

Cambridge Redevelopment Authority
Initial Board Packet of Supporting Materials
Meeting of November 20th, 2013

i. Agenda

1. Draft minutes from the regular meeting of October 16, 2013
2. Draft minute from Executive Session of October 16, 2013
 - Letter of Intent to Boston Properties regarding Ames Street Housing Project
3. Monthly Report to the Board of the Executive Redevelopment Officer

5. Strategic Planning Vision Update

6. Budget Report

9. Microsoft Signage Submission and MBTA Proposed Lollipop Location
10. Report: Design Review Committee Report regarding Google Signage Proposal
11. Bid Submission for Purchase of a Portion of the Ames Street Right-of-Way

(Document numbering altered to reflect agenda item numbers)

Cambridge Redevelopment Authority

One Cambridge Center/Fourth Floor
Cambridge, Massachusetts 02142
617 492-6801
617 492-6804 (FAX)



NOTICE OF MEETING

Pursuant to the Massachusetts Open Meeting Law, M.G.L. c. 30A, §§ 18-25, notice is hereby given of a meeting of the Cambridge Redevelopment Authority to take place as follows:

-- Please note alternative meeting location --

Wednesday November 20, 2013 at 5:30 pm
MIT Stratton Student Center - Twelve Chimneys Room
84 Massachusetts Avenue
Cambridge, Massachusetts

PROPOSED AGENDA

November 20, 2013 Meeting

The following is a proposed agenda containing the items the Chair of the Authority reasonably anticipates will be discussed at the meeting.

Call

Public Comment

Minutes

1. Motion: To approve the minutes of most recent regularly scheduled meeting of the Authority on October 16, 2013 *
2. Motion: To approve the minutes of the most recent Executive Session of the Authority on October 16, 2013 and ratify the Letter of Intent with Boston Properties*

Communications

Reports, Motions and Discussion Items:

3. Report: Monthly Report to the Board of the Executive Redevelopment Officer (Mr. Evans) *
4. Motion: Authorizing the extension of the Office Space License Agreement with the Kendall Square Association through March 2014 (Mr. Evans)
5. Discussion: Update on the Strategic Planning Process (Ms. Madden) *
6. Report: On Budget Organization and Financial Reporting (Mr. Evans) *
 - a) Trial balances as of 10/31/13 and 10/31/13; Cash Flow 2013, and CD Schedule
 - b) Proposed budget format for 2014 *

7. Motion: Authorizing the Executive Redevelopment Officer to enter into a Financial Services Consulting Contract for an amount not to exceed \$20,000 (Mr. Evans)
8. Report: Personnel Committee revisions to CRA Personnel Policy (Ms. Drury) *
 - a) Motion: To approve the Revised CRA Personnel Policy
9. Motion: To grant approval for the installation of the proposed replacement blade sign for Microsoft Blade Sign on Main St. at One Cambridge Center (Boston Properties) *
10. Report: Design Review Committee review of Google Signage Proposal. (Ms. Born) *
11. Update: Ames Street Housing Project (Boston Properties and Mr. Evans)
 - a) Update on Land Disposition Process
 - b) Discussion of revisions to the MXD Fast Food establishment cap
 - c) Motion: To authorize the Executive Director to Execute a Letter of Support to City Council regarding the Boston Properties Zoning Petition

Other Business

At 8:00 PM, the Board will convene in executive session for the purpose of a litigation strategy discussion with Special Counsel in connection with items referred from auditor's report.

If the Board has concluded all of the business set forth on the regular agenda by the starting time of the executive session, the Board will not reconvene in open session thereafter.

Adjournment

(*) Supporting materials can be found at:
<http://cambridgema.gov/cdd/zoninganddevelopment/cra> &
<http://www.cambridgeredevelopment.org>

Next Meetings:

- o December 18, 2013 at the Cambridge Police Station 1st Floor Community Room
- o January 15, 2014 at the Cambridge Police Station 1st Floor Community Room

The Cambridge Redevelopment Authority is a "local public body" for the purpose of the Open Meeting Law pursuant to M. G. L. c. 30A, § 18.

M. G. L. c. 30A, § 20, provides, in relevant part:

(b) Except in an emergency, in addition to any notice otherwise required by law, a public body shall post notice of every meeting at least 48 hours prior to such meeting, excluding Saturdays, Sundays and legal holidays. In an emergency, a public body shall post notice as soon as reasonably possible prior to such meeting. Notice shall be printed in a legible, easily understandable format and shall contain the date, time and place of such meeting and a listing of topics that the chair reasonably anticipates will be discussed at the meeting.

(c) For meetings of a local public body, notice shall be filed with the municipal clerk and posted in a manner conspicuously visible to the public at all hours in or on the municipal building in which the clerk's office is located.

It is the policy of the Cambridge Redevelopment Authority to provide notice at least 7 calendar days prior to its meetings whenever practicable.

**Regular Meeting
Cambridge Redevelopment Authority**

Wednesday, October 16, 2013; 5:30pm
Cambridge Police Station
125 Sixth Street
Community Room

DRAFT MEETING MINUTES

Present

Kathleen Born (Chair), Margaret Drury (Vice-Chair), Christopher Bator, Conrad Crawford, Barry Zevin
Executive Redevelopment Officer Tom Evans, Counsel Jeffrey Mullan, CRA Planning Consultant
Kathryn Madden, CRA Design Consultant Charles Redmon, Assistant City Manager for Community
Development Brian P. Murphy, David Stewart for Boston Properties (Ames Street project)

Audience sign-in sheet/public comment sign-up for entry into record.

Call to Order: Kathleen Born, called the meeting to order (5:35).

Public Comment

There being no public comment, Ms. Born noted that comments from Heather Hoffman, who was
unable to attend the meeting, were available on the table for attendees to review. Written
materials related to comments entered into record.

Acceptance of minutes:

Motion: To approve the minutes of most recent regularly scheduled meeting of the Authority on
September 18, 2013

Vote: Approved. All in favor.

Communications

- Letter from Carol O'Hare of 9/28 regarding several issues
- Letter from Heather Hoffman

Motion: To place communications on file.

Vote: Approved. All in favor.

Report of the Executive Redevelopment Officer

Mr. Evans reported that CRA's first intern Chris Colley is now on board; he is studying at Harvard
Graduate School of Design (policy/real estate development/urban planning) and will work
approximately 15 hours a week for 6 months. In the process of preparing the office for his arrival,
records were sent to Iron Mountain for storage. His project work will include documentation of

Cambridge Center, consolidating available information, and exploration of options for the lot at Third and Binney for potential development of an RFP.

Board discussion of opportunities for interns to assist with CRA projects and operations.

Mr. Evans also reported on progress with respect to CRA historical/archival work and the possibility of an intern to help with that activity. He also described work around marketing and identity for CRA, including website development, thanking CDD for hosting CRA on its web site for this interim period and for staff assistance with posting CRA material. A preliminary version of new CRA site was displayed, illustrating work in progress.

The chair observed the need to correct term listing for the vice chair to reflect 5 year term.

Discussion of opportunities to leverage other activities via internet/social media and link to other topical information. Mr. Evans noted the desire to be present on City web site but also to have new CRA site be first thing to show up in Google search.

Attorney Mullan noted the reciprocal need to tie the new CRA site back to easily link to the City web site.

With respect to archival records, Mr. Evans reported that they have been pulling material from Iron Mountain to obtain specific details regarding project activity such as Harwell Homes development and the filling in of the canal. The ability to access information on ongoing basis is important.

Finance committee met in September regarding action items to implement by fiscal year-end in order to correct management letter issues from audit. This includes looking at positions to fill and contracting services in accordance with prescribed procedures, as well as items related to procurement, financial policy and banking.

Mr. Bator (Treasurer) remarked that he and Mr. Crawford have been pleased with this progress, which demonstrates that CRA is moving quickly and aggressively to resolve audit issues and strengthen operations.

Mr. Crawford noted that much work has already been done to address issues, although the report's list includes everything in detail

Mr. Bator pointed out the goal to have Mr. Evans and Ms. Madden working on substantive matters, rather than administrative detail.

Mr. Evans directed members to the forward calendar to track future agenda items, noting that the November meeting will be held at MIT and other meetings at the Police Station until otherwise noted. He also reported that the childcare center and playground are open at 17 Cambridge Center. The roof deck is also open, but visitation is low.

Motion: *To place the Executive Redevelopment Officer report on file.*

Vote: *Approved. All in favor.*

Trial Balance; CD Schedule/All Cash and Cash Flow

Mr. Evans reported that spending continues at about 150,000 below budget forecast (referring to supporting documents). CRA continues to move toward larger surplus because forecast predicted larger spending. He will recommend taking on some small property projects. Regarding CD & cash schedule, Mr. Evans has been working with CDD staff to reconcile and properly report interest payments. He suggested that CRA may want to look at other appropriate investment strategies given low interest rates.

Motion: To place reports on file.

Vote: Approved. All in favor.

Strategic Planning Discussion

Ms. Madden walked board members through the planning documents, discussing strategic issues as they relate to setting objectives. Discussion of mission and its component parts, as well as vision and operating principles. Also discussed strategy framework categories and related objectives, measures, targets and initiatives, suggesting that committee structure may be appropriate to set targets.

Attorney Mullan noted the importance of terminology and to think of the full range of people who have a stake in the outcome of CRA activity.

Additional discussion of layout of financial objectives, internal process objectives, staffing and workflow, learning and growth, and community outreach.

Ms. Madden reviewed the timeline for strategic planning process, noting that the community meeting would likely be held in early January.

Mr. Redmon noted that information on redevelopment activity in other communities may be helpful to show things people might not have thought about.

Attorney Mullan observed that a great strengths of CRA is its financial resources, and that there is opportunity to leverage in order to do more good in the city, perhaps providing assistance to associations to do things where there may be a resource gaps. Financial management and sustainability are critical. Example provided of Philadelphia Redevelopment Authority Arts program in making substantial impact.

Mr. Bator reiterated the need for revenue stream to do work in community and looked forward to having a menu of projects for board consideration.

Mr. Evans pointed out examples where community groups apply for funds based on RFP process and use funding to leverage other needed resources, so that fairly limited redevelopment authority funding achieves significant results.

Mr. Murphy encouraged CRA to work through the City, noting exceptions for filling gaps such as programming open space and grants for activities such as block parties.

Mr. Evans cautioned that places without capacity may need investment the most, resulting in a public responsibility to look at areas that may not have as many community resources for potential activity.

Mr. Murphy reported that the Community Development Department is now looking closely at demographic data to examine instances of poverty in Cambridge despite resources that have been directed to address. There is opportunity to develop innovative pilot projects for specific interventions. Mr. Bator noted the role that public money has in problem solving.

Mr. Evans explained the need for Ms. Madden's services during extended community outreach and launch of initial programs, thru February 2014.

Motion: *To authorize the Executive Redevelopment Officer to extend the employment contract for Kathryn Madden for four months in order to conduct additional community outreach and planning.*

Vote: *Approved. All in favor.*

Discussion: Ames Street Housing Financial Considerations

Mr. Evans provided context for discussion with chair noting that Madeline Timmons, legal counsel for Boston Properties, has joined the meeting for this item. Mr. Evans introduced Mr. Murphy for a description of the Ames Street parcel disposition process and project background so that the board can discuss issues related to the parcel's financial viability.

Mr. Murphy reported that the related zoning has been filed and provided the following key progress points:

October 9: RFP advertised for land disposition (specifically for housing)

Friday, November 8 at 10 a.m. opening of proposals

Community meetings have been scheduled to discuss criteria/parameters, etc. & overview of RFP. The first community meeting on land disposition on 10/23 at Police Station at 6pm.

Nov 12 - community meeting on land disposition; 7pm hearing on zoning.

Nov 19 - City Manager report on disposition

December 16 or 23 - vote on land disposition & Zoning.

Petition expires January 20 - want to tie up by calendar year end. Tight timetable; much action in next several weeks. The City is very excited about getting housing on Ames St; it has been a priority of the Council for quite some time, and it ties to K2 goals of enhancing the urban environment.

In response to the chair's question about what CRA can do to be helpful in terms of presence and advocacy, Mr. Murphy noted that the Ames Street project ties in with CRA priority to advance housing, in line with City Council goal. There are different approaches to valuing property in this process. From the City's perspective, the Ames Street housing would enhance the MXD and take the site to a new place in terms of how the street works in the environment (more pedestrian scale; mixed use that is desirable).

Ms. Born expressed the desire for conversations regarding CRA's role in a successful project and readiness to work with the City. She was also interested in the response to criticism suggesting that it was obvious that housing could not have been built on this site without rezoning. Mr. Murphy reiterated the positive impact of a successful housing project, noting that it is appropriate to rezone to achieve community goals.

The board discussed additional aspects of the project and accompanying street reconstruction, requesting that Mr. Evans monitor important dates and communicate back to board

Mr. Stewart then addressed the board regarding the project from Boston Properties perspective, reminding members of specific details to achieve the creation of new residential units and affordable units within the project (200,000 sf residential - about 240-250 units with 30-32 affordable units based on current projection & mix). Micro-units are possible as a way to increase unit count. Roughly 9,000 ft of retail well help activate the street and create good pedestrian environment.

Boston Properties will start design after zoning and land disposition approved, then go through design review. Could start construction as early as fall 2014 (22-24 month process) and deliver units in summer of 2016. Boston Properties aims to deliver units at best time for lease-up. Mr. Stewart reminded the board of the benefits of housing on this site. The plan could also provide a completely new street between Main and Broadway and tie into newly completed work. The project would increase retail and provide a connection from Third to Main. Real estate property taxes would generate approximately \$500,000 a year; the project would provide a good package of benefits for area.

However, when Boston Properties looked more closely at costs (everything required to get ready to build), infrastructure costs had risen to a point beyond what a multifamily urban high-rise can afford to carry. Project costs are tied to CRA in two areas (development rights and street infrastructure), and Boston Properties is asking CRA to contribute \$1 million to close the financial gap to make this project feasible to develop as planned. Because the RFP must be submitted by November 8, they would like a term sheet for cooperative agreement in place by November 7—there can be no contingencies on the bid or it will be rejected by the City.

Mr. Evans noted technical correction necessary in urban renewal plan to allow proposed nonresidential development.

Mr. Bator commented on the desire to see wonderful architectural statement and Mr. Stewart responded that Boston Properties has engaged an architect that will bring something new to the area; BP prefers not to spend money in places where people can't see its impact. Additional discussion/questions regarding connections, bicycle facilities, and details/design goals for the project.

Ms. Born noted that the Boston Properties request for CRA cooperation offers the potential to make CRA more of a stakeholder with the ability to help shape various elements of the project and achieve broad urban design goals.

Mr. Crawford cautioned the group to look closely at the housing and consider who will be living in the development, as well as its impact on the real estate market and broader community.

Attorney Mullan observed that while there is as yet no specific design, Boston Properties has determined a price point; he asked if BP would in a position to guarantee delivery of the project and assume risk for costs above the million requested of CRA. Mr. Stewart replied in the affirmative, noting that if they can lower street infrastructure costs, the gap (and thus the financial request from CRA) would be less; the request is capped at a million.

In response to the chair's question regarding determination of infrastructure costs Mr. Stewart replied that Boston Properties would be willing (if CRA contribution is directed to street) to share information regarding all costs of the street. Additional discussion of street improvement costs and comparative work.

The board thanked Mr. Stewart for his presentation.

Infrastructure updates (One Cambridge Center):

Mr. Evans reported that work continues on Main Street streetscape design and exploration of the restaurant proposal including discussion with Boston Properties and Cambridge DPW regarding appropriate location. There have also been initial conversations with the MBTA regarding headhouse signage and navigation to the secondary T entrance, as well as resolution of issues related to the proposed Microsoft blade sign, which was perceived as competing for visual space on that corner.

Short discussion of issues and potential solutions related to the blade sign.

Motion: To table the matter of the blade sign, pending additional work to resolve.

Vote: Approved. All in favor.

Kendall Square Open Space Report

Mr. Crawford reported fruitful conversation with committee members to connect their work to CRA's work, and noted that getting more input from the community would help them make the kind of tactical interventions discussed in strategic planning. A walk of the area has been scheduled to discuss issues. This process is a great opportunity for CRA to cultivate connections and attract more people to its meetings.

Mr. Evans updated the board regarding CRA parcels. CDD staff have taken on Grand Junction rail/trail as a major project but are interested in getting an early part of it moving forward. They have looked at CRA sections and options to proceed with initial technical work. They are also looking at the connection to Somerville and design of the Green Line Extension as it relates to pathway connection.

Mr. Evans reported additional work for Greenscape: a dead tree on Sixth Street and interim improvements to tot lot site to make gazebo accessible complete limited park work in the form of low-grade paving and stair work.

Mr. Evans recommended extending the contract Fay Spofford Thorndike for the traffic report in order to tie up twenty year data set and write conclusive study. This work would also include a look at prior work done related to the pathway and an assessment of what it would take to get the path to next step.

Attorney Mullan commented on the vision and potential of the rail/trail project, and the opportunity it provides to make incremental progress toward larger CRA objectives, noting the value of spending quality time on this effort.

Motion: To authorize the Executive Redevelopment Officer to amend the landscaping contract with Greenscape Landscape Design to provide for an additional \$10,000 of work including tree removal and interim improvements to the former Tot Lot site.

Vote: Approved. All in favor.

Motion: To authorize the Executive Redevelopment Officer to extend the Engineering Contract with Fay, Spofford, and Thorndike for one-year to complete the 2014 Annual Traffic Count, prepare a 20-year longitudinal report on Kendall Square and to update Grand Junction Trail proposal.

Vote: Approved. All in favor.

Motion: To adjourn the regular meeting and enter into executive session for the purpose of considering the Ames Street project.

On Roll Call Vote: Approved. All in favor.

Cambridge Redevelopment Authority

One Cambridge Center/Fourth Floor
Cambridge, Massachusetts 02142
617 492-6801



October 16, 2013
Cambridge Redevelopment Authority
Executive Session

MINUTES

Present

CRA Board members: K. Born (Chair), M. Drury, C. Bator, B. Zevin, and C. Crawford

Others: T. Evans (Exec. Redevelopment Officer of the CRA), B. Murphy (Deputy City Manager, City of Cambridge), K. Madden (Strategic Planning Consultant), and J. Mullan (Counsel to the CRA)

Summary of the Discussion

The Executive Session began at approximately 8:00 pm. Ms. Madden took the notes of the session.

