

# Bus Terminal Relocation Study

For:

**Quincy Center MBTA Station Lease of Air Rights**

Off:

Hancock St., Burgin Parkway, and Dimmock St.

In:

Quincy, Massachusetts

Prepared For:

Atlantic Development Corporation  
Hingham, Mass.



## **Overview**

This Bus Terminal Relocation Study is prepared in response to the MBTA request for proposal for Lease of Ground and/or Air Right at Quincy Center Station, issued August 18, 2017. The study includes modified bus route maps for all 15 bus routes entering and exiting the Quincy Center Station along with an analysis of the time of travel for each bus route. By relocating the bus terminal from the congested Hancock Street side of the property to the Burgin Parkway side of the property the improvement in average run time for the 15 bus routes is 2 minutes and 40 seconds traveling inbound to the station and 1 minute and 28 seconds traveling outbound from the station.

A similar plan for relocation of the busway to the Burgin Parkway side of the property was proposed as part of a Tiger Grant funding request in 2015. A number of transportation officials supported the application including Stephanie Pollack, Secretary and CEO, Massachusetts Department of Transportation and Mark Boyle, Assistant General Manager and Interim Assistant Secretary MBTA/Mass DOT, their letters are attached in Appendix A. The current plan has the busway in the same location along Burgin Parkway but has improved on it by modifying the topography to build the busway at the same elevation as the pay booth and turnstiles in the station. This redesign will allow bus passengers to go between the busway and the station without having to use stairs or elevators.

In addition to the benefits to the MBTA in reduction in time of travel "run time" the Tiger Grant also included a Benefit Cost Analysis prepared by Parsons Brinkerhoff (Exhibit B). This analysis 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 in \$57.7 million (7% discount rate) or \$86.4 million (3% discount rate).

## **INTRODUCTION**

The Quincy Center MBTA Station serves as the hub of the South Shore bus routes connecting with the rapid transit Red Line station for express ridership to Downtown Boston. Most of the buses are stored and serviced out of the MBTA Bus Garage just one-half mile north of the transit station on Hancock Street. This major modal change connection station is served by over 15 bus routes serving the south shore.

As part of the redevelopment of this Quincy Center Garage and Station, it is proposed to revise the access so that all buses will enter from Burgin Parkway in the vicinity of Saville Avenue and all buses would exit onto Dimmock Street about mid-way between Thomas E. Burgin Parkway and Hancock Street. Each bus route was evaluated to quantify the impact or improvement regarding an alternative trip length and travel time. It should be noted the alternative routes were compared to existing route travel and times although Quincy Center is currently being aggressively developed and more traffic in the Center area would obviously effect future travel time. Moreover, the existing MBTA Station entrance onto Hancock Street is now regulated with traffic control signals and the green time allotted to the Station Drive must compete with green time allotted to Hancock Street in both directions, Russell Park, special turn-lane movements and an exclusive pedestrian phase. Therefore, this allotted time may be further scrutinized in the future as traffic becomes grid-locked on Hancock Street.



Backup within Quincy Center Station from Hancock Street

## **EXISTING BUS ROUTES**

Although similar bus routes were grouped together for comparison purposes, a brief description of each route is provided as follows:

**ROUTE 210** – This route provides linkage between Quincy Center and Fields Corner in Dorchester. As buses exit the Station they turn left onto Hancock Street and travel the length of Hancock Street to the Neponset River Bridge leading to Neponset Avenue in Dorchester.

**ROUTE 211** – This route provides linkage between Quincy Center and Squantum. As buses exit the Station they turn left onto Hancock Street and travel Hancock Street to Billings Street before travelling easterly on East Squantum Street to Squantum.

**ROUTE 212** – This route provides linkage between Quincy Center and North Quincy. As buses exit the Station they turn left onto Hancock Street and travel Hancock Street to North Quincy at Billings Road where they turn right before returning to Hancock Street via W. Elm Street.

The three routes listed above each travelled Hancock Street so the common intersection of Hancock Street at Greenleaf Street was chosen as the route evaluated under both access/egress scenarios.

**ROUTE 214** – This route provides linkage between Quincy Center and the Germantown section of Quincy. As buses exit the Station they turn right onto Hancock Street and travel through Quincy Center where they turn left onto Coddington Street for linkage to Sea Street at Adams Shore and travel to Palmer Street.

