RELATED BEAL

April 29, 2015

BY HAND

Mr. Brian P. Golden, Director
Boston Redevelopment Authority
Boston City Hall, 9th Floor
One City Hall Plaza
Boston, Massachusetts 02201

Re: Parcels 1B and 1C – Bulfinch Triangle – Notice of Project Change

Dear Director Golden:

On behalf of Beverly Street Acquisition LLC (the "Proponent"), Related Beal, LLC is pleased to submit the enclosed Notice of Project Change for the Parcels 1B and 1C Project (the "Project") in accordance with the requirements of Section 80A-6 of the Boston Zoning Code (the "Code").[1] This filing is being provided pursuant to Section 80A-6 of the Code in an effort to update the Boston Redevelopment Authority ("BRA") and interested stakeholders as to the Project's status.

The most significant change to the Project as identified in this Notice of Project Change relates to Related Beal's decision to dedicate 100% of the 239 residential units as affordable and work force units – thereby eliminating all market rate units in the Project. The Project, therefore, will constitute the largest 100% affordable and work force residential projects to be constructed in downtown Boston in the past 25+ years. The 239 residential units will be restricted to and available for individuals and families with qualified incomes ranging from 30% AMI up to 165% AMI. Additionally, ten percent (10%) of the residential units will be 3-bedroom units providing much needed affordable family units in downtown Boston. The existing approved project contains no 3-bedroom units. As you may be aware Related Beal's parent company is one of the largest owners of affordable housing in the country having owned and developer over 45,000 affordable and workforce units. The conversion of the residential component of this Project to 100% affordable and workforce units is something Mayor Walsh, the BRA, the City of Boston Department of Neighborhood Development ("DND"), the

[1] The Project was originally referred to as "The Merano".

component of this Project to 100% affordable and workforce units is something Mayor Walsh, the BRA, the City of Boston Department of Neighborhood Development ("DND"), the Massachusetts Department of Housing and Community Development, and the private development community have long strived to increase the supply of affordable housing options in Boston. This Project represents a significant increase in the affordable and workforce residential units in downtown Boston and is consistent with Mayor Walsh's report entitled "Housing a Changing City – Boston 2030" issued in 2014. This Project represents an important step forward to creating a more affordable Boston for all to live, work and enjoy.

1.1 Introduction

The Project includes the development of surface and air rights above Parcels 1B and 1C (Figure 1-1 below). Parcel 1B is one of the development sites in the Bulfinch Triangle established by construction of the Central Artery/Tunnel (CA/T) project and changes to the Massachusetts Bay Transportation Authority's (MBTA) Green Line.

The Massachusetts Turnpike Authority, now subsumed within the Massachusetts Department of Transportation (MassDOT), designated the Proponent's predecessor as the developer of Parcel 1B, which makes up the majority of the Project site. The Project site also includes Parcel 1C, which was acquired by the Proponent in December 2014. MassDOT named the Proponent the designated developer of the Project in December 2014.

1.2 Project History

Proponent's predecessor, Boston Development Group, filed an Expanded Project Notification Form (PNF) on June 27, 2008 with the Boston Redevelopment Authority (BRA). On August 12, 2008, the BRA voted to authorize the Director to issue a Scoping Determination Waiving Further Review, which was issued on September 23, 2008. Boston Development Group filed a Notice of Project Change on October 4, 2011, which proposed certain changes to the Project, including, for example, reducing the number of hotels to one (down from two), and replacement of the proposed office component with a new residential component. On February 16, 2012, the BRA voted authorization to issue a Determination on the NPC and to enter into an Affordable Housing Agreement and Restriction to require thirty (30) onsite affordable units. In 2014, Boston Development Group filed a second Notice of Project Change with the BRA seeking further modifications to the affordable unit requirements applicable to the Project. On August 14, 2014, the BRA voted authorization to modify the affordable housing requirements by providing for fifteen (15) on-site affordable units and requiring a contribution of $3,400,000 to the City of Boston's Inclusionary Development Policy ("IDP") Fund.

1.3 Project

The Project will be a vibrant, mixed-use development comprising approximately 484,000 square feet (sf) of gross floor area, including approximately 248,000 sf of residential apartments (approximately 239 units), an approximately 220 key hotel of approximately 146,000 sf, and approximately 10,000 sf of restaurant/retail uses on the ground floor. The above-grade parking garage is anticipated to have a capacity of approximately 220 vehicles.

The most significant change to the Project is that 100% of the 239 residential apartments will now be affordable and work force units – thereby eliminating all market rate units in the Project. The Project, therefore, will constitute one of the largest 100% affordable and work force residential projects to be constructed in downtown Boston in the past 25 years. The 239 residential units will be restricted to and available for individuals and families with qualified incomes ranging from 30% AMI up to 165% AMI. Additionally, ten percent (10%) of the residential units will be 3-bedroom units providing much needed affordable family units in downtown Boston. The existing approved program contains no 3-bedroom units.

