

COMPONENT I



Submission in response to Request for Proposals

MASSACHUSETTS DEPARTMENT OF TRANSPORTATION AIR RIGHTS PARCELS 12, 13, 14 and 15

*Massachusetts Avenue/Boylston Street
Boston, MA*

Proposer: ADG Scotia II LLC

(An affiliate of Weiner Ventures LLC and Samuels & Associates Development LLC)

Submission for Parcels 12, 14 and 15

SECTION 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: ADG Scotia II LLC

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, 14, and 15, subject to: (i) the terms and conditions described in the RFP; (ii) the terms and conditions contained in the Proposal; and (iii) further terms and conditions to be negotiated with MassDOT.

BY:

SIGNATURE:



TYPED NAME: Adam J. Weiner

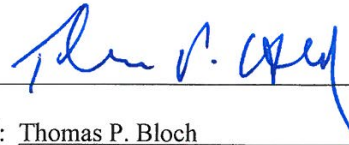
TITLE: Manager, ADG Scotia LLC

DATE:

3/13/12

WITNESS:

SIGNATURE:



TYPED NAME: Thomas P. Bloch

TITLE:

DATE:

3/13/12

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: Adam J. Weiner TITLE: Manager, Weiner Ventures

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SECTION 2: DEVELOPMENT TEAM

- 1. Development Entity.** The Proposer and entity that will enter into the development and lease agreement with MassDOT is ADG Scotia II LLC. Weiner Ventures LLC and S&A Cecilia LLC are each the Managers (“Managers”) of ADG Scotia II LLC, an entity created for the sole purpose of owning rights to and developing the Air Rights Parcels. ADG Scotia Holdings LLC has a 100 percent interest in ADG Scotia II LLC. ADG Scotia Holdings LLC also has a 100 percent interest in ADG Scotia LLC. ADG Scotia LLC has a 100 percent interest in the parcel known as O Scotia Street. The O Scotia Street parcel is 11,109 square feet and is located at Cambria, Scotia, and Saint Cecilia Streets. The O Scotia Street parcel is City of Boston Parcel 0401345000 and is a key land parcel incorporated into ADG Scotia II’s development proposal. O Scotia is to the immediate southeast and south of Air Rights Parcels 14 and 15, respectively, which are two of the three Air Rights Parcels for which we are hereby submitting this proposal.

ADG Scotia II LLC is an affiliate of Weiner Ventures LLC and Samuels & Associates Development LLC. S&A Cecilia LLC is an affiliate of Samuels & Associates Development LLC.

ADG Scotia II LLC is proposing for Parcels 12, 14, and 15. The development of P12 is conditioned upon Proposer being selected as developer for P14-P15. The development of P14-15 is not conditioned upon Proposer being selected as developer for P12.

ADG Scotia II may for simplicity purposes hereinafter be referred to as “Samuels-Weiner” or “Proposer”.

The Managers will share co-developer roles and responsibilities, including those related to operations, project management, permitting and entitlement, construction, and financing. The Managers will have the authority to act on behalf of ADG Scotia II and will have financial interests and liabilities.

Samuels & Associates Development LLC is a leading New England full service real estate developer, headquartered in Boston, Massachusetts, Samuels has been developing, leasing and managing real estate for over 27 years. Located in the Back Bay of Boston, Samuels is committed to building long-lasting relationships with the partners, neighbors and local communities involved in their portfolio. Samuels’ seasoned in-house team includes experts in the areas of: site selection and market demographics; property acquisition; permitting; project management and construction; finance; management and leasing. Steven B. Samules is President and CEO.

Completed Projects include:

- Fenway Triangle Trilogy, a 586-unit apartment and retail mixed-use, development with convenient access to Back Bay, the Longwood Medical Area, and Brookline.
- 1330 Boylston, a 200-unit apartment and retail mixed-use project also located in the Fenway area, with a wide range of amenities such as a club room and a roof deck pool.
- Hingham Shipyard - A vibrant maritime village in Hingham, MA that combines shopping, dining, entertainment, 260 residences and Class A office space.

Weiner Ventures LLC is an investment and real estate development firm. Ongoing project / investments include direct investment in Samuels & Associates entities that own and develop multiple properties in the Fenway area. Weiner Ventures was co-founded by Stephen R. Weiner, who has been actively involved in real estate development in Boston and throughout New England for the past 30 years. Mr. Weiner is also founder of S.R. Weiner & Associates and co-founder of W/S Development, diversified companies specializing in the

acquisition, development, management and redevelopment of real estate. Stephen Weiner's portfolio of completed projects includes 70 community shopping centers throughout the Northeast. S.R. Weiner and W/S projects include The Mall at Chestnut Hill, The Derby Street Shoppes in Hingham, and 234 Berkeley Street (the former Museum of Natural History in the Back Bay). Steve Weiner was also managing partner of CWB Boylston, the developer of the Mandarin Oriental, Boston. The 14-story, 550,000 square-foot mixed-use project, located in the heart of Back Bay and connected to the Prudential Center complex, opened in October 2008 and features hotel, condominium, apartment, and retail components.

The experience developing the Mandarin Oriental, Boston project is particularly relevant to this MassDOT Request for Proposals for several important reasons.

- Located on Boylston Street approximately two blocks from Parcel 12, 14, and 15;
- Includes the mixed-uses of hotel, residential, and retail, which is the mix we propose for P12, 14, and 15;
- Involved many of the same design, engineering and construction issues that the developer of the MassDOT Air Rights will face on this project; and
- Was the result of successful negotiations and consensus building between the developer and the affected interest groups regarding the massing, scale, design, and benefits of the project.

Samuels & Associates' development experience with 1330 Boylston Street and Fenway Triangle Trilogy is also particularly relevant to this MassDOT Request for Proposals for reasons including the following:

- Located on Boylston Street approximately just a few blocks from Parcel 12, 14, and 15;
- Includes the mixed-uses of residential, and retail, which is among the mix we propose for P12, 14, and 15;
- Was the result of successful negotiations and consensus building between the developer and the affected interest groups regarding the massing, scale, design, and benefits of the project.

The key individuals assigned to the Air Rights project include Steve Samuels and Steve Weiner, S&A Principal Joel Sklar, S&A Executive VP of Development Peter Sougarides, S&A Senior Project Manager Abe Menzin and Weiner Ventures principal Adam J. Weiner. Another key individual is Robin A. Brown, who was also an active development partner of the Mandarin Oriental project, including conceptualizing the mixed-use project, collaborating with residents and businesses, and overseeing the project's successful completion.

- a) **Other development team members.** For the MassDOT Air Rights project, Weiner Ventures and Samuels & Associates have assembled a first class team of consultants, many of whom contributed to the success of the Mandarin Oriental, 1330 Boylston, and Trilogy project. This team has a wealth of experience working closely with community groups and public agencies on complex real estate projects. A brief description of each firm follows.

Architect: Elkus-Manfredi - Elkus Manfredi Architects is a full-service design firm providing architecture, master planning, urban design, interior architecture, and workplace consulting. The firm was founded in 1988 by Howard F. Elkus FAIA, RIBA, LEED AP and David P. Manfredi FAIA, LEED AP. Key personnel on the air rights project include David Manfredi FAIA, LEED AP will serve as Principal-in-Charge; he will relate directly with the client team, provide hands-on leadership through all phases of design, and participate in all collaborative work sessions and presentations. He will be the design "face" for the project during the community and regulatory review process. John Martin AIA, LEED AP will have comprehensive design and management overview of the project and will be responsible for establishing the work plan, organizing the consultant team members and directing the progress of the project. Recent projects include:

- Avalon Exeter, Boston, MA: now under construction, Avalon Exeter is a high-rise residential building at

the Prudential Center in Boston's Back Bay. With 188 apartments in 30 stories, the building will become a signature tower on the Back Bay skyline.

- Seaport Square Blocks B and C, Boston, MA: Elkus Manfredi is providing design services for Blocks B and C of Seaport Square, located at the gateway to Boston's new Innovation District. The two city blocks plan for 350,000 sf. of retail/entertainment venues and 750 residences.
- Copley Place Retail Expansion and Residential Tower, Boston, MA: This new 665,000-square-foot, 47-story residential tower housing 286 luxury condominiums with health club and spa will also include renovation and expansion of the 115,000-square-foot Neiman Marcus.

Structural Engineers: McNamara/Salvia, Inc. - McNamara/Salvia, Inc. was formed in 1987 when Founding Principals, Robert J. McNamara and Joseph A. Salvia purchased a regional office from a then restructuring parent company. The firm brings to the design team extensive engineering expertise in all types of structural systems and materials for diversified projects such as urban and suburban office structures, commercial and retail complexes, air rights developments, and residential developments. The key personnel working on the proposed project would be Adam C. McCarthy, P.E. – Principal, and Brendan O'Rourke, P.E. – Associate, both of whom have air rights project experience. McNamara/Salvia, Inc. has experience with several air-rights structural designs and reviews for projects over various transit facilities, including:

- 500 Atlantic Ave, Boston: hotel & condominium structure constructed around I-93 Vent Structure.
- Atlantic Wharf (formerly Russia Wharf), Boston: office tower constructed above Silverline Tunnel.
- CANA Parcel 2 / 4, Charlestown: Residential Parcels built above Rte. 1/I-93 Interchange Tunnel.

Mechanical Engineers: Cosentini Associates, Inc. - Cosentini Associates, Inc. was established in 1952 to provide consulting services in the mechanical and electrical engineering disciplines well as code consulting, energy modeling, systems commissioning and information technologies design. Cosentini is a leader in the integration of sustainable or green building technologies into its MEP/FP, and is a member of the U.S. Green Building Council and employs many senior engineers that have earned the LEED AP designation. Key project personnel include Senior VP Bob Leber and VP Rockwood Edwards. Cosentino projects include:

- Millennium Place, Boston, MA: This mixed-use development is comprised of two towers, one steel and one concrete. Included are 300 condominium units, a 200-room Ritz-Carlton hotel, the 63-suite Phillips Club extended stay residences, a Loews Theater complex with 5,000 seats in 19 theaters, a 100,000 sf Sport Club LA fitness center, 600,000 sf of structured parking, and luxury retail shops.
- Avalon Exeter, Boston, MA: This high-rise building of 28 stories will be approximately 300,000 gsf, and will include 187 rental apartments. The building includes a pedestrian connection from Exeter Street to the Prudential Center Plaza and 1,300 sf of new street level retail space.
- The Residences at Kensington Place, Boston, MA: a new housing development of approximately 475,000 sf total, comprised of rental apartments and structured above grade parking. The building, which is designed to achieve LEED Gold certification, will be 29 floors with first floor retail space, service and lobby spaces.