**ROUTE 216** – This route provides linkage between Quincy Center and the Houghs Neck part of Quincy. As buses exit the Station they turn right onto Hancock Street and travel through Quincy Center where they turn left onto Coddington Street for direct linkage to Sea Street and Houghs Neck.

These two routes listed each travelled Hancock Street and Washington Street to the common intersection of Washington Street at Coddington Street. Therefore, that intersection was chosen as the route evaluated under both access/egress scenarios.

**ROUTE 215** – Route 215 provides linkage between Quincy Center and Ashmont Station via West Quincy and East Milton Square. As buses exit the Station they turn right onto Hancock Street and travel through Quincy Center where they turn right onto School Street for linkage to Franklin and Water Streets and travel to East Milton Square via Copeland and Willard Streets.

The intersection of School Street at Franklin Street and Parking Way was chosen for comparison purposes to the alternative MBTA access and egress.

**ROUTE 217** – This route provides linkage between Quincy Center and Ashmont Station. As buses exit the Station they turn left onto Hancock Street where they turn left onto Adams Street for linkage to Newport Avenue for linkage to Beal Street and Adams Street to East Milton Square.

**ROUTE 245** – This route provides linkage between Quincy Center and Mattapan Station. As buses exit the Station they turn left onto Hancock Street where they turn left onto Adams Street for linkage to Whitwell Street where they serve the Hospital Hill area before turning right onto Granite Street, bound for West Quincy and Quarry Street then serving the Cunningham Park section of Milton.

These two routes listed each travelled Adams Street to the common intersection at Newport Avenue. Therefore, that intersection was chosen as the route evaluated under both access/egress scenarios.

**ROUTE 220** – This route provides linkage between Quincy Center and Hingham Square and Hingham Depot. As buses exit the Station they turn right onto Hancock Street and travel through Quincy Center on Washington Street through the Southern Artery intersection along Route 3A over Bridge Street and Lincoln Street to Hingham.

**ROUTE 221** – This route provides linkage between Quincy Center and the Fort Point part of Weymouth at Weymouth Port. As buses exit the Station they also turn right onto Hancock Street Hancock Street and travel through Quincy Center on Washington Street through the Southern Artery intersection along Route 3A over Bridge Street to Neck Street in Weymouth.

**ROUTE 222** – This route provides linkage between Quincy Center and East Weymouth at Jackson Square. As buses exit the Station they too turn right onto Hancock Street Hancock Street and travel through Quincy Center on Washington Street through the Southern Artery intersection along Route 3A over Bridge Street to Sea Street in Weymouth.

These three routes listed above each travelled Hancock Street and Washington Street to the common intersection of Washington Street at Bigelow Street. Therefore, that intersection was chosen as the route evaluated under both access/egress scenarios.

**ROUTE 225** – This route provides linkage between Quincy Center and Weymouth Landing with a route deviation with long headways to Columbian Square. As buses exit the Station they turn right onto Hancock Street and travel through Quincy Center on Quincy Avenue to Scammell Street then using South Street to Southern Artery, turn back to Route 53 to Weymouth Landing.

This route travelled Hancock Street to the common intersection of Hancock Street at Walter J. Hannon Parkway. Therefore, that intersection was chosen as the route evaluated under both access/egress scenarios.

**ROUTE 230** – This route provides linkage between Quincy Center and the Montello part of Brockton. As buses exit the Station, they turn right onto southbound Hancock Street and continue through the Center via Temple Street to School Street where they turn right to Franklin Street for linkage to Independence Avenue for access to Braintree, Holbrook, and Brockton.

**ROUTE 236** – Route 236 provides linkage between Quincy Center and the South Shore Plaza. Similar to Route 230, as buses exit the Station they turn right onto Hancock Street and travel through Quincy Center where they turn right onto School Street for linkage to Franklin Street and Commercial Street in north Braintree.

These routes travelled Hancock Street and School Street to the common intersection of School Street at Franklin Street and Parking Way. Therefore, that intersection was chosen as the route evaluated under both access/egress scenarios.