1.3.1 Project Changes

An updated Project program is included in Table 1-1 showing the changes to the Project since the submission of the PNF. These changes include:

- Modest increase in and height of the building by 6 feet, resulting in a total height of 158 feet 4.25 inches. There is no increase in the number of floors proposed;
- Minor changes in the building massing on the 13th and 14th floors of the building;
- an increase in the number of hotel keys from 219 to 220 keys;
- an increase in the number of residential apartments from 231 to 239 units;
- an increase in the number of parking spaces from a parking garage containing 173 spaces to a valet parking garage having a capacity of 220 parking spaces, with the opportunity to provide these spaces to owners and occupants of other properties proximate to the project.

Table 1-1 Project Program

Program Use	Approximate Dimensions	
	Current Project	Proposed Project
Residential	244,000 sf / 231 units	248,000 sf / 239 units
Hotel	143,000 sf / 219 rooms	146,000 sf / 220 rooms
Retail / Restaurant	9,000 sf	10,000 sf
Parking	88,000 sf / 173 spaces	80,000 sf / 220 spaces
Height	152 feet 4.25 inches	158 feet 4.25 inches
TOTAL	**484,000 sf**	**484,000 sf**

Figure 1-2 is the Site Plan, Figures 1-3 to 1-6 are elevations and Figures 1-7 and 1-8 are sections. Figure 1-9 is the massing model.

