts installed from the bridge structure above using cribbing and/or matting as necessary to distribute loads within the capacity of the bridge. Selective demolition of the existing crash wall between the railroad and Turnpike will occur in order to install the foundation element and new load-bearing pier. Following installation, the crash wall will be restored while maintaining an isolation joint between the existing bridge abutment and new foundation element and pier supporting the Parcel 13 Superstructure.

Most of the landing points at the median will only require local demolition of the roadway and possibly relocation of utilities and/or drain structures. Two of the landing points will require temporary reframing of the bridge deck and abutment pier. These will be restored and remain isolated from the new superstructure foundation element.

Following completion of the foundation elements and piers to the deck level, the deck framing, consisting of fireproofed steel beams with composite decks slabs, will be installed. Setting the steel over the open roadway will need to be coordinated with the approved lane closure and work plan.

Following completion of the deck level, the Superstructure above will be constructed with transfer trusses which gather the loadings of the building above and deliver them to the selective landing points.

During construction, site mobilization and logistics will include the following:

- Set up temporary construction fence/barriers/signage.
- Remove and salvage street lighting/signage/traffic signs and store off site for later installation.
- Remove planter on Boylston Street to temporarily widen roadway for construction phase.
- Remove guard rail/sidewalk/curbing along Boylston for equipment access.
- Set up temporary lane closure on east and west bound lanes along median.
- Set up service lane closure on west bound lane.
- Set up sidewalk and overhead protection along Boylston and Mass Ave.
- Removal and relocation of utilities on Mass Pike overpass if necessary.
- Set up temporary staging areas where available.

iii. Building Design

The building is clad with a mix of masonry, cast stone and metal panel. The character of the building transitions from a traditionally scaled brick structure with punched window openings on its eastern side, to a more contemporary glass and metal clad structure with broad glass areas at the Boylston/Mass Ave corner. Given the southern orientation, the windows are highlighted by “hoods” that will shade the windows in summer. The upper levels are distinguished by metal panels and vertical ribs that connect the upper story penthouses to the masonry mass below. The building length is broken down into smaller scale facades with the character and rhythm of the surrounding districts.

Additional features include:

- *MBTA Hynes Convention Center Station Boylston Street Access:* The existing stair access to the MBTA head house will be replaced with a new stair and elevators down to the existing head house level. The stair and elevators will be housed in a new MBTA Station Lobby incorporated into the building's ground floor and will provide a more visible, sheltered and secure access to the MBTA's paying level platforms (mezzanine.) Elevators and stairs that continue down from this mezzanine to the train platforms and other MBTA required systems will be the responsibility of the MBTA. the lobby and station access will be separate from the building and be under the sole control of the MBTA.
- *Retail and Signage* enliven the street and the plaza, fully aligned along the Boylston Street façade and wrapping along Mass Ave. Although the structural deck will not fully cover the turnpike at Mass Ave, we envision that the open Mass Ave crossing over the Turnpike will be edged by street level graphic displays to diminish noise and views into the Turnpike from the street. This approach will also provide a 50'-62' set back from 360 Newbury, allowing light and air to those residences.
- *Residential Entry* at the back of the Boylston Street plaza allows a semi-private entry for residents. A broad canopy marks this entry.
- *Boston Architectural College entry* and expression along Boylston Street will activate this end of the site with a glass enclosed atrium exposing the 24/7 activity that the college provides in this neighborhood.

iv. Site Design

The building fills in the gaps along Boylston with appropriately scaled elements, maintaining the street edge along both streets:

- *A new Landscaped Plaza* steps back off of Boylston Street at an angle, marking the geometry of the Turnpike below. This edge is not only symbolic of the historic shift in transportation grids through the Back Bay, but allows the existing roadway decking supporting Boylston Street in the area to remain. The plaza engages all of the pedestrian circulation for the building, including the retail storefronts, the restored MBTA ingress/egress, and the residential entry.
- *Landscaped rooftop above retail pavilion* will provide outdoor area associated with the academic area of the Boston Architectural College.
- *Public transportation facilities* - The entry to the Green Line MBTA station will be sheltered amidst the retail area of the building.

v. Vehicular Circulation and Parking

Structured parking will be provided at a ratio of .5 parking spaces per residential unit – 132 units will be provided with 66 garaged parking spaces. Parking is via a two-level structure placed against the existing alley to the north. The garage levels are interconnected and accessed off of Boylston Street at the eastern end of the site and Gloucester Street intersection. Parking will not be visible from Boylston Street, as it is fronted by the street level retail.