**ROUTE 238** – Route 238 provides linkage between Quincy Center and the Holbrook / Randolph Commuter Rail Station. As buses exit the Station they turn right onto Hancock Street and travel through Quincy Center where they turn right onto School Street for linkage to Franklin before turning to Water Street and Liberty Street and connecting with Thomas E. Burgin Parkway for linkage to Center Street.

Since one scenario would involve the bus staying on Burgin Parkway and whereas Franklin Street is served by other routes, the intersection of Burgin Parkway at Quincy / Liberty Streets was chosen for comparison under both access/egress scenarios.

## **SUGGESTED ALTERNATIVE BUS ROUTES**

**Routes 210, 211, and 212** Each of these routes travelled Hancock Street from the north. The suggested alternative Inbound route would be to turn right onto Dimmock Street from southbound Hancock Street then left onto Thomas E. Burgin Parkway where they would turn left into the new Busway. The suggested alternative Outbound route would be to turn right onto Dimmock Street from the new MBTA Garage egress Drive then left onto northbound Hancock Street.

**Routes 214 and 216** Each of these routes currently travel on Washington Street westbound from Coddington Street southbound. The suggested alternative Inbound route would be to continue straight across onto Temple Street from Coddington Street then right onto Granite Street to Thomas E. Burgin Parkway for access to the Busway entrance. The suggested alternative Outbound route would be to turn right onto Dimmock Street from the new MBTA Garage egress Drive then right onto southbound Hancock Street to turning Washington Street, then left onto Coddington Street.

**Route 215** – Route 215 travels through Quincy Center to School Street to Franklin Street. The suggested alternative Inbound route would be to continue from Franklin Street straight across School Street onto Parkingway. Buses could turn left onto Walter Hannon Parkway then right onto Thomas E. Burgin Parkway for access to the Busway entrance. The suggested alternative Outbound route would be to turn left onto Dimmock Street from the new MBTA Garage egress Drive then left onto Burgin Parkway and left again to Granite Street and Right to Parkingway and back to Franklin Street.

**Routes 217 and 245** Each of these routes currently travel on Adams Street at Burgin Parkway / Newport Avenue. The suggested alternative Inbound route would be to turn right from Adams Street onto Thomas E. Burgin Parkway for access to the Busway entrance. The suggested alternative Outbound route would be to turn left onto Dimmock Street from the new MBTA Garage egress Drive then right onto Thomas E. Burgin Parkway to Adams Street.

**Routes 220, 221, and 222** Each of these routes travel on Washington Street from the Walter J Hannon Parkway intersection. The suggested alternative Inbound route would be to turn left from Washington Street onto Walter J Hannon Parkway then right to Thomas E. Burgin Parkway for access to the Busway entrance. The suggested alternative Outbound route would be to turn right onto Dimmock Street from the new MBTA Garage egress Drive then right onto Hancock Street southbound to Washington Street.

**Route 225** – Route 225 travels through Quincy Center to Quincy Avenue to Scammell Street. The suggested alternative Inbound route would be to continue from Quincy Avenue straight across School Street onto Hancock Street then turning left onto Granite Street, then right onto Thomas E. Burgin Parkway for access to the Busway entrance. The suggested alternative Outbound route would be to turn left onto Dimmock Street from the new MBTA Garage egress Drive then left onto Burgin Parkway and left again to Granite Street and Right to Parkingway, left to Walter J Hannon Parkway and right to Hancock Street.

**Routes 230 and 236** - These routes currently travels through Quincy Center to School Street, to Franklin Street and onto Independence Avenue before passing through Braintree and Holbrook to Brockton. The suggested alternative Inbound route would be to continue northerly from Franklin Street onto Parking Way before turning left to Walter Hannon Parkway and turning right to Thomas E. Burgin Parkway straight across Granite Street onto, then right for access to the Busway entrance. The suggested alternative Outbound route would be to turn left onto Dimmock Street from the new MBTA Garage egress Drive then left onto Burgin Parkway and left to Granite,

then right to Parking Way and back to Franklin Street.

**Route 238** – This route currently travel through Quincy Center to the Quincy Center Station on Hancock Street. This routing would no longer be necessary with the new Station access directly from Burgin Parkway. The suggested alternative Inbound route would be to continue northerly along Thomas E. Burgin Parkway straight across Granite Street, then right for access to the Busway entrance. The suggested alternative Outbound route would be to turn left onto Dimmock Street from the new MBTA Garage egress Drive then left onto Burgin Parkway and straight across Granite Street to the Quincy Adams Station and Center Street.