Figure 1-1 Aerial Locus Map

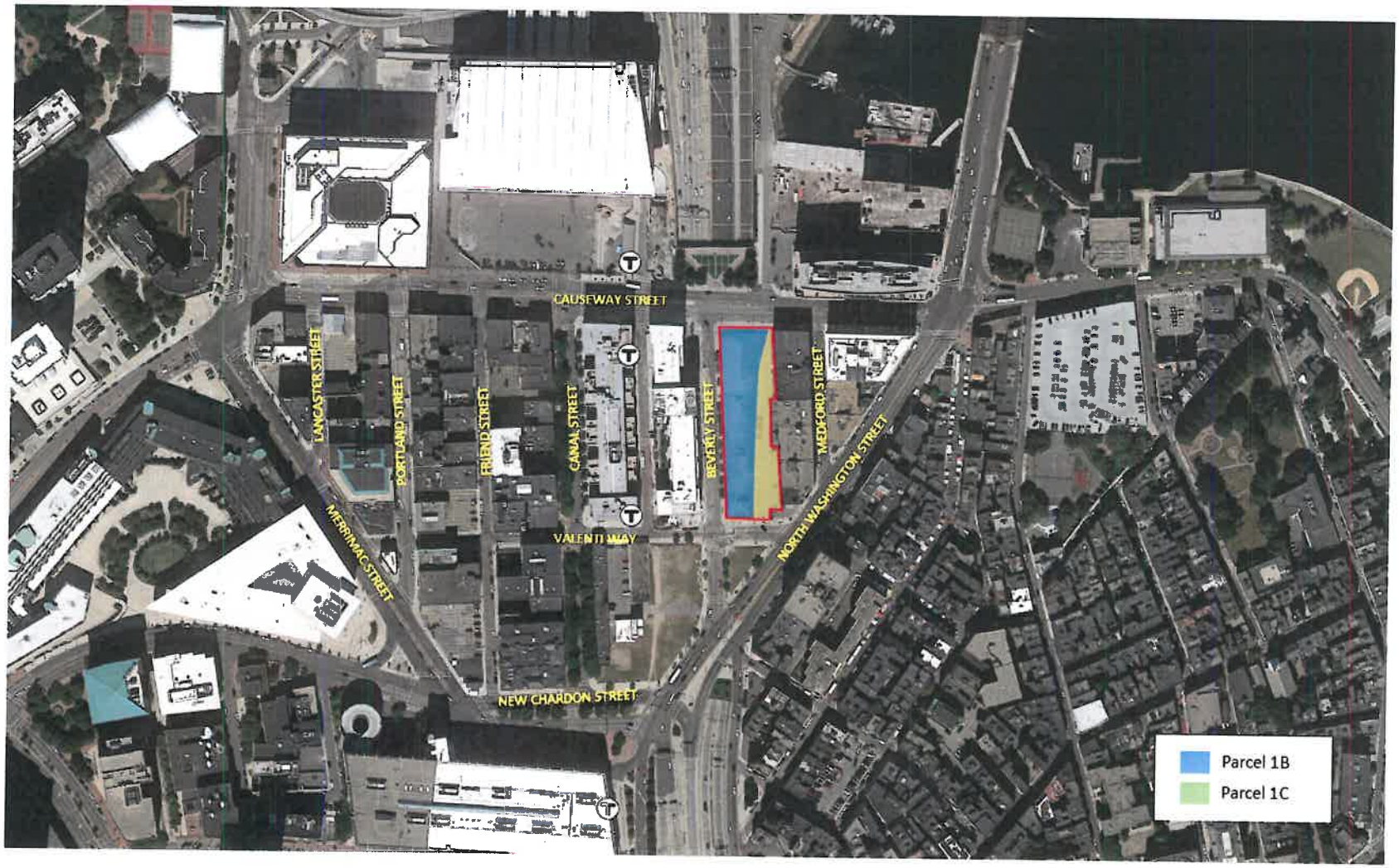

Figure 1-2 Site Plan

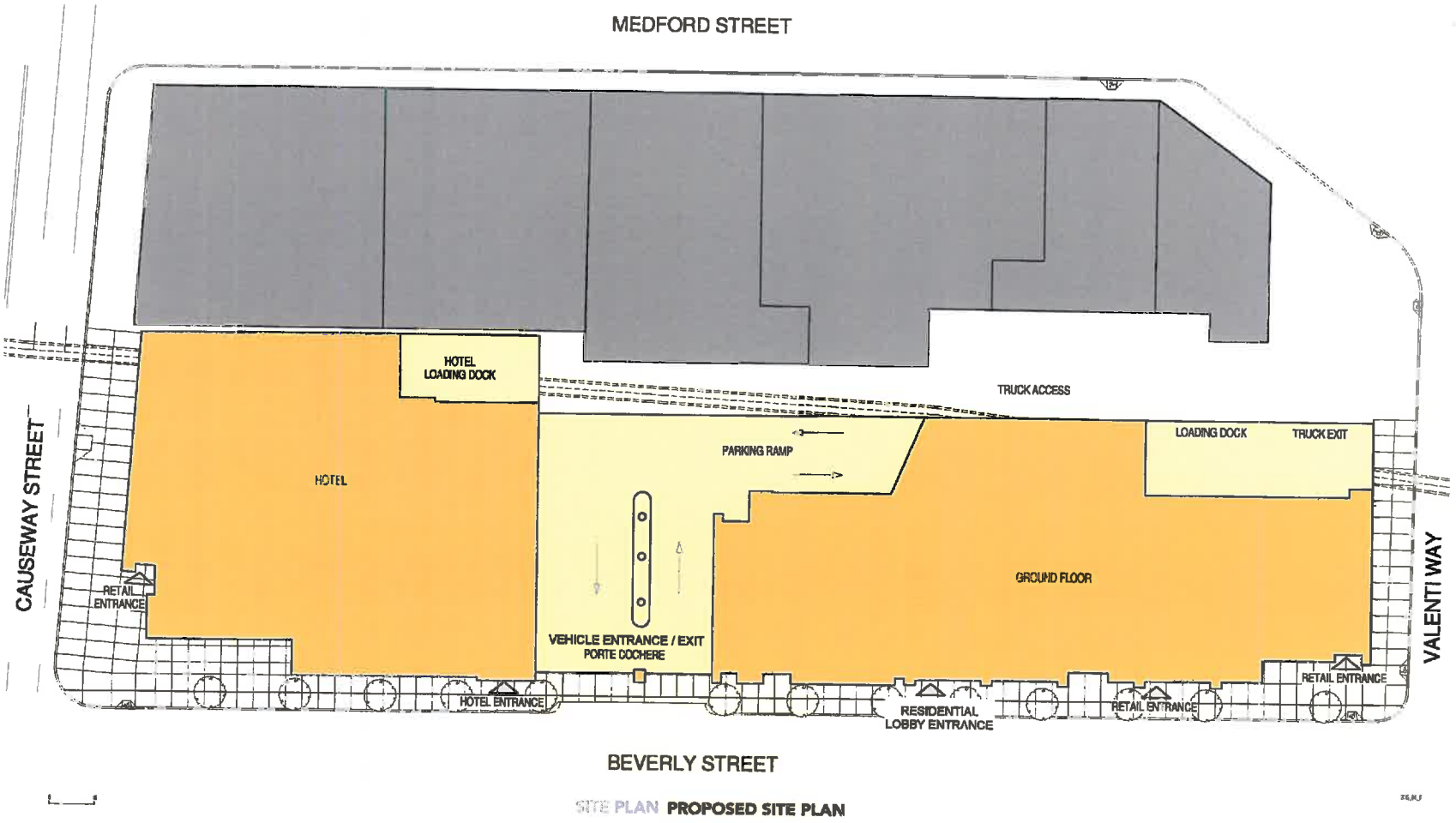

Figure 1-3 Elevation-Beverly Street

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Figure 1-4 Elevation-Causeway Street

