

Flash Drive 1 of 2

QUINCY CENTER TOD PARTNERS
REQUEST FOR PROPOSAL #15690

QUINCY CENTER STATION
QUINCY, MA

SUBMITTED TO MASSACHUSETTS
REALTY GROUP
OCTOBER 16, 2017

Bid Form A and C – H



QUINCY CENTER TOD PARTNERS
REQUEST FOR PROPOSAL #15690

QUINCY CENTER STATION Quincy, MA

SUBMITTED TO MASSACHUSETTS REALTY GROUP
OCTOBER 16, 2017

FORM A - Bid Proposal Requirements and Organization

Section 1. Bid Forms

All Bid Forms A-H*, Certificate of Good Standing or Certificate of Existence fully executed and completed.

Bid Form A and C-H are attached

*Bid Form B should be in a separate envelope with a flash drive, the deposit check, and two sets of financials stamped confidential.

Bid Form B is in a separate envelope with a flash drive, the deposit check, Proforma (Section 7.2) and two sets of financials stamped confidential.

Section 2. Cover letter and Bid Officer and Owner information

1. Cover letter introducing the project team and signed by a principal with full contact information (Name, address, phone, email, etc.).

See tab 2.1, Cover Letter

2. Form of business of Bidder and attach certificate of incorporation or equivalent document based on the organization.

See tab 2.2, Form of Business

3. Federal Tax Identification Number.

**52-1566120 Bozzuto Development
02-0453411 Atlantic Development**

4. Foreign Entities, in the event that the Bidder is not a Massachusetts entity, said Bidder must include a statement agreeing to make all necessary filings to qualify to conduct business in the Commonwealth of Massachusetts prior to execution of the Development Agreement.

In the event Quincy Center TOD Partners is established outside Massachusetts, said Bidder agrees to make all necessary filings to qualify to conduct business in the Commonwealth of Massachusetts prior to execution of the Development Agreement.

5. Describe any proposed joint venture, partnership or other for this RFP.

Bozzuto Development and Atlantic Development have teamed to submit this proposal as a joint venture. Upon designation by the MBTA as the Successful Bidder, Bozzuto and Atlantic will form a Limited Liability Company (LLC), Quincy Center TOD Partners, through which Bozzuto and Atlantic will share in the ownership of the operating entity that will ultimately execute the redevelopment of the Property.

6. Bid Officers and Owners. The Bid must list the officers and others with an interest in the Bid:

- a. **For-Profit Corporation.** If the Bidder is a corporation, list all officers, directors, and owners of ten percent (10%) or more of the capital stock.

- **Thomas S. Bozzuto (owner and officer, Bozzuto Development Company)**

- Richard L. Mostyn (owner and officer, Bozzuto Development Company)
- Thomas S. Bozzuto, Jr. (owner and officer, Bozzuto Development Company)
- Steven A. Strazzella (officer, Bozzuto Development Company)
- Daniel C. Murphy (officer, Bozzuto Development Company)
- Leslie A. MacKinnon (owner, Atlantic Development Corporation)
- Donald J. MacKinnon (officer, Atlantic Development Corporation)

b. **Non-Profit Corporation.** If the Bidder is a non-profit corporation, list all officers, and directors or board members. List any other entities that control or are controlled by the Bidder.

N/A

c. **Non-corporation.** If the Bidder is other than a corporation, list all persons or entities with an interest of ten percent (10%) or more in the operations of the development entity, including the title and percentage of the interest for each.

N/A

Quincy Center TOD Partners

Section 2. 1. Cover Letter

By Hand
October 16, 2017

Massachusetts Realty Group
Attention: Mike Travaline
20 Park Plaza, Suite 1120
Boston, Massachusetts 02216

Re: Quincy Center MBTA Station Invitation to Bid

Dear Mr. Travaline,

We very much appreciate the opportunity to submit the enclosed proposal to you and to be considered as a potential ground lessee for the Massachusetts Bay Transportation Authority's property at the Quincy Center Red Line and Commuter Rail Station located at 1300 Hancock Street in Quincy, MA (the Property). As discussed further herein, Bozzuto Development and Atlantic Development have formed a partnership, Quincy Center TOD Partners, leveraging our collective experience developing and delivering complex mixed-use projects throughout the Northeast and Mid-Atlantic regions, including the North Quincy MBTA Station redevelopment.

Bozzuto is a fully-integrated real estate firm, and we have collaborated across the company's divisions to assemble our proposal, incorporating insights from our development, construction and property management teams. For nearly 30 years, Bozzuto has developed, constructed and managed complex residential developments along the East Coast, and as a result, we have a long track record of successful partnerships—including many ground lease arrangements—with land owners, City and County agencies and local stakeholders.

Atlantic Development is a highly experienced and accomplished real estate development firm in New England. Atlantic has completed projects valued at over half a billion dollars, and in the process, created thousands of jobs, millions of dollars in new real estate tax revenues and increased economic activity for local merchants and businesses. In Quincy, Atlantic has completed over 800,000 square feet of mixed-use retail and multifamily development.

Our proposal complies with all requirements of the RFP and the overall projected rent to the MBTA is \$183 million over the term of the lease. Our proposal is for a phased

Quincy Center TOD Partners

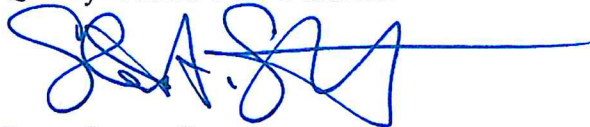
development with the first phase on grade and not over the active rail lines. This phased approach minimizes risks and allows annual rent payments to begin earlier than a development that has phase one buildings over the active rail lines. By incorporating an abutting parcel (controlled by our partnership), we can move forward on a first phase of approximately 300 units without constructing any buildings over the active rail lines. Planning and constructing new building over the active rail lines adds significant risk, cost and time to development which can jeopardize a project due to extended delays, cost increases or change in market conditions. If we are designated as the MBTA's development partner, we anticipate moving forward with our first phase shortly after the MBTA garage demolition project is completed. Design and planning of the future phases over active rail lines can be done in parallel with Phase I and be in a position to move forward after completion of Phase I.

All requirements of the RFP including accessibility upgrades, NFPA-130 requirements and bus terminal upgrades will all be completed in Phase I. The bus terminal upgrades include relocating the bus drop off and pick up to the Burgin Parkway side of the property. This relocation has many advantages to the MBTA including, reducing bus route time (detailed in the attached Bus Terminal Relocation Study) and locating the bus drop off/pick up platform at the same elevation as the station pay booth and turnstiles. Passengers entering and exiting the turnstiles will not have to use stairs or elevators to get to and from the buses. This relocation of the bus terminal is consistent with approach supported by Stephanie Pollack, Secretary and CEO, Massachusetts Department of Transportation in her June 5, 2105 letter (Exhibit A of the Bus Terminal Relocation Study).

Our proposal also has many benefits to the City of Quincy including, providing 54 replacement parking spaces for City Hall, millions of dollars in real estate taxes, affordable housing contribution, Public Art contribution and Traffic Infrastructure funding.

We look forward to the opportunity to bring our unique skills and expertise to the redevelopment of this Property. Please do not hesitate to contact us for any further information, and thank you for the opportunity to present the attached proposal to you and your team. The contact person for this proposed will be Lauren Jezienicki at The Bozzuto Group, 60 Mall Road, Burlington, MA 01803, 857-301-7018 and LJezienicki@Bozzuto.com.

Sincerely,
Quincy Center TOD Partners



Steve Strazzella
Bozzuto Development Company
President



DJ MacKinnon
Atlantic Development
President

Section 2.2 Form of Business

Certificate of Incorporation for Bozzuto Development and Atlantic Development



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: July 27, 2017

To Whom It May Concern :

I hereby certify that according to the records of this office,

BOZZUTO DEVELOPMENT COMPANY

a corporation organized under the laws of

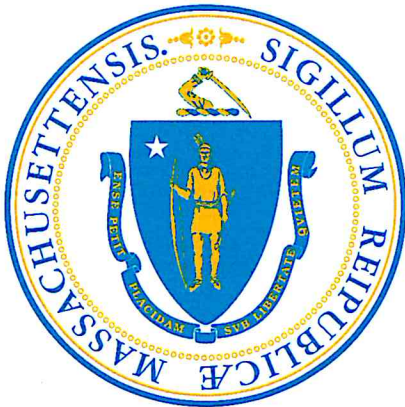
MARYLAND

on **March 10, 1988** was qualified to do business in this Commonwealth on

April 13, 2015 under the provisions of the General Laws, and I further certify that said

corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to date.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 17070458130

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:



STATE OF MARYLAND

State Department of Assessments and Taxation

GALLAGHER, EVELIUS & JONES
218 N. CHARLES ST. SUITE 400
BALTIMORE MD 21201

172C3011234

THE ARTICLES OF INCORPORATION
OF
BOZZUTO DEVELOPMENT COMPANY

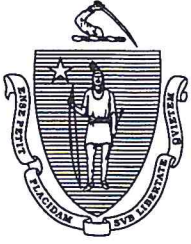
HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION THIS 10TH DAY OF MARCH, 1988, AT 9:34 A.M.
AND WILL BE RECORDED.