During the regular session of the CRA Board, Boston Properties (BP) asked for financial assistance or relief to help write down what BP believes to be an extraordinary the cost of land and other site assembly (estimated at \$85/sf) for the Ames Street housing, which is higher than normal due to the anticipated cost of acquiring the right of way from the City, the cost of the utility relocation and streetscape on Ames Street (work that is being carried out by BP), the cost of reconfiguring the garage and relocating the loading dock, as well as the payment of \$4.7 million to the CRA in accordance with the Cambridge Center Development Agreement covering Parcels 3 and 4. Mr. Evans noted that the CRA payment is due in two parts: one at the point of Certificate of Occupancy for residential space, and the second at the point of Building Permit for retail space. BP estimates that the difference between the amount of money it can spend to make the project work and the amount it believes it now must spend as a result of site assembly costs is \$1M, and is seeking CRA assistance to close that gap.

Recognizing the desire to create housing in the MXD District, a working committee of the Board, staff, and legal counsel has considered four alternatives to respond to this request:

1. The CRA could reduce the development payment to \$3.7 million, effectively giving BP the \$1 million that they have asked for to make their pro forma feasible.
2. The CRA could help pay for the roadway infrastructure, with BP paying for the first \$2 million, the CRA paying for the next \$1 million, and BP paying the remainder.
3. The CRA could discount the cash flow by asking for the development payment over a seven to ten year period instead of up front, when a developer's cash flow is typically negative.
4. The CRA could grant relief from the development payment today in exchange for a partnership in the development deal, such as a rental surcharge. A potential use of these proceeds would be to go into the affordable housing fund or another account that would benefit the CRA's mission.

In response to questions about the actual costs, Mr. Murphy noted that the City Assessor arrived at a similar estimate of land costs and confirmed that the CRA would be able to know the actual cost of BP's bid for the land and the construction costs for Ames Street, although it would have to estimate the cost of the garage and loading dock reconfiguration.

During discussion, the Board noted that Alternative #1 would not be desirable. Mr. Mullan noted that in many urban renewal areas (including Kendall Square), it would be typical for the redevelopment authority to help pay for the cost of infrastructure (Alternative #2), but the project would have to go out for public bid under Chapter 30. In this case, the road is being privately constructed by BP and such a condition may not be acceptable to BP. BP was not interested in having the CRA be a development partner in the housing, which would also be a complicated deal structure (Alternative #4).

After discussion, the Board agreed that a pay out of the development fee over a seven to ten year period (Alternative #3) would be desirable because the CRA cannot take advantage of high returns on cash held now compared to Boston Properties and instead would benefit from steady revenues over time.

The Board discussed other objectives that they have with BP in exchange for offering this concession of deferred payments. Key objectives are to :

- Validate commitment to improve pedestrian circulation between Broadway and Main on Parcel 4, and through and within the entire block especially as it relates to T access.
- Boston Properties should release any residual rights with respect to commercial and hotel development on Parcel 1 (Volpe)
- Validate BP's commitment to conduct land swap between BP, the City, and the CRA to make the extension of Third Street possible, with no cash payment involved.
- CRA wants to have cost verification for land cost items associated with Ames Street, including ROW acquisition, roadway and utility design and construction, parking garage and loading dock reconfiguration – meaning that, if the costs are not as much as stated, an adjustment in the payment schedule would be made

On a roll call vote, the CRA Board voted unanimously to direct working Board committee, staff and legal counsel to meet with BP to negotiate an agreement that includes B's deferral of payments to accommodate Ames Street Housing, a real commitment to improve access within Parcel 4, a release of residual value on Parcel 1, a cost review and verification necessary to create housing site, and the City's ability to extend Third Street through Point Park. Given the short time frame of the decision-making, a term sheet would be developed by November 7th.

Cambridge Redevelopment Authority

One Cambridge Center/Fourth Floor
Cambridge, Massachusetts 02142
617 492-6800
617 492-6804 (FAX)



November 7, 2013

Michael Cantalupa, Senior Vice President
Boston Properties Limited Partnership
Prudential Center
800 Boylston Street
Boston, MA 02199

Re: Letter of Intent - Ames Street Housing Project (the "Project")

Dear Mr. Cantalupa:

This Letter of Intent ("Letter") is written to reflect the terms and conditions pursuant to which the Cambridge Redevelopment Authority (the "Authority") and Boston Properties Limited Partnership, as the authorized representative of the owners of the property comprising Parcel 4 within the Kendall Square Urban Renewal Area (the "Area") (collectively, "Boston Properties"), intend to reach agreement on several matters concerning the Project. The Authority and Boston Properties (collectively, the "Parties") each acknowledge that this Letter is a non-binding agreement, is in no way intended to be a complete or definitive statement of all the terms and conditions of the proposed transaction, and that the negotiation and execution of documentation satisfactory to the Parties will be required. This Letter will document the understandings reached by the Parties to date and is intended to serve as a guideline for the negotiation and execution of the documents necessary to finalize the agreement between the Parties with respect to the Project. The Authority intends to bring this Letter before its members for ratification.

1. The Project

Boston Properties intends to pursue the development of the Project, which will consist of multi-family housing and retail and will involve the creation of approximately 209,000 gross square feet of development area ("GFA"). As conditions to the construction of the Project, Boston Properties intends to: (a) reconstruct that portion of Ames Street extending between Main Street and Broadway in a manner acceptable to the City of Cambridge (the "City") and the Authority (the "Ames Street Reconstruction"); (b) purchase from the City a portion of Ames Street now owned by the City; (c) modify the loading dock and parking garage that currently services, among other properties, 3 Cambridge Center, 4 Cambridge Center and 5 Cambridge Center; and (d) pay to the Authority such amounts as are owed to the Authority in accordance with the Parcels 3 and 4 Development Agreement dated as of June 11, 1979, as amended (the "Development Agreement"). The conditions set forth in (a) – (d) are referred to in this Letter as the Development Pre-Conditions.

2. Consideration to be Paid to the Authority

Boston Properties shall pay consideration for the additional GFA to the Authority in accordance with the terms of the Development Agreement in the amounts and according to the schedule set forth in Exhibit A (the "Payment Schedule"). In recognition of the fact that the payments will be made over a period of years, the documentation to be executed by the Parties

will provide that Boston Properties shall post collateral to secure its payment obligations to the satisfaction of the Authority.

3. Documentation of Costs

The Parties acknowledge that the estimate of Project costs, including costs related to the Development Pre-Conditions, are preliminary at this time. The Parties further acknowledge that such estimates of Project costs are being used to inform the Parties' understandings with respect to the Project as set forth in this Letter. Not later than the issuance by the City of the Certificate of Occupancy of the Project, Boston Properties shall document for the Authority the actual hard costs of the Ames Street Reconstruction (the "Road Costs"). In the event that the Road Costs are less than \$3.6M, the Payment Schedule shall be adjusted in a mutually acceptable manner (the "Payment Schedule Adjustment") to provide that Boston Properties shall pay to the Authority an additional amount equal to the lesser of (i) an amount equal to fifty percent (50%) of the difference between \$3.6M and the Road Costs, and (ii) \$1.0M. By way of example, if the Road Costs are \$2.8M, the Payment Schedule Adjustment shall reflect additional consideration to be paid to the Authority in the amount of \$400,000 (i.e., $0.50 \times (\$3.6M - \$2.8M)$). If, however, the Road Costs are \$1.5M, the Payment Schedule Adjustment would reflect additional consideration to be paid to the Authority in the amount of \$1.0M. In all cases, it is understood and agreed that the Payment Schedule Adjustment shall be achieved by modifying the annual amounts payable and/or the number of annual payments and/or the timing of the payments, all in a manner to account for the additional consideration on a net-present-value basis.

4. Design and Construction of Project and Ames Street

The design and construction of the Project shall be subject to review and approval of the Authority as per the Development Agreement. Boston Properties shall also permit the Authority meaningful input on the design and construction of Ames Street Reconstruction in a manner and at such times as the Parties shall agree. The Parties anticipate that such design and construction review shall be coordinated with the appropriate City officials.

5. Improved Circulation Around and Within Parcel 4

Boston Properties shall prepare and implement plans to improve pedestrian circulation within Parcel 4 aimed at improving access from Ames Street and Broadway to the Plaza, Third Street, and Point Park, between Broadway and Main Street, and through Parcel 4, including, without limitation, between the Project, the garage, the plaza and the food court, and will include among their development team planning and design expertise in pedestrian and bicycle circulation to assist with these objectives and with the design of Ames Street, the intersections with Main Street and Broadway, and the sidewalk spaces between 4 Cambridge Center and 5 Cambridge Center and the right of way limits for Ames Street.

6. Extension of Open Space Covenants

Subject to approval of the Cambridge City Council, Boston Properties shall agree to extend the open space covenants on top of the garage located on Parcel 4 to a new term not exceeding ninety nine (99) years. Boston Properties shall pursue a series of public programs to activate the garage rooftop open space.

7. Third Street Extension

The Parties shall cooperate with each other and with the City to finalize the road connection between Third Street and Main Street consistent with the City's plan by means of a conveyance of an easement to the City for nominal consideration. The CRA shall not be obligated to transfer or sell any land to Boston Properties to facilitate the Third Street conveyance.

8. Approval Rights of Boston Properties

Not later than December 31, 2013, the Parties shall verify the continuing rights of Boston Properties under the Development Agreement and other project-related documents with respect to (a) increases in GFA within the Area; (b) changes to the Cambridge Zoning Ordinance; or (c) the approval of changes to the Kendall Square Urban Renewal Plan ("KSURP").

9. Cooperation on Amending Development Controls

As the Project represents most of the remaining GFA allowance under the KSURP and Chapter 14 of the Cambridge Zoning Ordinance (collectively the "Development Controls"), and to facilitate continued investment in the Area, the Parties agreed to work collaboratively to revise the Development Controls in general conformance with the recommendations of the City's K2 Committee recommendations.

Sincerely,

CAMBRIDGE REDEVELOPMENT AUTHORITY

Kathleen Born, Chair

AGREED AND ASSENTED TO:
BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc., its general partner

By:
duly authorized

Attachment A: Ames Street Housing Project Payment Schedule

| | | | Notes |
|-------------------|-----------------|----------------|--|
| Project Year | Anticipated Yr. | Payment Amount | |
| 1 | 2014 | \$424,350 | Commercial payment due at time of building permit issuance |
| 2 | 2015 | | |
| 3 | 2016 | \$431,818 | Residential payment due at occupancy, estimated 2 yrs after permit |
| 4 | 2017 | \$431,818 | |
| 5 | 2018 | \$431,818 | |
| 6 | 2019 | \$431,818 | |
| 7 | 2020 | \$431,818 | |
| 8 | 2021 | \$431,818 | |
| 9 | 2022 | \$431,818 | |
| 10 | 2023 | \$431,818 | |
| 11 | 2024 | \$431,818 | |
| 12 | 2025 | \$431,818 | |
| 13 | 2026 | \$431,820 | |
| Total residential | | \$4,750,000 | |
| Total payment | | \$5,174,350 | |

Cambridge Redevelopment Authority



Executive Redevelopment Office Report to the Board
November 20, 2013

Contracting, Personnel, and General Administration

Proposals from three financial advisors were solicited and I interviewed two of the candidates. With the Board's approval I look forward to working with the consultant and the finance committee to continue addressing fiscal management and internal controls issues. Kevin Gookin and I have begun preparing the year's invoices and accounts to close in December. We will then shift to a revised budget structure.

The new CRA website is up: www.cambridgeredevelopment.org. I have asked CDD to continued posting meeting information on their site through 2013 as we transition web addresses. There is a host of materials I would like to add but it is a solid start upon which to build. Please let me know if there is content you would like to see included.

Our current lease at One Cambridge Center expires at the end of March. I have initiated conversations with Boston Properties and the Inspector General's office about options for extensions and procedures for conducting an RFP for new space in the Kendall Square Urban Renewal Area. Sharing the space with the Kendall Square Association continues to allow for productive collaboration. They are continuing to look at long-term options for space, but have requested that they stay within their leased area for an extended period of time.

The Strategic Plan continues to take shape. We conducted follow-up meetings with Board committees and have used the workflow plan discussed last month to inform the budget structure and other administrative procedures.

Policies and Procedures

The Personnel Committee and I have continued work on revisions to the CRA Personnel Policy. This has required additional coordination with the Cambridge Retirement Funds, the Group Insurance Commission and other entities that provide benefits for public employees. I made an inquiry to the Cambridge Public Employees Dental and Vision Fund to look into whether the CRA could join the fund, but that request was denied.

I have begun drafting a Procurement Procedures Manual based on the manual developed by the Community Development Division of the City and the state's 30B Procurement guidelines. Developing policies and protocols that provide additional layers of Board oversight of purchasing procedures will be an element of our contract with a fiscal consultant. Likewise, I have initiated the drafting of an Investment Policy based initially on the policies of the City of Cambridge and other municipalities in the Commonwealth. However while government investment policies are intentionally conservative, the CRA should consider how it might utilize other investment tools beyond those available to municipalities. Upon meeting with the Finance Committee I suggest that the CRA look into an investment consultant to assist in strategizing the use of our assets.

Larry Bluestone and I have been working on a signage design review protocol with accompanying design guidelines for the MXD District. We have met with the Design Review Committee and hope to refine the protocol document for Board review in December.

Board Meeting Forward Calendar

| December | January |
|-----------------------------|---|
| 2014 Budget Approval | K2 MXD Zoning |
| Signage Review Procedure | KSURP Amendment |
| Public Works Project Review | 75 Ames St Completion |
| Microsoft Blade Sign Review | Parcel 3 & 4 Land Disposition Agreement |
| Google Signage Review | |
| Strategic Plan Outline | Draft Strategic Plan |

Planning, Development, and Infrastructure Projects

Over the past month, I worked closely with Legal Counsel and the Executive Committee to negotiate the Letter of Intent with Boston Properties regarding the Ames Street Residential Project. There have been multiple public meetings and hearings regarding both the disposition of a portion of Ames Street right-of-way as well as the zoning petition to assist the project.

I toured the Broad Institute's 75 Ames Street Project where many of the building systems are nearing completion and interior fit outs are underway. I will be setting up a tour for the Design Review committee once the project is further along to prepare for a Certificate of Completion determination in 2014.

The Eco-District Summit took place last week and provided the Kendall Square team with insight on a broad range of topics including district energy, the sharing economy, collaborative planning processes, leveraging economic development resources, and neighborhood resiliency. On a related note, Mayor Henrietta Davis asked that the CRA join the Compact for Sustainable Future, which began as an agreement between the City, MIT, Harvard. The Compact is designed to bring together property owners to work together on sustainability issues from energy use, climate adaptation to natural resources protection.

We have been conducting research into the options for temporary uses of the parking lot at Third and Binney. We hope to bring to the Board next month a scenario analysis comparing the options for uses that include continued construction staging, surface parking, and food truck node.

I have met with CDD staff and Boston Properties regarding the need to make a significant investment into Point Park ahead of the results of the Eastern Cambridge Kendall Square Open Space Plan. We have been discussing a plan to install new pavers in the park, fixing the conduit for the lights on the sculpture and replacing some of the furniture close to the median on Main Street. The goal would be to coordinate a new investment in the park with the Main Street construction project planned for spring 2014.

We have also been analyzing the details of the K2 zoning proposals for both the MXD district and the Volpe area. While it is unclear what the CRA's role may be in either of those efforts at this time, we thought it was important to have a full understanding of the proposal. CDD will be publishing a final K2 report by the end of the year, and the CRA will work with city staff to consider the next steps toward implementing these land use proposals.

VISION

IN FIVE YEARS . . . Through strategic community investments and real estate projects, the CRA will be creating landmark places that integrate enduring urban design, vibrant civic spaces, and sustainable approaches to infrastructure and the built environment. With its unique ability to merge the public interest with private sector expertise, and to integrate socio-economic goals with market opportunities, the CRA will have made significant contributions to the quality of the life for residents, employees, and visitors. The CRA staff will work in close partnership with the CDD and other City staff, and will manage a mixed workload that includes property management, real estate transactions, project management, community investment programs, design review, and longer-range strategic initiatives for key redevelopment areas.

The CRA will be respected by residents, the business community, the City and other partners for its ability to act nimbly, to implement planning recommendations, and to improve the built environment of Cambridge. It will be a relatively small yet efficient, independent operation, with a well-regarded Board that will be responsive to community concerns and will ensure that its decisions are transparent and sound. A unique strength of the CRA will be its ability to negotiate and develop real estate to achieve public goals, especially district scale projects that involve infrastructure, mixed-income, and mixed use. The CRA will also be able to invest in small-scale initiatives related to its mission. As a redevelopment authority, the CRA will be financially independent and stable, able to steward public and private funding sources and maintain a longer-term vision that has continuity through political cycles.

MISSION

The Cambridge Redevelopment Authority is committed to implementing imaginative, creative initiatives to achieve social equity and a balanced economic ecosystem. We work in the public trust to bring a human dimension to development improving the quality of life for residents, businesses, employees, and visitors. Our goal is to balance economic vitality, housing, and open space to create sustainable communities through new and revitalized infrastructure and development. We are an independent, agile public authority bringing a unique set of redevelopment tools to work in close partnership with the City of Cambridge and other organizations.

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Deleted: The overall mix of CRA projects will be the foundation for a sustainable business model that will generate revenue through project fees and third-party funding, while allowing the CRA to invest in small-scale initiatives related to its mission.

Moved up [1]: The CRA staff will work in close partnership with the CDD and other City staff, and will manage a mixed workload that includes property management, real estate transactions, project management, community investment programs, design review, and longer-range strategic initiatives for key redevelopment areas.

Cambridge Redevelopment Authority
STRATEGIC PLAN FRAMEWORK - DRAFT
November 13, 2013

VISION

IN FIVE YEARS . . . Through strategic community investments and real estate projects, the CRA will be creating landmark places that integrate enduring urban design, vibrant civic spaces, and sustainable approaches to infrastructure and the built environment. With its unique ability to merge the public interest with private sector expertise and to integrate socio-economic goals with market opportunities, the CRA will have made significant contributions to the quality of the life for residents, employees, and visitors. The CRA staff will work in close partnership with the CDD and other City staff, and will manage a mixed workload that includes property management, real estate transactions, project management, community investment programs, design review, and longer-range strategic initiatives for key redevelopment areas.