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Figure 1-5 East Elevation

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RELATED BEAL

Figure 1-6 Elevation-Valenti Way

BUILDING ELEVATION **VALENTI WAY - PROPOSAL 15**

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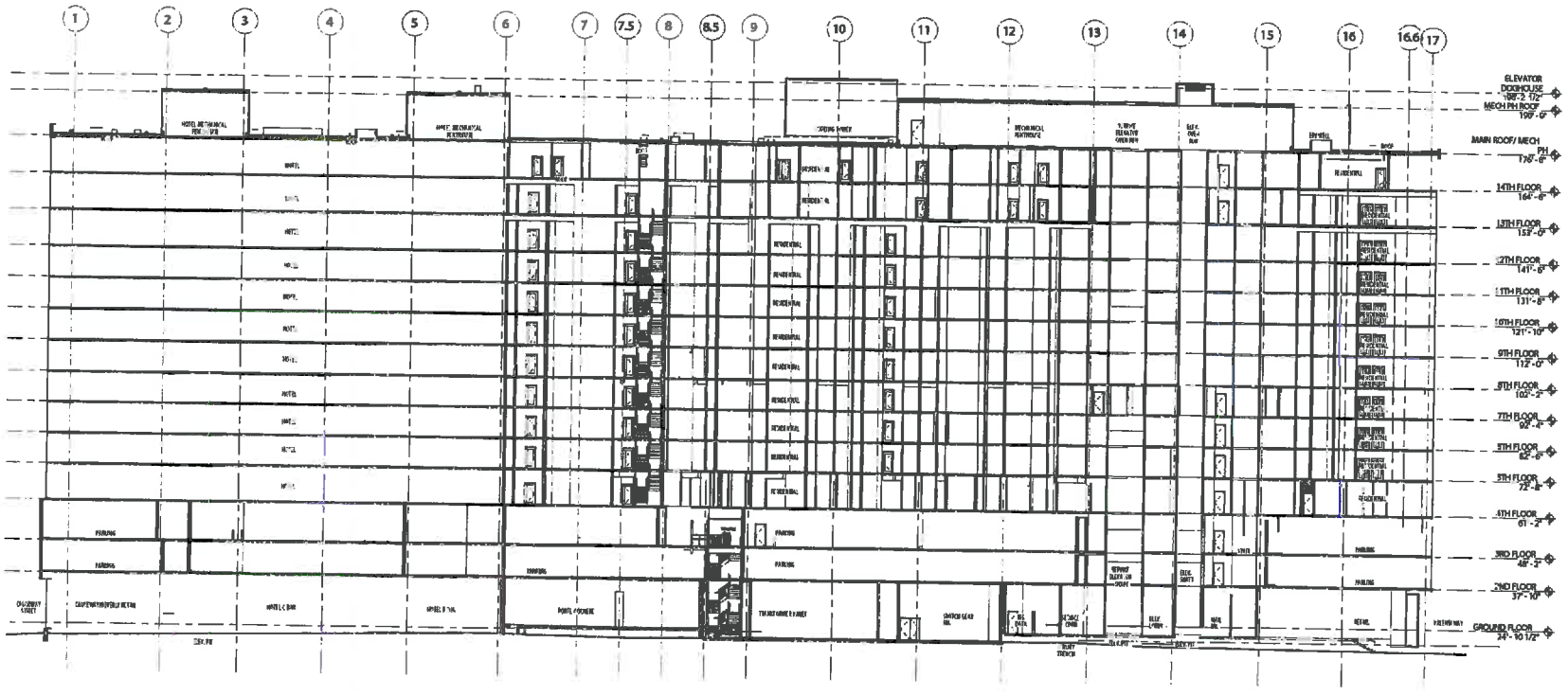
Figure 1-7 Longitudinal Section



BUILDING SECTION **LONGITUDINAL BUILDING SECTION**

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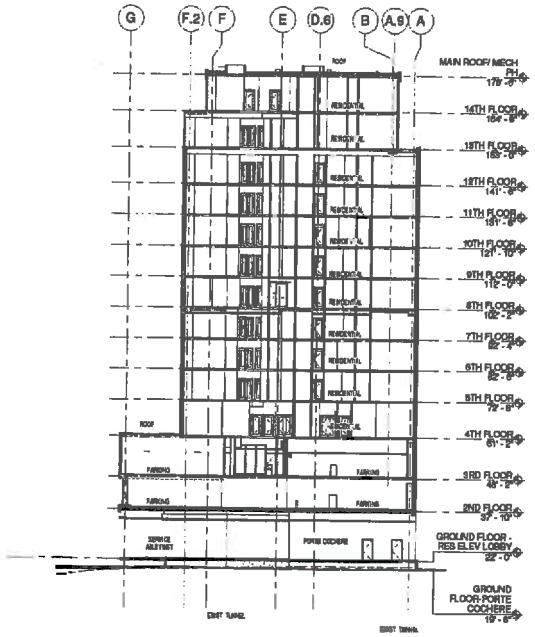
Figure 1-8 Transverse Section



BUILDING SECTION **TRANVERSE BUILDING SECTION**

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Figure 1-9 Massing Model

2.0 Transportation

Howard Stein Hudson (HSH), the Proponent's transportation consultant, has assessed the transportation impacts of the proposed Bulfinch Triangle Parcel 1B and Parcel 1C mixed-use development (formerly known as The Merano). The Project site is bounded by Medford Street to the northeast, Causeway Street to the northwest, Valenti Way to the southeast, and Beverly Street to the southwest.

As described under Project History earlier in this document, the site has undergone several iterations of proposed redevelopment. The latest proposed building program, designated as the 2015 Notice of Project Change (2015 NPC), includes 239 residential units, 220 hotel rooms, and 10,000 square feet of ground floor restaurant/retail space. The above-ground parking garage, with 220 spaces, will have valet-only operations (no self-parking).

Prior plans, including the 2011 NPC program and the 2013 Transportation Access Plan Agreement (2013 TAPA) program, included a similar number of residential units and hotel rooms, with varying amounts of retail/restaurant space. A comparison of the building programs is shown in Table 2-1.