By: DEAN W. KITCHEN
CORPORATE ADMINISTRATOR

<u>FEE PAID</u>	<u>AMOUNT</u>	<u>DOCUMENT REFERENCE</u>
ORGANIZATION AND CAPITALIZATION FEE	20.00	
RECORDING FEE	22.00	

TOTAL - \$42.00

THE ACCOUNT NUMBER WITH THIS OFFICE IS 02516920



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: July 25, 2017

To Whom It May Concern :

I hereby certify that according to the records of this office,

ATLANTIC DEVELOPMENT CORPORATION

a corporation organized under the laws of

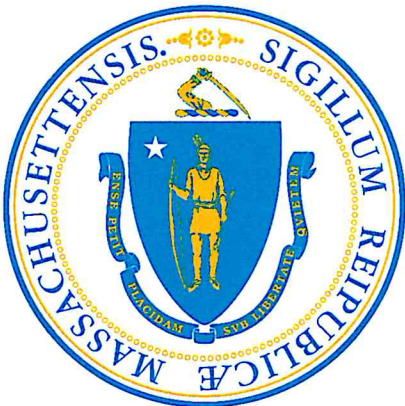
NEW HAMPSHIRE

on **February 03, 1992** was qualified to do business in this Commonwealth on

May 14, 1992 under the provisions of the General Laws, and I further certify that said

corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to date.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 17070408940

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$100.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Annual Report 2016
(General Laws Chapter 156D Section 16 22 950 CMR 113 57)

Identification Number: 020453411

1. Exact name of the corporation: ATLANTIC DEVELOPMENT CORPORATION

2. Jurisdiction of Incorporation: State: NH Country: USA

3,4. Street address of the corporation registered office in the commonwealth and the name of the registered agent at that office:

Name: DONALD MACKINNON
No. and Street: C/O ATLANTIC DEVELOPMENT
62 DERBY STREET
City or Town: HINGHAM State: MA Zip: 02043 Country: USA

5. Street address of the corporation's principal office:

No. and Street: C/O ATLANTIC DEVELOPMENT
62 DERBY STREET
City or Town: HINGHAM State: MA Zip: 02043 Country: USA

6. Provide the name and business street address of the officers and of all the directors of the corporation:
(A president, treasurer, secretary and at least one director are required.)

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	DONALD J. MACKINNON	C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA
TREASURER	DONALD J. MACKINNON	C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA
SECRETARY	DONALD J. MACKINNON	C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA
DIRECTOR	DONALD J. MACKINNON	C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA
DIRECTOR	MATTHEW J. MACKINNON	P.O. BOX 275, PARK AVE. BETHLEHEM, NH 03574 USA

7. Briefly describe the business of the corporation:

REAL ESTATE INVESTMENT AND DEVELOPMENT

8. Capital stock of each class and series:

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	15,000	\$0.00	200

9. Check here if the stock of the corporation is publicly traded:

10. Report is filed for fiscal year ending: 12/31/ 2016

Section 3. Company Vendor Contacts

1. Bank Information - Provide the name, address and contact person and telephone numbers at each Bidder's primary bank.

For Bozzuto

**Bank of America, N.A.
William E. Thomas, Jr.
Senior Vice President, Commercial Real Estate Banking
100 S Charles Street, 3rd Floor
Baltimore, Maryland 21201
410-547-4040**

For Atlantic

**Citizens Bank
John Colbath, Vice President
875 Elm Street
Manchester, NH 03101
603-634-7145**

2. Insurance Information - Provide the name, address and contact person and telephone numbers at each Bidder's insurance company.

For Bozzuto

**RCM&D
Katherine Santarelli
555 Fairmount Ave.
Towson, MD 21286
410-339-5215**

For Atlantic

**Child-Genovese Insurance
Bill Genovese
44 Temple Place
Boston, MA 02111
617-350-5511**

Section 4. Experience

1. Describe the company, owners and employees real estate and development experience. This should include following:

- Examples of at least two projects of 150,000 GSF over the past 10 years. Please include the dates, locations, concepts, system details, costs, financial structure, and outcomes for these projects.

As further detailed under Tab 4.1, Bozzuto Development and Atlantic Development collectively have extensive experience developing complex, transit-oriented projects. Under Tab 4.1, project sheets can be found for several mixed-use and transit-oriented developments which total over 150,000 SF and were built in the last 10 years. These projects were permitted, financed and constructed by Bozzuto and Atlantic.

- Experience with the development, financing, and construction projects of similar scale within the last 10 years.

See Tab 4.1, Project Sheets

2. Describe the company, owners and employees prior contractual relationships with the MBTA or the Commonwealth.

Bozzuto and Atlantic through their partnership at North Quincy Partners, LLC have executed a Development Agreement with the MBTA for the North Quincy MBTA Station property.

3. Provide resumes for each of the principals and key personnel.

STEVE STRAZZELLA, Bozzuto Development Company President

As President of Bozzuto Development Company, Steve Strazzella oversees the day-to-day development activities for the company's apartment development operations. The company has more than 5,000 rental units in the pipeline or under construction throughout the Mid-Atlantic and Northeast regions for projects that range from urban high-rise properties to affordable housing. Steve has been actively involved in the real estate industry since 1989, having managed more than \$900 million in real estate construction and development projects for some of the largest firms in the country. His experience at Bozzuto is focused on overseeing the development and execution of large mixed-use projects such as the redevelopment of Catholic University of America's South Campus, Cathedral Commons in Cleveland Park, Mariner Bay at Annapolis Towne Centre, Monroe Place at Woodland Park Crossing, The Delancey at Shirlington Village, and Spinnaker Bay Apartments. Prior to Bozzuto, Steve held real estate

and construction positions with the Clark Companies and with Roy F. Weston, Inc. Steve is an active member of the Washington Real Estate Group, the Urban Land Institute, and the Maryland National Capital Building Industry Association, and is a board member of the District of Columbia Building Industry Association. He is a member of the board of directors and chair of the finance committee at Providence Hospital in northeast Washington DC and holds a bachelor's degree in Civil Engineering from The Catholic University of America. A Washington, D.C. native, Steve currently resides in the District with his wife and three children.

LAUREN JEZIENICKI, Bozzuto Development Company Vice President

Lauren Jezienicki serves as a Vice President of Development in the Boston regional office and is responsible for identifying development opportunities and overseeing the day-to-day development coordination of the company's New England projects. Prior to joining Bozzuto, Lauren worked at The JBG Companies, where she served as a Vice President of Development responsible for the underwriting, design, entitlement, construction and delivery of nearly 1M square feet of urban multifamily projects. Lauren graduated from Boston University with a Bachelor of Business Administration and from Columbia University with a Master of Business Administration with honors.

JULIE PERLMAN, Bozzuto Development Company Development Manager

Julie Perlman is a Development Manager in the Boston office of Bozzuto Development, overseeing the predevelopment of several large-scale mixed-use developments in greater Boston. Prior to joining Bozzuto, Mrs. Perlman worked at Samuels & Associates, overseeing the ground-up development of new mixed-use developments in Boston. Julie's depth of professional experience ranges from development deals and strategic advisory projects as well as expertise on private institutional and residential projects as an architectural draftsman. Julie graduated Phi Beta Kappa from Vassar College and earned a Masters of Design Studies in Real Estate from Harvard University's Graduate School of Design. She is active in the Harvard Alumni Real Estate Board, CREW Boston and Urban Land Institute's Boston Urban Development Council.

DONALD J. MACKINNON, Atlantic Development President

DJ MacKinnon has served as President of Atlantic Development for 25 years. In his role, DJ oversees Atlantic's development activities including the development of 4 million square feet of retail, restaurants, office, commercial and 3,000 units of senior housing and rental housing in mixed-use communities. DJ holds a Bachelor of Science in Civil Engineering from Worcester Polytechnic Institute. He served as a past chairman of the Board of Trustees at Thayer Academy in Braintree, MA and a past president of the National Association of Corporate Real Estate Executives of New England, and past executive board member of the South Shore YMCA.