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Operating Principles:

1. **Act:** Complement the City's planning role by focusing on implementation using redevelopment tools imaginatively.
2. **Operate with transparency:** Be visible and foster face-to-face relationships and a forum for discussing ideas.
3. **Maximize the public benefit:** Serve a broad public purpose with ethically sound practices in partnership with the City and others.
4. **Operate with fiscal responsibility:** Use our independent resources wisely to accomplish our mission.
5. **Set an example:** Through our actions, advance thinking on issues with long-term consequences and within a larger context, be innovative yet with an awareness of history.

|

DRAFT

Strategic Issues

Identify issues and gaps between current status and CRA vision

- Operations: staff allocation of time, internal capacity, upcoming office lease
- Financial: lack of a steady revenue source; depleted cash reserves over time; potential new development revenues
- Governance: decision-making process including committee reports and Board actions; forward calendar of regular business and new business on the Board agenda.
- Legal and Regulatory Environment: existing and proposed MXD/PUD zoning; UR Plan and Development Agreements and potential amendments; State directives and enabling legislation; ongoing look-backs
- Partners and Community: City goals and policies; neighborhood and partner interests and initiatives
- Real Estate Market: private sector interests; cost of land and development, especially for housing; economic cycles

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11/07/13

Accrual Basis

Cambridge Redevelopment Authority

Trial Balance (Unaudited)

As of October 31, 2013

| | Oct 31, 13 | |
|--------------------------------------|--------------|------------|
| | Debit | Credit |
| ECSB CD 3678471 | 804,660.25 | |
| ECSB CD #3679008 | 1,903,147.91 | |
| East Cambridge SB Adv Sav .4% | 554,727.06 | |
| Eastern Bank CD .2% 3 /13 | 250,577.44 | |
| Cambridge Trust CD Var. 10/14 | 252,574.79 | |
| East Boston S B Mon Mark 1.2% | 2,014,094.90 | |
| ECSB CD 3553088 .75% 6/13 | 0.00 | |
| Brookline Checking Account | 10.00 | |
| Winter Hill Bank CD .55% 6/13 | 206,365.00 | |
| First Commons Bk 15 MO 1.5% 311 | 0.00 | |
| Brookline Bank 15MO .95 9/13 | 261,879.06 | |
| East Camb SB 3509270 .60% 12/12 | 0.00 | |
| Bank of America CD 1% 4/10 | 0.00 | |
| Cambridge Savings Bk 1% 12/13 | 158,651.06 | |
| CDARS .45% 12/10 | 0.00 | |
| Treasury Direct 13 wks | 0.00 | |
| Treasury Direct 26 wks M 2/08 | 0.00 | |
| Leader Bank CD 1% M 02/14 | 254,051.34 | |
| Cambridge Savings 1% 2/15 | 2,040,203.93 | |
| East Camb CD 3169885 1% 3/14 | 0.00 | |
| Boston Private Bk 3.82 8/08 | 0.00 | |
| Boston Private Bk .4% 3/13 | 0.00 | |
| Citizens Bank Sweep | 0.00 | |
| Boston Private Bank & Trust Co. | 1,888,274.22 | |
| Cambridge Savings | 0.00 | |
| Cambridge Trust | 486,224.68 | |
| Checking-Citizens Bank | 110,077.66 | |
| Money Market-Cambridge Savings | 11,076.26 | |
| Petty Cash | 100.19 | |
| Advance to KSA | 2,500.00 | |
| Accounts Receivable | 174.84 | |
| Other receivables | 0.00 | |
| Prepaid expenses | 25,848.54 | |
| Property & Equipment | 14,972.15 | |
| Property & Equipment:Land | 249,724.92 | |
| Property & Equipment:Land:Net Assets | | 881,488.20 |
| Earned Fringe Benefit | 3,506.89 | |
| Accumulated Depreciation | | 14,972.15 |
| Security Deposit | 6,805.83 | |
| Accounts Payable | | 6,962.31 |
| Mastercard2033 | | 1,420.30 |
| Additional 2010 GFA Deposit | 0.00 | |
| Post Employment Bene Obligation | | 245,437.00 |
| Deposit Galaxy Park Repairs/Ins | | 1,166.52 |
| Deposit Held Parcel 2 | 0.00 | |
| Direct Deposit Liabilities | 0.00 | |
| Payroll Liability | 937.28 | |
| Line of Credit-Camb. Svgs Bank | 0.00 | |
| Deferred Costs | 0.00 | |
| Accrued expenses | 0.00 | |
| Credit Union | 0.00 | |
| Deposits held Parcel 3 & 4 | | 4,354.00 |
| Payroll Liabilities | | 361.31 |
| Payroll Liabilities:Vision WH | 47.92 | |
| Payroll Liabilities:Def Comp WH | 0.00 | |
| Payroll Liabilities:Dental WH | 300.35 | |
| Payroll Liabilities:Federal WH | | 612.00 |
| Payroll Liabilities:Medical 1 | 146.32 | |
| Payroll Liabilities:Medical 2 | 145.47 | |
| Payroll Liabilities:Medicare | | 206.16 |
| Payroll Liabilities:Misc WH | 0.00 | |
| Payroll Liabilities:Retire WH | | 3,778.57 |
| Payroll Liabilities:State WH | | 964.74 |
| Prepaid rental income | 0.00 | |

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Accrual Basis

Cambridge Redevelopment Authority

Trial Balance (Unaudited)

As of October 31, 2013

| | Oct 31, 13 | |
|---|----------------------|----------------------|
| | Debit | Credit |
| Deferred Compensation | | 3,506.89 |
| Opening Bal Equity | | 467,279.11 |
| Retained Earnings | | 8,178,674.94 |
| Uncategorized Income | 0.00 | |
| Development Agreements | | 2,329,326.20 |
| Miscellaneous Income | | 1,845.91 |
| Reimbursed Expenses | | 56.00 |
| Rental Income | | 7,172.00 |
| Conference Costs | 775.82 | |
| Computer Expense | 1,293.00 | |
| Payroll Expenses | 34,827.34 | |
| Payroll Expenses:Salaries | 56,769.24 | |
| Payroll Expenses:Payroll taxes | 750.89 | |
| Payroll Expenses:Payroll taxes:Medicare | 1,287.54 | |
| Payroll Expenses:Benefits:Insurance-Medical | 91,358.65 | |
| Bank Service Charges | 1,475.30 | |
| Dues and Subscriptions | 4,975.00 | |
| Equipment Rental | 6,760.77 | |
| Insurance:Liability Insurance | 6,662.75 | |
| Miscellaneous | 498.16 | |
| Office Expenses | 9,246.67 | |
| Printing and Reproduction | 697.29 | |
| Professional Fees:Accounting | 37,800.00 | |
| Professional Fees:Consulting | 21,016.44 | |
| Professional Fees:Legal Fees | 300,265.38 | |
| Professional Fees:Survey & Planning | 24,351.04 | |
| Property Manage. | 23,634.50 | |
| Rent | 49,680.03 | |
| Telephone | 7,609.33 | |
| Travel & Ent:Meals | 0.00 | |
| Utilities:Gas and Electric | 3,586.20 | |
| Interest Income | | 38,559.45 |
| Other Expenses | 1,016.16 | |
| TOTAL | 12,188,143.76 | 12,188,143.76 |

CAMBRIDGE REDEVELOPMENT AUTHORITY

| | Forecast 10 2013 | 2013 | |
|----------------------------------|---------------------|-------------------|-----------------------|
| | TOTAL | BUDGET | VARIANCE |
| PREPARED 11/08/13 | 10/31/13 | 1/1/13 | |
| Income | | | |
| Land Proceeds | 2,329,326.20 | 0.00 | (2,329,326.20) |
| Grants | 0.00 | 0.00 | 0.00 |
| Reimbursed Expenses | 65.91 | 0.00 | (65.91) |
| Rental Income | 10,517.00 | 6,000.00 | (4,517.00) |
| Interest Income | 75,000.00 | 75,000.00 | 0.00 |
| Total Income | 2,414,909.11 | 81,000.00 | (2,333,909.11) |
| Expense | | | |
| Conference Costs | 775.82 | 0.00 | (775.82) |
| Total Computer Expense | 1,855.36 | 2,500.00 | 644.64 |
| Payroll Expenses | | | |
| Salaries | 81,769.24 | 112,500.00 | 30,730.76 |
| Payroll taxes | | | |
| Unemployment | 0.00 | 0.00 | 0.00 |
| Medicare | 1,287.54 | 0.00 | (1,287.54) |
| Payroll taxes - Other | 1,673.70 | 1,500.00 | (173.70) |
| Total Payroll taxes | 2,961.24 | 1,500.00 | (1,461.24) |
| Benefits | | | |
| T Pass Subsidy | 0.00 | 0.00 | 0.00 |
| Retirement | 0.00 | 0.00 | 0.00 |
| Insurance-Medical | 104,692.03 | 0.00 | (104,692.03) |
| Insurance-Dental | 0.00 | 0.00 | 0.00 |
| Disability Insurance | 0.00 | 0.00 | 0.00 |
| Total Benefits | 104,692.03 | 60,000.00 | (44,692.03) |
| Payroll Expenses - Other | 34,237.91 | 0.00 | (34,237.91) |
| Total Payroll Expenses | 223,660.42 | 174,000.00 | (49,660.42) |
| Bank Service Charges | 0.00 | 0.00 | 0.00 |
| Contract Labor | 0.00 | 0.00 | 0.00 |
| Contributions | 0.00 | 0.00 | 0.00 |
| Dues and Subscriptions | 4,975.00 | 200.00 | (4,775.00) |
| Equipment Rental | 6,760.77 | 4,000.00 | (2,760.77) |
| Insurance | | | |
| Liability Insurance | 8,907.51 | 14,000.00 | 5,092.49 |
| Insurance - Other | 0.00 | 0.00 | 0.00 |
| Total Insurance | 8,907.51 | 14,000.00 | 5,092.49 |
| Interest Expense | | | |
| Developmentment Dep.Interest | 0.00 | 0.00 | 0.00 |
| Interest Expense - Other | 0.00 | 0.00 | 0.00 |
| Total Interest Expense | 0.00 | 0.00 | 0.00 |
| Miscellaneous | 256.26 | 0.00 | (256.26) |
| Office Supplies | 250.00 | 1,000.00 | 750.00 |
| Office Expenses | 11,032.88 | 7,750.00 | (3,282.88) |
| Postage and Delivery | 333.34 | 1,000.00 | 666.66 |
| Printing and Reproduction | 793.13 | 500.00 | (293.13) |
| Professional Fees | | | |

CAMBRIDGE REDEVELOPMENT AUTHORITY

| | Forecast 10 2013 | 2013 | |
|--------------------------------|-------------------|---------------------|-------------------|
| | <u>TOTAL</u> | <u>BUDGET</u> | <u>VARIANCE</u> |
| PREPARED 11/08/13 | 10/31/13 | 1/1/13 | |
| Accounting | 52,800.00 | 15,000.00 | (37,800.00) |
| Consulting | 21,016.44 | 0.00 | (21,016.44) |
| Legal Fees | 383,158.30 | 500,000.00 | 116,841.70 |
| Survey & Planning | 61,865.87 | 220,000.00 | 158,134.13 |
| Total Professional Fees | 518,840.61 | 735,000.00 | 216,159.39 |
| Property Manage. | 35,601.45 | 67,000.00 | 31,398.55 |
| Rent | 58,037.72 | 55,000.00 | (3,037.72) |
| Other Expenses | 996.91 | 0.00 | (996.91) |
| Marketing | 0.00 | 0.00 | 0.00 |
| Telephone | 9,151.06 | 10,000.00 | 848.94 |
| Travel & Ent | 0.00 | 0.00 | 0.00 |
| Holiday Event | 0.00 | 0.00 | 0.00 |
| Meals | 0.00 | 250.00 | 250.00 |
| Travel | 0.00 | 0.00 | 0.00 |
| Travel & Ent - Other | 0.00 | 0.00 | 0.00 |
| Total Travel & Ent | 0.00 | 250.00 | 250.00 |
| Utilities | | | |
| Gas and Electric | 4,542.98 | 5,600.00 | 1,057.02 |
| Water | 0.00 | 0.00 | 0.00 |
| Utilities - Other | 0.00 | 0.00 | 0.00 |
| Total Utilities | 4,542.98 | 5,600.00 | 1,057.02 |
| Total Expense | 886,771.22 | 1,077,800.00 | 191,028.78 |

Cambridge Redevelopment Authority
CASH FLOW
2013

| 10/31/13 | | Jan 13 | Feb 13 | Mar 13 | Apr 13 | May-13 | Jun-13 | Jul-13 | Aug-13 | Sep-13 | Oct-13 | Nov-13 | Dec-13 | TOTAL |
|------------------------|------------------------------|--------------|--------------|--------------|--------------|--------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|----------------|
| Beginning | Cash | 9,538,058.37 | 9,471,224.17 | 9,402,814.68 | 9,324,030.08 | 9,281,881.72 | 9,204,313.10 | 11,507,152.49 | 11,466,135.33 | 11,401,412.57 | 11,302,811.11 | 11,254,429.07 | 11,168,199.03 | \$9,538,058.37 |
| Income | | | | | | | | | | | | | | |
| | Land Proceeds | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 2,329,326.20 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 2,329,326.20 |
| | Grants | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Reimbursed Expenses | 0.00 | 56.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 9.91 | 0.00 | 0.00 | 65.91 |
| | Rental Income | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 4,000.00 | 0.00 | 500.00 | 3,172.00 | 1,345.00 | 500.00 | 1,000.00 | 10,517.00 |
| | Interest Income | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 (a) | 6,250.00 | 6,250.00 | 75,000.00 |
| Total Income | | 6,250.00 | 6,306.00 | 6,250.00 | 6,250.00 | 6,250.00 | 2,339,576.20 | 6,250.00 | 6,750.00 | 9,422.00 | 7,604.91 | 6,750.00 | 7,250.00 | 2,414,909.11 |
| Total Cash | | 9,544,308.37 | 9,477,530.17 | 9,409,064.68 | 9,330,280.08 | 9,288,131.72 | 11,543,889.30 | 11,513,402.49 | 11,472,885.33 | 11,410,834.57 | 11,310,416.02 | 11,261,179.07 | 11,175,449.03 | 11,952,967.48 |
| Expense | | | | | | | | | | | | | | |
| | Conference Costs | 0.00 | 0.00 | 775.82 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 775.82 |
| | Total Computer Expense | 0.00 | 0.00 | 8.48 | 0.00 | 0.00 | 0 | 0.00 | 0.00 | 0.00 | 1,221.88 | 0.00 | 625.00 | 1,855.36 |
| | Payroll Expenses | | | | | | | | | | | | | |
| | Salaries | 0.00 | 0.00 | 0.00 | 0.00 | 9,461.54 | 9,461.54 | 5,230.77 | 9,461.54 | 9,461.54 | 13,692.31 | 12,500.00 | 12,500.00 | 81,769.24 |
| | Payroll taxes | | | | | | | | | | | | | |
| | Unemployment | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Medicare | 0.00 | 0.00 | 0.00 | 0.00 | 137.19 | 204.25 | 222.38 | 219.96 | 192.77 | 310.99 | 0.00 | 0.00 | 1,287.54 |
| | Payroll taxes - Other | 0.00 | 0.00 | 300.86 | 294.47 | 589.43 | 31.55 | 0.00 | 0.00 | 0.00 | 124.01 | 166.66 | 166.72 | 1,673.70 |
| | Total Payroll taxes | 0.00 | 0.00 | 300.86 | 294.47 | 726.62 | 235.80 | 222.38 | 219.96 | 192.77 | 435.00 | 166.66 | 166.72 | 2,961.24 |
| | Benefits | | | | | | | | | | | | | |
| | T Pass Subsidy | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Retirement | | | | | | | | | | | | | 0.00 |
| | Insurance-Medical | 0.00 | 26,198.52 | 0.00 | 23,268.60 | 22,219.74 | 0.00 | 0.00 | 0.00 | 19,671.79 | 0.00 | 6,666.66 | 6,666.72 | 104,692.03 |
| | Insurance-Dental | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Disability Insurance | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total Benefits | 0.00 | 26,198.52 | 0.00 | 23,268.60 | 22,219.74 | 0.00 | 0.00 | 0.00 | 19,671.79 | 0.00 | 6,666.66 | 6,666.72 | 104,692.03 |
| | Payroll Expenses - Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 5,292.02 | 10,513.60 | 6,077.32 | 4,087.08 | 8,267.89 | 0.00 | 0.00 | 34,237.91 |
| Total Payroll Expenses | | 0.00 | 26,198.52 | 300.86 | 23,563.07 | 32,407.90 | 14,989.36 | 15,966.75 | 15,758.82 | 33,413.18 | 22,395.20 | 19,333.32 | 19,333.44 | 223,660.42 |
| | Bank Service Charges | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Contract Labor | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Contributions | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Dues and Subscriptions | 0.00 | 0.00 | 0.00 | 600.00 | 0.00 | 0.00 | 0.00 | 0.00 | 1,875.00 | 2,500.00 | 0.00 | 0.00 | 4,975.00 |
| | Equipment Rental | 1,623.43 | 576.95 | 811.48 | 676.95 | 576.95 | 476.95 | 967.53 | 0.00 | 1,050.53 | 0.00 | 0.00 | 0.00 | 6,760.77 |
| | Insurance | | | | | | | | | | | | | |
| | Liability Insurance | 1,654.00 | 0.00 | 2,636.25 | 0.00 | 0.00 | 1,186.25 | 0.00 | 0.00 | 1,186.25 | 0.00 | 1,122.36 | 1,122.40 | 8,907.51 |
| | Insurance - Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Insurance | | 1,654.00 | 0.00 | 2,636.25 | 0.00 | 0.00 | 1,186.25 | 0.00 | 0.00 | 1,186.25 | 0.00 | 1,122.36 | 1,122.40 | 8,907.51 |
| Interest Expense | | | | | | | | | | | | | | |
| | Developmentment Dep.Interest | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Interest Expense - Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Interest Expense | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Miscellaneous | 0.00 | 0.00 | 0.00 | 0.00 | 61.47 | 0.00 | 0.00 | 72.46 | 85.50 | 36.83 | 0.00 | 0.00 | 256.26 |
| | Office Supplies | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 250.00 | 250.00 |
| | Office Expenses | -63.98 | 3,128.26 | 421.06 | 416.89 | 416.89 | 412.72 | 426.06 | 774.35 | 1,237.79 | 2,076.63 | 861.11 | 925.10 | 11,032.88 |
| | Postage and Delivery | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 333.34 | 333.34 |
| | Printing and Reproduction | 69.00 | 69.00 | 135.05 | 69.00 | 69.00 | 174.60 | 111.64 | 0.00 | 0.00 | 0.00 | 47.88 | 47.96 | 793.13 |
| | Professional Fees | | | | | | | | | | | | | |
| | Accounting | 0.00 | 0.00 | 4,250.00 | 0.00 | 0.00 | 0.00 | 0.00 | 24,570.00 | 8,980.00 | 0.00 | 0.00 | 15,000.00 | 52,800.00 |