Loading and trash will be accessed off the Public Alley to the rear of the property. The existing alley ramp will be upgraded as it provides access to the rear of Newbury Street retail shops and the NStar substation, via easement across the parcel.

vi. MBTA

Hynes Convention Center Station "Upper Level" Access will be incorporated into the new building through a prominent MBTA lobby at the Boylston Street entry. The lobby will include stairs and elevators down to the MBTA's paying level mezzanine and will be highlighted on the building's plaza façade with traditional "T" logo and Green Line color. Trinity has worked with the MBTA and their consulting architect/engineer over the past several months to determine the appropriate location for vertical circulation to access the existing platform. As presented to the MBTA, the transition into the station will include two elevators to the paying level mezzanine to further the requirement of "redundant" accessible entry.

vii. Civic Vision

The plan recognizes the design guidelines of the Civic Vision and of the Neighborhood Association of the Back Bay in fostering a lively pedestrian-friendly public realm along Massachusetts Avenue and Boylston Street. Upper floors align with the goals for housing use with a low traffic generation. Street level use is given over to retail that will hopefully spawn a diverse mix of independent businesses. Improved access to public transportation is integrated into the proposed program. Parking is entirely hidden from view of either street, and separates access between the alley and an entry off of Boylston Street. Specific public realm design guidelines are addressed in the following manner:

- *Sidewalks* – The building aligns with neighboring structures, forming a street wall and allowing as wide a sidewalk as possible.
- *Public transportation facilities* – the dormant Hynes MBTA station will be integrated into the ground floor.
- *Building location* – The building will completely shield views to the turnpike Mass Ave and Boylston Street.
- *Scale and massing* – The building is broken down into smaller scale facades with the character and rhythm of the surrounding districts.
- *Height* – a seven story height transitions to a 10-story height, reflecting historic massing in the district and the taller presence of buildings along Mass Ave.
- *Design Character* – The building is rendered to include signage, awnings and open storefronts at street level transitioning into smaller scaled elements as the building steps back from the street.

viii. Sustainable Design Principles

The team of Trinity, ICON and Dimeo built the first LEED-certified mixed-income housing in Boston – Maverick Landing. This same team will make sure that this project not only complies with the City of Boston's Article 37 Green Building standards and the Governor's Executive Order 484 (Leading by Example – Clean Energy and Efficient Buildings) but will seek to achieve LEED Gold Certification. The project will strive for the responsible use of resources, including energy, water, and materials, while providing a healthy and comfortable environment for its occupants. Specifically:

- *Sustainable sites* – The mixed-use project will re-link a significant physical barrier – the railroad tracks and turnpike – that has been a scar in the city forever. With convenient access to bus and MBTA and Rail lines, urban amenities are within easy reach. To minimize urban heat-gain and to save energy, the project will have a light-colored roofing system and areas of green roof.
- *Water efficiency* – site runoff will be recharged into the ground, using the most up-to-date technology available.
- *Energy and atmosphere* – The project is targeting a 21% reduction in energy consumption over the minimum ASHRAE standards. To ensure optimal performance, the building systems will be reviewed by a commissioning agent. No CFCs will be used in cooling or refrigeration equipment. Lighting design will minimize the amount of installed lighting in part by taking into consideration daylighting and will include local controls, high efficiency lamps and ballasts, and occupancy sensors. Given the residential use, all units will include EnergyStar rated lighting and appliances. Residents will be separately metered for gas and electric usage, promoting energy awareness and responsibility.
- *Materials and resources* – Regional materials with high recycled content and renewable characteristics will be targeted for this project. The building will provide space for the collection and storage of future recyclables. In addition, the project team will achieve at least a 50% target for recycling of construction waste.
- *Indoor environmental quality* – The project will create a healthy indoor environment for occupants with particular attention paid to providing appropriate ventilation and fresh air and minimizing volatile organic compounds, and will optimize the use of daylight and views.