MONROE STREET MARKET WASHINGTON, DC

PRODUCT TYPE: Mixed-use, mid-rise, urban infill at a TOD site

COMMUNITY DESCRIPTION: Monroe Street Market is a multi-phase, mixed-use development located on five city blocks in Washington, DC, adjacent to the Brookland-CUA Metro Station, across the street from Catholic University, and just three miles north of the US Capitol. The development also includes streetscape and hardscape improvements which greatly improved the neighborhood's walkability, creating a lively, pedestrian-friendly atmosphere and significantly improving traffic patterns and pedestrian crossings along Michigan Avenue and Monroe Street.

THE PROJECT INCLUDES: Approximately 720 residential units and 45 townhomes; 83,000 square feet of street-level retail; 850 parking spaces; 15,000 square feet of artist studio space; 3,000 square foot community arts center

AMENITIES: 24-hour fitness centers with yoga studios, cardio theaters, weights, as well as an express gym; Lounge, community room, and billiards; E-café with Wi-Fi; Flexible spaces for community events and private parties; Sparkling outdoor swimming pool with expansive sundeck; Lush, beautifully landscaped courtyards; Outdoor lounges with bars and grills; Controlled keyless fob access; Outdoor art installations; Artistic workspaces throughout the community; First-floor retail and restaurants; Garage parking available; Adjacent to the Brookland-CUA Metro Station and several bus stops

PROJECT VALUE: \$200 Million+

DELIVERY: 2013–2016

JOINT VENTURE PARTNERS: The Bozzuto Group, Abdo Development, and Pritzker Realty Group

ARCHITECT: KTG Architecture, Maurice Walters Architect, Inc., and Torti Gallas and Partners



THE FITZGERALD BALTIMORE, MD

PRODUCT TYPE: Mixed-use

COMMUNITY DESCRIPTION: The Fitzgerald is located adjacent to the Lyric Opera House and Mount Royal Station in the heart of Baltimore City's cultural district, just north of the Mount Vernon neighborhood. The development, which won the Urban Land Institute's 2011 Award for Excellence, represents a vibrant mix of residential apartments, street-level retail, and parking resources that have enhanced the University of Baltimore's academic community and the surrounding neighborhood. The site offers immediate access to Light Rail transit and Penn Station as well as major transportation routes.

THIS PROJECT INCLUDES: 275 luxury apartments; 14,000 square feet of retail; 1,245-space parking garage

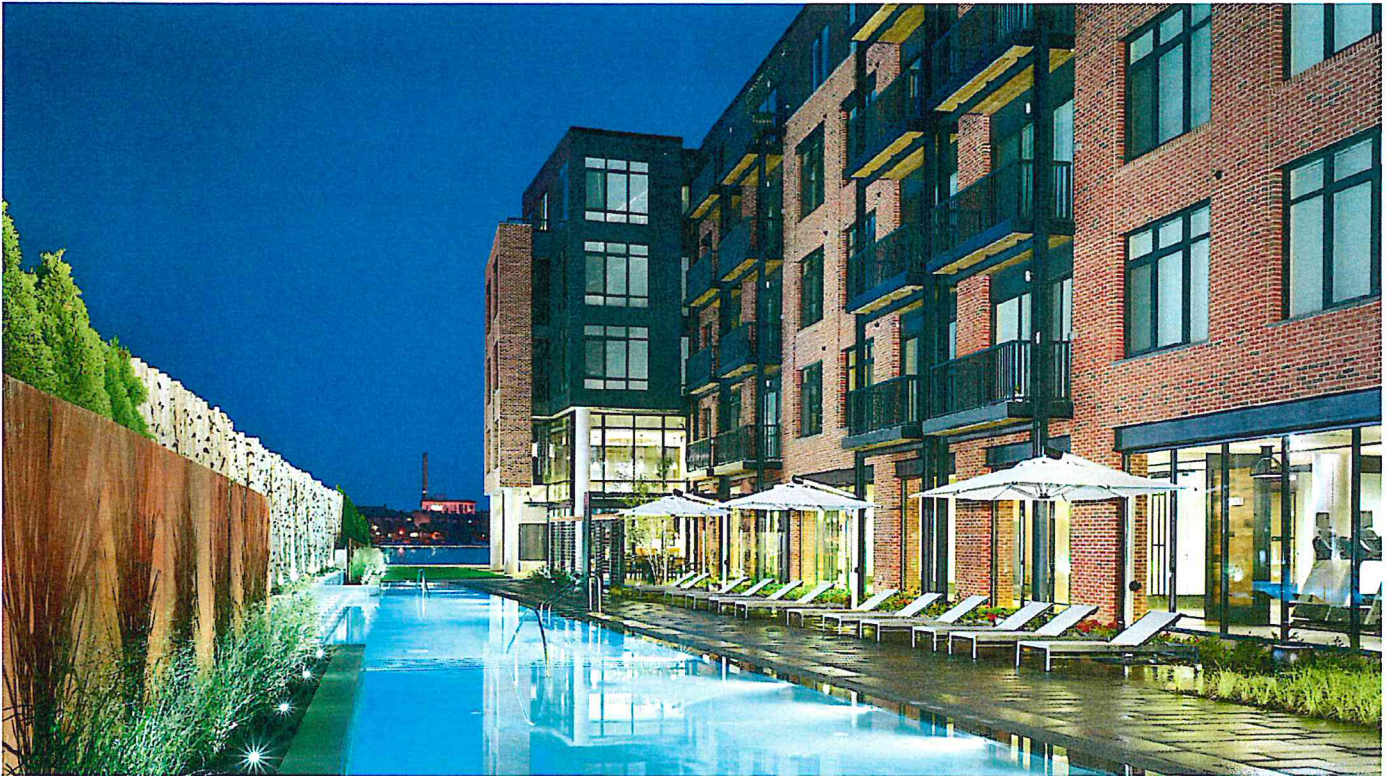
AMENITIES: 2,000 square foot fitness center with yoga studio; Three distinct, stylish lounges complete with a fireplace, billiard table, and bar; Spectacular outdoor swimming pool and waterwall courtyard; Business center; Zen garden

PROJECT VALUE: \$77 Million

DELIVERY: Summer 2010

JOINT VENTURE PARTNERS: The Bozzuto Group, Gould Property Company, and the New York State Teachers' Retirement System

ARCHITECT: Design Collective



UNION WHARF BALTIMORE, MD

PRODUCT TYPE: Mixed-use, mid-rise, urban infill

COMMUNITY DESCRIPTION: Union Wharf is a mixed-use waterfront community located in Baltimore's historic Fells Point neighborhood. The development's rich material palette creates an eclectic, industrial aesthetic which complements the architecture of the surrounding community. Union Wharf achieved LEED Gold certification from the US Green Building Council.

THIS PROJECT INCLUDES: 281 apartment units; 4,500 square feet of retail; 500-space parking garage

AMENITIES: Zero edge infinity pool with water cascading down over granite stones; Resort-style 12,000 square foot clubhouse with fitness center, screening room, and bar area with billiards room overlooking the water; Cozy club room featuring comfy seating and dual-sided interior/exterior fireplace; E-lounge with Wi-Fi, Macs and PCs; Three private courtyards, one with massive outdoor fireplace; Fitness center with Precor® cardio equipment, free weights and an interactive X-bike overlooking pool; TRX®/kickboxing stations and yoga/Pilates studio with Apple TV; Hotel-inspired lobby with glass walls and beautiful views of pool and clubhouse; Building interior finished with touches of wood, metal, and concrete to create a serene, industrial environment

PROJECT VALUE: \$72 Million

DELIVERY: Fall 2013

JOINT VENTURE PARTNERS: The Bozzuto Group, Pritzker Realty Group, and CIGNA Realty Investors

ARCHITECT: Hord Coplan Macht, Inc.



NORTH QUINCY MBTA STATION DEVELOPMENT QUINCY, MA

PROJECT HIGHLIGHTS: Mixed-Use, Transit-Oriented

COMMUNITY DESCRIPTION: Welcomed as a transformative project by the City of Quincy and the MBTA, this redevelopment of a 7.2 acre site at a transit location will revitalize and transform an existing commuter parking lot into a hub of activity with a large retail anchor, bustling multimodal station, and a transformative residential development. Convenient on-site transit will whisk residents and retail patrons into downtown Boston in 10-15 minutes. High-end unit finishes and a generous amenity package will distinguish the project, with features including residential courtyards, covered parking, and neighborhood retail and restaurants on the ground floor.