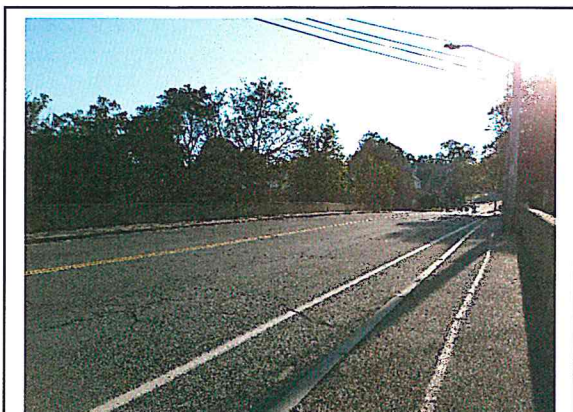
**EVALUATION OF EXISTING AND ALTERNATIVE BUS ROUTES**

Route Group	Description	Node	Comparison (Min:Sec)			
			Inbound		Outbound	
			Existing	Alternate	Existing	Alternate
210, 211, and 212	North Quincy	Hancock at Greenleaf	2:43	1:58	2:27	0:48
214 and 216	Houghs Neck, Adams Shore	Coddington at Washington	2:04	2:30	2:07	4:10
215	Ashmont via Franklin @ School	School @Franklin / Parkingway	7:12	2:30	7:11	3:37
217 and 245	Mattapan - Ashmont	Burgin @ Newport / Adams	2:37	0:42	5:26	0:54
220, 221, and 222	Fore River Bridge - Weymouth	Washington St at Bigelow St	6:02	4:17	5:24	6:33
225	Weymouth Landing	Hancock at Hannon Parkway	5:33	4:22	4:21	4:15
230 and 236	S.S. Plaza and Brockton	School St at Franklin / P'way	7:07	2:30	7:11	3:37
238	Holbrook Randolph Depot	Burgin P'way at Quincy-Liberty	8:47	2:12	7:34	2:02
Average Run Time						
		Min	5	2	4	3
		Sec	16	36	65	37
Alternate Improvement						
		Min	2		1	
		Sec	40		28	

To ensure Bus Route Suggested Alterations are in the best interest of both the Project and the MBTA, trial route times were recorded both for Inbound and Outbound Routes for Existing and Alternative routing.

As can be seen herein, the Suggested Alternative routing would be much shorter than the existing routing with about four minutes less delay for a round trip. Moreover, these routes will not require additional buses or runs in order to serve the existing clientele of riders. In addition, it may be wise to segregate the buses from both the existing motorists picking up and dropping off passengers but also from any newly generated traffic from this Project.

As can be seen in the pictures previously provided, additional traffic within the existing surface station will exacerbate extensive delay and compound pedestrian conflicts leading to insurmountable safety problems. As seen below, there is excess capacity when leaving the proposed Garage Busway exit drive on Dimmock Street.



Dimmock Street  
 Looking west toward  
 Thomas E. Burgin Parkway  
 from Proposed MBTA  
 Busway Exit Drive  
 Weekday at 4:45 pm

The new Project is expected to generate additional vehicle trips but is included in the new ITE Generation Report, 10<sup>th</sup> Edition, as a “Dense Multi-Use Urban” project with good pedestrian connectivity and frequent heavy-rail transit. This new manual indicates that housing in these areas would have a vehicle trip rate of only 0.28 per unit during the weekday morning peak hour with 73% of those trips exiting the site. Therefore, the vehicle trips are reduced as follows:

	ITE Land Use Code*	Size	AM Peak Hour			PM Peak Hour		
			Inbound	Outbound	Total	Inbound	Outbound	Total
Apartments	221	600	14	106	120	1	0	0
Office	710	200 KGsf	87	13	100	16	70	86
Retail	820	5 KGsf	6	6	12	12	13	25
<b>Sub Total</b>			<b>108</b>	<b>124</b>	<b>232</b>	<b>29</b>	<b>82</b>	<b>111</b>
<b>Parking Garage</b>		<b>300 Spaces**</b>	<b>100</b>	<b>26</b>	<b>126</b>	<b>32</b>	<b>97</b>	<b>129</b>
<b>Grand Total</b>			<b>208</b>	<b>151</b>	<b>358</b>	<b>61</b>	<b>179</b>	<b>240</b>