c. Conceptual Design Drawings



Aerial view of Parcel 13



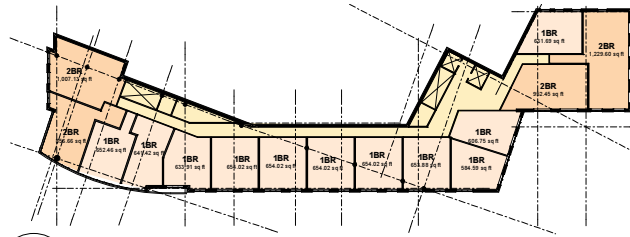
Looking North on Mass Ave toward Parcel 13 with 360 Newbury Street in the background



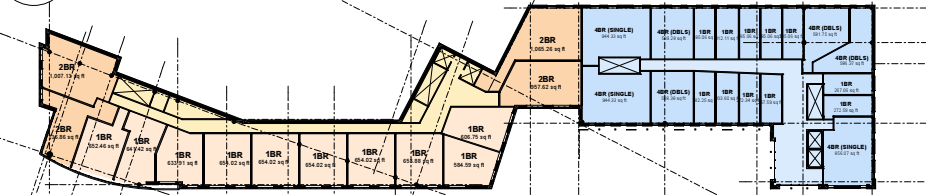
Looking West on Boylston Street



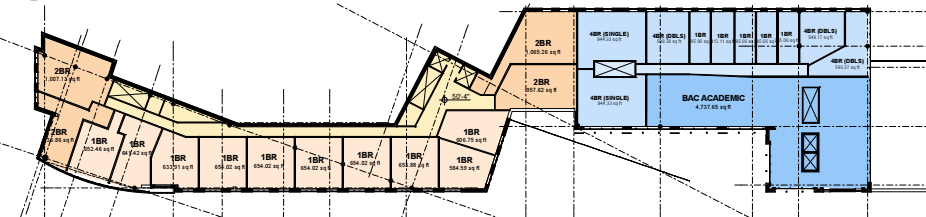
Looking East at the corner of Boylston Street and Mass Ave



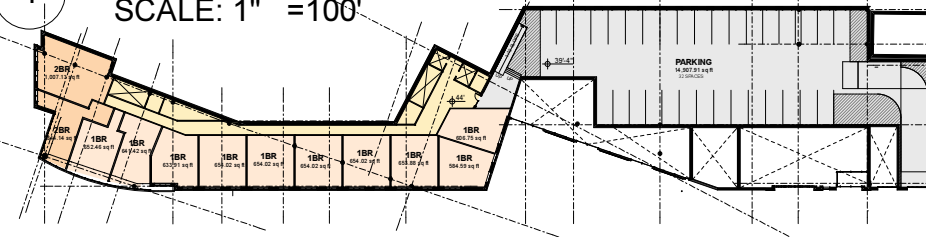
6 8th -10th Floors
SCALE: 1" =100'



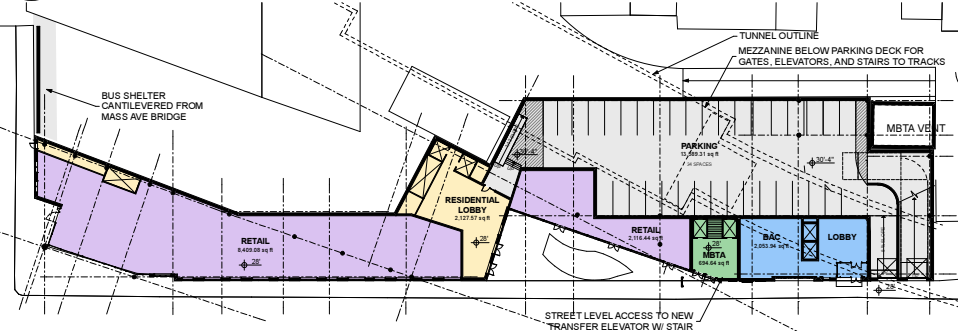
5 4th -7th Floors
SCALE: 1" =100'