THIS PROJECT INCLUDES: 610 apartment units, 50,000 square feet of vibrant retail, and 1,600 parking spaces across the site, including 852 spaces for the MBTA commuter garage

AMENITIES: On-site anchor retail and restaurants, direct covered access into Red Line MBTA Station, two outdoor courtyards and pool deck, nearly 20,000 square feet of indoor amenity spaces, including club lounge, commercial kitchen, solarium with outdoor access, co-working space & a fitness center with yoga and spin rooms

PROJECT VALUE: \$200 Million

DELIVERY: Garage – 2019, Phase 1 - Spring 2020, Phase 2 – Spring 2021

JOINT VENTURE PARTNERS: The Bozzuto Group and Atlantic Development

ARCHITECT: Icon Architecture

Section 5. Financial Questions

1. Each Bidder must provide answers to the following questions in the Bid package. Note that for purposes of these questions, "the Bidder" shall include: The Bidder; any director, principal officer, partner, or owner of ten percent (10%) or more of stock or with an interest of ten percent (10%) or more in the Bidder; or any partnership, corporation, or other entity with which the foregoing are or have been affiliated. If "yes" is answered to any of these questions, describe the circumstances in detail.

a. **Bankruptcy.** In the past ten (10) years, has the Bidder filed for bankruptcy or been declared bankrupt?

NO

b. **Foreclosure.** In the past ten (10) years, has the Bidder been the subject of a foreclosure proceeding?

NO

c. **Loan default.** In the past ten (10) years, has the Bidder defaulted on a loan?

NO

d. **Purchase and Sale, Lease or Real Estate Contract default.** In the past ten (10) years, has the Bidder been in default of a purchase and sale agreement, a ground lease, any other lease, or a contract or agreement for the purchase or lease of real estate, or had such a lease, contract, or agreement terminated due to the Bidder's failure to comply with the terms of the lease, contract, or agreement?

NO

e. **Prohibition.** Has the Bidder ever been prohibited from doing business with any government agency?

NO

f. **Felony.** Has the Bidder ever been indicted for or convicted of a felony?

NO

g. **Illegal purpose.** Has the Bidder ever been involved, affiliated, or in known contact with any entity intending to utilize the subject property for an illegal purpose or with any entity, individual, or member of any organized crime group or similar criminal enterprise?

NO

Section 6. Use, Development Plan & Community Engagement Strategy

Provide a detailed Property use, development plan and community engagement program.

- Uses: residential sale or rental (with affordable component highlighted); commercial, retail, other

The development plan consists of a mixed-use, phased approach, which will enable us to respond to market conditions and make use of the on-site access to the MBTA Station for a variety of users. The proposed plan breaks the site into several phases, which are identified below.

Use	Square Footage	Units / Spaces
PHASE 1		
Residential	293,500 GSF	302 units
Retail	3,500 GSF	
Parking		251 spaces
PHASE II		
Residential	275,000 GSF	300 units
Parking		365 spaces
PHASE III		
Office	225,000 GSF	
Parking	TBD	

See Tab 6.1, Development Plans

- Discuss briefly compatibility with local zoning, specifically if any variances will be pursued and for what they will be pursued for.

Our team has extensive experience successfully entitling mixed-use developments in a variety of jurisdictions. We have particularly strong relationships with local Quincy stakeholders and local elected officials as demonstrated through the entitlement process of the North Quincy MBTA Station redevelopment. We have met with select members of the City government and believe they are supportive of our proposal for this site. Further, our development program is consistent with many of the City's smart growth and transit-oriented development goals.

Each use proposed for the site - multifamily, retail, office and parking - is allowed as-of-right within the Quincy Center zoning district.

In developing our concept plans, we consulted with local Quincy zoning counsel, David Mahoney, Esq. Attorney Mahoney has extensive entitlement experience in the City of Quincy and would support our development team's entitlement efforts for the project. The potential relief for reduced parking proposed in the MBTA TOD Policies and Guidelines is commonly approved by the Zoning Board of Appeals, and there is a strong precedence recently set for this type of zoning relief in Quincy. The mixed-use transit oriented design complements the neighborhood and is consistent with the long-term planning goals of the City.

- Delineate which accessibility upgrades, NFPA-130 Requirements, and bus terminal upgrades will be triggered by the proposed development. Assign an estimated cost to each.

Our first phase of development incorporates all requirements of the RFP including; means of egress, fire protection, ventilation, emergency power, accessibility upgrades three new power duct banks and compliance with the BCIL Settlement Agreement.

Our development team toured the station, reviewed the regulations and existing plans that were made available. Based on this review, WSP USA prepared a preliminary cost to complete the needed infrastructure work which unlocks phases II and III of our proposed plan. Our summary of their estimate is below. If designated, our consultants will be engaged during due diligence to perform a structural analysis and full compliance review to advance the design and refine the budget for this scope of work.

POTENTIAL EXISTING STATION UPGRADES	
• Means of Egress	\$1,000,000
○ <i>Open northern stair with egress through Level 1 of parking; widen stair at commuter rail; possible new elevator</i>	
• Fire Protection Systems	\$675,000
○ <i>Dry standpipe and sprinkler system; alarms with horns and strobes; fire extinguisher cabinets</i>	
• HVAC Improvements	\$75,000

• Emergency Power	\$75,000
○ <i>Emergency generator</i>	
• Accessibility	\$750,000
○ <i>Possible (redundant) elevator</i>	
• Possible Emergency Ventilation	\$1,125,000
• Security	\$250,000
• Secure Bicycle Storage	\$25,000

PARKING GARAGE (LEVEL 1 & 2)	
• Repair existing structure	\$1,500,000
• Potential pour new 6-9" slab over existing 2 nd level	\$6,000,000
• Lighting, Signage & Stormwater Management	\$500,000

The attached Bus Terminal Relocation Study (Tab 6.2) details the significant benefits to the MBTA from the relocation of the bus terminal to the Burgin Parkway side of the property. The same side of the MBTA property previously proposed as part of the 2015 Tiger Grant funding application. The benefits to the MBTA for relocating the bus terminal include reduction in time for bus routes, north-south access to Burgin Parkway and less conflict with pedestrians by moving the entrance off of Hancock Street. Travel "run time" for the 15 bus routes improves significantly with an average reduction of 2 minutes and 40 seconds traveling inbound to the station and 1 minute and 28 seconds traveling outbound from the station.

The development plans show the new busway, pedestrian routes to and from the busway and details for full compliance with Appendix B - Quincy Center Intermodal Station Bus Terminal Requirements. Our proposed plan has significant improvement to the pedestrian elements versus the current station. The future busway is proposed to be at the same elevation as the station pay booth and turnstyles. Passengers entering and exiting the turnstyles will not have to use stairs or elevators to get to and from the buses. Appendix B of our Bus Terminal Relocation study includes excerpts from the Parsons Brinkerhoff Benefit-Cost of the analysis prepared for the Tiger Grant funding application. Their analysis of the bus terminal relocation shows additional benefits to the Community in Economic Competitiveness, Sustainability/Mobility, Safety, Energy and Livability. Their estimate of the economic value of these benefits

over the 30-year analysis period is \$57.7 million (7% discount rate) or \$86.4 million (3% discount rate).

Stephanie Pollack, Secretary and CEO, Massachusetts Department of Transportation in her June 5, 2105 letter (Exhibit A of the Bus Terminal Relocation Study) supported the “reconfiguration and expansion of the bus station; and integration of connections amongst transit modes ... the project will provide benefits to passengers of buses, the Red Line, and commuter rail, as well as pedestrians in the area”. The 2015 proposal was for the new busway on the Burgin Parkway side of the site but at a higher elevation than the pay booth and turnstyles, requiring people to use stairs or elevators. Our proposal improves on the 2015 design by having the busway at the same elevation as the pay station and turnstyles; bus passengers will not have to use stairs or elevators to get to and from the buses.

The preliminary estimate of cost for the bus terminal relocation is \$10,000,000.

- Identify any public subsidies and the subsidy amount that will be pursued in order to make this project feasible. (NOTE: No MBTA or MassDOT funding to support compliance with NFPA-130, bus terminal upgrades, accessibility upgrades, or other station improvements, should be considered and included in bid proposals).

We had initial discussions with City officials and received positive feedback about using select public subsidy programs available in Quincy Center to assist in funding accessibility upgrades, NFPA-130 requirements and bus terminal upgrades. The subsidy amount could be in the range of \$10 - \$20 M funded from the \$4.2M Tiger Grant and other tax programs utilizing part of the anticipated real estate taxes in the first phase of development. Our Development Budget (Tab 7.1) has the developers fixed contribution to these upgrades. The commitments for the public subsidies will be finalized during the due diligence phase. Without the public subsidies the upgrades cannot be fully funded.