\* ITE Trip Generation Manual - 10<sup>th</sup> Edition (Sept. 2017)  
 \*\* Shared Parking for Municipal and Residential Use

Even without the Peak Hour trips shown above, Quincy Center is expected to accommodate the following traffic volumes due to normal growth and projected development:

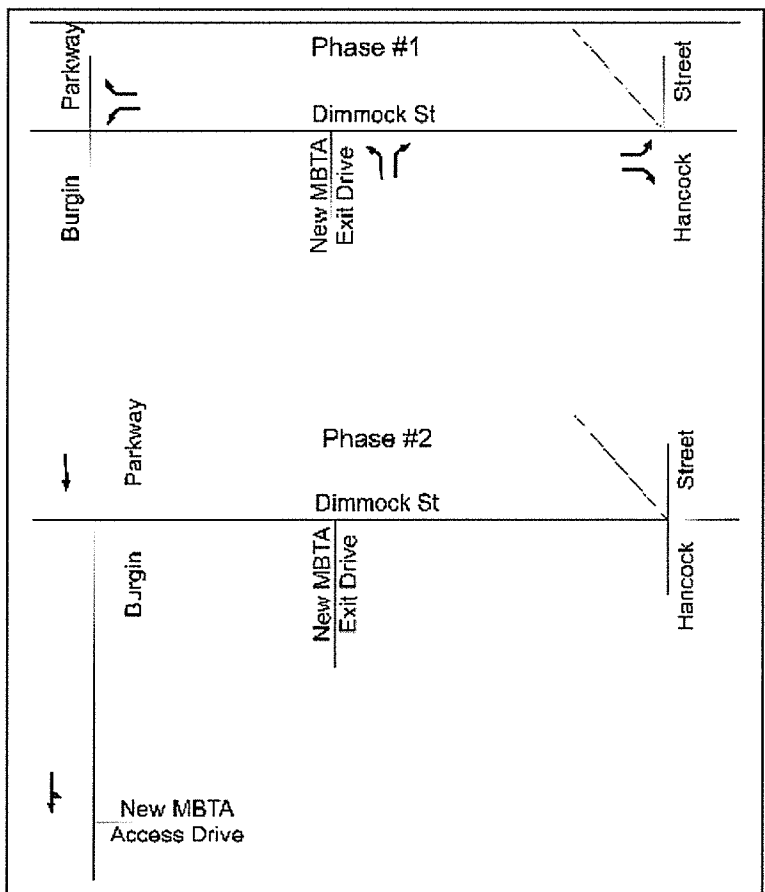




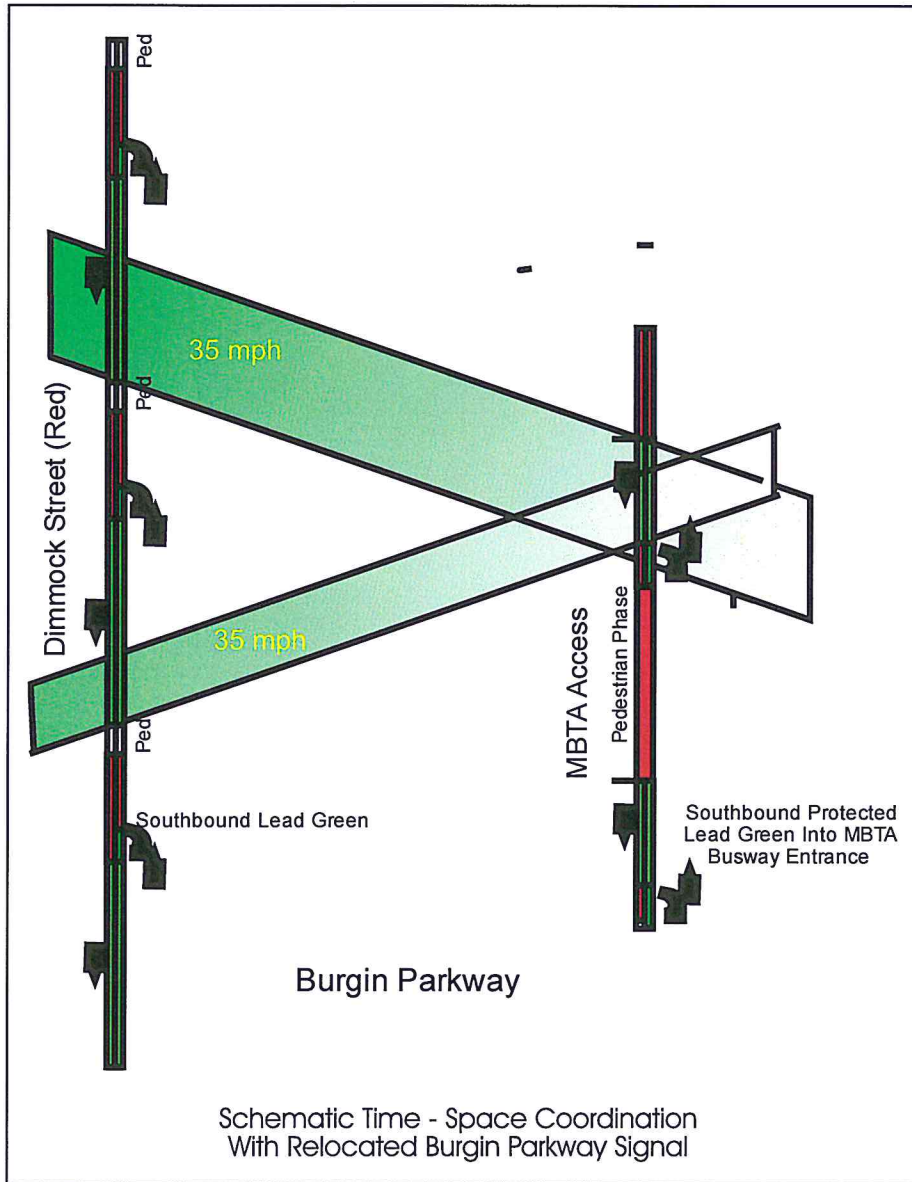
**TRAFFIC SIGNAL STRATEGY**

The existing traffic signal system operating on Hancock Street has a very long cycle length due to the high volume and signal phases at various intersections within the system. Future development and possible expansion of south shore bus service would be difficult if the bus access and egress were not separated from the existing MBTA Access / Egress Drive on Hancock Street. City officials do not believe they can squeeze out any additional Green time for the MBTA Drive. However, this particular site is blessed with two other contiguous arterial roadways that are not functioning at capacity. The relocated Access on Burgin Parkway will serve as direct connection to the turn-style and boarding platform. Buses egressing the busway drive may not require a signal on Dimmock Street since there appears to be sufficient gaps and roadway storage length before Hancock Street to the east and Thomas E. Burgin Parkway to the west. In the event that Dimmock Street volumes increase, a traffic control signal could be added and synchronized with the Dimmock Street green phase at Burgin Parkway to ensure buses could exit the Drive and flow smoothly directly onto Burgin Parkway. The bus Pre-Emption concept is not new. It is our understanding