Geotech Engineers: Haley and Aldrich - Established in 1957, Haley & Aldrich has over 50 years of experience tackling tough underground issues for our clients. With over 1,000 projects executed in Boston, Haley & Aldrich has an unparalleled history of helping its clients succeed. Key personnel working on the proposed project would be Mark Haley, P.E. and Scott Goldkamp, P.E, both of whom have air rights project experience. Haley & Aldrich has experience with multiple air-rights projects over various transit facilities, including the following:

- Atlantic Wharf (formerly Russia Wharf), Boston: office tower constructed above MBTA Silver Line tunnel.

- Prudential Center/Hynes Convention Center, Boston: mixed-use development constructed over Massachusetts Turnpike and active rail lines.
- Copley Place, Boston: mixed-use development constructed over Massachusetts Turnpike and active rail lines.

Construction Manager: Suffolk Construction Company, Inc. - Led by CEO John F. Fish, Suffolk Construction is one of the most successful privately held building contracting firms in the country. Suffolk provides preconstruction, construction management, design-build, and general contracting services to clients in all major industry sectors. Since 2005, Suffolk has built nearly 6,000 units of housing in downtown Boston and over the past decade the firm has put in place nearly 5,000 hotel rooms in greater Boston. Key personnel working on the proposed project include VP Scott Menard, who has extensive experience with complicated Boston projects. Relevant examples of Suffolk's urban high-rise projects include:

- Mandarin Oriental Hotel and Residences, Back Bay: a two-tower, 14-story hotel with 148 guest rooms, 35 apartments and 50 condominiums.
- Trilogy, in the Fenway: the 1,012,000 square-foot mixed-use complex consists of three towers. The project boasts 43,500 square feet of first floor retail space, 576 residential units and a three-level 447-car garage.
- 1330 Boylston Street, in the Fenway: a 14-story, 448,000 square-foot building with 202 residential units, office space, and a 270-car, below-ground parking garage.

Traffic Consultant: VHB/Vanasse Hangen Brustlin - VHB/Vanasse Hangen Brustlin is a multi-disciplinary engineering and planning firm with approximately 900 employees in 19 offices on the east coast with headquarters in Massachusetts. VHB provides comprehensive services in transportation, environmental and land planning areas. VHB's role will provide entitlement permitting services (Article 80, MEPA), transportation engineering, and site-civil engineering. Mark Junghans, P.E. will act as Principal-in-Charge for the VHB team and will lead the permitting efforts. Mark will be supported by David Roache, P.E. as Project Engineer for site design and Ellen Donohoe as the technical lead for transportation engineering. VHB has experience on the following projects in a similar urban setting:

- Mandarin Oriental, Boston: a Back Bay mixed-use hotel, apartment, and retail development two blocks from the Parcel 12-15 site, built over an existing garage structure
- Trilogy, in the Fenway: a 1,012,000 square-foot mixed-use complex consists of three towers linked by 10-story mid-rise buildings. The project boasts 43,500 square feet of first floor retail space, 576 residential units and a three-level 447-car garage.
- 1330 Boylston Street, in the Fenway: a 14-story, 448,000 square-foot building with 202 residential units, office space, and a 270-car, below-ground parking garage.
- Do19e Central Artery Leverett Circle, Boston: design of the Leverett Circle/Storrow Drive Connector portion of the Central Artery Project.

Project and Permitting Counsel: Goulston & Storrs - Goulston & Storrs is a full service law firm of 185 attorneys with offices in, Boston, New York, Washington, DC and Beijing. The firm has a strong emphasis on real estate, capital markets, finance, bankruptcy and restructuring, litigation, retail/restaurant/consumer goods, corporate, private client and trust, and tax. The Goulston & Storrs Development & Land Use group counsels developers, property owners, tenants, architects, contractors and institutional investors. Key personnel devoted to this project will be Co-Managing Director Doug Husid and Director William Dillon. Representative mixed-use transactions include:

- Mandarin Oriental, Back Bay: mixed-use hotel, apartment, and retail development two blocks from the Parcel 12-15 site, built over an existing garage structure.

- Trilogy, in the Fenway: a 1,012,000 square-foot mixed-use complex consists of three towers. The project boasts 43,500 square feet of first floor retail space, 576 residential units and a three-level 447-car garage. Trilogy is a Samuels & Associates development project.
- 1330 Boylston Street, in the Fenway: a 14-story, 448,000 square-foot building with 202 residential units, office space, and a 270-car, below-ground parking garage.
- Prudential Center, Back Bay: Goulston was counsel to Boston Properties and other developers in connection with the acquisition and redevelopment of the 26-acre Prudential Center, which includes a 36-story office building, an 11-story office building, a 13-story hotel and residential building, an 11-story condominium building (The Belvedere), a supermarket, and retail space.

SECTION 3: PARCELS

- MassDOT parcels** - The Proponent is proposing for Parcels 12, 14, and 15.
- Multiple parcel contingencies** - The development of P12 is conditioned upon Proposer being selected as developer for the P14-P15 development. The development of P14-15 is not conditioned upon Proposer being selected as developer for the P12 development.
- Proposer-controlled parcels** - An affiliate of Proposer owns a parcel of land at 0 Scotia Street, which is 11,109 square feet, is entirely terra firma, and is located at Cambria, Scotia, and Saint Cecilia Streets. The parcel is City of Boston Parcel 0401345000 and is a key land parcel incorporated into the development proposal. 0 Scotia is to the immediate southeast and south of Air Rights Parcels 14 and 15, respectively. 0 Scotia is bounded by Cambria Street to the north, Scotia Street to the West, St. Cecilia Street to the South, and the 50 Dalton Street Parking Garage to the East. See Figures 1 & 2 for the land parcel owned by Proposer's affiliate.

Our P14-15 development may include the discontinuance of a part of Cambria Street and air rights over remaining Cambria Street. Cambria Street is currently a public way owned by the City of Boston. Such discontinuance would be subject to a mutually acceptable agreement between the Proposer and the City and would maintain the current unimpeded access to and functioning of the Hynes Convention Center.

The inclusion of Air Rights Parcel 14 in our development is important for maintaining the current unimpeded access to and functioning of the Hynes Convention Center's service entrance / loading area down Cambria Street. It is possible that with minor, if any, modifications to the Parcel 14 area, unimpeded access can be maintained and accommodated in our project design. The P14-15 component of our proposal does not include putting any actual structure on P14.

SECTION 4: DEVELOPMENT APPROACH

The 0 Scotia Street parcel that is 100% terra firma and 100% owned and controlled outright by an affiliate of the Samuels-Weiner team is a key parcel incorporated into this development proposal. Our approach includes using use as much terra firma as possible.

Our proposal would create new connections within and between the Back Bay and Fenway neighborhoods that benefit residents, businesses, tourists, institutions, the City of Boston, and the Commonwealth of Massachusetts.

Our team's development approach focused upon:

- A Civic Vision for Turnpike Air Rights (the "Civic Vision"): respect and recognize the document's "vision and strategy for the use of air rights over the Turnpike..."
- Back Bay and Fenway link: physically and psychologically neighborhoods, including the important Massachusetts Avenue / Boylston Street intersection.
- Comprehensive approach to multiple air rights parcels.

- Boylston Street activation: for surrounding neighborhoods
- Transportation and access: multiple-modal; Hynes Convention Center unimpeded
- “Sense of place”: comfortable pedestrian environment; a general appropriateness, including height and setbacks
- Optimal massing and orientation
- Construction complexity: recognize current and potential challenges
- Residential, hospitality, and retail mixed use: attractive to essential capital / financing sources
- Understanding of existing and potential future Massachusetts Avenue Corridor Development projects, as outlined by the Boston Redevelopment Authority.
- History of successfully completed projects, including complicated urban mixed-use projects
- Viability: successful project completion requires realistic approach

The Citizens Advisory Committee, with the Boston Redevelopment Authority and MassDOT, have led the public participation process regarding the redevelopment of the Air Rights parcels. Their collective input and guidance was very helpful in the Samuels-Weiner team’s approach to development and is reflected in this Proposal.

We are particularly focused on providing a streetwall along Boylston Street that respects the scale of this portion of Boylston Street, including a significant setback for the tower element of the P14-15 development proposal.

Our proposed projects on Parcels 14-15 and especially on Parcel 12 will replace safety barriers and empty lots with new, retail-lined street walls along the south side of Boylston Street east of the Massachusetts Avenue intersection, along the entire west side of the Massachusetts Avenue bridge over the highway, and along the north side of Boylston Street, west of the intersection. This will seamlessly extend and strengthen the rich and lively pedestrian experience of the Back Bay neighborhood into the Fenway neighborhood.

Further, if the so-called “Pru parcel” (located between Parcel 15 and the Dalton Street / Boylston Street intersection) were to become available, we could further effectively address potential development concepts, providing appropriately scaled proposals to activate a critical intersection.

25% of the building footprint for P14-15 would be on Turnpike Air Rights

100% of the residential building footprint for Parcel 12 development would be on terra firma and 45% of the overall P12 development project’s building footprint would be on Turnpike Air Rights.

The projected development program and areas for each of the uses within the total program are delineated below: *(See further narrative in “b. Design Description”);*

a) **Development Program.**

- i. *Program Areas*- Refer to Figures 3 & 4, which outlines program areas and uses, including unit count and general size, and parking counts for the proposed developments on Parcels 12 and 14-15.
- ii. *Land uses* - Proposer will comply with *An Order Relative to Affordable Housing*, based upon the direction of the Boston Redevelopment Authority during the Boston Zoning Code Article 80 process. Article 80 may begin after MassDOT designates the Air Rights’ developer. The residential units are proposed as condos.
- iii. *Parking* - Refer to Figures 3 & 4

b) **Design Description.**

i. *Design intent:*

P14-15: Our proposed project for P14-15 consists of a 32 story residential tower with retail at grade, a hotel in the lower levels and parking for all the building uses. The design intent is to create a buildable, financially viable project which will directly follow the precepts of the Civic Vision for this parcel, repairing repair the urban fabric, enlivening this key Boston intersection, and knitting together the Back Bay and Fenway neighborhoods. The P14-15 component of our proposal does not include putting any actual structure on P14.