Table 2-1 Building Program Comparison

Time Period	2011 NPC	2013 TAPA	2015 NPC
Residential (units)	230	231	239
Hotel (keys)	210	219	220
Retail/Restaurant (sf)	17,700	8,800	10,000
Parking spaces	184 *self-park*	173 *self-park*	220 *valet*

The following sections describe the Project's transportation related impacts with comparison to the previously assessed 2011 NPC proposal, focusing on trip generation, site access, and parking demand.

2.1 Trip Generation Comparison

Trip generation estimates for the 2015 NPC program were developed based on rates derived from the Institute of Transportation Engineer's (ITE) manual, Trip Generation (9th Edition, 2012), including those for land use code (LUC) 310 - Hotel, LUC 220 - Apartment, and LUC 931 - Quality Restaurant.

Previously, the trip generation estimates for the 2011 NPC were developed based on then-current ITE rates (Trip Generation, 8th edition, 2009). The trip estimates presented in this section from the 2011 NPC were not recalculated based on the later manual, but obtained from the 2011 NPC filing of October 4, 2011.

The ITE trip generation rates produce vehicle trip estimates, which are then converted to person trips using vehicle occupancy rates (VOR) based on the 2009 National Household Travel Survey data and other local data. Using travel mode share information for this Boston neighborhood provided by the Boston Transportation Department (BTD), the person trips are allocated to vehicle, transit, and walk/bicycle trips.

Vehicle Trips

The daily vehicle mode share for this neighborhood of Boston is 31% of the total trips, with peak hour shares between 17% (inbound trips) and 27% (outbound trips). The vehicle trips for the 2011 NPC and the 2015 NPC are compared in Table 2-2.

Table 2-2 Vehicle Trip Comparison

Time Period	Direction	2011 NPC	2015 NPC	Difference
Daily	In	592	572	-20
	Out	592	572	-20
	Total	**1,184**	**1,144**	**-40**
a.m. Peak Hour	In	33	31	-2
	Out	35	44	+9
	Total	**68**	**75**	**+7**
p.m. Peak Hour	In	48	47	-1
	Out	36	34	-2
	Total	**84**	**81**	**-3**

As shown in Table 2-2, the 2015 NPC would result in 7 more vehicle trips (2 fewer entering and 9 additional exiting) during the weekday a.m. peak hour and 3 fewer vehicle trips (1 fewer entering and 2 fewer exiting) during the weekday p.m. peak hour. Under the 2015 NPC, forecasted traffic conditions would be similar to the conditions which previously were determined to be acceptable in the 2011 NPC.

Transit Trips

The weekday daily transit mode share for this neighborhood is estimated to be 15%, with peak hour mode shares between 13% (in) and 16% (out). Table 2-3 shows a comparison of transit trip generation for the 2011 NPC and the 2015 NPC.

Table 2-3 Transit Trip Comparison

Time Period	Direction	2011 NPC	2015 NPC	Difference
Daily	In	535	439	-96
	Out	535	439	-96
	Total	**1,070**	**878**	**-192**
a.m. Peak Hour	In	35	31	-4
	Out	31	30	-1
	Total	**66**	**61**	**-5**
p.m. Peak Hour	In	44	39	-5
	Out	39	33	-6
	Total	**83**	**72**	**-11**

As shown in Table 2-3, the 2015 NPC will generate 5 fewer transit trips (4 fewer entering and 1 fewer exiting) during the a.m. peak hour. During the p.m. peak hour, the 2015 NPC will generate 11 fewer transit trips (5 fewer entering and 6 fewer exiting).

Walk/Bicycle Trips

The daily walk/bicycle mode share for this neighborhood is estimated to be 54%, with peak hour mode shares between 57% (in) and 70% (out). Table 2-4 shows the walk/bicycle trip generation for the previous and current building programs.

Table 2-4 Walk/Bicycle Trip Comparison

Time Period	Direction	2011 NPC	2015 NPC	Difference
Daily	In	2,027	1,579	-448
	Out	2,027	1,579	-448
	Total	**4,054**	**3,158**	**-896**
a.m. Peak Hour	In	129	112	-17
	Out	155	140	-15
	Total	**284**	**252**	**-32**
p.m. Peak Hour	In	214	190	-24
	Out	147	126	-21
	Total	**361**	**316**	**-45**

As shown in Table 2-4, walk trips are expected to decrease by 32 pedestrians (17 fewer entering and 15 fewer exiting) during the a.m. peak hour and 45 pedestrian trips (24 fewer entering and 21 fewer exiting) during the p.m. peak hour.

2.2 Site Access

The site plan is shown in Figure 1-3. Vehicles parking on site will use the driveway on Beverly Street to access the porte-cochere. In the porte-cochere, passengers will exit the vehicle and valets will drive the vehicle via an internal ramp to the above-ground garage. Access to the hotel and residential lobbies are located adjacent to the porte-cochere.

Most pedestrian access to the Project site will be provided along Beverly Street. The residential lobby will be located near Valenti Way and the hotel lobby will be located near Causeway Street. The restaurant and retail spaces will have doorways located on Causeway Street and on Beverly Street.

New sidewalks will be installed adjacent to the Project site, consistent with the parameters of the Bulfinch Triangle Design and Development Guidelines.