- Discuss responsiveness to the MBTA’s TOD Policies and Guidelines. Be as specific as possible. Please note potential challenges to meeting these policies as well. We encourage thoughtful reflection that is specific to this site.

With the goals of spurring economic development through increased housing opportunities and commercial options, contributing to the MBTA’s ridership and non-fare revenue, improving multi-modal access to public transit and we have envisioned the proposed development with the four primary principals from the MBTA’s TOD Policies and Guidelines, as elaborated below:

1. *Increased density with a mix of uses*

The Quincy Center station is a key transit hub in Quincy and along the Red Line that is a prime opportunity for dense development, responsive to market demands. The proposed phased approach provides for dense development over time. The first feasible phase (Phase I) is anchored by multifamily development with neighborhood-serving retail. In time, we envision the site may evolve to encompass commercial and additional residential space. Potential challenges to increasing density are the cost premiums to construct the improvements over an active rail line and transit station while tying into the structure of the existing garage podium. Our approach mitigates these risks by building what is feasible in today's market while not precluding future opportunities.

2. *Equitable development that includes affordable housing and access to jobs*

The proposed project would create a significant housing component at a discount to the premiums of Boston rents, creating new opportunities for high-quality housing on transit. We would work with the City to determine an appropriate affordable housing contribution. The office phase of the project would create another outlet for commercial space and jobs in Quincy.

3. *High quality public realm with safe and convenient bike and pedestrian elements*

The project site is located squarely overlooking the soon-to-be-completed Hancock Adams Green, which will enhance the character of the downtown and celebrate its historic past. The proposed project will complement this park by introducing vibrant activity to the existing parking lot and bus drop-off area, by creating an urban edge to make the park feel safer and by adding more lighting. Additionally, the development plan proposes pedestrian enhancements at the station and convenient bike elements.

4. *Right-sized parking*

The parking proposed for the site contemplates following an approach with the City similar to the successful North Quincy process to right-size parking at that location. The zoning for the North Quincy site originally required 1 space per bedroom. Using available studies and experience with other TOD developments, we were able to "right-size" the parking to 1 space per unit with half of the spaces shared (nights and weekends) with the MBTA parking. The new MBTA TOD Policies and Guidelines will also be helpful to assist establishing the right-size parking needed at this location.

- Detail what other benefits, if any, the proposal offers to the MBTA. For example, these may include decreased maintenance costs, or improvements to the station that is not specified. Please quantify these improvements.

The concept plan allows the MBTA substation to remain in its present location saving the MBTA significant (likely millions) of dollars if it was moved. Upgrades to the substation equipment can be done within the existing space, as they will be done in North Quincy.

Atlantic Development controls the property abutting the Quincy Center garage. Demolition contractors, during the bidding phase, inquired about the possibility of locating a crane on this parcel to assist with the demolition. We are receptive to working with the MBTA on locating a crane on the property during demolition if the MBTA feels it will be beneficial to the demolition project.

- Discuss any other public benefits and sustainable design components associated with the project.

Bozzuto has incorporated sustainable building features into many of its projects. LEED and Energy Star certifications are two ways in which the apartment units could be built to a higher sustainable building standard. Due to the preliminary nature of the concept designs, we have not defined any sustainable building features at this time but will further study green building options as the plans develop.

- Describe any innovations the development plans offer which benefits the MBTA.

The development plan proposes a new busway along the Burgin Parkway side of the garage at the same grade as the turnstiles and ticket area, which would enable MBTA patrons to go directly from the buses to the station. The design team is also exploring opportunities to delete the existing stairs to get into the head house, improving access. This will require coordination with the Hancock Adams Green design.

The concept plan allows the MBTA substation to remain in its present location saving the MBTA significant (likely millions) of dollars if it was moved. Upgrades to the substation equipment can be done within the existing space, as they will be done in North Quincy.

- Number of residential units and types, commercial square footage, and other square footage uses

Use	Square Footage	Units / Spaces
PHASE 1		
Residential	293,500 GSF	302 units
Retail	3,500 GSF	
Parking		251 spaces
PHASE II		
Residential	275,000 GSF	300 units
Parking		365 spaces
PHASE III		
Office	225,000 GSF	
Parking	TBD	

- Building height(s)

We anticipate Phase I and Phase I Extension being 6-stories, while Phase II and Phase III are contemplated to be 5-stories and 10-stories respectively.

- Detail any shared parking options that may be available to the MBTA. The MBTA is not requiring commuter parking be built but is open to entering into a shared parking agreement.

We propose a shared parking arrangement in a portion of the future residential spaces. This plan would allow MBTA patrons use of residential-parking spaces during weekdays and ensure those spaces are more fully utilized, making better use of an existing structure and limiting the need to build additional parking spaces. Under this scenario, the use of construction materials and energy to light and maintain the parking are more judiciously used in a 24/7 parking facility.

- Confirm that there will not be disruption to MBTA service or commuter access to the Station.

There will not be disruption to MBTA service or commuter access to the Station.

- Other site features.

The site will tie into the new Hancock Adams Green, i) enhancing pedestrian and bike connections, ii) creating a new urban edge to the park, and iii) replacing the open parking area and busway that exists today. Additionally, the site will afford the opportunity for direct connectivity between the busway and the ticket area at the station by relocating the bus routes along Burgin Parkway.

- Community uses or community benefits included in the program.

The proposed project will improve circulation and access through the site, providing pedestrian connection from Hancock Street through to the Hancock Adams Green. Further, the ground floor retail in Phase I will help to activate the Hancock Adams Green and bring vibrancy to the north corner of the park. In addition, the project is expected to contribute the following community benefits to the City as part of Phase I only:

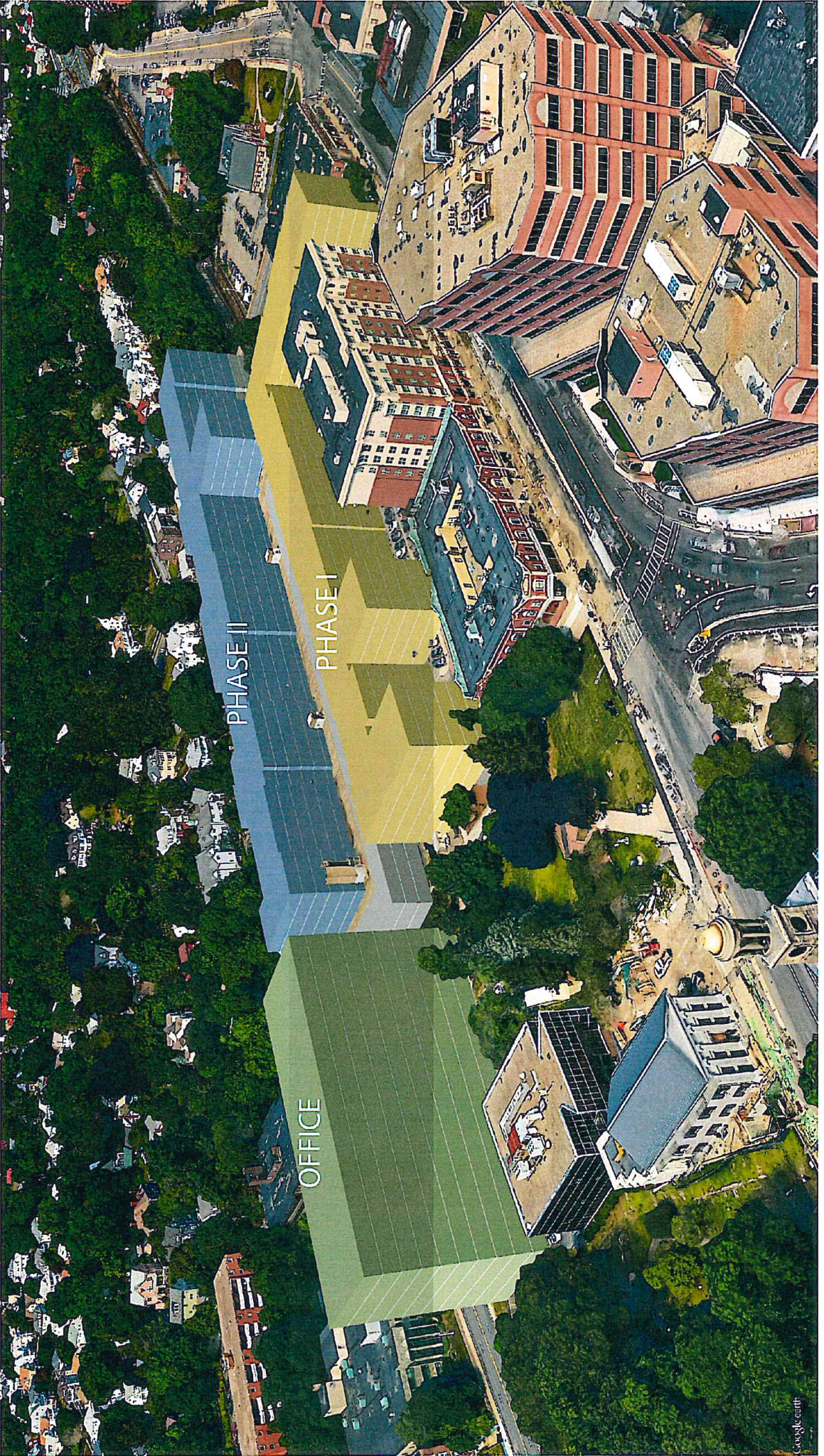
- Nearly \$1M in annual real estate tax revenues;
 - Nearly \$3M in affordable housing funding to the City's housing trust;
 - Significant contributions toward public art;
 - Over \$1M in building permit and other impact fees;
 - 54 replacement parking spaces to the City for weekday use in the existing garage
 - Over 500 construction jobs;
 - Improved access to and circulation through the existing station;
- Detail any "green" technology features planned for the Property including roof-top or other photovoltaic arrays planned for the program including a LEED rating discussion.