P12: Our proposed project on Parcel 12 consists of an eight story residential building over two stories of below grade parking and two stories of retail along Boylston Street and Mass Ave. Our design intent and, in fact, the primary reason for being of our development on this parcel is to dramatically reduce the visual, physical and commercial impacts of the highway at this crucial downtown Boston intersection.

ii. *Structural concept:*

P14-15: Our overriding structural concept is to build as much of our project as possible on terra firma. Owning the parcel of land on Scotia Street directly adjacent to Parcel 15 provides our team with the distinct advantage of making it possible to have as much as 75% of our project's volume, area, and total building load atop a conventional foundation system on terra firma. The air rights portion of the building will be erected as follows: we will install a new structural deck spanning from new foundations on the north side of Cambria Street to the existing median wall between the Mass Pike eastbound and the CSX tracks. This deck will be built from Cambria Street to ensure minimum disruption to the highway and rail traffic below. The construction of the air-rights portion of our building will then proceed on top of that platform, completely insulating it from traffic below.

P12: Our structural strategy is to build the major part of this project on terra firma. The entire parking and residential component of this project and as much as 55% of the overall footprint will be conventionally built. The remaining portion, including most of the two story retail, will be built over the highway and railroad. Every effort will be made to minimize the impact of our work on the rail and highway traffic below. The anticipated construction sequence for the air rights construction will be generally: pile foundations will be drilled on the north and south abutments and along the highway median and the median between highway and railroad. Then, an approximately 80 feet wide structural deck will be constructed as a continuous, direct extension of the western sidewalk of the Massachusetts Avenue bridge. As much as possible of this construction will be carried out from the bridge surface rather than the highway bed below. Once this deck is in place, erecting the two story retail will take place in relative isolation from, and with minimal disruption to, the traffic below.

iii. *Building design:*

P14-15: Our development proposal consists of a 100 ft tall podium continuing the street wall along Boylston Street, and matching the height of the Hynes Convention Center cornice, with a tower rising above it (for a total building height of 398 feet), set back 40 feet from the street edge. The material and detailing of this podium will acknowledge its neighbors on both sides of the street. The tower will have elegantly slender proportions and be primarily oriented north-south to minimize its visual and shading impact on the pedestrian experience along Boylston Street.

P12: Our development proposal will create new street walls along the entire length of the western edge of the Massachusetts Avenue Bridge and westward along Boylston Street to the residential building immediately adjacent to the Fenway Studios. The new structure will be less than 120 feet in height on Boylston Street and approximately 45 feet on Mass. Ave. We anticipate a punched masonry expression with some projecting bays designed to relate to the architectural expression of the surrounding buildings along Massachusetts Avenue and Boylston Street. We expect the two story retail band along the bridge to be very open and inviting with bright lighting and large expanses of glass.

iv. *Site design:*

P14-15: Our building will occupy the entire site footprint along St Cecilia Street, from Boylston Street to Scotia Street. We will maintain a 20 foot sidewalk on Boylston Street and create appropriate 8 to 12 feet wide sidewalks along the other two public edges. These new sidewalks will be designed in coordination with the BRA

and PIC, lit to city standards and planted with trees. We expect to handle the pedestrian crossing of Cambria Street without break in grade or material from the adjacent sidewalks so that the occasional service traffic for both our building and the Hynes Convention Center is made aware that they are crossing a primarily pedestrian way.

P12: It is our intent to thoroughly transform the pedestrian environment at this intersection. We will landscape the un-built portions of the site, especially along the banks of the highway and railroad and we will rebuild the sidewalks on the western edge of the bridge and along our building on Boylston Street. These will be designed in coordination with the BRA and PIC, lit to city standards and planted with trees.

v. *Vehicular circulation and parking:*

P14-15: The hotel address will be on Boylston Street with a drop off and pick-up area along the sidewalk. The residential address will be on St. Cecilia Street. The parking is designed for 240 cars above grade and will be entirely managed. Access and egress will be off Scotia Street with an additional westbound exit only on Cambria Street. Service for our building will be off of Cambria Street. The Cambria Street service access to and from the Hynes Convention Center will remain unaffected.

P12: The residential address for our project will be on Boylston Street. Below grade parking will be self-park and accommodate approximately 100 cars. Service for both the residential and retail components of our project will be on Boylston Street, at the extreme western edge of our building, as far from the intersection with Massachusetts Avenue as possible.

vi. *MBTA:*

P14-15: Located as it is within short walking distance to the Green Line Hynes Convention Center, Prudential and Symphony station and a major bus stop on the Massachusetts Avenue bridge, this project has all the characteristics of a successful Transit Oriented Development.

P12: Our proposal for Parcel 12 is at a conceptual stage, with still a considerable amount of planning and engineering work ahead. We are fully aware of the growing importance of the Hynes Convention Center Green Line station as an intermodal connector with the bus lines above. If designated, we will work closely with MBTA planners and related agencies to integrate in our development a covered bus stop and, subject to identifying an appropriate funding source, have our design allow for an MBTA elevator link to the subway platform below for enhanced accessibility.

vii. *Civic Vision:*

P14-15: This project embraces and meets the Air Rights Civic Vision goals for this parcel of “emphasizing housing and other low traffic generating uses”, “lining the public sidewalk along Boylston Street (and part of St. Cecilia Street) with shops”, “respecting the Back Bay Architectural District” and, when considered along with our Parcel 12 proposed development, “creating no more than one taller building”.

P12: This project embraces and meets all Air Rights Civic Vision goals for this parcel of “emphasizing housing and other low traffic generating uses”, “lining the public sidewalks along Mass Ave and Boylston Street with shops”, “respecting the Back Bay Architectural District” and, when considered along our Parcel 14-15 proposed development, “creating no more than one taller building”.

viii. *Sustainable design:*

P14-15: The design and construction of this project will comply with the Mayor’s Directive on sustainability and the Boston Stretch Energy Code. In particular, some measures we are considering include a highly insulated envelope with high performance glass coatings, low energy lighting fixtures inside and out, water conserving plumbing fixtures, locally sourced, recyclable building materials, high efficiency boilers, green roofs to slow the flow of runoff drainage, and high standards of sustainable construction management.

P12: The design and construction of this project will comply with the Mayor’s Directive on sustainability and the Boston Stretch Energy Code. In particular, some of the measures we are considering include a highly insulated envelope with high performance glass coatings, low energy lighting fixtures inside and out, water conserving plumbing fixtures, locally sourced, recyclable building materials, high efficiency boilers, green roofs to slow the flow of runoff drainage, and high standards of sustainable construction management.

c) **Conceptual design drawings.**

1. Design intent: Refer to Figures 5 & 6
2. Site plan: Refer to Figure 6
3. Ground floor plan: Refer to Figures 7a & 7b
4. Upper floor plans: Refer to Figures 8a, 8b & 8c
5. Building and site sections: Refer to Figures 9a, 9b, 9c & 9d
6. Structural diagrams: Refer to Figures 10a, 10b, 10c & 10d
7. Overall building view or elevations: Refer to Figure 9a & 9c
8. Specific building views: Refer to Figures 11a, 11b & 11c

d) **Community uses and benefits**

Typically, the BRA-administered Article 80 review process is an opportunity for developers and the community to identify specific aspects of community life that the proposed development can impact in a positive manner. The Proposer anticipates that through a series of productive discussions with community residents and leaders as well as public officials, a more specific list of local uses and benefits will be agreed upon.

In the current conceptual stage, Samuels-Weiner has focused the design team to enhance the public realm. Specifically, the proposed development would:

- Extend one of the City's most vibrant pedestrian experiences, by filling holes overlooking the highway and train tracks with buildings and by extending the street wall with continuous retail at the ground level
- Maintain visual continuity along the south side of Boylston Street, and complement the buildings on the north side, by creating a podium matching the cornice heights of the Hynes and Berklee corners
- Avoid a "canyon" effect along Boylston and minimize shading on the street and beyond, by orienting the tallest section of our proposed P14-15 development along a North-South axis and setting it back from the face of the street wall
- Provide a safer pedestrian experience by adding hotel and residential units, which we anticipate, along with the street-level retail, will remain lit and active after hours.
- Be part of the BRA Article 80 process, with a cooperative agreement regarding community benefits.

e) **Permits and approvals.**

Samuels-Weiner and the members of the development team collectively have a high level of experience in the permitting processes in the City of Boston and the Commonwealth of Massachusetts. This track record of successful entitlement efforts will be of enormous importance in obtaining the myriad of permits necessary to construct the proposed improvements. Set forth below is a General Permit List for a major development project, such as this project, which is subject to the Federal, State and City review and approval processes.

In developing a permit list for the MTA Parcels 12, 14 and 15, the Proposer has also reviewed Section 7 of Chapter 3 of the Acts of 1997 entitled "An Act Relative to the Massachusetts Turnpike Authority and the Metropolitan Highway System" ("Act") and the attendant Memorandum of Understanding ("MOU") between the MTA and the BRA dated June 1, 1997, and Chapter 25 of the Acts of 2009, by which MassDOT became successor in interest to MassPike. The MOU provides for BRA review for areas of the Turnpike Extension into Boston. It also provides an important review procedure under Article 80 of the Zoning Code and by the Executive Order of Mayor Thomas M. Menino of October 20, 2000, An Order Relative to the Provisions of Mitigation by Development Projects in Boston ("Mayor's Executive Order").

Therefore, although such MassDOT parcels are exempt from City of Boston zoning and building regulations and are not subject specifically to the Boston Zoning Code, a proposed project will be subject to the Article 80 Review

process as referenced above and as generally outlined below. Samuels-Weiner will also consider elements of Article 41 of the Code, the Huntington Avenue/Prudential Center District, effective March 20, 1990, as amended on March 15, 2006, as well as the underlying zoning for portions of the Back Bay, Boylston Street, Fenway, the Saint Cecilia Special Study District and other zoning districts, as shown on Zoning Map 1-Boston Proper.