the pre-emption is currently employed on the Silver Line where the request for green time is not to reduce travel time but to increase reliability, Therefore, green time would be immediately given to buses behind scheduled but cancelled if buses were arriving ahead of schedule.

The following sketch shows buses leaving the busway on Dimmock would call for the green on westbound Dimmock Street to clear out the queue or stacking from the Burgin Parkway traffic signal. Phase 2 shows southbound buses on Burgin Parkway would be given a protected left-turn phase into the new MBTA Access drive to reduce delay entering the busway.



The relocated traffic signal on Burgin Parkway would be activated by the bus coming through the Dimmock Street intersection and would not have to stop at the relocated MBTA Entrance by providing a green band defined by offsets ensuring synchronization.



The Signal Priority equipment employed for the bus pre-emption will be compatible with equipment authorized by the City of Boston as passed in City Council on March 2, 2016 after complying with City of Quincy requirements. This option facilitates lay-over buses within the busway curb cut-outs as they circulate around the corner and back into service.

The project has also enjoyed the support of both local and State agencies. As can be seen herein, this multi-modal mixed-use development warrants the attention and consideration from the Secretary of MassDOT, the Assistant General Manager and Interim Assistant Secretary of the MBTA, the Commissioner of the Executive Office for Administration and Finance and the Metropolitan Area Planning Council.