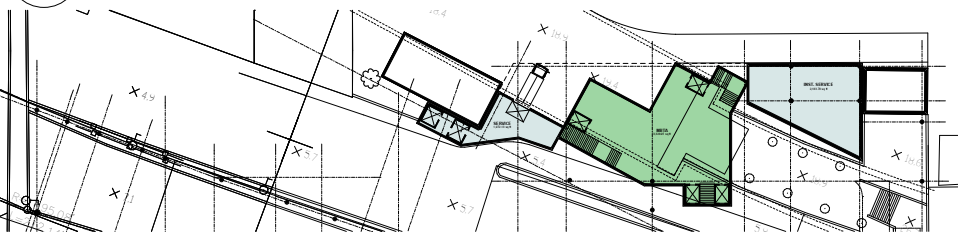
4 Third Floor
SCALE: 1" =100'



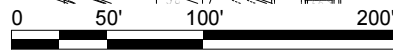
3 2nd Floor
SCALE: 1" =100'

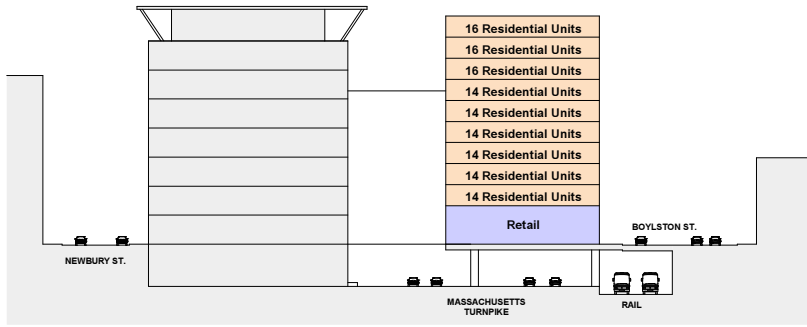


2 Ground Floor
SCALE: 1" =100'

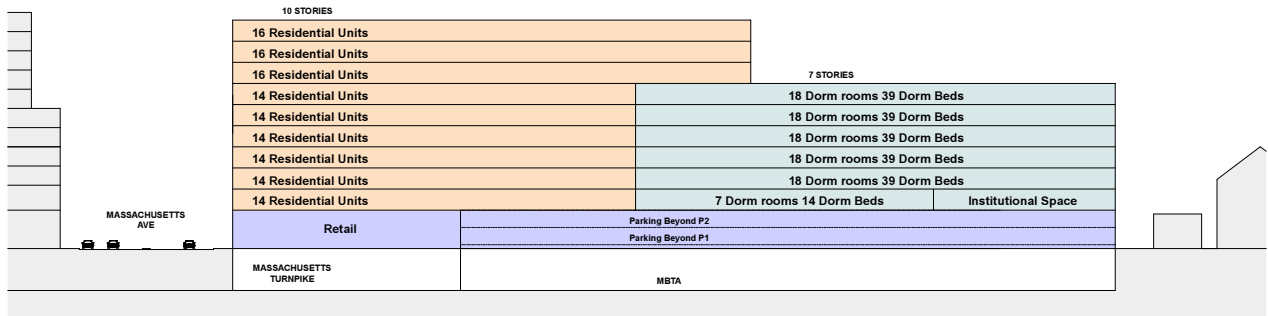


1 MBTA Level
SCALE: 1" =100'

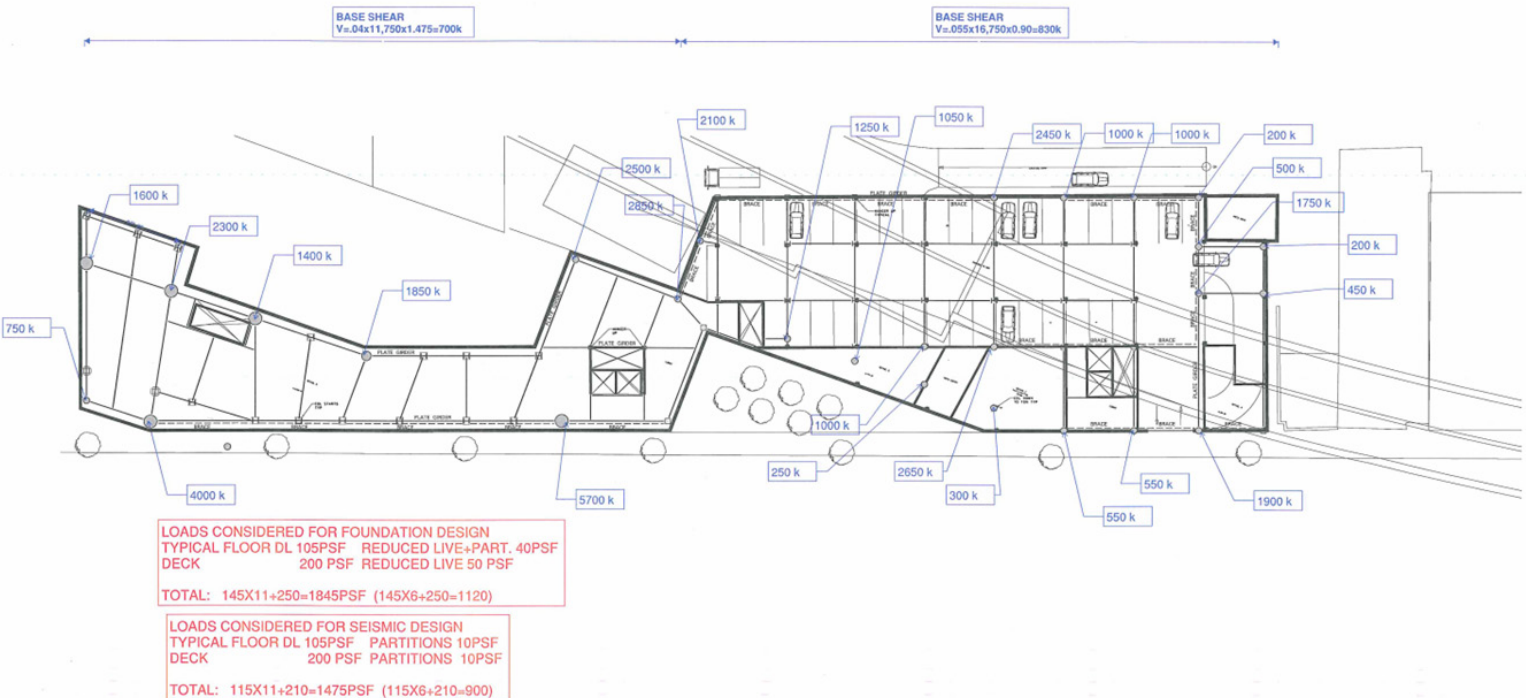




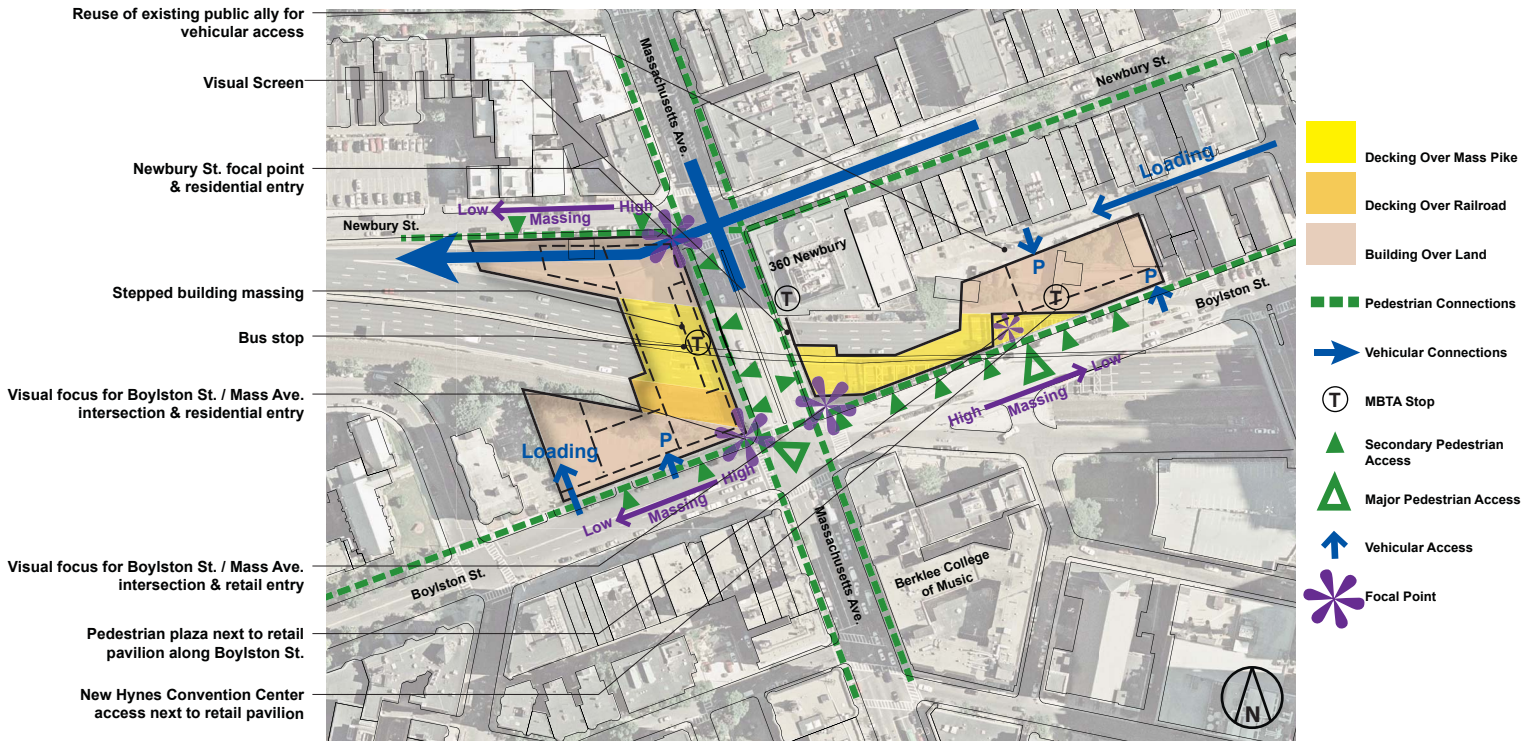
2 SECTION B-B
SCALE: 1" = 100'



1 SECTION A-A
SCALE: 1" = 100'



PARCEL 13
FOUNDATION LOAD DIAGRAM



d. Community Uses and Benefits

Trinity is committed to building more than just bricks and mortar. Developing real estate provides job opportunities, makes communities more livable, and builds homes for new residents. The proposed development project will impact neighbors and businesses in a number of positive ways, including:

- Job Creation: an estimated 30 to 40 jobs during development; an estimated 150 to 200 new construction jobs; and an estimated 20 new permanent positions during operations.
- New tax revenue of approximately \$500 thousand per year given the current program.
- Improved pedestrian experience along Massachusetts Avenue including improvements to the Massachusetts Avenue/Urban Ring Bus Stop.
- Reconfiguration and activation of the Hynes MBTA Station entrance/exit on Boylston Street. The developer will work with the MBTA to fully integrate the MBTA entrance into the new building and our improvements will make it possible for the MBTA to extend full accessibility to this end of the station.
- Completion of the street edges along Boylston Street and Massachusetts Ave to shield pedestrians from the crossing over of the Mass Pike.
- Collaboration with the City of Boston's Transportation Department to improve pedestrian and traffic flow.
- Contribution of a cash subsidy of \$3.4 million for off-site affordable housing.