In addition to BRA review and approval, and approval by the Convention Center regarding access, other approvals include permits and licenses from city agencies including: Inspectional Services Department, Air Pollution Control Commission, Boston Transportation Department, Boston Public Works Department, Boston Environment Department, Boston Parks and Recreation Department, and the Mayor’s Office, as more specifically outlined below:

Agency Name	Permit / Approval
FEDERAL	
United States Environmental Protection Agency	NPDES General Permit for Discharge
Federal Aviation Administration	FAA Height Restriction Notice, No Hazard to Air Navigation
Federal Highway Administration	Review and Approval of Non-Highway Use of Highway ROW Surplus approval – Confirmation of Action
STATE	
Executive Office of Environmental Affairs (MEPA Unit), to include a Chapter 91 Public Benefits Review.	MEPA Review
Executive Office of Transportation and Construction	Approvals Under MGL Ch 40 Section 54a
Department of Environmental Protection, Division of Water Pollution Control	Sewer Connection and Extension Permit Air Plan Approval Groundwater Discharge Permit (if required)
Massachusetts Water Resources Authority	Sewer Use Discharge Permit; Construction Dewatering Permit
Massachusetts Historical Commission	Determination of No Adverse Effect or Memorandum of Understanding
LOCAL	
Boston Air Pollution Control Commission	Parking Freeze Permit
Boston Civic Design Commission	Review and Approval
Boston Redevelopment Authority	80B Large Project Review Article 80 Project Agreement
Boston Transportation Department	Transportation Access Plan Agreement (TAPA); Construction Management Plan
Boston Water and Sewer Commission	Sewer Use Discharge Permit; Site Plan Approval; Construction Dewatering Permit; Sewer Extension/ Connection Permit
City of Boston Committee on Licenses	Parking Garage Permit / Flammable Storage Permit
City of Boston Inspectional Services Department	Building and Occupancy Permits

Agency Name	Permit / Approval
Boston Fire Department	Fuel Storage License Approval of Fire Safety Equipment
Boston Public Improvement Commission Department of Public Works	Street and Sidewalk Occupation Permits; Tieback/Earth Retention Permit; Specific Repair Plan
Boston Zoning Commission / Board of Appeal	Zoning Relief
Boston Groundwater Trust	Plan Review and Approval

f) **Schedule.** Refer to Figure 12

SECTION 5: PROJECT FEASIBILITY AND SUMMARY COST INFORMATION

a) TOTAL DEVELOPMENT COSTS:

Parcel 14-15 – Preliminary Estimate of Total Development Costs:

\$266.9 Million
 \$574/GSF of Development
 \$923/RSF of Development
 \$15,255/ "Site Square Foot"*

Parcel 12 – Preliminary Estimate of Total Development Costs:

\$99.6 Million
 \$457/GSF of Development
 \$687/RSF of Development
 \$5,244/Site Square Foot*

b) DECK COSTS

Parcel 14-15 – Preliminary Estimate of Deck Costs:

\$3.74 Million
 \$8/GSF of Development
 \$13/RSF of Development
 \$1,070 SF/deck
 \$197/SF Site Square Foot*

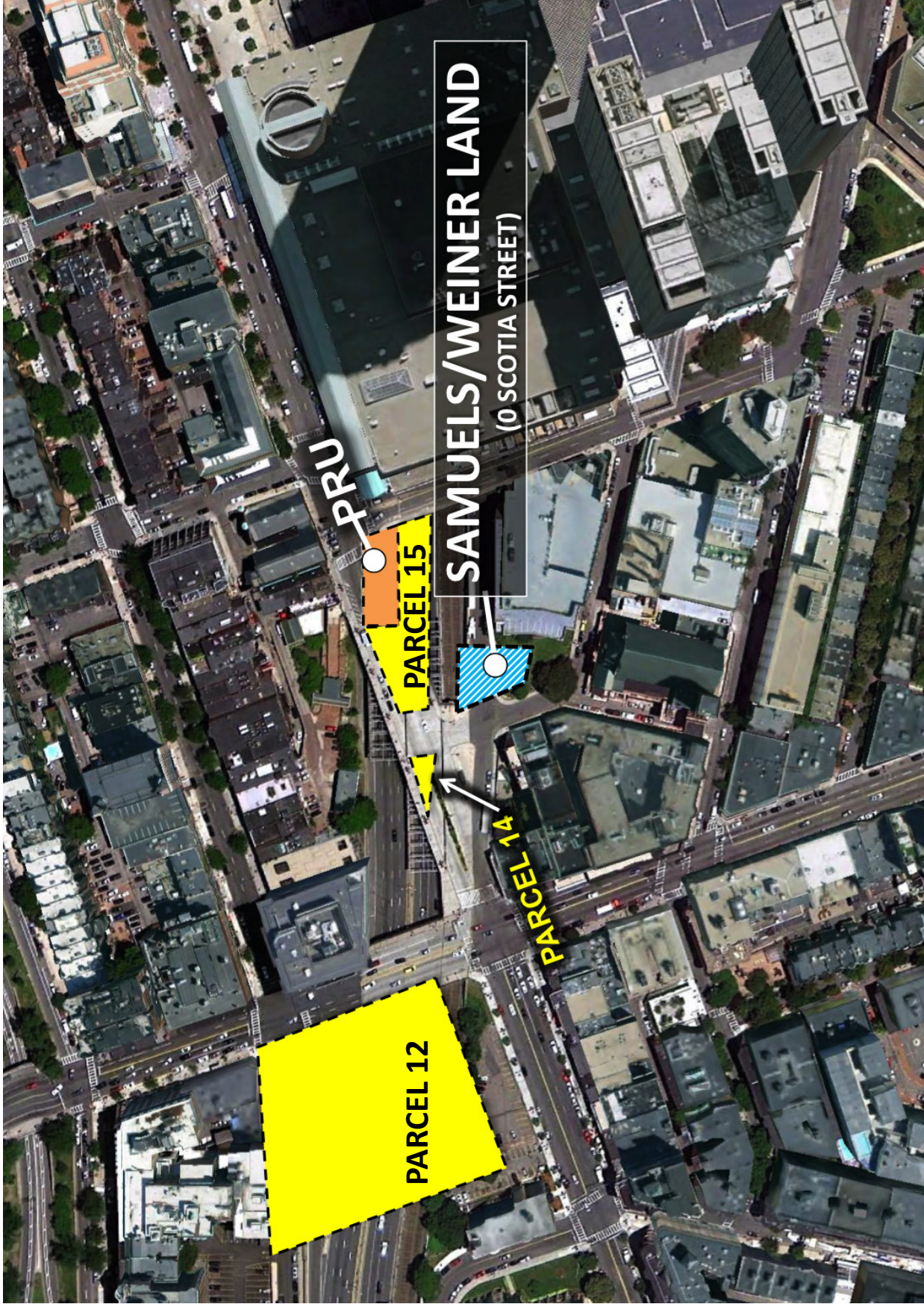
Parcel 12 – Preliminary Estimate of Deck Costs:

\$8.095 Million
 \$37/GSF of Development
 \$56/RSF of Development
 \$513/SF deck
 \$426 \$/Site Square Foot*

*Site Square Foot = Total Development Costs divided by building footprint square footage as requested on page 10 of RFP Addendum 2.

c). **SUBSIDY REQUIRED** - There are currently no plans to use external subsidy.

FIGURE 1



**Please note our development proposal does not build on the entirety of the air rights parcels.

PROPOSER: ADG SCOTIA II LLC (an affiliate of Weiner Ventures LLC and Samuels & Associates Development LLC)

Date: March 16, 2012

FIGURE 2



FIGURES 3 & 4

FIGURE 3 - PARCEL 12 (98 parking spaces, +/- 111 residential units)

FLOOR	RETAIL	PARKING	RESIDENTIAL	NET RENTABLE	PH, Circ, Mech, Lobbies, Loading, BoH	GROSS AREAS
P1		19,000		0		19,000
P2		19,000		0		19,000
GROUND	24,400	1800	6500	20,600	12,100	32,700
2	16,800		12,800	28,279	1,321	29,600
3			12,800	10,779	2,021	12,800
4			16,900	14,232	2,668	16,900
5			16,900	14,232	2,668	16,900
6			16,900	14,232	2,668	16,900
7			16,900	14,232	2,668	16,900
8			16,900	14,232	2,668	16,900
9			16,900	14,232	2,668	16,900
PH			3500		3,500	3,500
TOTALS	41,200	39,800	137,000	145,050	34,950	218,000

FIGURE 4 - PARCEL 14-15 (240 parking spaces, +/- 120 residential units, 270 keys)