Cambridge Redevelopment Authority
CASH FLOW
2013

| | | | | | | | | | | | | | |
|---------------------------|--------------|--------------|--------------|--------------|--------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| 10/31/13 | | | | | | | | | | | | | |
| | Jan 13 | Feb 13 | Mar 13 | Apr 13 | May-13 | Jun-13 | Jul-13 | Aug-13 | Sep-13 | Oct-13 | Nov-13 | Dec-13 | TOTAL |
| Consulting | 11,000.00 | 0.00 | 5,550.63 | 0.00 | 1,240.50 | 0.00 | 1,426.58 | 0.00 | 1,798.73 | 0.00 | 0.00 | 0.00 | 21,016.44 |
| Legal Fees | 44,088.94 | 37,581.08 | 67,871.22 | 10,811.81 | 44,184.93 | 15,376.10 | 17,018.24 | 1,765.83 | 40,393.56 | 21,173.67 | 41,446.46 | 41,446.46 | 383,158.30 |
| Survey & Planning | 2,668.75 | 0.00 | 0.00 | 1,280.00 | 0.00 | 3,846.13 | 0.00 | 13,381.33 - | 3,174.83 | 0.00 | 18,757.38 | 18,757.45 | 61,865.87 |
| Professional Fees - Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Professional Fees | 57,757.69 | 37,581.08 | 77,671.85 | 12,091.81 | 45,425.43 | 19,222.23 | 18,444.82 | 39,717.16 | 54,347.12 | 21,173.67 | 60,203.84 | 75,203.91 | 518,840.61 |
| Property Manage. | 1,182.00 | 1,511.00 | 920.00 | 262.00 | 131.00 | 0.00 | 262.00 | 14,731.50 | 3,559.00 | 1,076.00 | 5,983.45 | 5,983.50 | 35,601.45 |
| Rent | 9,032.66 | 4,516.33 | 0.00 | 9,032.66 | 4,516.33 | 0.00 | 9,032.66 | 0.00 | 9,033.06 | 4,516.33 | 4,178.85 | 4,178.84 | 58,037.72 |
| Other Expenses | -29.02 | 215.00 | 0.00 | 368.93 | 0.00 | 0.00 | 168.00 | 0.00 | 178.00 | 96.00 | 0.00 | 0.00 | 996.91 |
| Marketing | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Telephone | 1,520.80 | 738.40 | 1,327.61 | 979.16 | 35.74 | 274.70 | 1,009.71 | 0.00 | 1,348.02 | 375.19 | 770.83 | 770.90 | 9,151.06 |
| Travel & Ent | | | | | | | | | | | | | 0.00 |
| Holiday Event | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 |
| Meals | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Travel | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Travel & Ent - Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Travel & Ent | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Utilities | | | | | | | | | | | | | |
| Gas and Electric | 337.62 | 180.95 | 26.14 | 337.89 | 177.91 | 0.00 | 877.99 | 418.47 | 710.01 | 519.22 | 478.40 | 478.38 | 4,542.98 |
| Water | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Utilities - Other | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Utilities | 337.62 | 180.95 | 26.14 | 337.89 | 177.91 | 0.00 | 877.99 | 418.47 | 710.01 | 519.22 | 478.40 | 478.38 | 4,542.98 |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| Total Expense | 73,084.20 | 74,715.49 | 85,034.60 | 48,398.36 | 83,818.62 | 36,736.81 | 47,267.16 | 71,472.76 | 108,023.46 | 55,986.95 | 92,980.04 | 109,252.77 | 886,771.22 |
| Ending Cash | 9,471,224.17 | 9,402,814.68 | 9,324,030.08 | 9,281,881.72 | 9,204,313.10 | 11,507,152.49 | 11,466,135.33 | 11,401,412.57 | 11,302,811.11 | 11,254,429.07 | 11,168,199.03 | 11,066,196.26 | 11,066,196.26 |

THE GASB 45 OPEB ACCRUAL IS AT \$245,437 A/O 12/31/2011. IT WILL NEED TO BE FUNDED.
POST EMPLOYMENT BENEFITS OTHER THAN PENSION - MAINLY HEALTH INSURANCE.

(a) Estimate

[illegible]

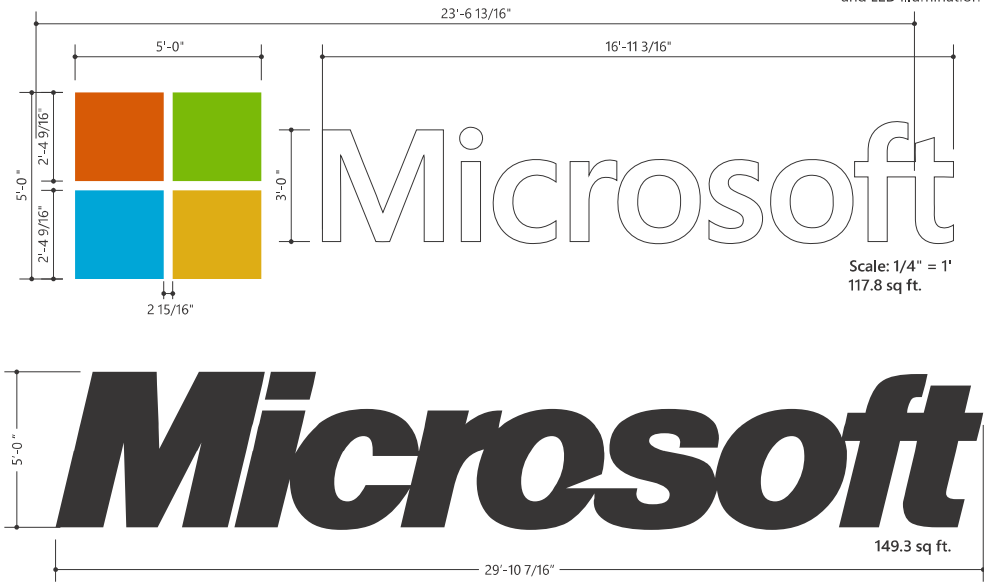
E1a Illuminated Letterset for Building Facade

Signage Rebrand Strategy

Remove existing illuminated letterset from steel support structure. Install new illuminated letterset with aluminum returns and backs. Faces to be 3/16" translucent white acrylic with translucent films applied first surface to logo elements. Returns painted to match fascia color. Illumination to be provided by white LED units. Trim caps to match face colors.

Colors

- VN-1 (Translucent Vinyl)
Orange Arlon 2500-2119
- VN-2 (Translucent Vinyl)
Green Arlon 3998 (Custom)
- Translucent White Acrylic
Polycast #2447
- VN-4 (Translucent Vinyl)
Blue Arlon 4143 (Custom)
- VN-3 (Translucent Vinyl)
Yellow Arlon 3950 (Custom)
- Brushed aluminum returns



before



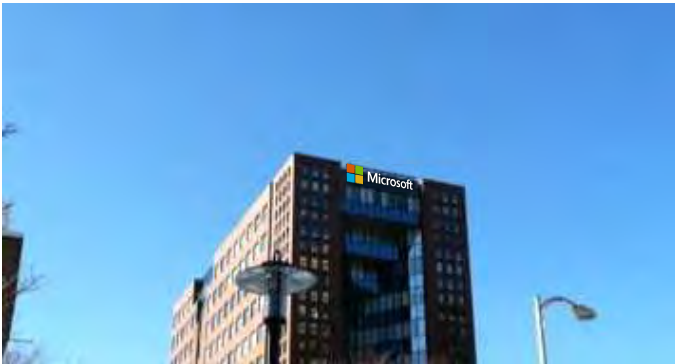
after



Existing Signage:
60" H ("M") x 30' +/- W aluminum channel letters with white plex faces
and LED illumination

Location: High-Rise

Closer View



| | | | | |
|----------------------------|----------------------------------|------------------|--------------------------|--------------|
| Location: Cambridge, MA | Address: One Cambridge Center | Building: 1CC | Date Created: 6.14.13 | prioritysign |
|----------------------------|----------------------------------|------------------|--------------------------|--------------|

Signage Rebrand Strategy

Remove existing faces from double-faced blade sign. Install (2) new routed aluminum faces with translucent white acrylic copy pushed through. Symbol squares to have translucent films applied first surface.

Sign Face

Mica Grey 4-MZG-50 LRV 7.95/SRI14 (to match existing)
Product from Alpolic & Alpolic

1/4" thick aluminum colored to match existing face specifications.

Sign Copy

Translucent White Acrylic
Polycast #2447

1" thick white acrylic with sandblasted edges.

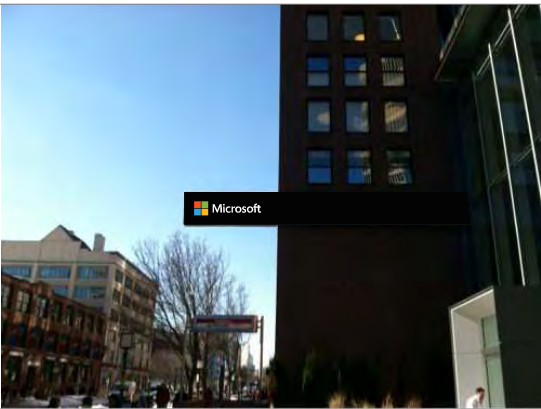
Symbol Colors

- VN-1 (Translucent Vinyl)
Orange Arlon 2500-2119
- VN-2 (Translucent Vinyl)
Green Arlon 3998 (Custom)
- VN-4 (Translucent Vinyl)
Blue Arlon 4143 (Custom)
- VN-3 (Translucent Vinyl)
Yellow Arlon 3950 (Custom)

before



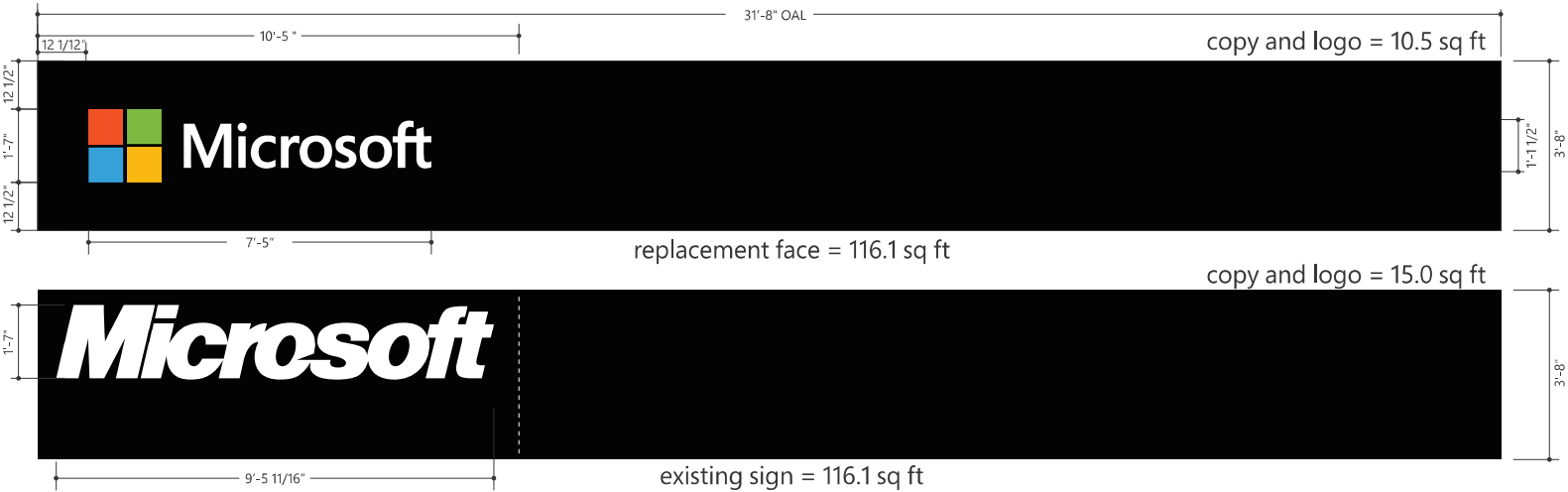
after



Existing Signage: 44" H x 380" W double-faced illuminated blade sign with routed aluminum faces and white acrylic backing behind copy area

Location: Exterior building corner

Note: Material to be used will match existing color of blade sign.



| | | | | |
|----------------------------|----------------------------------|------------------|--------------------------|----------------------------------|
| Location: Cambridge, MA | Address: One Cambridge Center | Building: 1CC | Date Created: 6.14.13 | Scale: 3/8" = 1' prioritysign |
|----------------------------|----------------------------------|------------------|--------------------------|----------------------------------|

E2b Replacement Faces for Blade Sign - (Qty 2)

Signage Rebrand Strategy

Remove existing faces from double-faced blade sign. Install (2) new routed aluminum faces with translucent white pushed through acrylic copy .

Sign Face

Mica Grey 4-MZG-50 LRV 7.95/SRI14 (to match existing)
Product from Alpolic & Alpolic

1/4" thick aluminum colored to match existing face specifications.

Sign Copy

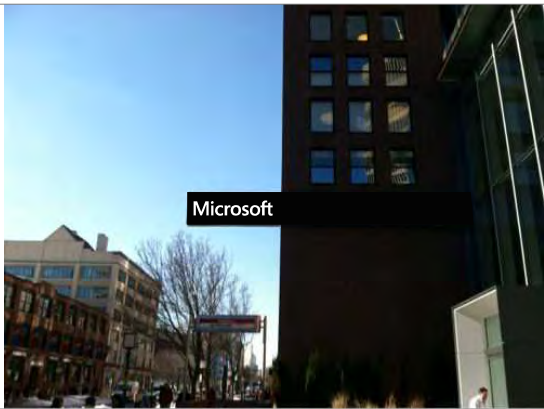
Translucent White Acrylic
Polycast #2447

1" thick white acrylic with sandblasted edges.

before



after

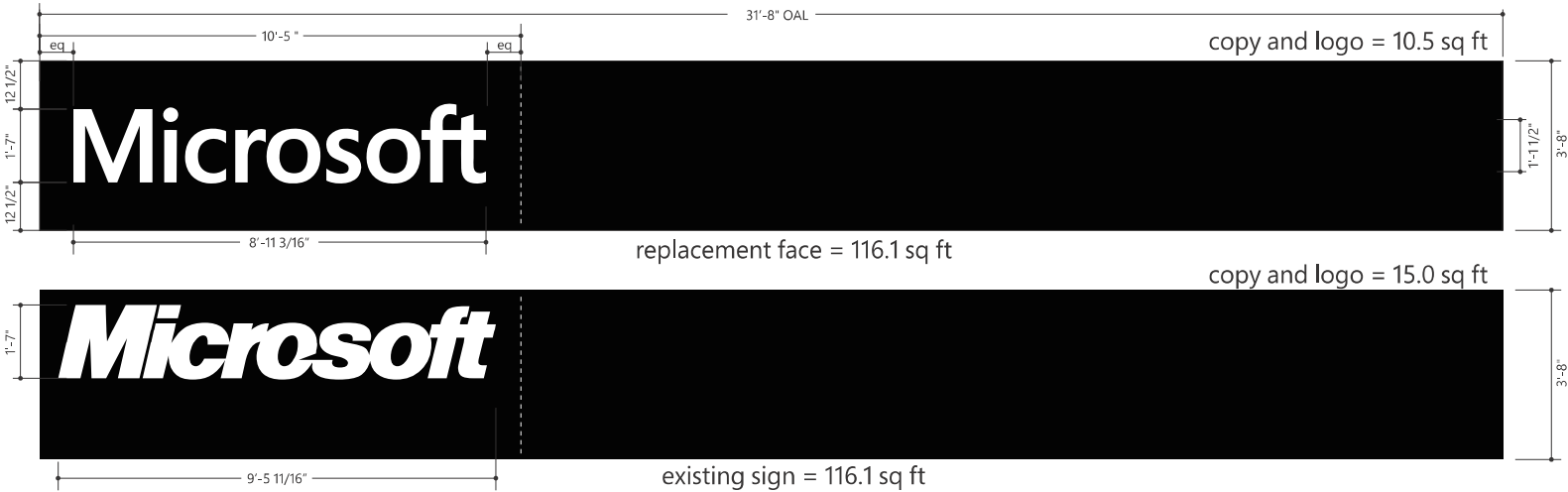


Existing Signage: 44" H x 380" W double-faced illuminated blade sign with routed aluminum faces and white acrylic backing behind copy area

Location: Exterior building corner



Note: Material to be used will match existing color of blade sign.



Scale: 3/8" = 1'

| | | | | |
|----------------------------|----------------------------------|------------------|--------------------------|--------------|
| Location: Cambridge, MA | Address: One Cambridge Center | Building: 1CC | Date Created: 6.14.13 | prioritysign |
|----------------------------|----------------------------------|------------------|--------------------------|--------------|

131108_Proposed MBTA Lollipop locations for better station ID.
Kendall Station entrances



Existing lamps can be converted to the LED lit lollipops or provide better street lighting.



DRAFT

**MEETING NOTES: Google CC3 – CC5 Connector: Corporate Signage Design Review Meeting
October 23, 2013 / Revised November 1, 2013**

Attending: Kathy Born (CRA), Barry Zevin (CRA), Tom Evans (Executive Redevelopment Officer, CRA), Stuart Dash (CDD), Roger Boothe (CDD), Kevin Sheehan (BP), Kristin Chiles (Google), Kevin Hurley (CBRE), Mike O'Hearn (BP), and Larry Bluestone (BPG).

Notes Submitted By: Larry Bluestone

On October 23, 2013, the CRA's Design Review Committee and Boston Properties (BP) met with representatives of Google to review current Google corporate signage designs for the Main St. façade of the CC3-CC5 Google Connector building. Kristin Chiles of Google introduced and presented Google's updated signage designs for the Connector.

Before this presentation began, the status of a couple of other Google initiatives was discussed:

- ❑ Chiles said that construction by Google for the interior fit-up of the Connectors would start in January of 2014, and occupancy was expected by June 2014.
- ❑ Tom Evans and Kathy Born asked when Google would apply for a Certificate of Occupancy and when designs could be released publicly in advance of a CRA Board meeting on the topic. Chiles said there would be no significant interior design changes in the interior plans previously presented to the Board. However, the design / art for the large two-story interior wall facing the rooftop garden is still under discussion and no artist has yet been selected. Chiles said she would prefer that this design be more advanced before renderings are shown to the public. It was agreed, given upcoming CRA Board agendas for the next several months that Google's designs should be scheduled for the public CRA Board meeting in January.

Several Design Review team members encouraged some boldness for the wall art, and perhaps even allow some dynamic / changing elements in the artwork.

CC3-CC5 Google Connector Façade Corporate Signage Proposal & Discussion

Kristen Chiles presented two alternative designs for Google's corporate signage on the Connectors' Main Street façade.

Alternative # 1 illustrated a large sign, in white, that simply said 'Google' across the exterior of the 4th floor of the Connector. This sign was supported on a steel beam located outboard of the glass façade itself. The sign would be lit at night. The word 'Google' was 'cropped' at either end as it met the side walls of CC3 and CC5 so that only a part of the 'G' and part of the 'E' at either end of the word was visible.