e. Permits and Approvals

Anticipated Permit Requirements – MTA Parcel 13

AGENCY	PERMIT/APPROVAL
Federal	
Mass. State Historic Preservation Office	Section 106 Review (if required)
State	
Executive Office of Environmental Affairs, MEPA Office	Review (if required)
Massachusetts Turnpike Authority	Development Rights Agreement/Lease Agreement
Massachusetts Department of Environmental Protection	<ul style="list-style-type: none"> ◆ Sewer Extension/Connection Permit ◆ Air Plan Approval (if required)
Massachusetts Historical Commission	Section 106 Review and Chapter 254 Review (as required)
Local	
Boston Civic Design Commission	Design Approval
Boston Committee on Licensing	<ul style="list-style-type: none"> ◆ Fuel Storage License ◆ Permit to Operate Parking Garage
Boston Fire Department	<ul style="list-style-type: none"> ◆ Assembly Permits ◆ Fire Alarm/Sprinkler Systems
Boston Landmarks Commission	Article 85 Review (Demolition Delay)
Boston Redevelopment Authority	Article 80 Review
Boston Transportation Department	<ul style="list-style-type: none"> ◆ Construction Management Plan ◆ Transportation Access Plan Agreement
Boston Water and Sewer Commission	Sewer Extension/Connection Permit
Boston Zoning Commission	Approval
City of Boston Inspectional Services Department	Building and Occupancy Permits
City of Boston Public Improvement Commission	<ul style="list-style-type: none"> ◆ Surface Restoration Plan Review ◆ Tieback Agreement - for below-grade construction ◆ Work in the Public Right of Ways ◆ Canopies and Awnings
City of Boston Public Works Department	<ul style="list-style-type: none"> ◆ Curb Cut Permits ◆ Utility Connection Permits ◆ Street Occupancy Permits ◆ License Maintenance and Indemnification Agreement

f. Schedule

MDoT Parcels 12 and 13 Trinity Development Schedule													
ID	Name	Start	Finish	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
1	MDOT Process	Fri 3/16/12	Wed 10/17/12										
2	Proposal RESubmission	Fri 3/16/12	Fri 3/16/12										
3	MDOT Developer Designation	Fri 5/18/12	Fri 5/18/12										
4	Negotiate and Execute Development Agreement	Fri 5/18/12	Fri 6/15/12										
5	Submit Development Plan to MTA	Fri 8/17/12	Fri 8/17/12										
6	Execute Ground Lease	Wed 10/17/12	Wed 10/17/12										
7	Design and Permitting Process	Tue 5/1/12	Tue 6/11/13										
8	Schematic Design	Tue 5/1/12	Thu 8/30/12										
9	Submit and Review ENF/PNF	Fri 8/31/12	Thu 11/1/12										
10	Scoping Determination	Wed 9/12/12	Wed 9/12/12										
11	Design Development	Wed 9/12/12	Tue 10/30/12										
12	Submit and Review DEIR/DPIR	Wed 10/31/12	Tue 1/1/13										
13	Conclude MEPA/BRA Process	Tue 1/1/13	Tue 1/1/13										
14	Construction Document Development	Wed 1/2/13	Tue 6/11/13										
15	Financing Process	Mon 9/3/12	Fri 9/20/13										
16	Secure Equity Investor	Tue 2/19/13	Tue 2/19/13										
17	Apply for Public Financing Sources [P13 only]	Mon 9/3/12	Mon 9/3/12										
18	Secure Public Financing Sources [P13 only]	Thu 11/1/12	Thu 11/1/12										
19	Secure Debt Provider	Fri 8/16/13	Fri 8/16/13										
20	Close on Financing	Fri 9/20/13	Fri 9/20/13										
21	Construction Process	Tue 6/11/13	Fri 10/23/15										
22	Bid Construction Documents	Tue 6/11/13	Wed 7/31/13										
23	Execute GMP Contract	Mon 9/16/13	Fri 9/20/13										
24	Construction on Parcels 12 & 13	Mon 9/23/13	Fri 10/23/15										
25	Occupancy	Mon 8/3/15	Fri 9/30/16										
26	Lease-up and Occupancy	Mon 8/3/15	Fri 9/30/16										

5. Project Feasibility and Summary Cost Information

a. Total Development Costs

The proposed Parcel 13 project has a total development cost of \$130 million. This equates to \$480 per gross square foot of building area and \$4,377 per site square foot. The site square footage of 29,721 includes only those portions of the site (plus deck) used to construct the proposed building.

b. Deck Costs

The proposed Parcel 13 project requires decking over the Mass Turnpike in the amount of 11,310 square feet. The projected cost of constructing the decking is approximately \$19.9 million. This equates to \$73 per gross square foot of building area and \$670 per site square foot. The site square footage of 29,721 includes only those portions of the site (plus deck) used to construct the proposed building. The \$19.9 million in projected costs equates to \$1,760 per square foot of decked area.

c. Subsidy

We do not anticipate that the proposed Parcel 13 project will require any subsidy.