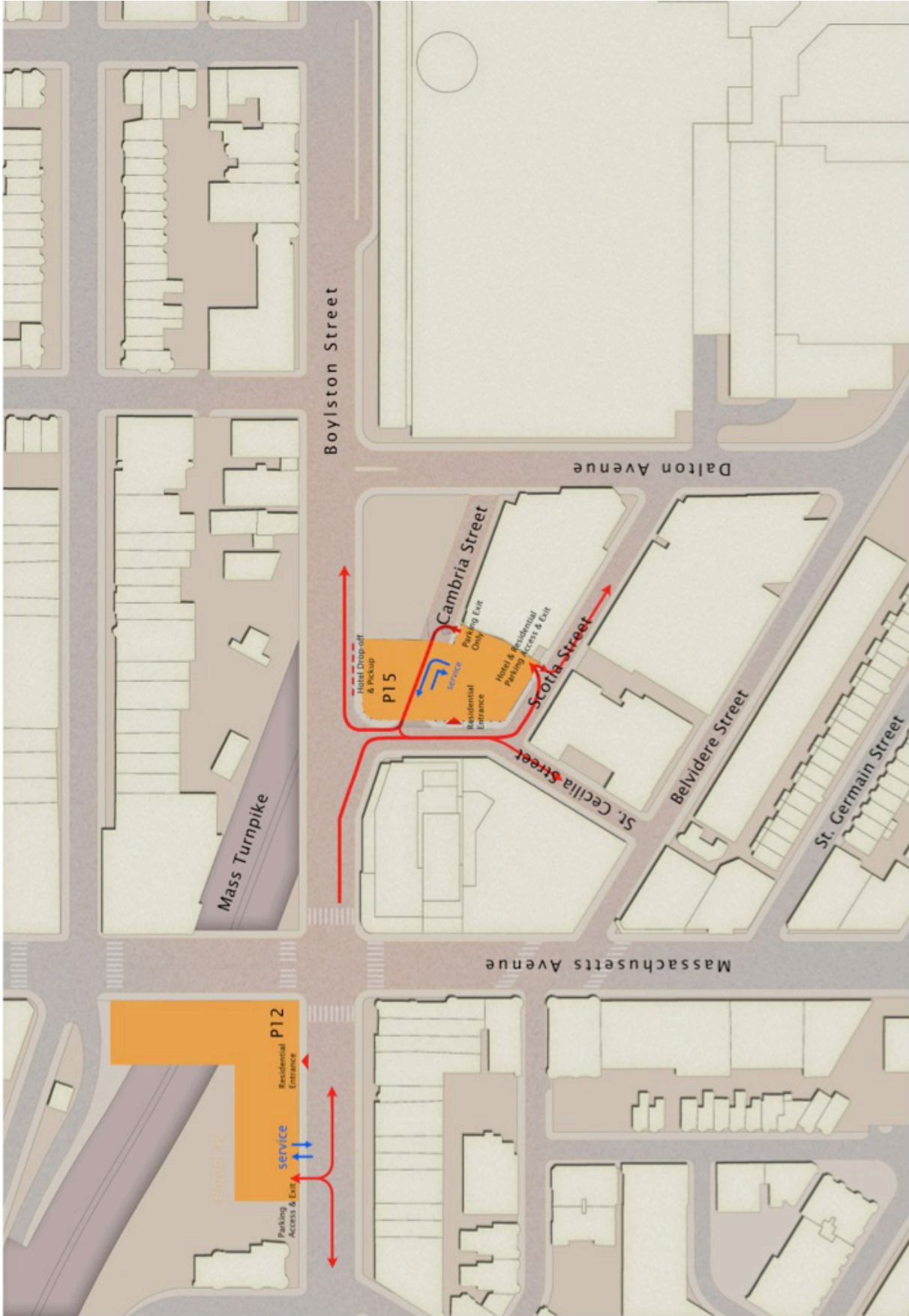
FLOOR	RETAIL GSF	PARKING GSF	HOTEL GSF	RESIDENTIAL GSF	NET RENTABLE	PH, Circ, Mech, Lobbies, Loading, BoH	GROSS AREAS
Ground	4,100	4,153	3,265	4,900	7,365	9,053	16,418
2A	0	600	3,311	5850	0	9,761	9,761
2	0	600	19,800	850	16,229	5,021	21,250
3	5000	600	14,800	850	17,136	4,114	21,250
4	0	18,500	865	865	0		20,230
5	0	18,500	865	865	0		20,230
6	0	18,500	865	865	0		20,230
7	0	18,500	865	865	0		20,230
8	0	0	12,484	0	10,237	2,247	12,484
9	0	0	12,484	0	10,237	2,247	12,484
10	0	0	12,484	0	10,237	2,247	12,484
11	0	0	12,484	0	10,237	2,247	12,484
12	0	0	12,484	0	10,237	2,247	12,484
13	0	0	12,484	0	10,237	2,247	12,484
14	0	0	12,484	0	10,237	2,247	12,484
15	0	0	12,484	0	10,237	2,247	12,484
16	0	0	12,484	0	10,237	2,247	12,484
17	0	0	12,484	0	10,237	2,247	12,484
18	0	0	12,484	0	10,237	2,247	12,484
19	0	0	12,484	0	10,237	2,247	12,484
20	0	0	0	12,484	10,463	2,021	12,484
21	0	0	0	12,484	10,463	2,021	12,484
22	0	0	0	12,484	10,463	2,021	12,484
23	0	0	0	12,484	10,463	2,021	12,484
24	0	0	0	12,484	10,463	2,021	12,484
25	0	0	0	12,484	10,463	2,021	12,484
26	0	0	0	12,484	10,463	2,021	12,484
27	0	0	0	12,484	10,463	2,021	12,484
28	0	0	0	12,484	10,463	2,021	12,484
28	0	0	0	12,484	10,463	2,021	12,484
30	0	0	0	12,484	10,463	2,021	12,484
31	0	0	0	12,484	10,463	2,021	12,484
PH1	0	0	0	3,040		4,358	7,398
PH2	0	0	0	0		8,590	8,590
TOTALS	9,100	79,953	194,444	168,758	289,130	92,113	465,203

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FIGURE 5



FIGURE 6



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FIGURE 7a - Parcel 12

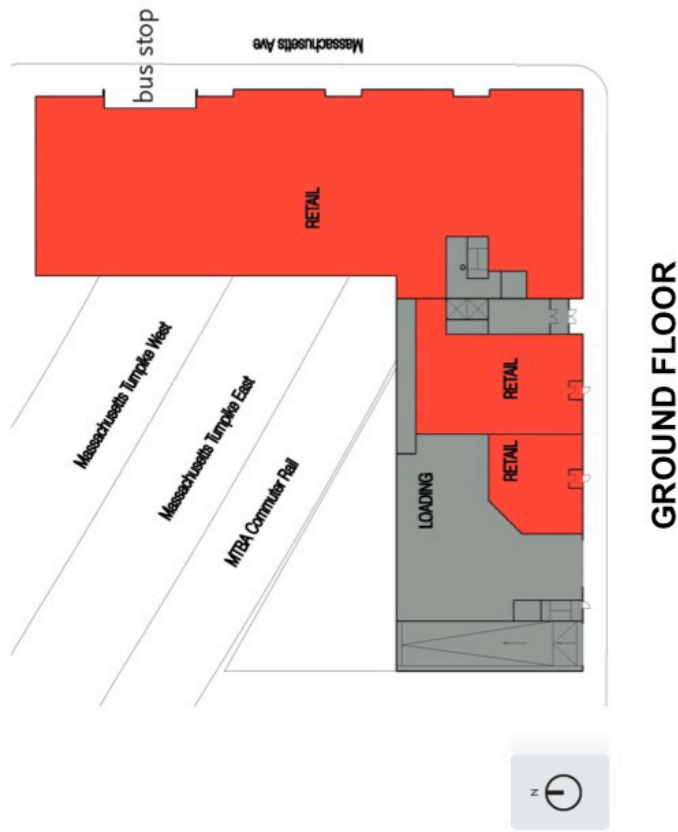
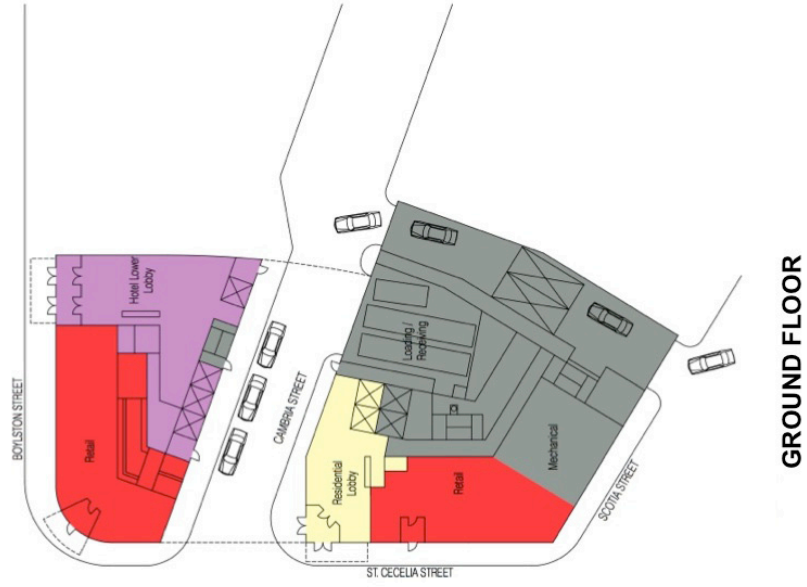