Bozzuto has incorporated sustainable building features into many of its projects. LEED and Energy Star certifications are two ways in which the apartment units could be built to a higher sustainable building standard. Due to the preliminary nature of the enclosed concept designs, we have not defined any sustainable building features at this time but will further study potential green building elements that could be feasible to incorporate here.

The information should also contain any renderings and/or schematics that would be relevant to all your audiences including the MBTA, the City of Quincy, residents, local businesses, etc.



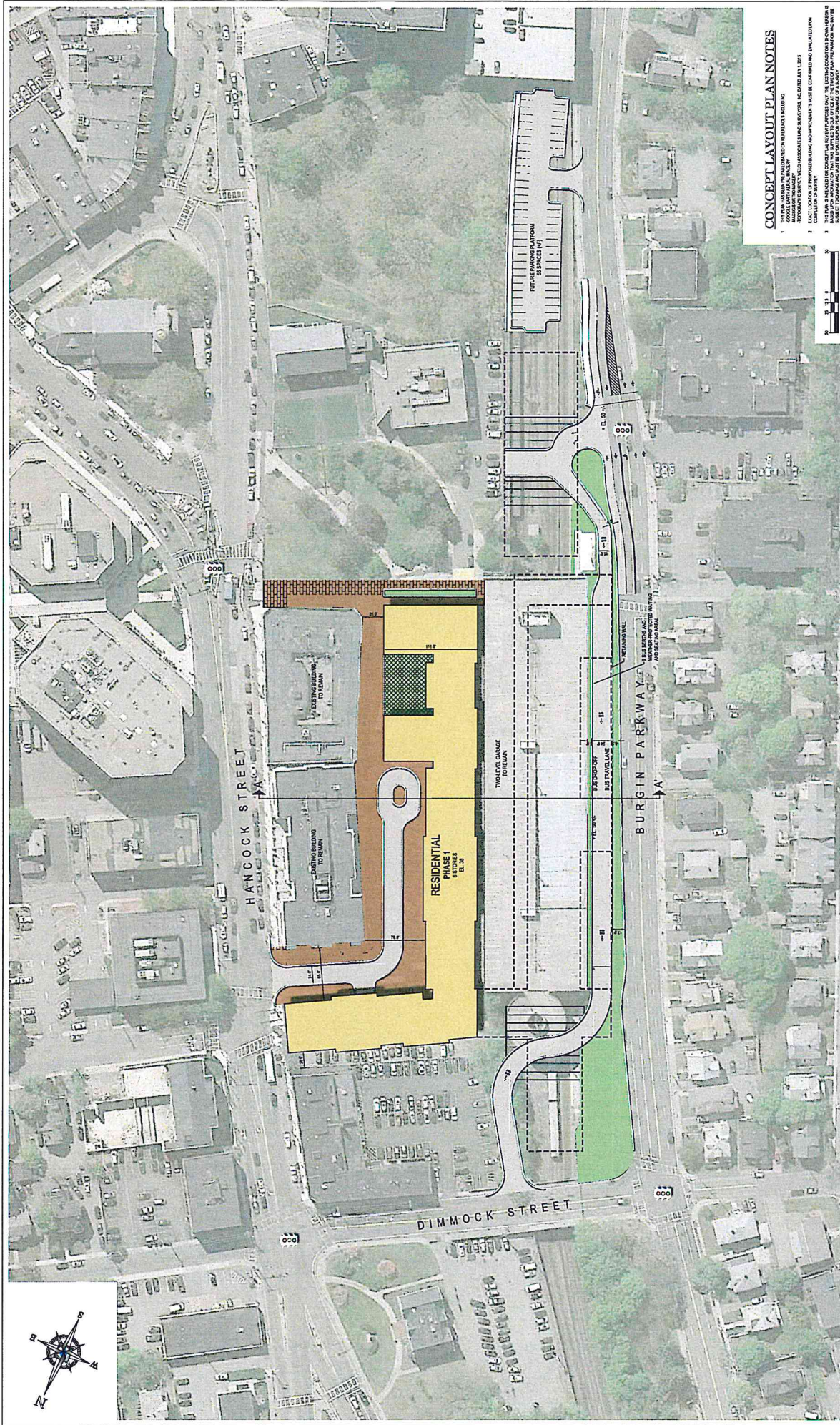




PHASE II

PHASE I

OFFICE



CONCEPT LAYOUT PLAN NOTES

1. ALL DIMENSIONS AND LOCATIONS ARE TO BE VERIFIED BY THE CLIENT AND CONTRACTOR PRIOR TO CONSTRUCTION.
2. ALL DIMENSIONS AND LOCATIONS ARE TO BE VERIFIED BY THE CLIENT AND CONTRACTOR PRIOR TO CONSTRUCTION.
3. THE LOCATION OF EXISTING UTILITIES AND STRUCTURES MUST BE CONFIRMED BY THE CLIENT AND CONTRACTOR PRIOR TO CONSTRUCTION.
4. THE LOCATION OF EXISTING UTILITIES AND STRUCTURES MUST BE CONFIRMED BY THE CLIENT AND CONTRACTOR PRIOR TO CONSTRUCTION.
5. THE LOCATION OF EXISTING UTILITIES AND STRUCTURES MUST BE CONFIRMED BY THE CLIENT AND CONTRACTOR PRIOR TO CONSTRUCTION.