Charles D. Baker, Governor  
Karyn E. Polito, Lieutenant Governor  
Stephanie Pollack, MassDOT Secretary & CEO

**massDOT**  
Massachusetts Department of Transportation

June 5, 2015

The Honorable Anthony Foxx  
Secretary  
U.S. Department of Transportation  
1200 New Jersey Avenue, SE-9<sup>th</sup> Floor  
Washington, DC 20590-9898

Dear Secretary Foxx:

On behalf of Governor Charles D. Baker and the Massachusetts Department of Transportation (MassDOT), I am writing to request your support and full funding consideration for the \$20 million FY 2015 TIGER Discretionary Program application for Quincy Center Intermodal Station Improvements. The project will be undertaken by the City of Quincy.

The TIGER funding requested for the Quincy Center Intermodal Station Improvements will be used for the redevelopment of the Quincy Center transit station; reconfiguration and expansion of the bus station; and integration of connections amongst transit modes. The transit improvements will also support the creation of air development rights above the station. When built, the project will provide benefits to passengers of buses, the Red Line, and commuter rail, as well as pedestrians in the area. The project furthers the redevelopment of Quincy Center, a major ongoing urban development initiative which takes full advantage of the historical significance of Quincy.

I look forward to your favorable review and consideration of this funding request in support of the Quincy Center Intermodal Station Improvements project. Should you have any questions during your review, please do not hesitate to contact me directly.

Sincerely,

Stephanie Pollack  
Secretary and CEO  
Massachusetts Department of Transportation



Charles D. Baker, Governor  
Karyn E. Poito, Lieutenant Governor  
Stephanie Pooleck, MassDOT Secretary & CEO  
Frank DePaolo, Interim General Manager

**massDOT**  
Massachusetts Department of Transportation

June 4, 2015

The Honorable Anthony Foxx  
Secretary of Transportation  
U.S. Department of Transportation  
1200 New Jersey Ave, SE  
Washington, DC 20590

Re: US DOT TIGER Discretionary Grant- Quincy Intermodal Transportation Center Project

Dear Mr. Secretary,

I am the Assistant General Manager and Interim Assistant Secretary for the Office of Real Estate and Asset Development for MBTA/Mass DOT, and I am pleased to write to you today in strong support of the city of Quincy's application for a US DOT TIGER grant to fund the major transformation of the Quincy Center Transit Station into a modern true Intermodal Center. This infrastructure is over forty years old, and as the city of Quincy continues its revitalization and redevelopment of the downtown area, it is critical that this hub of transportation be renovated to adequately and safely serve its purpose as the major access point between Quincy and the South Shore and Greater Boston. Together with the MBTA's ongoing program to replace the Red Line vehicles serving this corridor and to update the operational infrastructure on this transit line this project will assist in providing the South Shore with reliable safe transportation opportunities.

Quincy is one of the most historic cities in our nation; within walking distance from the Quincy Center Station you will find the summer White House of the two U.S. Presidents; and, their final resting place is literally across the street from the station. Tens of millions of dollars are currently being invested into Quincy Center by private developers, with major corporations headquartered within blocks and school aged children and college students utilizing the station daily. The much needed rehabilitation of Quincy Center Station will transform the outdated station into a true intermodal center, facilitating safe access for the transit riders, pedestrians, and bicyclists while simultaneously updating electrical/mechanical systems, life safety systems, and security systems.

The MBTA/Mass DOT is also strongly supportive of Transit Oriented Development to meet the needs of our expanding economy while taking full advantage of our existing transportation infrastructure. This project is a dynamic example of how to accomplish this goal. We applaud the city of Quincy for their vision and dedicated efforts to revitalize Quincy Center and to reinvigorate its status as the economic and social hub south of Boston, and we strongly encourage the approval of the TIGER grant application submitted today for this major transformation of the existing Quincy Center Transit

Leading the Nation in Transportation Excellence

Massachusetts Bay Transportation Authority  
Ten Park Plaza, Suite 3910, Boston, MA 02116  
www.mbta.com

Station. On behalf of the office of Real Estate and Asset Development, I thank you for the opportunity to express our support for this exciting and necessary project.