2.3 Loading and Service

The Project includes two internal loading docks and service areas as shown in Figure 1-3. The northern loading and service area will serve the hotel and restaurant, while the southern loading and service area will serve the residential and retail space. All trash and recycling activity will occur at the internal loading and service areas.

Primary vehicular access to the internal loading and service areas will be via Beverly Street, through the porte-cochere passage onto the service drive oriented north-south. The loading docks are designed to facilitate direct reversal off the drive into the loading areas with egress onto Valenti Way. Additional access to the north loading area can be via a back-in maneuver from Valenti Way.

An on-site loading dock manager will manage all service and loading operations. Whenever possible, loading and service activities will be scheduled to occur during off-peak hours. All loading and service areas will post permanent "no idling" signs.

2.4 Transportation Demand Management

The Proponent is committed to implementing Transportation Demand Management (TDM) measures to minimize automobile usage and Project related traffic impacts. TDM will be facilitated by the nature of the Project (which does not generate significant peak hour trips) and its proximity to public transit options.

On-site management will maintain a supply of transit information (schedules, maps, and fare information) to be made available to Project residents and patrons. The Proponent will work with the City to develop a TDM program appropriate to the Project and consistent with its level of impact.

The Proponent is prepared to take advantage of convenient transit access in marketing the site to future residents by working to implement the following TDM measures:

- Orientation Packets: The Proponent will provide orientation packets to new residents and tenants containing information on available transportation choices, including transit routes/schedules and nearby vehicle sharing and bicycle sharing locations. On-site management will work with residents and tenants to schedule move in/move-out activity.

- Provide an annual (or more frequent) newsletter or bulletin summarizing transit, ride-sharing, bicycling, alternative work schedules, and other travel options.
- Transportation Coordinator: The Proponent will designate a transportation coordinator to oversee transportation issues, including parking, service and loading, and deliveries, and will work with residents as they move in to promote awareness of public transportation, bicycling, and walking opportunities.
- Provide information on travel alternatives for employees and visitors via the internet and information in the building lobby.
- Electric Vehicle Charging: The Proponent will explore the feasibility of providing electric vehicle charging stations within the garage.
- Vehicle Sharing Program: The Proponent will explore the feasibility of providing spaces in the garage for a car sharing service.
- Bicycle Accommodation: Secure bicycle storage will be made available to tenants and visitors to encourage bicycling as an alternative mode of transportation. Bicycle racks will be placed near public entrances to the building, particularly near retail spaces, for visitors.
- A Hubway station, located just west of the Project site on Causeway Street will provide residents, employees, and visitors with convenient access to bicycles.

2.5 Parking Demand Comparison

The 2015 NPC plan includes 220 spaces in an above-ground parking garage, which will be operated as a valet-only facility. By comparison, the previous 2011 NPC program included 173 self-park spaces.

While the Project's garage will serve on-site hotel, restaurant/retail guests and residents, it will also have designated parking for residents of the nearby Lovejoy Wharf residential project (131 Beverly Street), which has no available on-site parking.

BTD has set parking space goals and guidelines throughout the City to establish the parking supply to be provided with new developments. Although the BTD maximum guideline ratios for downtown hotels is 0.40 spaces per key, the current trend shows

actual parking demand closer to about 0.25 spaces/room at full occupancy. Therefore, the Project will provide up to about 55 spaces for hotel guest use as needed by hotel occupancy levels.

The maximum recommended BTD parking demand ratio for residential developments in this neighborhood is 0.5 to 1.0 spaces per unit. HSH has conducted parking supply and demand surveys and observations at existing residential buildings throughout downtown Boston indicating that demand is often less than 0.5 spaces per unit. This includes a combined parking demand ratio of 0.46 spaces per unit at the newer West End buildings of Asteria and Vesta. This declining parking demand trend, combined with the Project site's proximity to transit and other downtown destinations, supports the 2015 NPC plan to supply a limited number of parking spaces for on-site residential use and share the parking resource with the nearby Lovejoy Wharf residential project which does not have on-site parking. The Project will provide 165 parking spaces for a combined residential unit count of 401 units (239 units at Bulfinch Parcel 1B/1C and 162 units at Lovejoy Wharf) for a parking ratio of approximately 0.41 per unit.

In total, the Project's 220 parking spaces will support on-site hotel and residential uses, while also serving the parking needs of nearby Lovejoy Wharf residents.

2.6 Transportation Summary

It is HSH's professional opinion that the 2015 NPC building program presents no significant differences in terms of transportation impacts from the previously approved 2011 NPC building program. As such, a detailed transportation assessment is not warranted. The transportation mitigation and transportation demand management measures previously agreed to for the prior approved Project, are, therefore, also sufficient and adequate to mitigate any adverse impacts associated with the 2015 NPC program.

3.0 Infrastructure Impact Assessment

This section addresses the 2015 NPC Project's impact on the capacity and adequacy of existing water, sewage, stormwater, energy, and electrical communications utility systems. Based on the evaluation of the 2015 NPC, the capacity of the water and sewer system is adequate to serve the anticipated sewage and water flows. Electric, gas, and telephone and cable service

are also available to the Project Site and will be coordinated with the appropriate utility as the design is further advanced.