M.J. MRVA
REGISTERED PROFESSIONAL ENGINEER
LICENSE NO. 101117
STATE OF MASSACHUSETTS



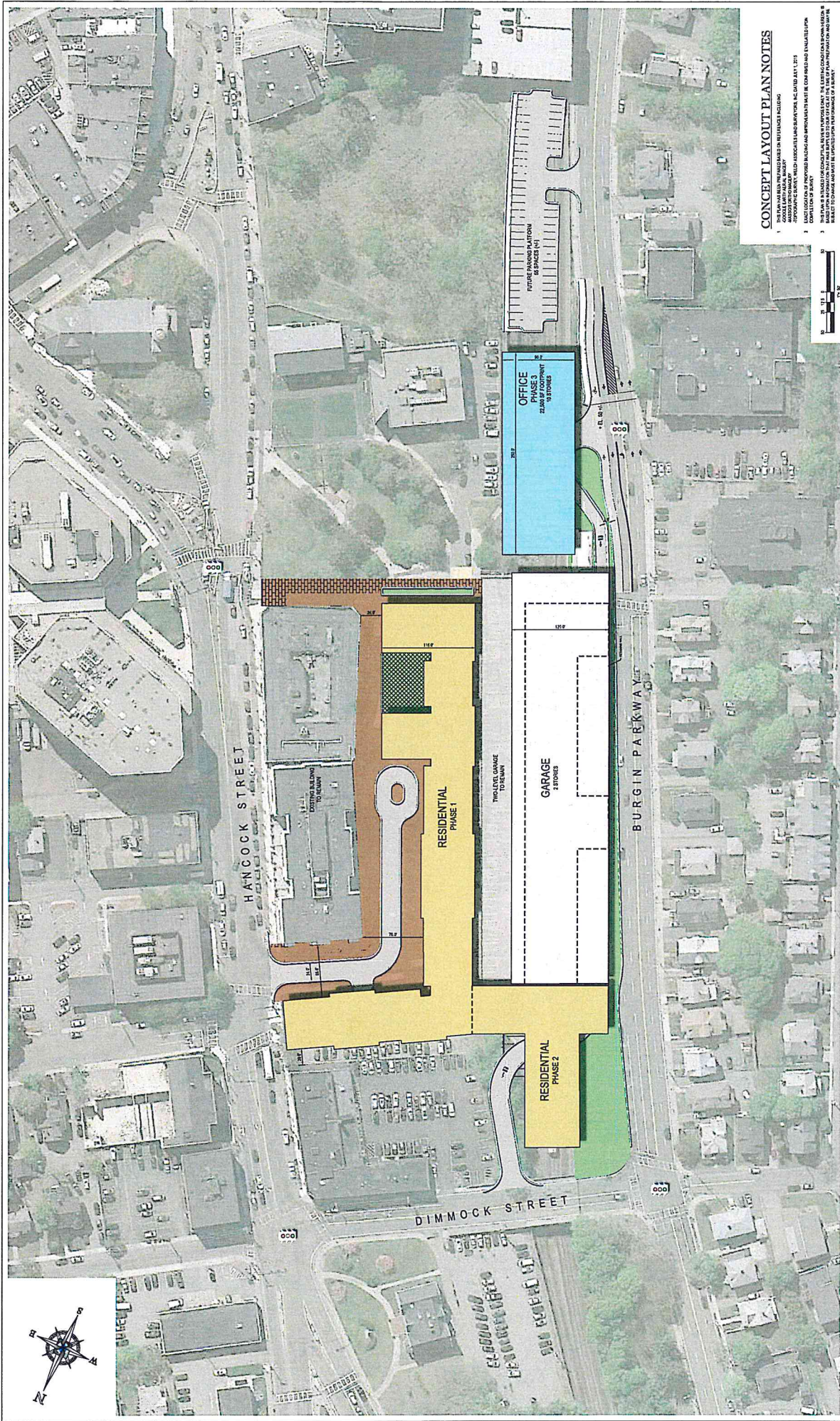
GROUND LEVEL

REFERENCES:
SCALE: 1" = 50'
DATE: 10/11/17
PROJECT #: W161174

REV 0

QUINCY CENTER
QUINCY, MA





CONCEPT LAYOUT PLAN NOTES

1. THIS PLAN IS BASED ON THE INFORMATION PROVIDED BY THE CLIENT AND IS NOT TO BE USED FOR CONSTRUCTION WITHOUT THE CLIENT'S APPROVAL.
2. THE LOCATION OF ANY PROPOSED BUILDING AND IMPROVEMENTS TO BE CONSIDERED AND EVALUATED FOR THE PROJECT SHALL BE DETERMINED BY THE CLIENT AND THE CONSULTANT SHALL BE RESPONSIBLE FOR OBTAINING ALL NECESSARY PERMITS AND APPROVALS FROM THE LOCAL AUTHORITIES.
3. THIS PLAN IS BASED ON THE ASSUMPTION THAT THE CLIENT WILL OBTAIN ALL NECESSARY PERMITS AND APPROVALS FROM THE LOCAL AUTHORITIES.

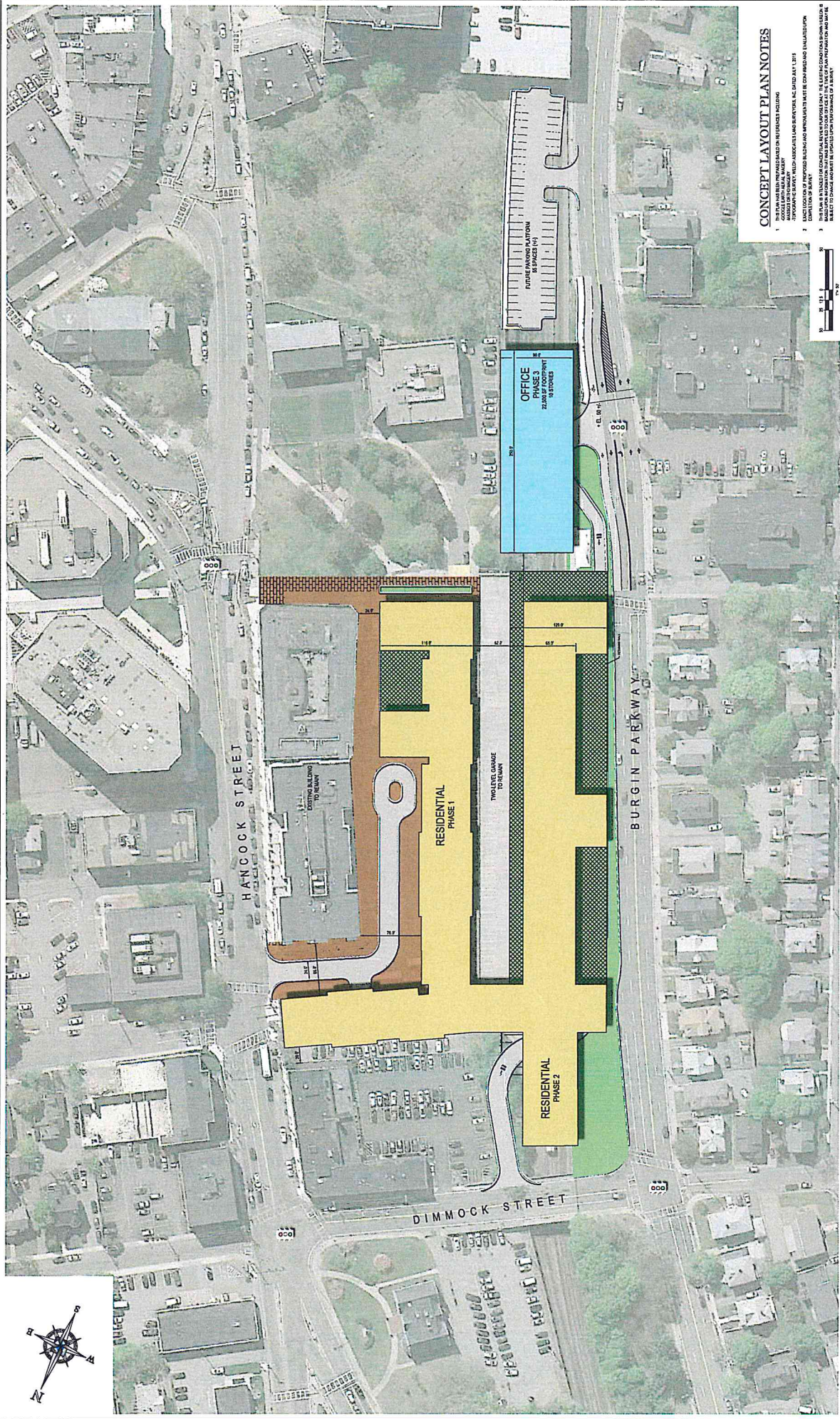
M.J. MRVA
 REGISTERED PROFESSIONAL ENGINEER
 LICENSE NO. 101117
 MASSACHUSETTS
 PROJECT # W161174