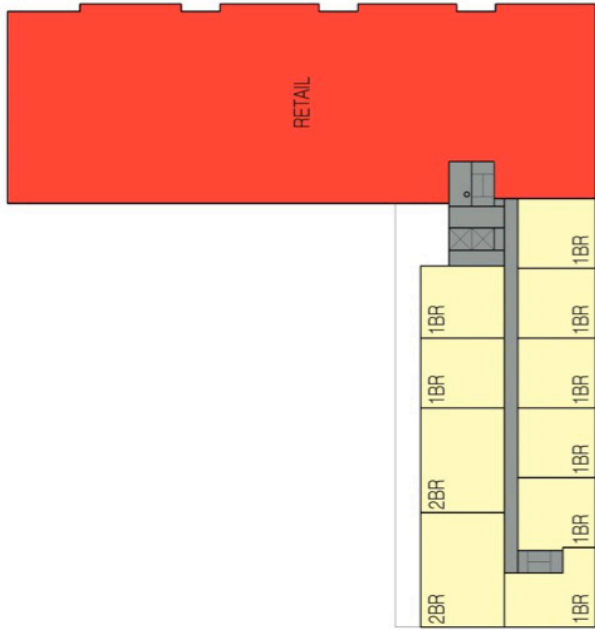
FIGURE 7b - Parcels 14-15



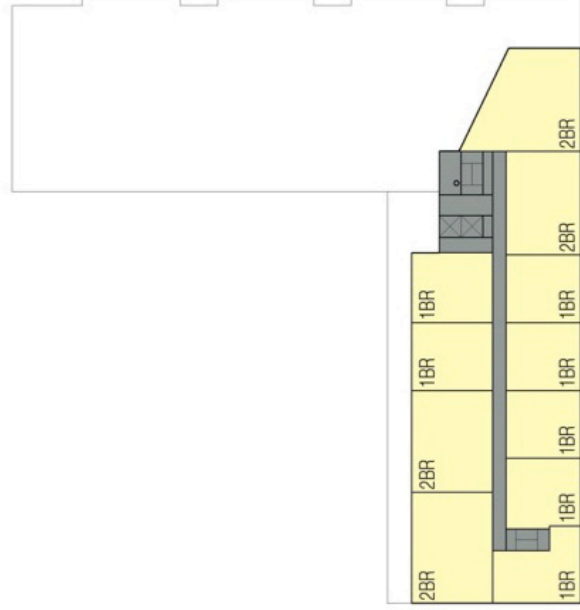
FIGURES 8a & 8b Parcel 12



TYPICAL PARKING PLAN



SECOND FLOOR



UPPER FLOOR PLAN

FIGURE 8c
Parcel 14-15

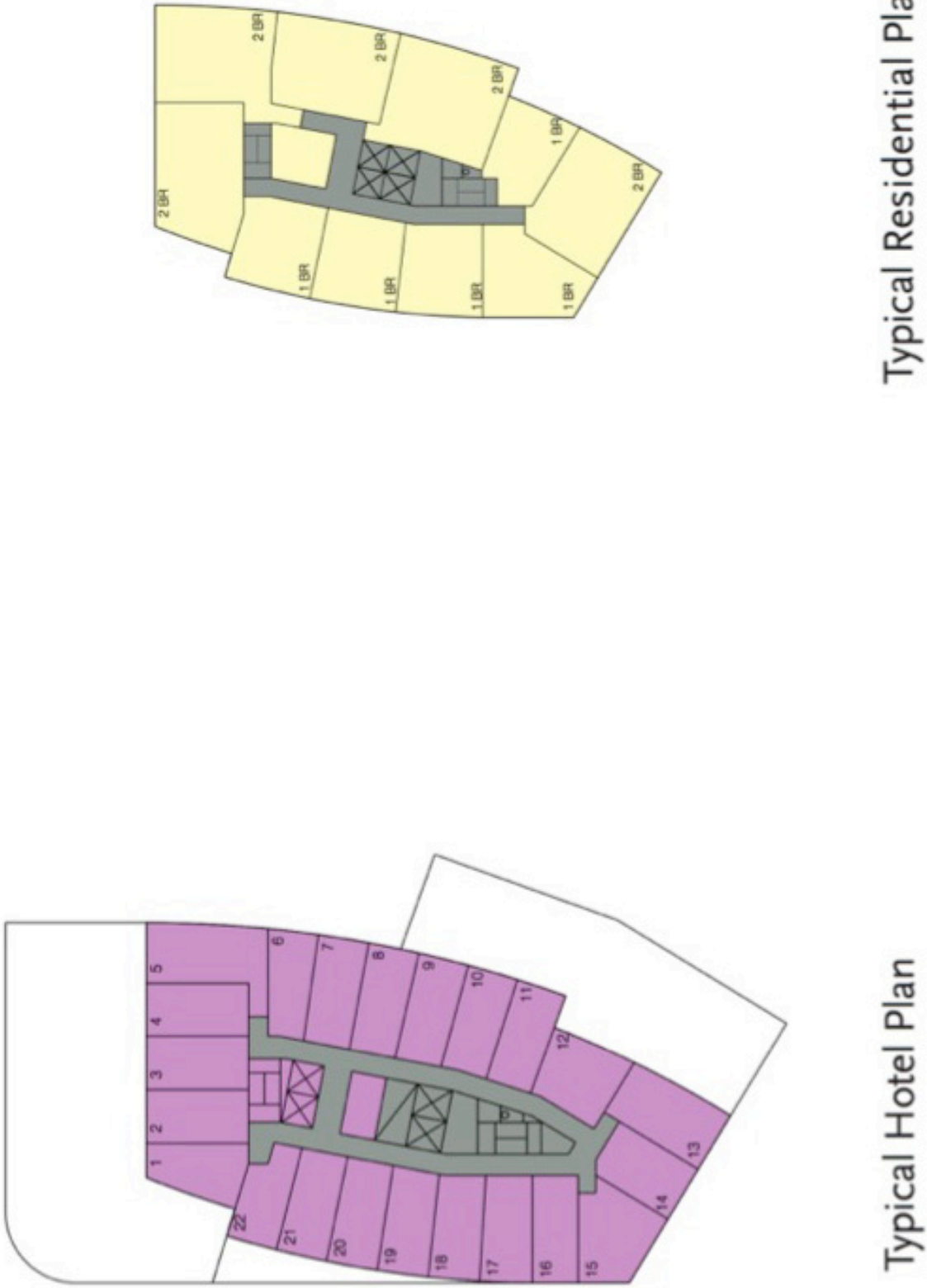
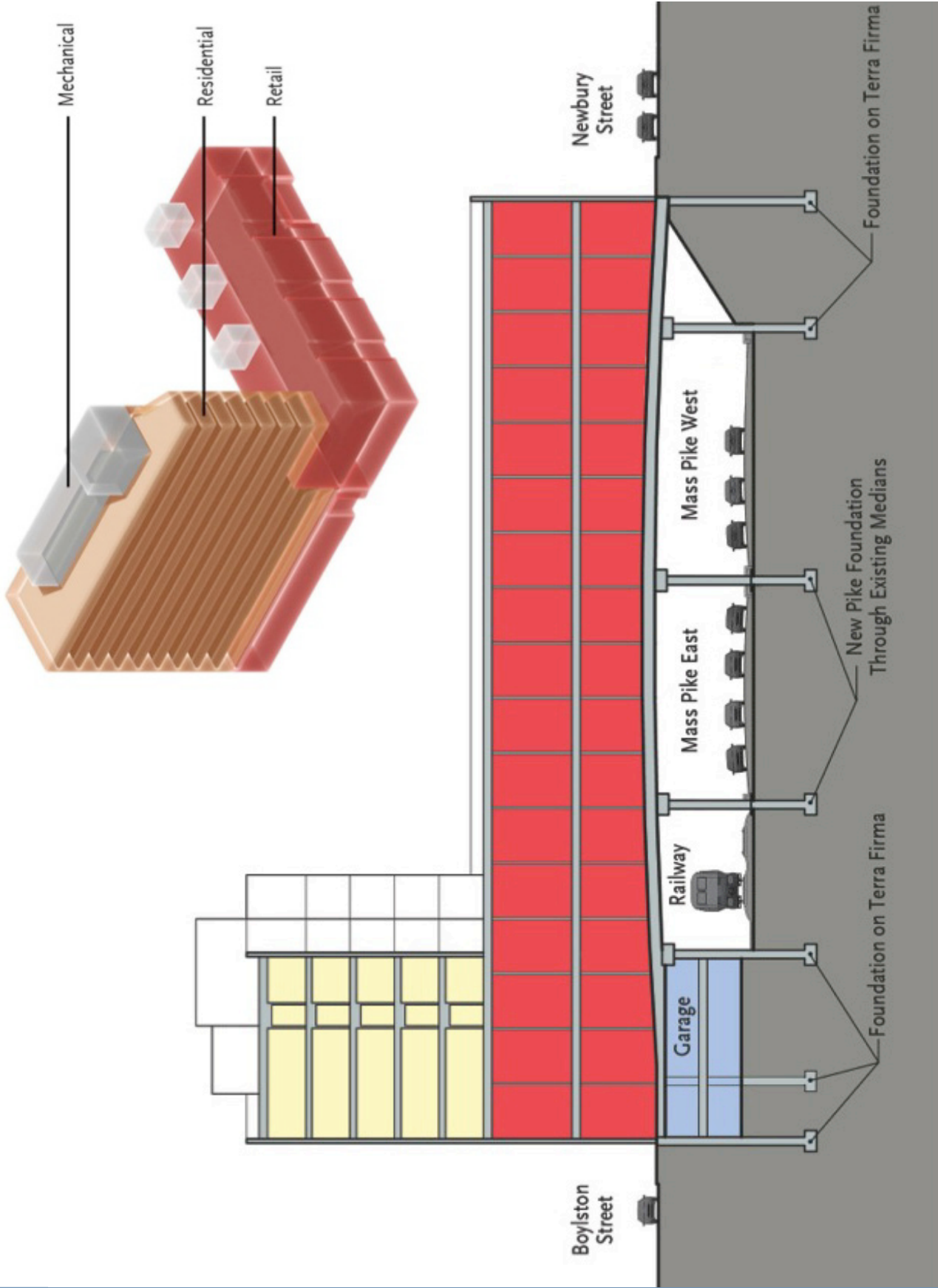