3.1 Sewage System

The 2015 NPC Project represents a marginal increase in the number of residential units, hotel keys, and retail/restaurant space. For the purposes of this analysis the HSH has conservatively assumed that the retail/restaurant space will be occupied completely by restaurant uses. The result is approximately a 3% increase in the estimated sanitary sewer flows (see Table 5 below). The 2015 NPC will have an estimated daily sewage flow of 74,920 gallons per day (gpd). This calculation was based on 310 CMR 15.203 (Title V), which provides design flow parameters for various building uses. Sanitary sewage discharge will connect to the existing 48-inch combined sewer near the intersection of Valenti Way and North Washington Street. The Proponent will coordinate with the Boston Water and Sewer Commission (BWSC) on the design and capacity for proposed connection to the sewer system.

Since the projected flow rate of wastewater generated is greater than 15,000 gallons per day, the Project is subject to the MassDEP requirement to offset the new flows associated with the project by removing infiltration/inflow (I/I) on a 4:1 basis of 4 gallons removed for every gallon generated. The Proponent will comply with the requirement and suitably mitigate any waste water impacts.

The 2015 NPC project also does not propose any industrial uses. Parking garage floor drains will be routed through an oil and sand trap in accordance with the BWSC's Requirements for Site Plans, prior to discharge to the BWSC sanitary sewer system. Grease traps to treat kitchen wastewater flows, in compliance with BWSC and state regulations, will be installed and maintained.

Table 1. Comparison of Sewage Flow

Building Use	2011 NPC	Current 2015 NPC	Net Impact
Residential Bedrooms	30,910	36,520	+5,610
Hotel Keys	23,100	24,200	+1,100
Retail	235	0	-235
Restaurant	18,375	14,200	-4,175

TOTAL	**72,620 gpd**	**74,920 gpd**	**+2,300 gpd**

3.2 Water Supply System

The water demand for the 2015 NPC Project is estimated to be 82,412± gpd compared to the 79,882± gpd for the 2011 NPC Project. This is approximately a 3% increase in the estimated water demand. The 2015 NPC Project's water demand for domestic service is based on the 2015 NPC Project's estimated sewage generation. A conservative factor of 1.1 is applied to the average daily wastewater flows to estimate an average daily water demand to account for system losses, irrigation and consumption.

Similar to the 2011 NPC Project, the 2015 NPC Project's new domestic water will connect to the BWSC southern low service system in Valenti Way and fire protection services will connect to the BWSC southern high service system also in Valenti Way. Both existing water mains in Valenti Way are 16-inches in diameter and were installed in 2003.

3.3 Stormwater

In January 2013 (after the submittal of the 2011 NPC), BWSC revised its Site Plan requirements and now the first one inch of rainfall, times the impervious area on site, must be infiltrated prior to discharge to a storm drain or combined sewer. It is anticipated that infiltration will not be feasible with the 2015 NPC Project, since most of the Project will be developed over the existing Interstate 93 (I-93) Highway tunnel structure.

The stormwater impacts are anticipated to be similar to the previously approved project. The Project team will further investigate the feasibility of implementing infiltration. The stormwater management system will treat stormwater runoff from the site before being discharged to the existing BWSC drainage systems in the adjacent public streets - Beverly Street and Valenti Way and to the 54-inch diameter storm water drainage pipe located within an on-site easement. The project site consists of grass cover with the tunnel structure below, and it is anticipated that runoff from the proposed site will increase. If feasible, measures will be taken to mitigate the peak flows coming from the site before discharging to the BWSC storm drains. The drainage

system will be designed in accordance with the MassDEP Stormwater Management Standards to the maximum extent practicable.

The contractor will be responsible for erosion and sediment controls, which will be established before the start of construction. The controls are expected to include street sweeping and the use of catch basin filters. The contractor will also control wind and dust. Dust control may include providing stabilized ground cover and sprinkling water on exposed soils. Good housekeeping practices will also be followed including collecting waste materials in covered receptacles, proper use and disposal of materials, and employing spill prevention practices.

3.4 Coordination with BWSC

All improvements and connections to BWSC infrastructure will be reviewed by the BWSC as part of its Site Plan Review Process. This process includes a comprehensive design review of the proposed service connections, assessment of system demands and capacity, and establishment of water and sewer service accounts.

3.5 Anticipated Energy Requirements

3.5.1 Electrical Requirements

Eversource (formerly NSTAR) provides electric service in the City of Boston. As noted for the Prior Project, there is service in the Project area at Valenti Way and North Washington Street. It is anticipated that electric service can be provided by Eversource. Electric power supply design, and any upgrades that may be required, will be further coordinated with Eversource as the design progresses.

3.5.2 Natural Gas Requirements

National Grid provides natural gas service in the Project area. According to National Grid's GIS information, there is an existing 6-inch main in North Washington Street.

It is anticipated that there is an adequate supply of natural gas in the area. To the extent possible, energy-saving measures will be incorporated into the building design and construction. Any upgrades will be coordinated with National Grid.

3.5.4 Telephone Systems

Verizon provides telephone service in the Project area. There is existing underground telephone service in Valenti Way. It is anticipated that telephone service can be provided by Verizon. Any upgrades will be coordinated with Verizon.