Alternative # 2 illustrated an almost identical concept across the 3rd floor of the Connector. However, in this alternative, the Google sign was located within the interior of the Connector *behind* instead of in front of the Connector's glass façade.

The Design Review Committee offered a number of comments following the presentation:

In general, many Review Team members supported the boldness of the design. Chiles said the signage design, as presented, was static. Several Design Review members encouraged investigating programmable changing designs or changing colors with LED lighting.

- ❑ Google was advised to consult and coordinate their signage proposal with BP's / Selbert Perkins signage designs at this location for the garage / rooftop garden signage along the side façade of CC3, arcade and building address signage, and retail signage which all come together at this location. Google and Boston Properties were asked to illustrate this other signage, together with the Google proposal, at the next progress presentation to see how the various signage proposals visually fit together with each other.
- ❑ There was some concern expressed that the large lettering size of the Google sign could make the entire Connector building appear as a corporate property, and that the ground floor public passage and retail uses in the Arcade would be diminished to a status of only secondary importance.
- ❑ Some Design Review members also expressed concern that the large size of the Google sign lettering would perhaps set an unwelcome precedent for the size of other signs that could be allowed in the future throughout Kendall Center. Ameliorating this concern somewhat was the fact that the Google sign was set back on the Connector façade a number of feet in depth from the street line so that the Google sign was only visible, in fact, to passing pedestrians and Main Street motorists as they drew directly even in front of the Connector.

Because of concern about the largeness and obtrusiveness of the sign located on the exterior (Alternative #1) of the Connector, a majority of Design Review Committee members expressed a preference for Alternative #2 where the sign would be installed in the building's interior. Locating it in the interior also eliminated some technical issues with the exterior location – such as birds, snow and maintenance.

If you have any edits to these meeting notes, please forward them to Larry Bluestone at lbluestone@bluestoneplangroup.com, or at 617.661.0725.



MICHAELA CANTALUPA
Senior Vice President - Development

November 8, 2013

Ms. Cynthia H. Griffin
Purchasing Agent
City of Cambridge
City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

Re: File No. 6217 – Real Estate Disposition Ames Street (Portion)

Dear Ms. Griffin:

Boston Properties is pleased to submit this proposal to the City of Cambridge for the property referenced in File No. 6217 (the "RFP"). We understand that the property to be disposed consists of approximately 8,660 square feet of land which includes a portion of the Ames Street public way bounded by the easterly sideline of Ames Street to the east, a line parallel to and twenty (20) feet west of the easterly sideline of Ames Street to the west, the southerly sideline of Broadway to the north and the northerly sideline of Main Street to the south (the "Property"), as shown on **Exhibit A** attached hereto.

PROPOSED DEVELOPMENT CONCEPT

The Property is adjacent to other properties owned by affiliates of Boston Properties. These other properties and their associated Assessors Map/Lot designations are (i) 4 Cambridge Center (Map 44 Lot 82), (ii) the Cambridge Center East Garage (Map 44 Lot 95), and (iii) 5 Cambridge Center (Map 44 Lot 79) (collectively, the "Adjacent Properties"). Our intent is to develop a multifamily residential building with ground floor retail space on a new lot to be created out of portions of the Property and the Adjacent Properties.

As currently conceived, the proposed development consists of approximately 200,000 square feet of residential space and 9,000 square feet of retail space as depicted on the conceptual plans attached hereto as **Exhibit B** (the "Project"). The

s:\Development\Projects Under Development\Residences At Cambridge Center\Agreements\Ames Street RFP\RFP To Cynthia Griffin-11-08-13_V2.Docx

residential portion of the Project will contain approximately 240 units, of which 31 units will be affordable in accordance with the City's Inclusionary Housing Policy. There will be a mix of unit types including studios, one-bedrooms and two-bedrooms. We are also exploring the possibility of including micro-units as part of the unit program.

In order to create the site for the Project, Ames Street will have to be reconfigured between Broadway and Main Street. The Ames Street right-of-way will be narrowed by 20 feet, and as a result, some of the underground utilities will be relocated and the above-grade features from the most westerly curb to the new easterly street property line will be reconstructed as new. The resulting Ames Street configuration is shown on the conceptual engineering plans attached as **Exhibit C**. Final plans will be subject to design review and approval by the City of Cambridge. We have estimated the cost to reconfigure Ames Street, per the plans in Exhibit C, at \$3.6 million.

The Project will provide numerous benefits to the surrounding neighborhoods and to the City as a whole, including (1) the delivery of a variety of housing options in an area that has historically been predominately commercial, (2) the creation of a more pedestrian-friendly streetscape between Main Street and Broadway, (3) the enhancement of the evolving retail program in the Cambridge Center development area, and (4) new annual real estate taxes to the City of approximately \$500,000 per year.

The anticipated project schedule is as follows:

- Land disposition and zoning petition approved – December 2013
- Article 19 and design review process – January to November 2014
- Construction – start by the end of 2014
- Occupancy – by the end of 2016

This schedule is based upon economic and market conditions remaining favorable and the completion of the permitting/design review process in a timely manner.

ABOUT THE DEVELOPER

Boston Properties, Inc. (the "Company"), a self-administered and self-managed real estate investment trust (REIT), is one of the largest owners, managers, and developers of first-class office properties in the United States, with a significant presence in five markets: Boston, New York, Princeton, San Francisco, and Washington, DC. The Company was founded in 1970 by Mortimer B. Zuckerman and Edward H. Linde in Boston, where it maintains its headquarters. Boston Properties became a public company in June 1997. The Company acquires, develops and manages its properties through full-service regional offices. Its property portfolio is comprised primarily of first-class office space, one hotel, three residential properties and four retail properties. Boston Properties is well-known for its in-house building management expertise and responsiveness to tenants' needs. The Company holds a superior track record in developing premium Central Business District (CBD) office buildings, successful mixed use complexes, suburban office centers and build-to-suit projects for the U.S. government and a diverse array of creditworthy tenants.

A summary of the Company's development experience is as follows:

- The Company developed 15.5 million square feet of the 60.3 million square feet in its portfolio.
- The Company current has 2.8 million square feet of active development projects including: office, mixed-use, and residential.
- The Company has a future development pipeline of approximately 4.4 million square feet of office, mixed-use, and residential projects.
- The Company was the master developer of Cambridge Center, a 3.0 million square foot mixed-use development.
- The Company has recently developed three residential projects, each as a component of an overall mixed-use project: The Residences on the Avenue (a 335 unit project in Washington DC, The Avant (a 359 unit project in Reston Virginia) and The Lofts at Atlantic Wharf (an 87 unit project in Boston, MA).

In terms of financial strength, the Company has a total adjusted market capitalization of \$29.3 billion and has senior debt ratings of: Baa2 (Moody's), BBB

(Fitch), and A- (S&P). The Company has a relatively low leverage ratio of 38% of debt as a percentage of total adjustment market capitalization.

ENHANCEMENT OF THE URBAN ENVIRONMENT IN KENDALL SQUARE

The Project aims to transform Ames Street, between Main Street and Broadway, from a service street to a more vibrant, pedestrian-friendly streetscape with active ground floor uses on both sides of the street, thereby greatly improving the pedestrian experience. This is in keeping with the goals of the City's K2C2 Study and resulting design guidelines for the Kendall Square area. We agree with the City and others that by narrowing Ames Street and inserting a residential building with active ground floor spaces in an area that currently has predominantly service uses that a higher quality public environment will result. The new streetscape is conceptually shown on the plans in **Exhibit B**.

ECONOMIC TERMS OF OFFER

The economic terms of our offer are as follows:

- Cash payment of \$2,010,000 payable to the City of Cambridge on closing.
- Boston Properties will develop the Project in general conformance with the conceptual plans submitted as part of this proposal.
- Boston Properties will agree, in the land disposition agreement for the Property, to the contract terms outlined in Section 5 of the RFP.

ADDITIONAL DOCUMENTATION

Additional documentation submitted as part of this proposal is as follows:

Exhibit A – Property Description

Exhibit B –Development Concept Plans

Page 5
November 8, 2013

Exhibit C – Conceptual Plans for Ames Street Reconfiguration

Exhibit D – Proposal Form

Exhibit E – Price Summary Form

Exhibit F – Disclosure of Beneficial Interest Pursuant to M.G.L.c. 7§ 40J

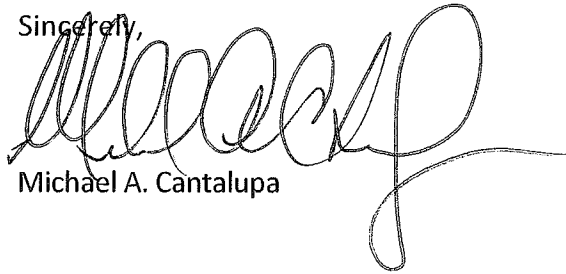
Exhibit G – Ownership Certificate Demonstrating Control of Adjacent Land

Exhibit H – Copy of Boston Properties 2012 Annual Report (included separately)

Exhibit I – Financial References

Thank you for your consideration of our proposal. We look forward to your response.

Sincerely,



Michael A. Cantalupa

Attachments

EXHIBIT A



RESERVED FOR REGISTRY USE ONLY

PROGRESS PRINT
(FOR REVIEW 12/21/12)

Plan References

- 1) L.C.C. 30711 A-L
- 2) L.C.C. 4356 A-C
- 3) PLAN 298 OF 1977
- 4) PLAN 621 OF 1980
- 5) PLAN 1407 OF 1981
- 6) PLAN 1463 OF 1983
- 7) PLAN 1334 OF 1986 (4 SHEETS)
- 8) PLAN 155 OF 1986 (11 SHEETS)
- 9) PLAN 1316 OF 1987
- 10) PLAN 1183 OF 1997
- 11) PLANS 282 OF 1998
- 12) PLANS 435 OF 2005
- 13) PLAN 452 OF 2010

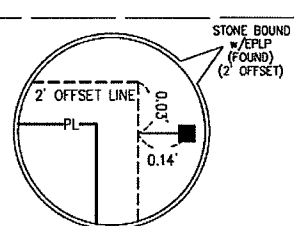
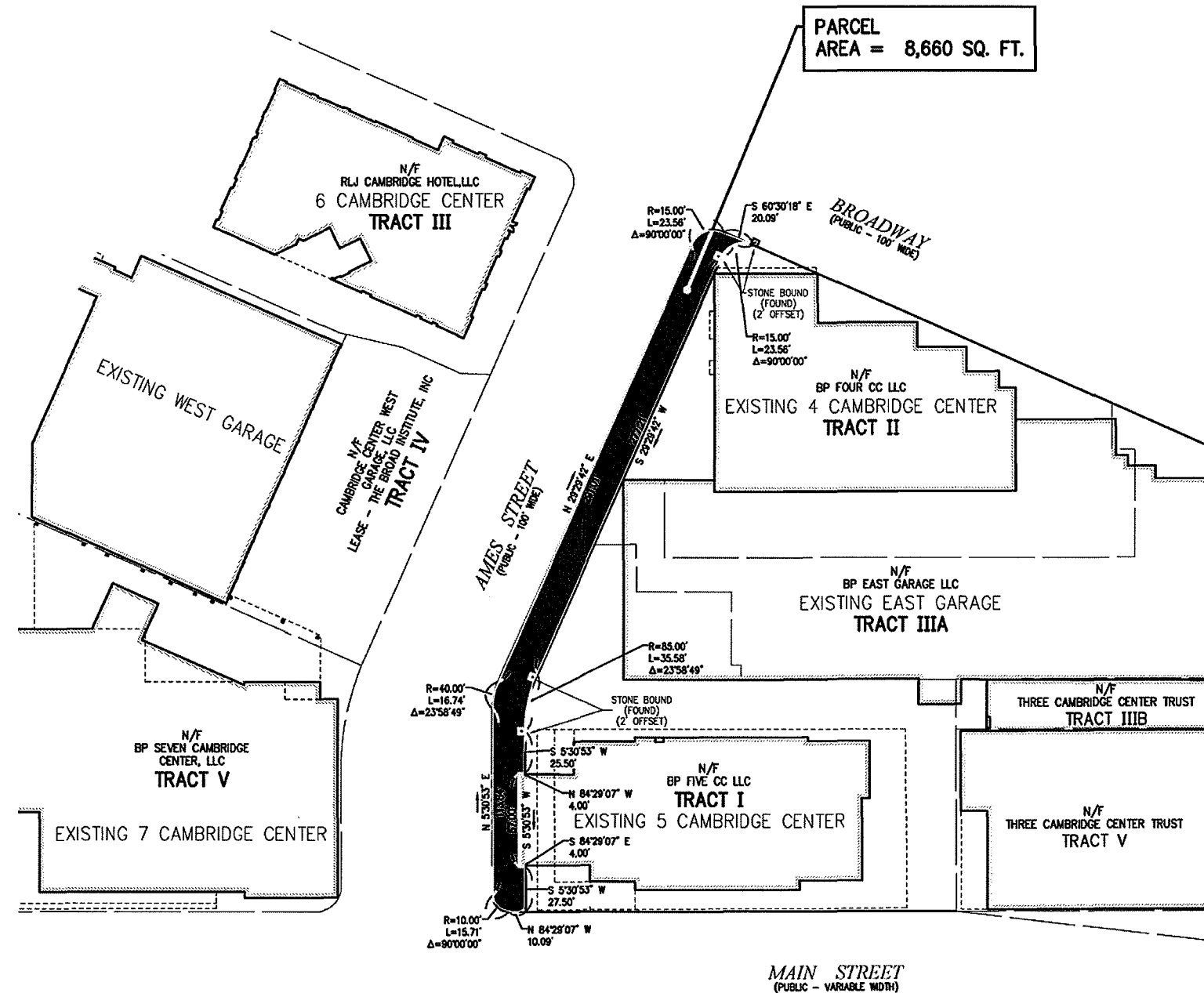
General Notes

- 1) THE PROPERTY LINES SHOWN ON THIS PLAN ARE BASED UPON AN ACTUAL FIELD SURVEY CONDUCTED BY VANASSE HANGEN BRUSTLIN, INC. IN OCTOBER, 2012 AND FROM DEEDS AND PLANS OF RECORD.
- 2) THE EXISTING CONDITIONS SHOWN ON THIS PLAN ARE BASED UPON AN ACTUAL ON-THE-GROUND INSTRUMENT SURVEY PERFORMED BY VANASSE HANGEN BRUSTLIN, INC. IN OCTOBER, 2012.
- 3) LOCATIONS OF 4 & 5 CAMBRIDGE CENTER AND CAMBRIDGE CENTER EAST GARAGE SUBSURFACE CONCRETE FOUNDATION TAKEN FROM ELECTRONIC FILE (S-361-43A-EXCOND-EMAIL-2012-06-22.DWG) SUPPLIED BY BOSTON PROPERTIES IN JUNE 2012.
- 4) HORIZONTAL DATUM IS BASED ON PLAN 621 OF 1980. ELEVATIONS SHOWN ON THIS PLAN REFER TO CAMBRIDGE CITY BASE.

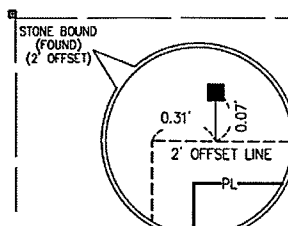
Certification

I HEREBY CERTIFY THAT THIS PLAN WAS PREPARED IN ACCORDANCE WITH THE RULES AND REGULATIONS OF THE REGISTERS OF DEEDS OF THE COMMONWEALTH OF MASSACHUSETTS.

DATE _____ PROFESSIONAL LAND SURVEYOR



AMES STREET
(PUBLIC - 60' WIDE)



PLAN OF LAND IN CAMBRIDGE MASSACHUSETTS

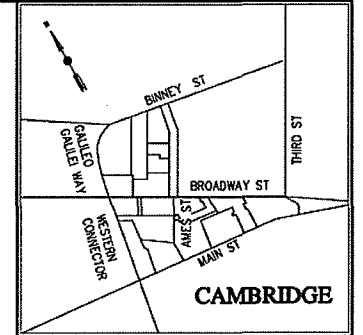
PREPARED FOR: BOSTON PROPERTIES, INC.