FIGURE 9a
Parcel 12



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FIGURE 9b
Parcel 12

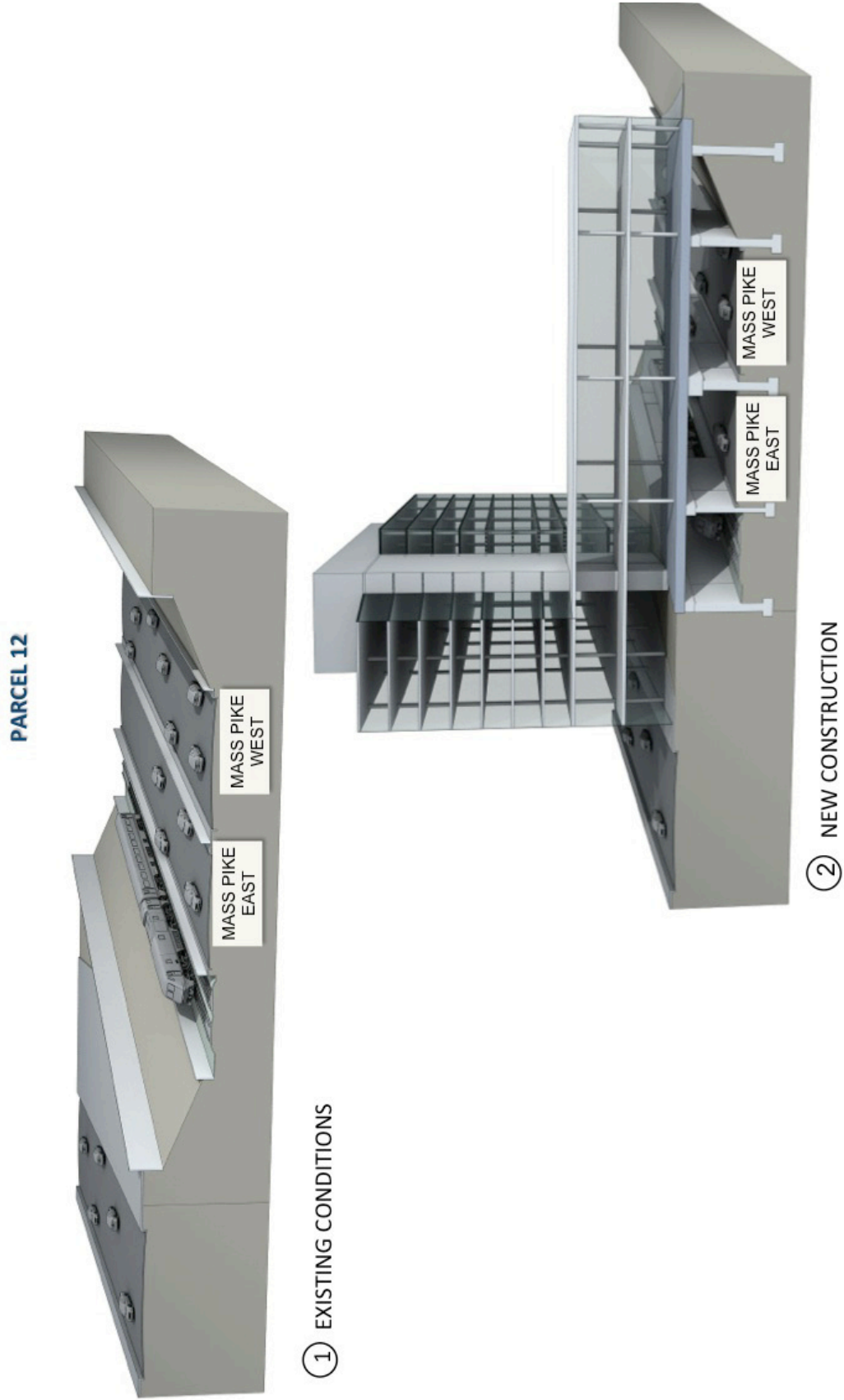
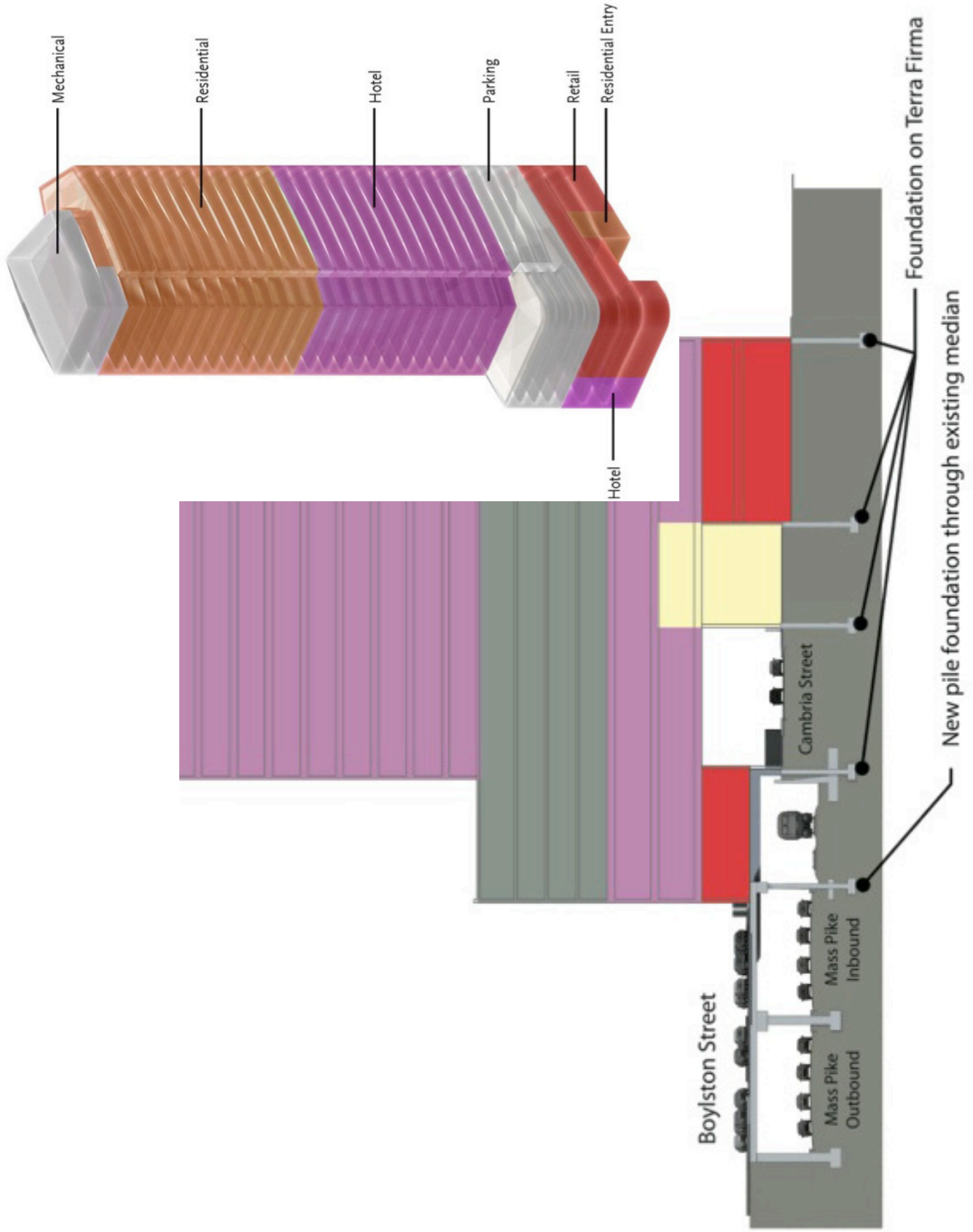