3.5.5 Cable Systems

Comcast provides cable service in the Project area. There is existing underground cable service in Valenti Way. It is anticipated that Comcast can provide service to the Project site via underground facilities. Any upgrades required to the service will be coordinated with the service provider.

3.5.6 Protection of Utilities

The contractor will notify utility companies and call "Dig Safe" prior to excavation. During construction, infrastructure will be protected using sheeting and shoring, temporary relocations, and construction staging as required. The construction contractor will be required to coordinate all protection measures, temporary supports, and temporary shutdowns of all utilities with the appropriate utility owners and/or agencies. The construction contractor will also be required to provide adequate notification to the utility owner prior to any work commencing on their utility. Also, in the event a utility cannot be maintained in service during switch over to a temporary or permanent system, the construction contractor will be required to coordinate the shutdown with the utility owners and Project abutters to minimize impacts and inconveniences.

3.6 Infrastructure Summary Conclusions

Based on HSH's professional opinion the current 2015 NPC building program of 239 residential units, 220 hotel rooms, 10,000 square feet of ground floor commercial space, and 220 on-site garage parking spaces is not materially different in terms of infrastructure impacts than the previously approved 2011 NPC building program. As such, a detailed infrastructure assessment is not warranted. The infrastructure sustainability efforts, previously agreed to for the prior approved Project at this site, are also therefore sufficient and adequate to mitigate any adverse impacts associated with the current 2015 development program at Bulfinch Parcels 1B and 1C.

4.0 Historic Resources

Consistent with the previous Project design, the redevelopment of the site is subject to review under Section 106 of the National Historic Preservation Act (Section 106) and State Register Review. In compliance with the CA/T Memorandum of Agreement (MOA) developed for that project, Joint Development Guidelines (JDG) drafted by the Massachusetts Turnpike Authority (now MassDOT), MHC, and BLC must be applied to the Project to determine if the Project is consistent with those guidelines and if the Project will have an adverse effect of nearby historic resources.

The massing of the building on the 13th and 14th floors has been revised slightly to increase the efficiency of the residential portions of the building. Although the height of the building is increasing by six (6) feet, no new floors are proposed. The proposed Project height exceeds the recommended height stated within the Joint Development Guidelines for Parcel 1B. As with the previous design, some additional height in the current Project is required to provide sufficient ground floor retail/restaurant, which is desired by the community, and hotel and residential units and the associated parking and access to support both uses.

As with the previous design, the current Project is unable to set new construction back from the street wall above 65 feet on Causeway Street, as recommended in the Joint Development Guidelines, as the Project cannot accommodate the necessary square footage to support the hotel and residential uses, and still provide sufficient set back along the rear elevations of the historic buildings along Medford Street. The architectural expression of the new construction immediately adjacent to the historic building at 239-245 Causeway Street includes a ground floor of storefronts articulated in modern materials but within the scale and division of bays similar to the adjacent historic building. Other design elements have also been included as part of the Project in order to reflect the historic context. Immediately above the ground floor, the second and third levels of the new construction will be articulated in a greater solid to void ratio than the remainder of the building. Above the second and third level a component of the façade will rise approximately to the height of the cornice of the adjacent historic building at which point there is a transition of color and a setback to continue the expression of the historic street wall massing. The remainder of the elevation will be articulated in a modern expression of window bay spacing reminiscent of industrial buildings on the opposite side of Causeway Street.

Similarly, the Valenti Way elevation contains ground floor storefronts and a vertical, glazed articulation of the remainder of the elevation with regularly spaced window bays that relate to those in the nearby 90 North Washington Street building. To articulate the Beverly Street elevation, the revised design, consistent with the original design, scales down the building into architectural components creating a varied streetscape. As a result of the change in the Project design, visual impacts and associated shadow impacts to the Causeway/North Washington Street Area and the Bulfinch Triangle District are consistent with the previously approved project.

The Proponent had submitted a MHC Project Notification Form to the MHC and BLC for the original project, and had entered into consultation with those agencies in compliance with Section 106 of the National Historic Preservation Act and State Register Review following the MHC's determination that the project would have an "adverse effect" on the Causeway/North Washington Street Area and the Bulfinch Triangle Historic District. Additional information was submitted to the MHC and BLC, in addition to other consulting parties in the Section 106 process. Following its review, the MHC, by letter dated November 18, 2008, recommended that a Memorandum of Agreement ("MOA") be developed specifically for the Project as no prudent and feasible alternatives exist to avoid or minimize the adverse effect. A Memorandum of Agreement was entered into in August 2013 (the "2013 MOA") which sets forth the review required for the Project. Documentation will be submitted to the BLC, MHC, FHWA, MassDOT and MBTA, parties involved with the Section 106 and State Register reviews as required by the 2013 MOA.

5.1 Schedule

Construction is expected to commence by December 2015 with an anticipated 26-month construction period.

We appreciate your review of the enclosed. Please do not hesitate to contact me at 617-399-9511 or pspellios@relatedbeal.com should you have any questions or require anything additional with respect to the enclosed.

Very truly yours,

RELATED BEAL, LLC

Kimberly Sherman Stamler
Chief Operating Officer

Peter A. Spellios
Executive Vice President