PREPARED BY: Vanasse Hangen Brustlin, Inc.
Transportation, Land Development &
Environmental Services
101 Walnut Street, P.O. Box 9151
Watertown, MA 02471-9151
(617) 924-1770

SCALE: 1 INCH = 40 FEET DATE: DECEMBER 14, 2012



SCALE IN FEET



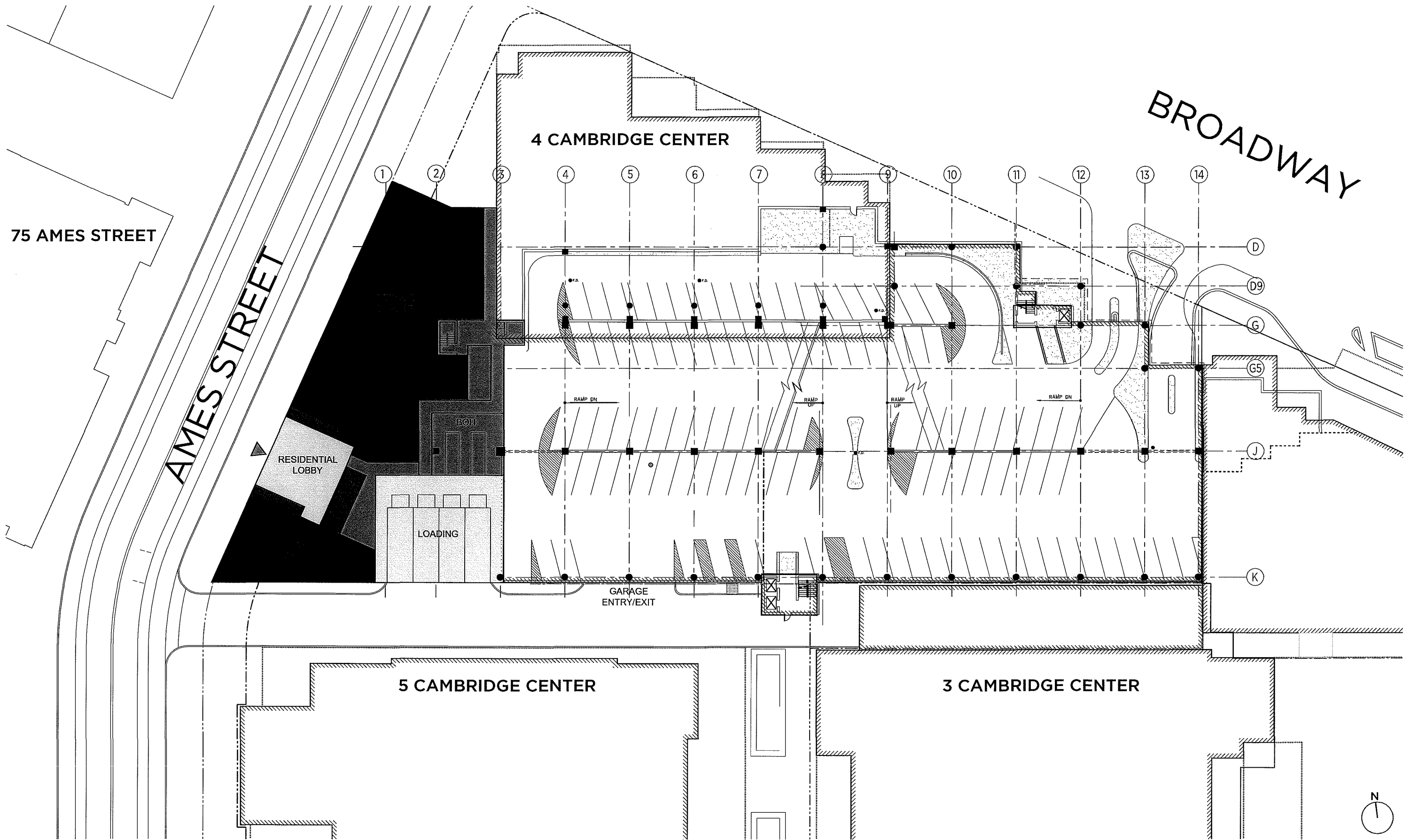
Locus Map
(NOT TO SCALE)

EXHIBIT B



FX FOWLE

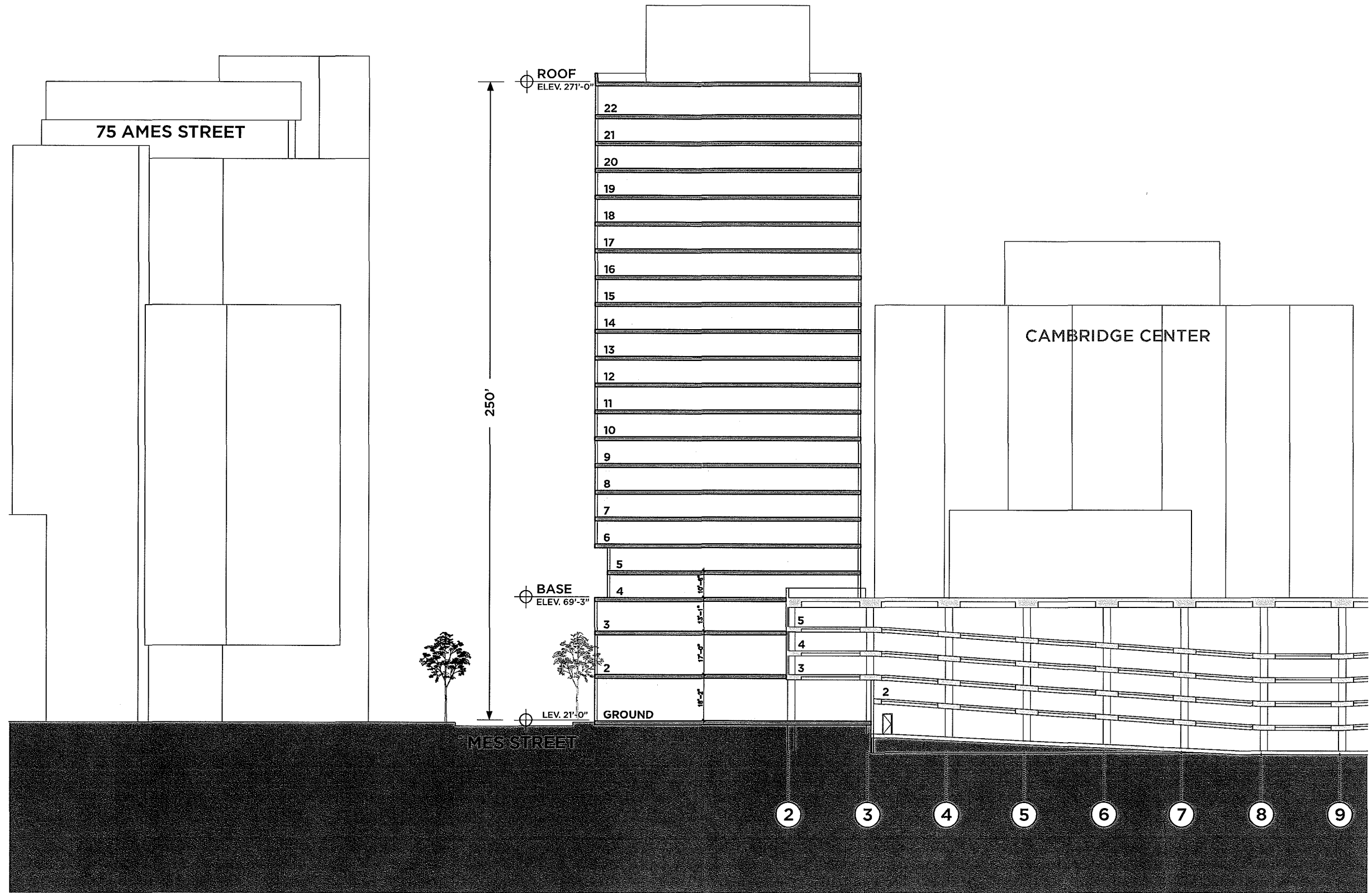




GROUND FLOOR PLAN
RESIDENCES AT CAMBRIDGE CENTER
BOSTON PROPERTIES

21 NOVEMBER 2012

FX FOWLE



SECTION

RESIDENCES AT CAMBRIDGE CENTER
BOSTON PROPERTIES

12053.L00

21 NOVEMBER 2012

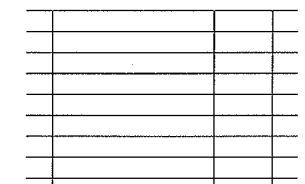
FX FOWLE

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EXHIBIT C



101 Walnut Street, P.O. Box 9151
Watertown, Massachusetts 02471
617.924.1770 • FAX 617.924.2286



Ames Street
Cambridge, Massachusetts
Issued for

Preliminary Layout Plan

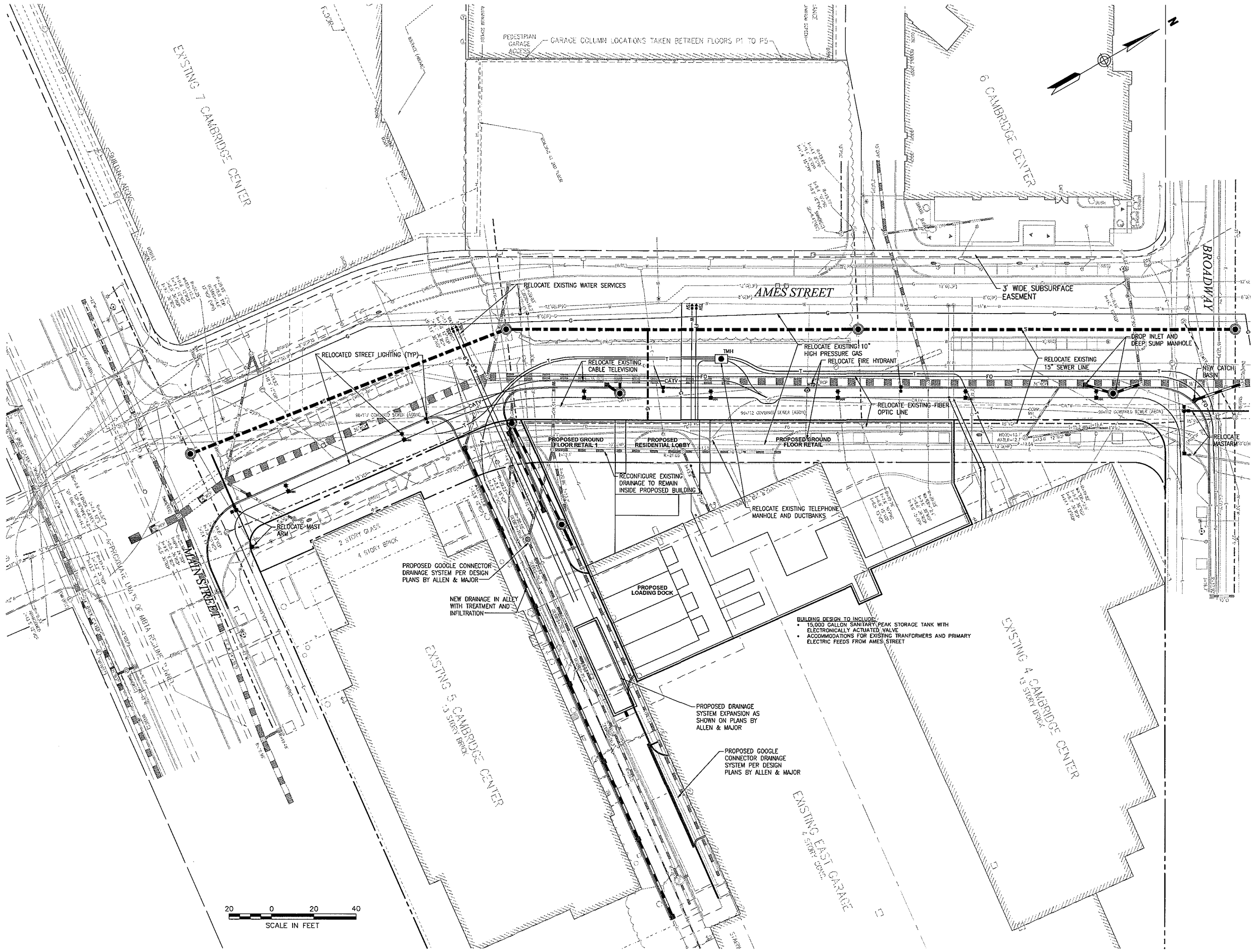
Project Number
12168.00



Vanasse Hangen Brustlin, Inc.

Transportation
Land Development
Environmental Services

101 Walnut Street, P.O. Box 9151
Watertown, Massachusetts 02471
617.924.1770 • FAX 617.924.2286



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| No. | Revision | Date | Appr. |
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| Designed by | Drawn by | Checked by |
| GAD checked by | Approved by | |
| Scale 1"=10' | Date November 21, 2012 | |

**Residences at
Cambridge Center**

Ames Street
Cambridge, Massachusetts
Issued for

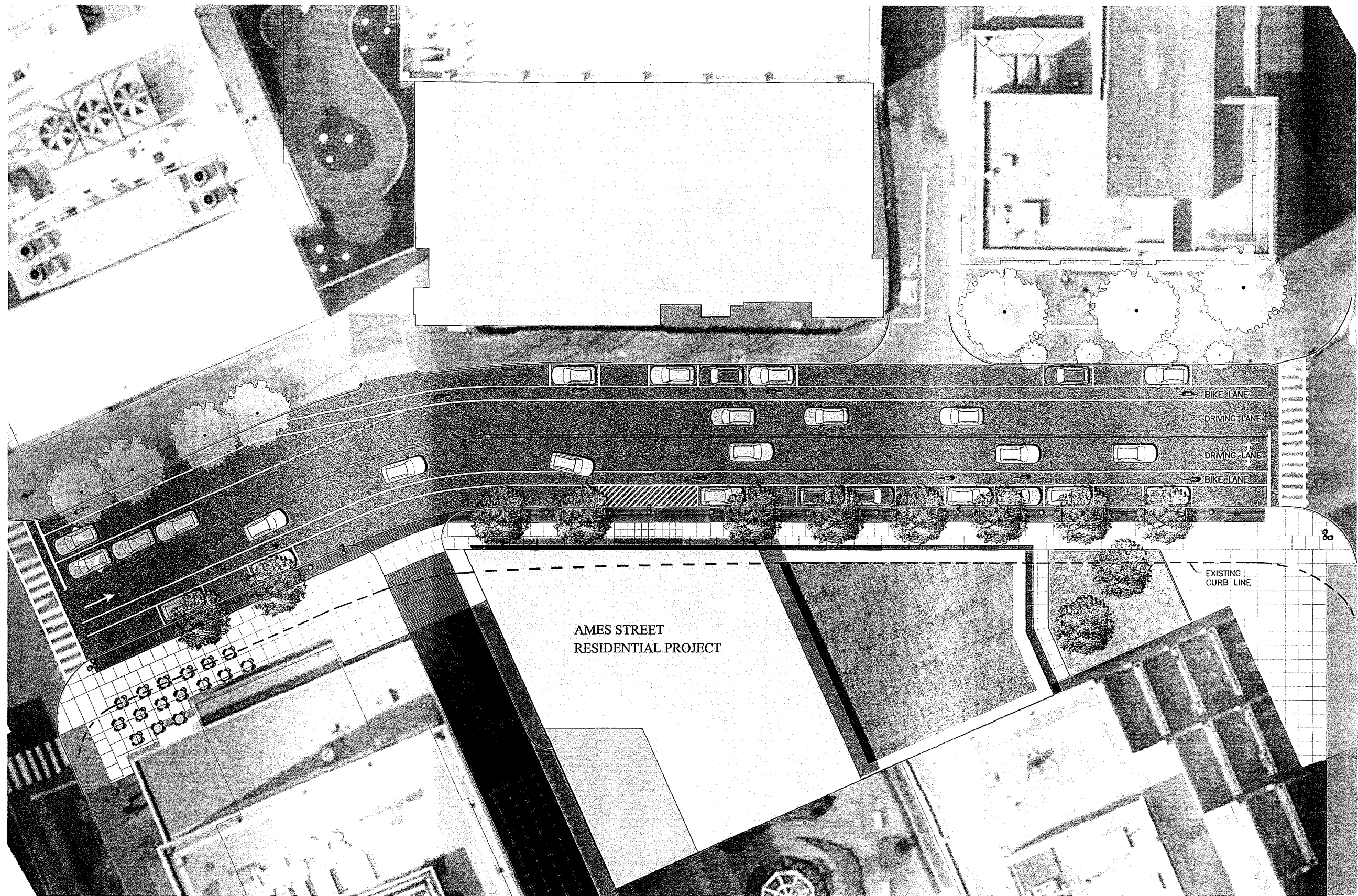
Not Approved for Construction
Drawing Title

**Preliminary
Utility Plan**

Drawing Number

Sheet of

Project Number
12168.00



CBA | Landscape Architects LLC

24 THORNDIKE STREET | CAMBRIDGE MA 02141
phone 617.945.9760 | www.cbaland.com | cba@cbaland.com

0 8 16 32 48 64'



EXHIBIT D

**CITY OF CAMBRIDGE, PURCHASING DEPARTMENT
795 MASSACHUSETTS AVENUE, RM. 303
CAMBRIDGE, MA 02139**

**PROPOSAL FORM FOR THE DISPOSITION OF REAL ESTATE
AMES STREET (PORTION)**

1. Name of person submitting proposal:

Michael A. Cantalupa
Senior Vice President - Development
Boston Properties
800 Boylston Street
Boston, Massachusetts 02199
617-236-3342

2. Please check one of the following:

() Corporation, incorporated in the State of: Massachusetts

(X) Partnership, names of partners are:

Boston Properties, Inc. is the sole general partner
Limited partners are as disclosed in 40J Statement submitted with the Proposal

() Individual:

() Other

3. Minimum Evaluation Criteria

Please check YES or NO for each of the minimum criteria listed below:

- A. The offeror has sufficient assets to undertake this project, as demonstrated by its latest annual financial report (audited or reviewed by a Certified Public Accountant).

YES X¹ NO

- B. The offeror has demonstrated that it controls land resources necessary to undertake this project, as demonstrated by a duly notarized certificate of ownership

YES X NO

¹ Please note that Boston Properties Limited Partnership is the operating partnership for Boston Properties, Inc., the publicly-traded entity whose financials are being provided.

The undersigned certifies under penalties of perjury that this proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, "person" shall mean any natural person, business, partnership, corporation, union, committee, club of other organization, entity or group of individuals. As required by M.G.L. c. 62C, Section 49A, the undersigned also certifies under the penalties of perjury that the offeror has complied with all laws of the Commonwealth relating to taxes.

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc.
Its sole general partner

By: 

Name: Michael A. Cantalupa

Title: Senior Vice President – Development
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199

EXHIBIT E

PRICE SUMMARY FORM

(A) Cash Offer \$2,010,000.00

In words (Two Million Ten Thousand Dollars)

B. Anticipated Use of Property

Indicate the percentage of Development Site (consisting of the Property along with adjacent properties on which construction will occur), by Gross Floor Area, to be used in the following ways:

Multifamily dwellings 95.7%

Retail 4.3%

Other (specify) _____ %

Signature of Offeror:

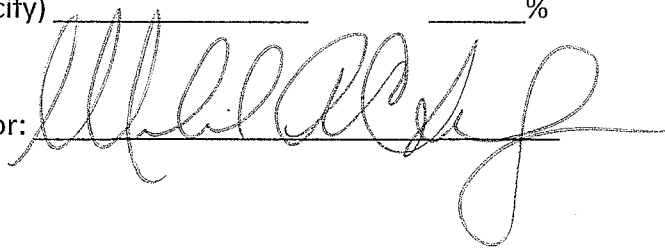
A handwritten signature in black ink, appearing to read 'M. L. ...', is written over a horizontal line.

EXHIBIT F

STATEMENT

The undersigned does hereby state, for the purpose of disclosure pursuant to Massachusetts General Laws, Chapter 7, Section 40J, of a transaction relating to real property, as follows:

- (1) Real Property: Portion of Ames Street, Cambridge, Massachusetts
- (2) Seller: City of Cambridge
City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139
- (3) Offeror: BP Cambridge Center Residential LLC
c/o Boston Properties
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103
- (4) Names and Addresses of all persons who have or will have had a direct or indirect beneficial interest in the property:

See attachment.
- (5) None of the above-referenced persons is an official elected to public office in the Commonwealth of Massachusetts or any employee of the Division of Capital Planning and Operations except as follows:

None.

Signed under the penalties of perjury.
Dated November 7, 2013

BP CAMBRIDGE CENTER RESIDENTIAL LLC

By: Boston Properties Limited Partnership, its sole member

By: Boston Properties, Inc., its general partner

By: 

Name: Michael A. Cantalupa

Title: Senior Vice President, Development

ATTACHMENT TO CHAPTER 7, SECTION 40J DISCLOSURE STATEMENT

This filing is being made in connection with the proposal by BP Cambridge Center Residential LLC to purchase a portion of Ames Street, Cambridge, Massachusetts.

Name and Address of Sole Member of Offeror:

Boston Properties Limited Partnership
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103

Name and Address of General Partner of Sole Member:

Boston Properties, Inc.¹
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103

Name and Address of Limited Partners of sole member:

See following pages.