LEVEL 2 ELEVATION 70'
 REFERENCES:
 SCALE: 1" = 50'
 DATE: 10/11/17
 PROJECT # W161174

QUINCY CENTER
 QUINCY, MA

AD ATLANTIC DEVELOPMENT





CONCEPT LAYOUT PLAN NOTES

1. ALL DIMENSIONS ARE TO FACE UNLESS OTHERWISE NOTED.
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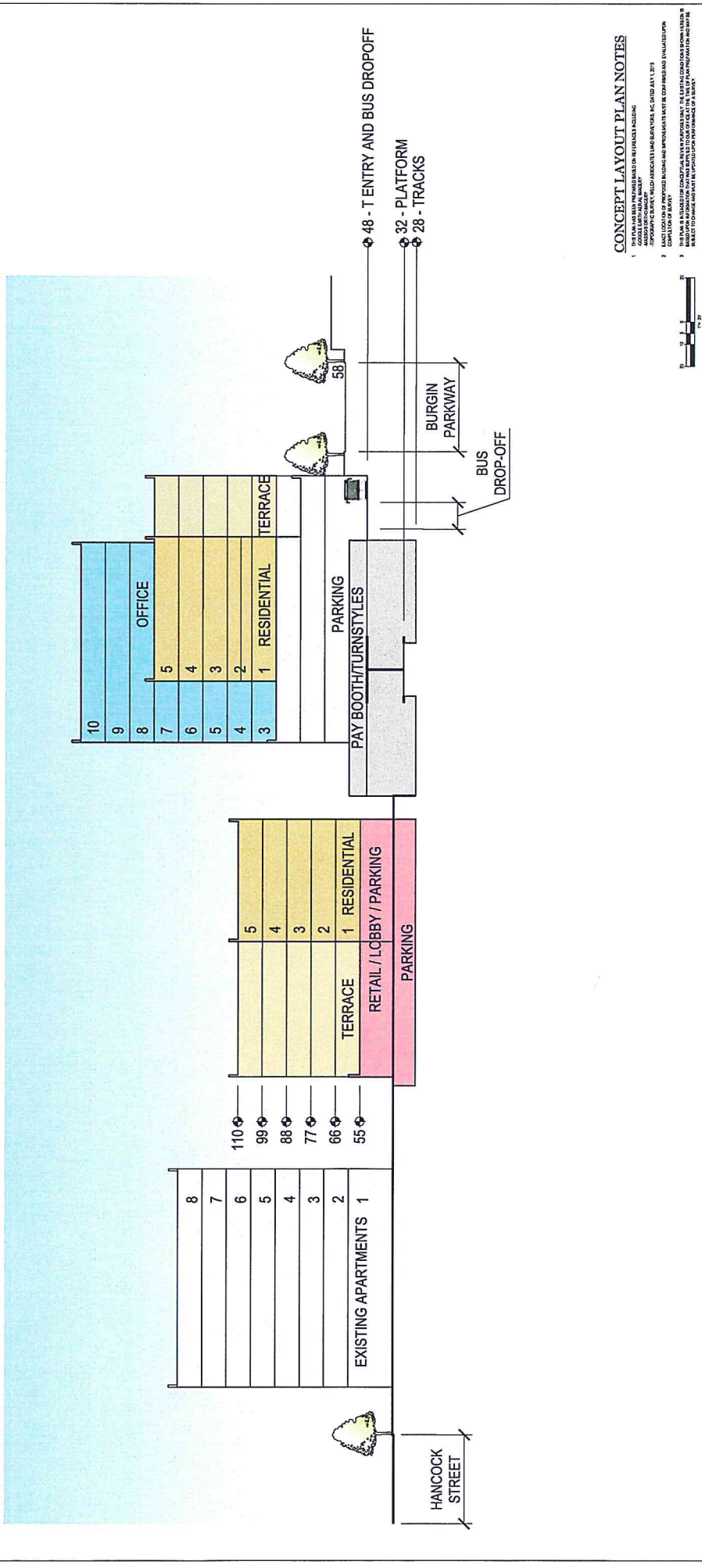
M.J. MRVA
 REGISTERED PROFESSIONAL ENGINEER
 LICENSE NO. 101117
 PROJECT # W161174

LEVEL 3 ELEVATION 92'
 SCALE: 1" = 50'
 DATE: 10/11/17
 PROJECT # W161174

QUINCY CENTER
 QUINCY, MA

ATLANTIC DEVELOPMENT





CONCEPT LAYOUT PLAN NOTES

1. ALL DIMENSIONS ARE IN FEET UNLESS OTHERWISE NOTED.
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10. ALL DIMENSIONS ARE TO FACE UNLESS OTHERWISE NOTED.

M.J. MRVA
 REGISTERED PROFESSIONAL LANDSCAPE ARCHITECT
 25 STATE ST. SUITE 200
 QUINCY, MA 01906
 PHONE: 508.326.1174

SECTION A-A'
 SCALE: 1" = 20'
 DATE: 10/11/17
 PROJECT #: W161174

REFERENCES:

REV 0

QUINCY CENTER
 QUINCY, MA

ATLANTIC DEVELOPMENT



BOZZUTO
QUINCY
CENTER

ARCHITECT
E-ICON
ARCHITECTURE
101 SUMMER ST BOSTON MA 02110

CONSULTANT

STAMP

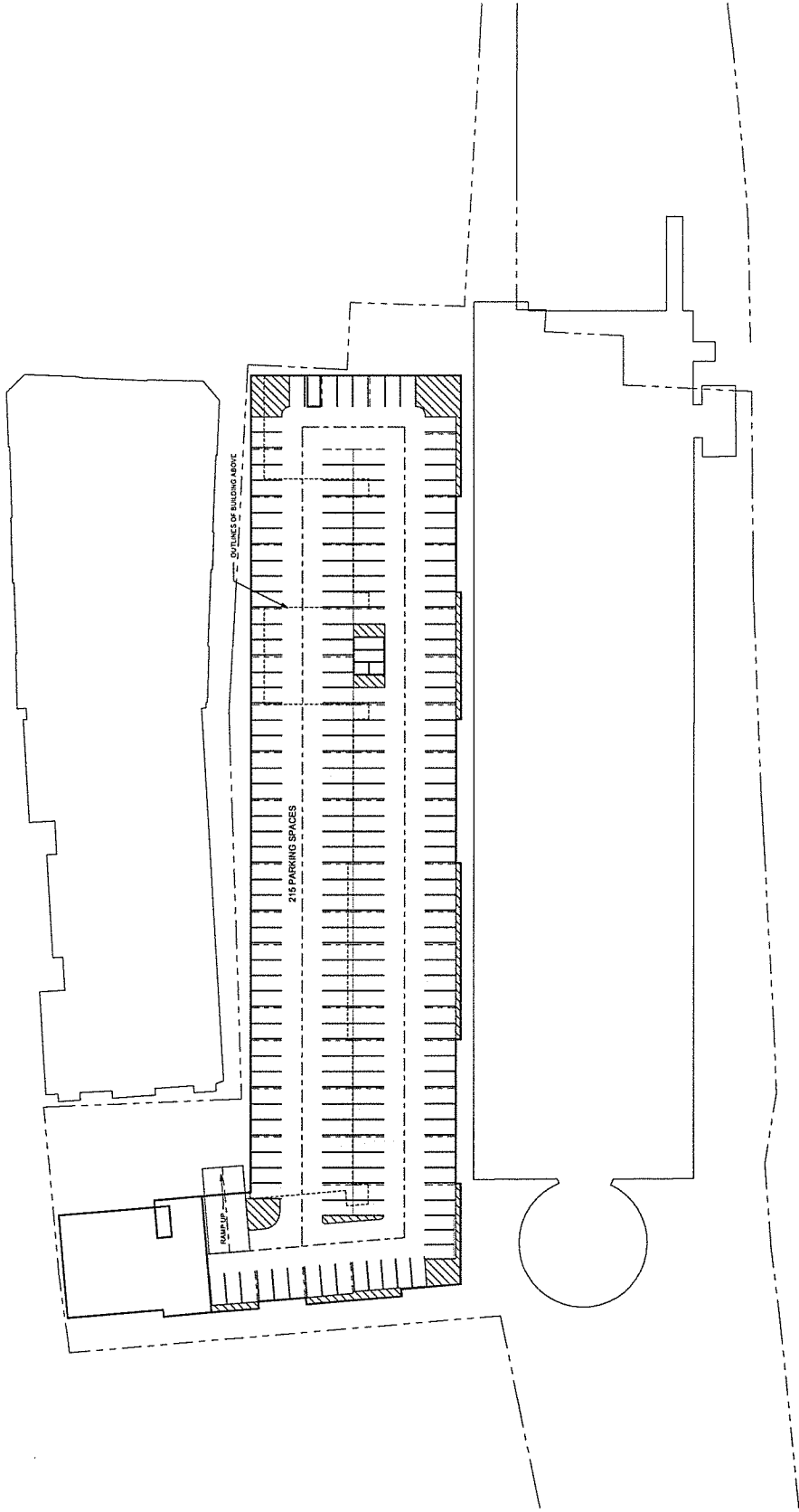
ACT PLAN

MARK	DATE	DESCRIPTION

PROJECT NUMBER: Project Number
DRAWN BY:
CHECKED BY:
SHEET TITLE

GARAGE PLAN

A-100



BOZZUTO
QUINCY
CENTER

ARCHITECT



101 SUMMER ST BOSTON MA 02110

CONSULTANT

STAMP

KEY PLAN

MARK DATE DESCRIPTION

PROJECT NUMBER: Project Number

DRAWN BY: _____

DESIGNED BY: _____

SHEET TITLE

TYP FLOOR PLAN

A-102



Building Type	Units/Uniters				Total Unit Count	Estimated Building GSF 85% EFF		PARKING
	1BR	2BR	STUDIO	2BR+		GSF	EFF	
Midrise A 6 Stories	5	20	5	0	30	26,908		
	8	31	0	9	48	43,179		
	8	35	0	13	56	51,432		
	8	35	0	13	56	51,432		
	8	35	0	13	56	51,432		
	8	35	0	13	56	51,432		
Midrise A Total		45	191	0	236	278,715		251
Program Desired		45	165	0	210			300
		15%	55%	0%	30%			100%