FIGURE 9c
Parcels 14-15



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FIGURE 9d
Parcels 14-15

PARCEL 14-15

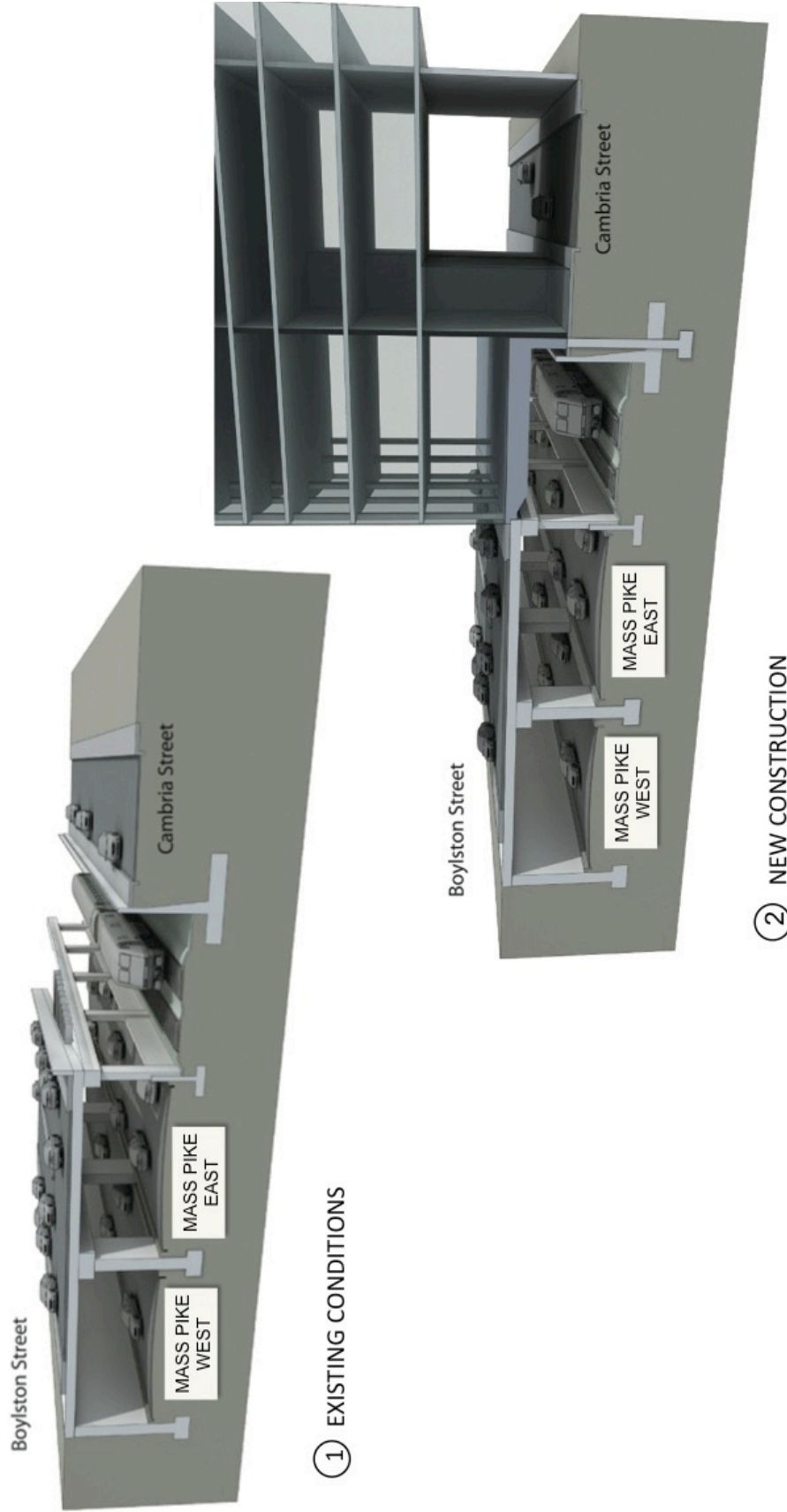


FIGURE 10c

PARCEL 14-15

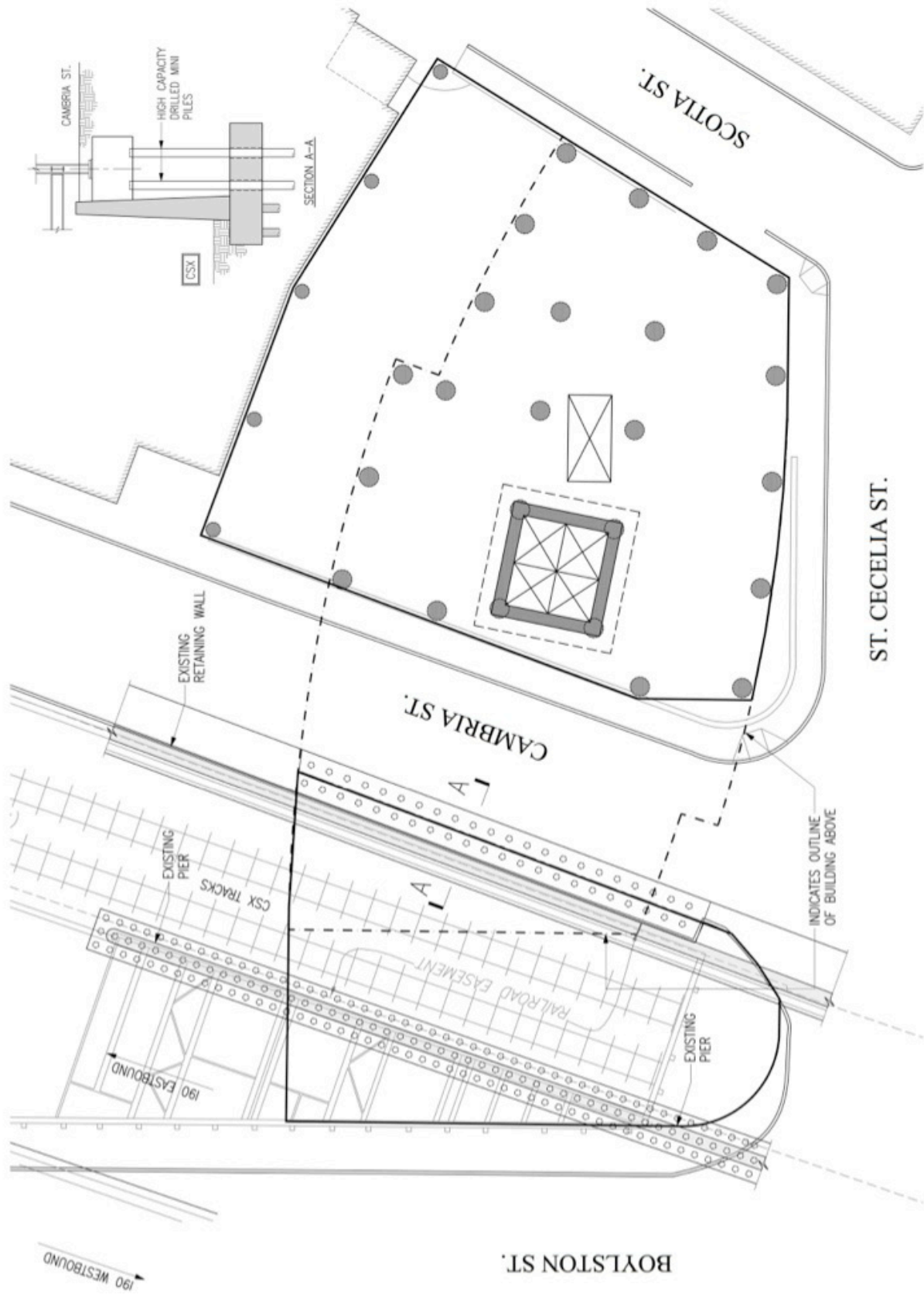
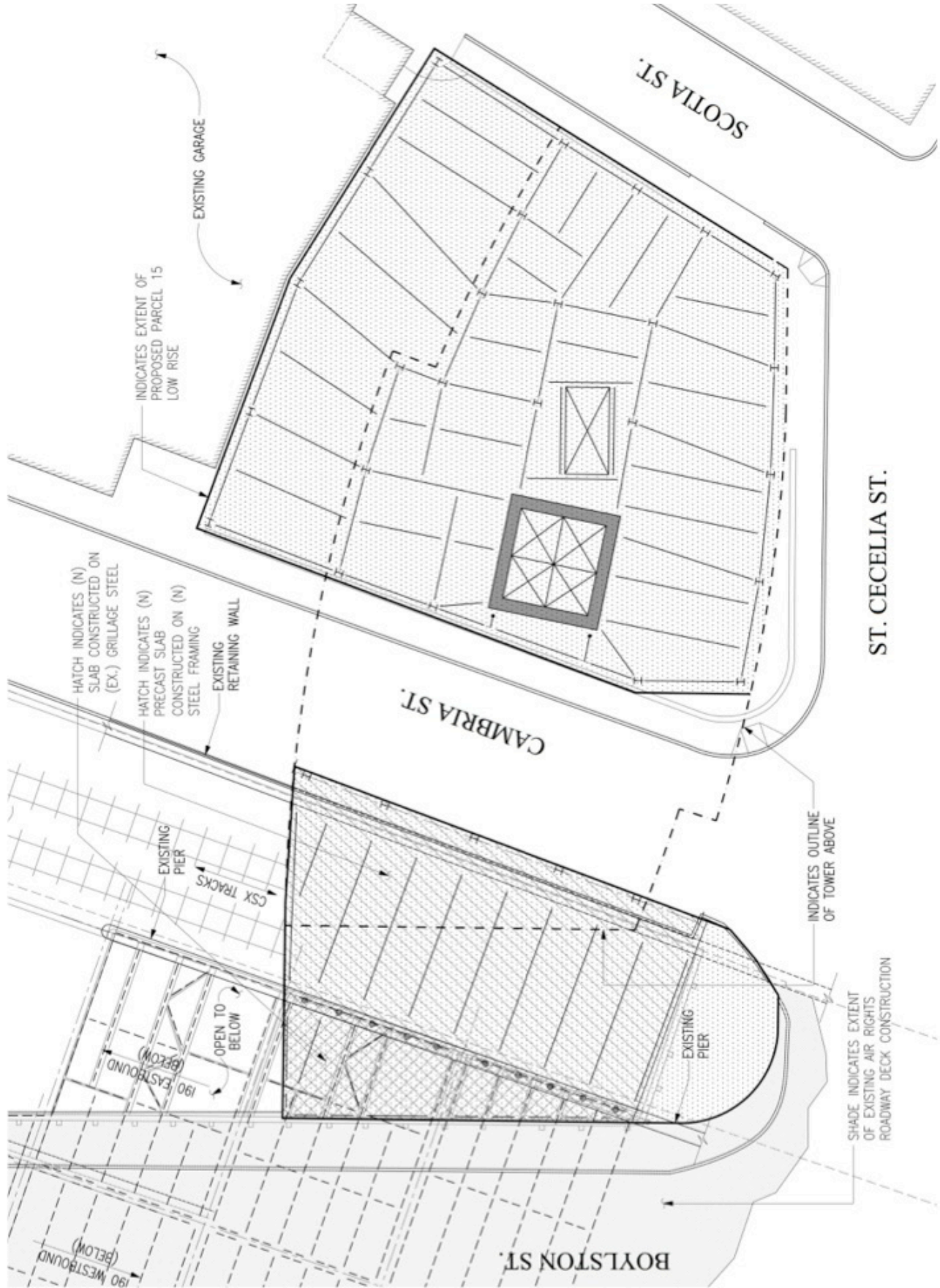


FIGURE 10d



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FIGURES 11a & b

Parcel 12 - Mass Ave./Newbury St. Intersection looking southwest



Parcel 12 - Mass Ave./Boylston St. Intersection looking northwest



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FIGURE 11c

Mass Ave./Boylston Street Intersection looking South East (Parcel 14-15)



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CONCEPTUAL SCHEDULE P12 & P14-15 DEVELOPMENTS

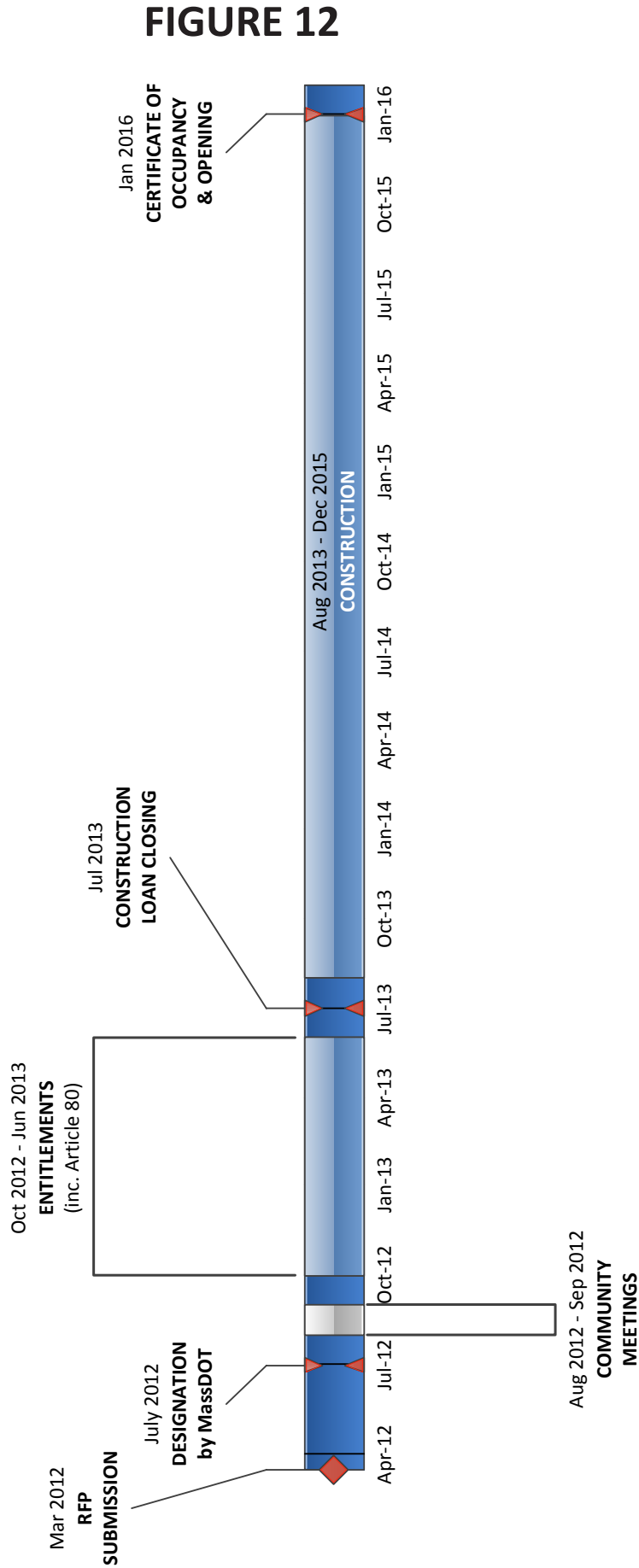


FIGURE 12