[Remainder of Page Intentionally Left Blank]

¹ No stockholder will hold 10% or more of the stock of Boston Properties, Inc.

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| Name | Address | City | State | Zip Code |
|---|--|---------------|-------|------------|
| 1301 New York Avenue Limited Liability Company | Gould Property Company, Attn: Sigrid J Beeckman 1725 Desales Street, N.W., Suite 900 | Washington | DC | 20036 |
| 2300 N. Street Associates | c/o Gerald Charnoff & Jeff Yablon, Pillsbury Winthrop Shaw Pittman LLP 2300 N Street, N.W. | Washington | DC | 20037 |
| 500 Capital Corp. | P.O. Box 67 | Whiting | NJ | 08759 |
| 680 Folsom LLC | c/o TMG Partners 100 Bush Street, Suite 2600 | San Francisco | CA | 94104 |
| A. Duncan Whitaker, as trustee of the A. Duncan Whitaker Trust, dated January 24, 2008 | 6309 Dunaway Court | McLean | VA | 22101 |
| ABL Capital Corp. | P.O. Box 67 | Whiting | NJ | 08759 |
| ABL Realty, Inc. | P.O. Box 67 | Whiting | NJ | 08759 |
| Anne Potter Bodner and Thomas N. Heyer, Trustees of the Anne Potter Bodner Revocable Trust dated March 11, 2011 | 4707 Reservoir Road, N.W. | Washington | DC | 20007 |
| Antonelli, III, Dominic F. | 220A East Market Street | Johnson City | TN | 37601 |
| Antonelli, John P. | 509 Helene Street | Gaithersburg | MD | 20878 |
| Antonelli, Lee | 10 Island Road | Stuart | FL | 34996 |
| Arnold B. Tofias, trustee of the Arnold B. Tofias Trust of December 20, 1991 | 75 Second Avenue, Suite 415 | Needham | MA | 02494 |
| Astrove, Steven R. | 15 Swarthmore Road | Wellesley | MA | 02482 |
| Back, Peter | 124 Regent Place | Alamo | CA | 94507 |
| Baraldi, John J. | 3 Natalie Road | Chelmsford | MA | 01824 |
| Barrasso, Robert A. | 53 Bacon Street | Natick | MA | 01760 |
| Beth Rubenstein Trust | 451 29th Street | San Francisco | CA | 94131 |
| Bishop, Jill G. | 2785 Bella Vista Drive | Santa Barbara | CA | 93108 |
| Blankstein, Mitchell | 1725 DeSales Street, N.W., Suite 300 | Washington | DC | 20036 |
| Blum, John R.H. | 87 Canaan Rd, Apt. 3H | Salisbury | CT | 06068-1626 |
| Bookout, Jr., John F. | P.O. Box 61369 | Houston | TX | 77208 |
| Boone, David H. | 12 Settlers Cove | Beaufort | SC | 29907 |
| Boston Properties, Inc. | 800 Boylston Street, Suite 1900 | Boston | MA | 02199 |
| Bralower, Barbara J. | 39 Marvin Ridge Place | Wilton | CT | 06897-2837 |
| Bralower, Stephen N. | 39 Marvin Ridge Place | Wilton | CT | 06897-2837 |
| Brandbergh, John K. | 3 Crimson Leaf Drive | Newtown | PA | 18940 |
| Braunohler, Robert H. | 8000 Parkside Lane, N.W. | Washington | DC | 20012 |
| Brown, Donald | c/o The JBG Cos., Attn: Vivian Stiehan (sp?) 4445 Willard Avenue, Suite 400 | Chevy Chase | MD | 20815 |
| Bruce, John F. | 2475 Virginia Avenue, N.W., Suite 930 | Washington | DC | 20037 |
| Bryan Lipowsky Trust | Richard Cohen, Trustee 13002 North Commons Way | Potomac | MD | 20854 |
| Bryks, Helene | 145 West 67th Street, Apt. 28A | New York | NY | 10023-5923 |
| Budinger, Zoë Baird | 728 East Francis Street | Aspen | CO | 81611 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|---|---|---------------|----|------------|
| Burkart, Jack W. | 10011 Columbine Street | Great Falls | VA | 22066 |
| Burros, Marian Fox | 7215 Helmsdale Road | Bethesda | MD | 20817-4645 |
| Burt, Frank D. | 25 Brettwood Road | Belmont | MA | 02478 |
| Butler, Gregory A. | 2 Vinson Circle | Winchester | MA | 01890 |
| Cagle, Marjorie Goodson | 2630 Benedict Canyon Drive | Beverly Hills | CA | Unknown |
| Campbell, Jane W. | 1366 Glenside Drive | Harrisonburg | VA | 22801 |
| Campbell, Lee W. | 1366 Glenside Drive | Harrisonburg | VA | 22801 |
| Cantalupa, Michael A. | 5 Churchill Circle | Winchester | MA | 01890 |
| Caroline P. Hayes, trustee of the Caroline Pruitt Hayes Living Trust | PO Box 282 | Jamesville | VA | 23398 |
| Carr, Martha A. | c/o Glenn R. Bonard, Esq. Whiteford, Taylor & Preston, LLP 1025 Connecticut Avenue, N.W., #400 | Washington | DC | 20036 |
| CarrPark, Inc | Attn: Leslie Wallace 1701 Pennsylvania Avenue, NW, Suite 300 | Washington | DC | 20006 |
| Carvalho, Manuel M. | 8 Hidden Ledge Road | Manchester | MA | 01944 |
| Christman, Bruce L. | 13610 Flintwood Place | Herndon | VA | 20171 |
| Cohen, Jamie M. | 12821 Lamp Post Lane | Potomac | MD | 20854 |
| Cohen, Jonathan A. | 3714 Kenilworth Driveway | Chevy Chase | MD | 20815 |
| Cohen, Melinda Ann | 2101 Park Mills Road | Adamstown | MD | 21710 |
| Cohen, Melissa | 300 E 71st Street, Apt. 2-O | New York | NY | 10021 |
| Cohen, Randy M. | 13002 North Commons Way | Potomac | MD | 20815 |
| Cohen, Richard M. | 13002 North Commons Way | Potomac | MD | 20854 |
| Cohen, Sharon R. | 6505 79th Place | Cabin John | MD | 20818 |
| Cohen, Sheldon | 5518 Trent Street | Chevy Chase | MD | 20815 |
| Colby, Keli | 1255 25th Street, NW, #321 | Washington | DC | 20037 |
| Colvin, Steven R. | 32 Pacific Drive | Novato | CA | 94949 |
| Coville, Lynne P. | 5605 5th Road South | Arlington | VA | 22204 |
| Crescent Heaven, LLC | c/o Lewis Rumford 5020 Macomb Street, N.W. | Washington | DC | 20016 |
| Cronin, Denis John | 76 Augsburg Drive | Attleboro | MA | 02703 |
| Dana Robin Lipowsky Trust | Richard Cohen, Trustee 13002 North Commons Way | Potomac | MD | 20854 |
| Davis, Richard P. | 480 Mohawk Road | Raynham | MA | 02767 |
| De Fazio, Sharon M. | 5212 Mitchell Street | Alexandria | VA | 22312 |
| DeAngelis, Frederick J. | 123 Marrett Road | Lexington | MA | 02421 |
| Debra Cohen Luks or Harold Paul Luks, as Trustees of the Debra Cohen Luks Revocable Trust dated 5/16/2007 | 10904 Sugarbush Terrace | Rockville | MD | 20852 |
| Denman, Mark J. | 74 Deerhill Road | Brentwood | NH | 03833 |
| Denny, Mark D. | 395 Beacon Street, Apt. 3F | Boston | MA | 02116 |
| DGG/BP LLC | c/o David Gaw 4 Townsend Road | Lynnfield | MA | 01940 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|---|--|---------------|----------|------------|
| Dick, Edison W. | 5320 Salmouth Road | Bethesda | MD | 20816 |
| Diehl, Rodney C. | 70 Panorama Ct | Danville | CA | 94506 |
| DiLuglio, Kelli A. | 79 Longwood Avenue | Warwick | RI | 02888 |
| Dorman, Philip F. | 42 Alden Road | Needham | MA | 02492 |
| DR & Descendents LLC | c/o Richard Cataldo 30 Rockefeller Plaza, Room 5600 | New York | NY | 10112 |
| DuMont, Anne B. | 1017 Grand Oak Way | Rockville | MD | 20852 |
| EC Holdings, Inc. | c/o Bob Brush 240 Peachtree Street, N.W., Suite 2200 | Atlanta | GA | 30303 |
| Edlavitch, Irwin P. | 2131 K Street, N.W., Suite 200 | Washington | DC | 20037 |
| Ehrlich, M. Gordon | c/o James Greto, Bingham McCutchen, LLP One Federal Street | Boston | MA | 02110 |
| Einiger, Carol B. | 33 E. 70th Street Apt 4E | New York | NY | 10021 |
| EL Burnside Holdings, LP | c/o Eric Riak - Atlantic Trust Company 100 Federal Street, 37th Floor | Boston | MA | 10022 |
| EL Longstreet Holdings, LP | c/o Eric Riak - Atlantic Trust Company 100 Federal Street, 37th Floor | Boston | MA | 10022 |
| EL Meade Holdings, LP | c/o Eric Riak - Atlantic Trust Company 100 Federal Street, 37th Floor | Boston | MA | 10022 |
| Ellis, Richard H. | 5829 21st Street, N.W. | Arlington | VA | 22205 |
| EP Burnside Holdings, LP | c/o Wayne Osborne - Boston Properties 599 Lexington Avenue, Suite 1800 | New York | NY | 10022 |
| EP Longstreet Holdings, LP | c/o Wayne Osborne - Boston Properties 599 Lexington Avenue, Suite 1800 | New York | NY | 10022 |
| Estate of Gordon Gray | Sheets, Smith & Associates 120 Club Oaks Court, Suite 200 | Winston-Salem | NC | 27104 |
| Fifth Avenue 58/59 Acquisition Co. L.P. | c/o Macklowe Properties 767 Fifth Avenue | New York | NY | 10153-0023 |
| Fitzpatrick, Barry M. | 14410 Barkwood Drive | Rockville | MD | 20853 |
| Fivek, Jason | 79 Southfield Circle | Concord | MA | 01742 |
| Flashman, Arthur S. | 140 Fairway Road | Chestnut Hill | MA | 02467 |
| Frazier, Adam B. | 61 Beechwood Avenue | Manhasset | New York | 11030 |
| Freeling, Susan M. | 3900A Watson Place, NW 6A | Washington | DC | 20016 |
| Frenkel, Dr. Jacob A. | c/o JP Morgan Chase 270 Park Avenue, 46th Floor | New York | NY | 10017 |
| Garesché, Donna D. | 14 West Knoll Road | Andover | MA | 01810 |
| Garner, Jeffrey L. | 17028 Spates Hill Road | Poolesville | MD | 20837-2160 |
| Gaw, David G. | 4 Townsend Road | Lynnfield | MA | 01940 |
| Gerald Cohen or Joanne C. Cohen, as Trustees of the Gerald Cohen Revocable Trust dated September 30, 2005 | 2204 NW 62nd Drive | Boca Raton | FL | 33496 |
| Gerchick, Lisa Koteen | 1345 Potomac School Road | McLean | VA | 20814 |
| Gewirtz, Paul | 121 Deepwood Drive | Hamden | CT | 06517 |
| Gildenhorn Holdings, LLC | 4445 Willard Avenue, #400 | Chevy Chase | MD | 20008 |
| Gildenhorn, Joseph B. | 2030 24th Street, NW | Washington | DC | 20008 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|---|---|---------------|----|------------|
| Gindel, Amy C. | 503 Lowell Avenue | Newtonville | MA | 02460 |
| Glosserman, Michael Jack | 6630 Elgin Lane | Bethesda | MD | 20817 |
| Goodson, Jonathan | 1003 Elden Way | Beverly Hills | CA | 90210 |
| Gordon J. Vosti & Marcia W. Vosti, Co-Trustees or any successor trustee of the Gordon J. Vosti & Marcia W. Vosti Revocable Trust, dated 7/17/91 | 3555 Vista Del Mar | San Jose | CA | 95132 |
| Grant, Alfred | 47 Crawford Road | Harrison | NY | 10528 |
| Guy Pointer Davis Q-Tip Trust, The | c/o Judith G. Davis 1500 Westbrook Court, #4108 | Richmond | VA | 23227 |
| Hadar, Eric | c/o Allied Partners, Inc. 770 Lexington Avenue | New York | NY | 10021 |
| Hamilton, Robert S. | 1A Drybridge Road | Medway | MA | 02053 |
| Harrison, Michael A. | 8 Sherman Drive | Randolph | MA | 02362 |
| Hart, James A. | 4421 33rd Road North | Arlington | VA | 22207 |
| Herbert O. Davis, Trustee of the Herbert O. Davis Revocable Trust dated March 2, 2007 | 2303 Danbury Road | Greensboro | NC | 27408 |
| Hill, Thomas L. | 6 Burham Drive | Smithtown | NY | 11787 |
| Hogan, Denise A. | 18393 Sierra Springs Square | Leesburg | VA | 20176 |
| Holland, J. Michael | 3605 Dupont Avenue | Kensington | MD | 20895 |
| Hudson, James L. | 2200 Twentieth Street, N.W., First Floor | Washington | DC | 20009 |
| Hyre, III, Franklin F. | 1306 Kingston Avenue | Alexandria | VA | 22302-3810 |
| Iantosca, Anthony | 1610 Ben Roe Drive | Los Altos | CA | 94024 |
| Iseman, Frederick J. | 500 Park Avenue, 8th Floor | New York | NY | 10022 |
| Jack Males Living Trust | c/o Jack Males 6404 Tone Drive | Bethesda | MD | 20817 |
| Jacobs, Benjamin | 6619 Elgin Lane | Bethesda | MD | 20817 |
| JAKE Family, LLC | c/o Lisa Steele, CPA, Baker Tilly 8219 Leesburg Pike, Suite 800 | Tysons Corner | VA | 22182 |
| James R. Bronkema Trust | c/o James R. Bronkema 464 E. San Jose Road | Palm Springs | CA | 92264 |
| JBG North Capitol Limited Partnership | c/o The JBG Companies 4445 Willard Avenue, Suite 400 | Chevy Chase | MD | 20895 |
| JCR/BP LLC | c/o James C. Rosenfeld 109 Pinckney Street | Boston | MA | 02114 |
| Jessamy, Ronald C. | Law Offices of Ronald C. Jessamy, PLLC 1090 Vermont Ave., NW Suite 920 | Washington | DC | 20005 |
| John Bodner, Jr., Anne Potter Bodner and Thomas N. Heyer, Trustees of the John Bodner, Jr. Revocable Trust dated March 11, 2011 | 4707 Reservoir Road, N.W. | Washington | DC | 20007 |
| Johnston, Peter D. | 10106 Harewood Court | Great Falls | VA | 22066 |
| Joyce Linde and Mark D. Balk, Trustees of the Edward H. Linde 1988 Trust | c/o Goulston & Storrs 400 Atlantic Avenue | Boston | MA | 02110 |
| Kaylor, Jonathan L. | 2007 Mayfair McLean Court | Falls Church | VA | 22043 |
| Kennedy, John | 5 Fern Oval East | Orangeburg | NY | 10962 |
| Kenvic Associates, LLC | Madison Equities, Attn: Lucille Gladstone 105 Madison Avenue, 9th Floor | New York | NY | 10016 |
| Kerr, Janet | 11 Gloucester Street Unit 2 | Boston | MA | 02115 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|---|--|---------------|----|------------|
| Kevorkian, Eric G. | 29 Black Elk Road | Sharon | MA | 02067 |
| Keyser, Robert N. | 103 Montreux Lane | New Bern | NC | 22314-1403 |
| King, III , Charles | 4918 Sherier Place, N.W. | Washington | DC | 20016 |
| King, III, William F. | 219 Nassau Street | Princeton | NJ | 08542 |
| King, Jennifer L. | 7803 Maple Ridge Road | Bethesda | MD | 20814 |
| King, Jr. , Charles | 5302 Blakeford Court | Bethesda | MD | 20816 |
| Klein, Joel I. | 565 Park Avenue, Apt. 12W | New York | NY | 10065 |
| Klock, Mary | 1460 N Bel-Air Drive | Mesa | AZ | 85201-2504 |
| Kogan, Alexander V. | 76 Selwyn Road | Newton | MA | 02461 |
| Koop, Bryan J. | 9 Briant Drive | Sudbury | MA | 01776 |
| Koteen, Charles D. | 98 Newport Avenue | West Hartford | CT | 06107-3030 |
| Kruger, Caroline C. | 6209 Cheryl Drive | Falls Church | VA | 22044 |
| Kurtis, Jonathan B. | 9500 Windcroft Way | Potomac | MD | 20854 |
| LaBelle, Michael E. | 16 Hickory Drive | Medfield | MA | 02052 |
| Landis Family Trust #1 | c/o Ms. Jill Morris, The Landis Group 108 Brandon Road | Manchester | NJ | 08759 |
| Landis Family Trust #2 | c/o Ms. Jill Morris, The Landis Group 108 Brandon Road | Manchester | NJ | 08759 |
| Landis Family Trust #3 | c/o Ms. Jill Morris, The Landis Group 108 Brandon Road | Manchester | NJ | 08759 |
| Landis Family Trust #4 | c/o Ms. Jill Morris, The Landis Group 108 Brandon Road | Manchester | NJ | 08759 |
| Landis Family Trust #6 | c/o Ms. Jill Morris, The Landis Group 108 Brandon Road | Manchester | NJ | 08759 |
| Landis, Alan B. | P.O. Box 67 | Whiting | NJ | 08759 |
| Landis, Linda | P.O. Box 67 | Whiting | NJ | 08759 |
| Landis, Mitchell S. | 204 Harrison Avenue | Highland Park | NJ | 08904 |
| Landsittel, Scott W. | 338 Spear Street #11B | San Francisco | CA | 94105 |
| Laraine S. Swett, Trustee of the Laraine S. Swett Trust 2006 | 59 Grove Street | Auburndale | MA | 02466 |
| Laraine S. Swett, Trustee of The Laraine S. Swett 2005 Grantor Retained Annuity Trust | 59 Grove Street | Auburndale | MA | 02466 |
| Laraine S. Swett, trustee of the Laraine S. Swett 2012 Grantor Retained Annuity Trust I | 59 Grove Street | Auburndale | MA | 02466 |
| Laraine S. Swett, trustee of the Laraine S. Swett 2012 Grantor Retained Annuity Trust V | 59 Grove Street | Auburndale | MA | 02466 |
| Laura Eve Apfelbaum, trustee of the Lauara Eve Apfelbaum Revocable Trust dated June 2, 2010 | 3708 Taylor Street | Chevy Chase | MD | 20815 |
| Lavery, Benjamin C. | 15 Ravine Road | Winchester | MA | 01890 |
| Lee M. Hydeman and Judith Hydeman | 4165 Higel Avenue | Sarasota | FL | 34242 |
| Leftwich, Willie L. | 1732 Shepherd Street, N.W. | Washington | DC | 20011 |
| Levin, Andrew D. | 180 Riverside Drive, #4E | New York | NY | 10024 |
| Levine, David Carter | 567 Gilbert Street | Newbury Park | CA | 91320 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|--|---|---------------|----|------------|
| Levine, Laurel E. | 567 Gilbert Street | Newbury Park | CA | 91320 |
| LG BP Units LLC | Madison Equities, Attn: Lucille Gladstone 105 Madison Avenue, 9th Floor | New York | NY | 10016 |
| L'Heureux, Kevin D. | 11 Winter Drive | Seekonk | MA | 02771 |
| Linde, Douglas T. | 1 Baldwin Circle | Weston | MA | 02493 |
| Linde, Joyce | 265 Country Drive | Weston | MA | 02493 |
| Lindner, Thaddeus | 4825 Pine Tree Drive | Boynton Beach | FL | 33436-4830 |
| Lipowsky, Brenda | 14225 Platinum Drive | Gaithersburg | MD | 20878 |
| Lishil Enterprises Limited Partnership | c/o Hilary L. Reich, M.D. 308 East 72nd Street, Apt 7C | New York | NY | 10021 |
| Lord, Brian R. | 80 Linden Drive | Somerset | MA | 02726 |
| Lowenberg, Jeffrey J. | 2 Rangeley Ridge | Winchester | MA | 01890 |
| Luks, Ariel Matthew | 10904 Sugarbush Terrace | Rockville | MD | 20852 |
| Luks, Jordana Ilene | 10904 Sugarbush Terrace | Rockville | MD | 20852 |
| Lustig, Matthew J. | 885 Park Avenue, 4A | New York | NY | 10075 |
| Lyon, John W. | 960 Cape Marco Drive, Cozumel Unit 502 | Marco Island | FL | 34145 |
| Mad-Cap LLC | Madison Equities, Attn: Lucille Gladstone 105 Madison Avenue, 9th Floor | New York | NY | 10016 |
| Magaldi, James J. | 20 Mary's Way | Stoughton | MA | 02072 |
| Majoch, Meredith R. | 2 Hawthorne Place, #3F | Boston | MA | 02114 |
| Marcucella, Thomas | 12 Meadowview Road | Foxborough | MA | 02035 |
| Marion S. Guggenheim Revocable Trust | 4200 Massachusetts Avenue, NW #402 | Washington | DC | 20016 |
| Martin, Gary & Barbara | 4189 Haven Court | San Jose | CA | 95124 |
| Mayer, Matthew W. | 133 West 22 Street Apt. 7E | New York | NY | 10011 |
| Mayers, Daniel K. | 2700 Calvert, N.W. #813 | Washington | DC | 20008 |
| McCall, Kevin | 41 Maple Avenue | Woburn | MA | 01801 |
| McNulty, Laura D. | 15 Mulberry Street P.O. Box 82 | Round Hill | VA | 20141 |
| Mercadante, Lauren D. | 1753 Hamilton Drive | Phoenixville | PA | 19460 |
| Messick, Katheryn P. | 21421 Shannon Ridge Way | Boca Raton | FL | 33428-4851 |
| Milan A. Barto and June D. Barto, Trustees of the Barto Trust, dated November 20, 1997 | 12700 Red Maple Circle, #44 | Sonora | CA | 95370 |
| Miller, Alan | 57 Crosby Brown Road | Gladwyne | PA | 19035 |
| Miller, David E. | 2645 Wild Cherry Place | Reston | VA | 20191 |
| Mitchell Blankstein, trustee of Antonelli Camberwell Trust | 1725 DeSales Street, N.W. | Washington | DC | 20036 |
| Mitchell Blankstein, trustee of the Antonelli Gifting Trust, dated May 12, 2009 | c/o Mitchell Blankstein 1725 DeSales Street, NW | Washington | DC | 20036 |
| Mitchell Blankstein, trustee of the Antonelli Marital Trust, dated May 12, 2009 | c/o Mitchell Blankstein 1725 DeSales Street, N.W. | Washington | DC | 20036 |
| Mitchell Blankstein, trustee of the John O. Antonelli Trust, dated May 12, 2009 | 1725 DeSales Street, NW | Washington | DC | 20036 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

Mitchell Blankstein, trustee of the Lee Antonelli Trust, 1725 DeSales Street, NW
dated May 12, 2009
Monopoli, Richard T.

Washington DC 20036

Charlestown MA 02129

Alexandria VA 22309-2931

New York NY 10022

New York NY 10022

New York NY 10022

Fairfax VA 22031

Greenville SC 29605

Southborough MA 01772

Bethesda MD 20817

Los Altos CA 94022

Arlington VA 22207

Washington DC 20008-3343

San Rafael CA 94903-5556

New York NY 10021

Lawrenceville NJ 08648

Belmont MA 02478

Lafayette CA 94549

Canton MA 02021

Alexandria VA 22307-1722

Fairfax Station VA 22039-2973

Alexandria VA 22314

Springfield VA 22152

Upton MA 01568

Atlanta GA 30303

Lexington MA 02421-8093

Sudbury MA 01776

Myrtle Beach SC unknown

Whiting NJ 08759

Sherborn MA 01770

McLean VA 22101

McLean VA 22001

Boynton Beach FL 33437

78 Warren Street

4000 Westgate Drive

c/o Wayne Osborne, Boston Properties 599 Lexington Avenue, Suite 1800

c/o Wayne Osborne, Boston Properties 599 Lexington Avenue, Suite 1800

c/o Wayne Osborne, Boston Properties 599 Lexington Avenue, Suite 1800

3703 Moss Brooke Court

224 Hidden Hills Drive

13 Overlook Drive

c/o Benjamin R. Jacobs 6619 Elgin Lane

441 San Domingo Way

4516 37th Street N

3122 Newark Street, N.W.

699 Deer Valley Road

830 Park Avenue Apt 11C

5 Abby Drive

7 Tyler Road

406 Ponderosa Court

14 Oakdale Road

1502 Middlebury Drive

7704 Stoney Creek Court

2251 Eisenhower Ave. #521

6133 Sherborn Lane

1 Josiah Drive

c/o Mr. Bruce MacEwen, Portman Holdings 303 Peachtree Center Avenue, N.E., Suite 575
1010 Waltham Street, Apt 597

20 Kato Drive

c/o Mark Claxton 824 Antiqua Dr

P.O. Box 67

61 Old Orchard Road

1138 Langley Lane

c/o Raymond A. Ritchey 1138 Langley Lane

11100 Mandalay Way

Morken, Steven P.

MZ Burnside Holdings, LP

MZ Longstreet Holdings, LP

MZ Meade Holdings, LP

Nina Louise Boyd Breen, trustee of the William J. Boyd Trust, dated October 4, 1999

Norville, E. Mitchell

O'Connor, Thomas J.

Oodgod, LLC

Osbourne, Bill F.

Otteni, Peter V.

Owen, Roberts B.

Patricia E. Coupard Revocable Trust

Patricof, Alan J.

Penn, Edward D.

Pergola, David L.

Pester, Robert E.

Phaneuf, Jeffrey S.

Pierce, James L.

Pierce, Robert A.

Pierce, Stephen C.

Pierce, William H.

Plgott, David

Portman Family Trust

Pounds, William F.

Provost, David C.

R.W. Claxton, Inc.

Ralaks Equity Partners

Randall, Jonathan S.

RAR Ritchey LLC

RAR/BP LLC

Richard I. Linde Revocable Trust

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|--|--|----------------|----|------------|
| Richard M. Wolf and Barbara C. Wolf, Trustees of the Barbara C. Wolf Revocable Trust, dated March 16, 2000 | 3005 South Leisureworld Boulevard Apt. 604 | Silver Spring | MD | 20904 |
| Richard N. Gale and David M. Osnos, Co-Trustees of the Lane F. Libby Trust u/w Beverly B. Bernstein | c/o Arent Fox LLP 1050 Connecticut Avenue, NW | Washington | DC | 20036 |
| Ritchey, LLC | 1138 Langley Lane | McLean | VA | 22101 |
| Ritchey, Raymond A. | 1138 Langley Lane | McLean | VA | 22001 |
| Robert B. Swett, Jr. Family Trust | c/o James Rosenfeld, Trustee 109 Pinckney Street | Boston | MA | 02114 |
| Robert B. Swett, Jr. Marital Trust B | c/o James Rosenfeld, Trustee 109 Pinckney Street | Boston | MA | 02114 |
| Rockefeller, David | c/o Richard Cataldo 30 Rockefeller Plaza, Room 5600 | New York | NY | 10112 |
| Rockmark Corporation | c/o Richard Cataldo 30 Rockefeller Plaza, Room 5600 | New York | NY | 10112 |
| Rosenberg, Shari L. | 35 Wilelinor Drive | Edgewater | MD | 21037 |
| Rosenfeld, James C. | 109 Pinckney Street | Boston | MA | 02114 |
| Rubenstein, Amy S. | 76 Pierce Street | San Francisco | CA | 94114 |
| Rubenstein, Barton | 4819 Dorset Avenue | Chevy Chase | MD | 20815 |
| Rumford, III, Lewis | 5020 Macomb Street, N.W. | Washington | DC | 20016 |
| Salomon, Ralph B. | 113 Todd Road | Katonah | NY | 10536 |
| Salomon, Richard E. | c/o East End Advisors, LLC 610 Fifth Avenue, Suite 506 | New York | NY | 10020 |
| Salomon, Robert B. | P.O. Box 375 | Freedom | WY | 83120 |
| Schlotzhauer, Adele F. | 9 Admirals Way | Chelsea | MA | 02150 |
| Schubert, Robert A. | 541 Broadway Apt. 4B | New York | NY | 10012 |
| Schumacher, Michael | 32 Forest Street | Sherborn | MA | 01770 |
| Seay, Keith A. | 1345 Douglass Avenue | Highland Beach | MD | 21403 |
| See, Peter V. | 575 New Bedford Road | Rochester | MA | 02770 |
| Selsam, Robert E. | 50 Sutton Place South Apt 20G | New York | NY | 10022 |
| Shamos, Jeremy | 766 Monaco Parkway | Denver | CO | 80220 |
| Shannon, Catherine | 4101 Cathedral Avenue, N.W. | Washington | DC | 20016 |
| Sheehan, Kevin T. | 16 Lawson Road | Winchester | MA | 01890 |
| Sheehy, Terrence C | PO BOX 363 | Royal Oaks | MD | 21662 |
| Shen, Christine M. | 816 Arlington Avenue | Berkeley | CA | 94707 |
| Shubert and Booth Theatre, LLC | c/o The Shubert Organization, Inc. 234 West 44th Street, 5th Floor | New York | NY | 10036 |
| Silpe, Robert A. | 5 Hobby Farm Drive | Bedford | NY | 10506 |
| Silver, Barney H. | 6828 Wilson Lane | Bethesda | MD | 20817-4947 |
| Silverstein, Lori W. | 17 Framar Road | Wellesley | MA | 02481 |
| Simmons, Kenneth F. | 5800 Hall Street | Burke | VA | 22015 |
| Slagle, Carl W. | 7008 Coventry Road | Alexandria | VA | 22306 |

Boston Properties Limited Partnership Limited Partners, as of October 29, 2013

| | | | | |
|--------------------------------------|---|--------------------|----|-------|
| Slott, Daniel | P.O. Box 63 | Ancramdale | NY | 12503 |
| Snow, Alan M. | 5 Surrey Road | Salem | MA | 01970 |
| Spears, William G. | Spears Abacus Advisors LLC 147 East 48th Street | New York | NY | 10017 |
| Stephen R. Clineburg Revocable Trust | 7920 Church Neck Road | St. Michaels | MD | 21663 |
| Stevenson, Kathryn R. | 84 Corning Street | Beverly | MA | 01915 |
| Stewart, R. David | 377 Cherry Street | Newton | MA | 02465 |
| Storrs, Gregory M. | 5506 Whitley Park Terrace | Bethesda | MD | 20814 |
| Strautmanis, Damona S. | 27014 Pierpoint Court | Valencia | CA | 91355 |
| Stroman, John J. | 4912 Baltan Road | Bethesda | MD | 20816 |
| Swett, Brian R. | 6 Dartmouth Place | Boston | MA | 02116 |
| The MBZ 1996 Trust (GST Non-Exempt) | c/o Boston Properties, Inc. 800 Boylston Street | Boston | MA | 02199 |
| The Oliver Carr Company | Attn: Leslie Wallace 1701 Pennsylvania Ave, NW, Suite 300 | Washington | DC | 20006 |
| The Williams Family Trust | Ronald Williams, Trustee 1821 Clachan Court | Vienna | VA | 21182 |
| Thomas, Andrew M. | 48 Coronet Avenue | Mill Valley | CA | 94941 |
| Thomas, Owen D. | 15 Elm Rock Road | Bronxville | NY | 10708 |
| Timin, Madeleine | 14 Manchester Road | Winchester | MA | 01890 |
| Tofias, Donald | 1 Washington Street | Newport | RI | 02840 |
| Tofias, Susan W. | 199 Cliff Road | Wellesley | MA | 02481 |
| Tower Capital, LLC | Attn: Jerry Burke 2000 Tower Oaks Boulevard, Ninth Floor | Rockville | MD | 20852 |
| Turchin, Martin | 3060 Miro Drive South | Palm Beach Gardens | FL | 33410 |
| Turndorf, Gary O. | 1 Augusta Court | Skillman | NJ | 08558 |
| Van, Esq., Peter D. | 7665 LaCorniche Circle | Boca Raton | FL | 33433 |
| Waldron, Melanie J. | 5 Cahill Park Drive | Framingham | MA | 01702 |
| Walsh, Michael R. | 29 Cedarwood Road | Hanover | MA | 02339 |
| Whalen Jr., James J. | 260 South Street | Medfield | MA | 02052 |
| Wheet, Maura L. | 5 North Street | Framingham | MA | 01701 |
| Whitworth, William | 131 White Oak Lane | Little Rock | AR | 72201 |
| Zuckerman, Mortimer B. | c/o Kris Knutson, Boston Properties 599 Lexington Avenue, New York Suite 1800 | | NY | 10022 |

EXHIBIT G

OWNERSHIP CERTIFICATE

In connection with the proposal being submitted by Boston Properties in response to the Request for Proposal (the "RFP") issued by the City of Cambridge for the disposition of a portion of Ames Street (File No. 6217), the undersigned does hereby certify as follows:

1. (A) BP Cambridge Center Residential LLC ("BP CCR") is a Delaware limited liability company, of which Boston Properties Limited Partnership ("BPLP") is the sole member.

(B) BP CCR is the owner in fee of the following parcel of land adjacent to the portion of Ames Street that is the subject of the RFP:

Lot C as shown on that certain plan entitled "Conveyancing Plan – 2 Cambridge Center, 4 Cambridge Center, 5 Cambridge Center, East Parking Garage – Cambridge, MA.". Scale: 1" = 30'. Dated May 30, 2013. Prepared for Boston Properties, Prepared by Allen & Major Associates, Inc. (the "Conveyancing Plan"), recorded with the Middlesex South District Registry of Deeds (the "Registry of Deeds") as Plan No. 382 of 2013, pursuant to (x) a certain Quitclaim Deed dated June 3, 2013, recorded with the Registry of Deeds in Book 61956, Page 113, and (y) a certain Quitclaim Deed dated June 3, 2013, recorded with the Registry of Deeds in Book 61956, Page 130.

A copy of the Conveyancing Plan is attached hereto as Exhibit A.

2. (A) BP Four CC LLC ("BP 4CC") is a Delaware limited liability company, of which BPLP is the sole member.

(B) BP 4CC is the owner in fee of the following parcel of land adjacent to the portion of Ames Street that is the subject of the RFP:

Lot A as shown on the Conveyancing Plan, pursuant to (x) a certain Quitclaim Deed dated November 29, 2006, recorded with the Registry of Deeds in Book 48591, Page 8 and filed with the Middlesex South Registry District of the Land Court (the "Registry District") as Document No. 228374, and (y) a certain Quitclaim Deed dated June 3, 2013, recorded with the Registry of Deeds in Book 61956, Page 112.

3. (A) BP Five CC LLC ("BP 5CC") is a Delaware limited liability company, of which BPLP is the sole member.

(B) BP 5CC is the owner in fee of the following parcel of land adjacent to the portion of Ames Street that is the subject of the RFP:

Lot B as shown on the Conveyancing Plan, pursuant to (x) a certain Quitclaim Deed dated November 29, 2006, recorded with the Registry of Deeds in Book 48590, Page 597 and (y) a certain Quitclaim Deed dated June 3, 2013, recorded with the Registry of Deeds in Book 61956, Page 114.


4. (A) BP East Garage LLC ("BP East Garage") is a Delaware limited liability company, of which BPLP is the sole member.

(B) BP East Garage is the ground lessee of portions of Lots A, B and C as shown on the Conveyancing Plan pursuant to an Assignment of Ground Lease and Quitclaim Deed to BP East Garage LLC, dated November 30, 2006, recorded with the Registry of Deeds in Book 48591, Page 2 and filed with the Registry District as Document No. 1428738.

IN WITNESS WHEREOF, the undersigned has executed this Ownership Certificate as of this 8th day of November, 2013.

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc., its general partner

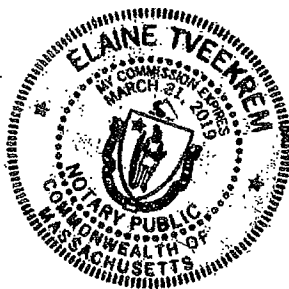
By: 
Name: Madeleine C. Timin
Title: Senior Vice President,
Regional General Counsel

THE COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

November 8, 2013

On this 8th day of November, 2013, before me, the undersigned notary public, personally appeared Madeleine C. Timin, as Senior Vice President and Regional General Counsel of Boston Properties, Inc., the sole general partner of Boston Properties Limited Partnership, and proved to me through satisfactory evidence of identification, which was personal knowledge of the undersigned, to be the person whose name is signed on the preceding and acknowledged to me that she signed it voluntarily for its stated purpose.




Notary Public
My Commission Expires: 3-21-19

EXHIBIT A

Conveyancing Plan

[see attached]

EXHIBIT H
(INCLUDED SEPARATELY)

EXHIBIT I

FINANCIAL REFERENCES

Douglas Novitch
Senior Vice President
Wells Fargo
101 Federal Street
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T: 617-574-6307
C: 617-435-7160

David W. Heller
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T: 617-737-3685
C: 781-964-9014
F: 617-737-0238