Sincerely,

Mark E. Boyle,  
Assistant General Manager and Interim Assistant Secretary  
MBTA/Mass DOT



*The Commonwealth of Massachusetts*  
*Executive Office for Administration and Finance*  
*Division of Capital Asset Management and Maintenance*  
*One Ashburton Place*  
*Boston, Massachusetts 02108*

*Tel: (617) 727-4050*  
*Fax: (617) 727-5363*

CHARLES D. BAKER  
GOVERNOR

KARYN E. POLITO  
LIEUTENANT GOVERNOR

KRISTEN LEFORE  
SECRETARY  
ADMINISTRATION & FINANCE  
CAROL W. GLADSTONE  
COMMISSIONER

June 4, 2015

The Honorable Anthony Foxx  
Secretary of Transportation  
U.S. Department of Transportation  
1200 New Jersey Ave, SE  
Washington, DC 20590

Re: US DOT TIGER Discretionary Grant— Quincy Intermodal Transportation Center Project

Dear Mr. Secretary,

As the Commissioner of the Division of Capital Asset Management and Maintenance (DCAMM) for the Commonwealth of Massachusetts, I am pleased to write to you today in support of the City of Quincy's application for a US DOT TIGER grant to fund the major rehabilitation of the Quincy Center Transit Station. DCAMM is the State Agency responsible for major public construction and real estate services for the Commonwealth. We, in partnership with the Executive Office of the Trial Court, are currently completing a comprehensive master plan for the state court system, and have identified Quincy as a top priority. The City of Quincy's commitment to the redevelopment of the Quincy Center Station creates an exciting opportunity for potentially locating a new Regional Justice Center to serve Norfolk County. The nature of court business, the urban location proximate to Boston, and the diversity of court users and staff, makes direct access to Public Transportation one of the most important site characteristics we consider when locating a new Regional Justice Center in metro Boston. Because the proposed Justice Center would consolidate courts and users from the larger Norfolk County region, direct access to public parking will be an important component of the planning.

The Quincy Center Transit Station serves as the major access point between South Shore cities and Boston. Its renovation will be critical to catalyzing additional investments, and help the City of Quincy continue the revitalization and redevelopment of the downtown area. By collaboratively working with the City of Quincy to explore the new Regional Justice Center at this site, we are presented with an opportunity to provide state judicial resources to both the city and the surrounding region. It will also encourage the success of revitalization in downtown Quincy and contribute to the economy of Massachusetts. On behalf of DCAMM, I thank you for the opportunity to express our support for this exciting and necessary project.

Sincerely,

Carol W. Gladstone, Commissioner



# Quincy Center Intermodal Station Benefit-Cost Analysis

Prepared for the City of Quincy

Date: June 5, 2015

## Results in Brief

There were two alternative computations conducted for this analysis, using a 7.0 percent discount rate, and an alternative using a 3.0 percent discount rate, as prescribed by the U.S. DOT. All benefits and costs were estimated in constant 2014 dollars over an operating evaluation period extending 30 years. The base year for discounting is 2015 but economic values (e.g., the values of time, project costs, etc.) are in 2014 dollars, as full year data for 2015 are not available, and forecasting to 2015 was considered uncertain.

Table 1 presents the evaluation results for the two cases. For the 7 percent discount rate, the proposed infrastructure investments yield a net present value of \$20.1 million, and a benefit-cost ratio of 1.53. At a 3 percent discount rate, the proposed infrastructure investments yield a net present value of \$53.0 million, and a benefit-cost ratio of 2.59.

Over the 30-year analysis period (2019-2048), there are \$57.7 million in benefits at a 7% discount rate, in 2014 dollars and \$86.4 million in benefits at a 3% discount rate.

**Table 1. Benefit Cost Analysis Summary Results**

Scenario	Net Present Value (2014 \$ millions disc.)	Benefit Cost Ratio
Case A (7 percent discount rate)	\$20.1	1.53
Case B (3 percent discount rate)	\$53.0	2.59

Source: Parsons Brinckerhoff, 2015

## Project Costs

For the benefit cost analysis, capital construction investments (\$52 million) were assumed to begin in 2017 and conclude by the end of 2018. These capital costs translate to \$41 million when discounted at 7 percent and \$47 million when discounted at 3 percent. A breakdown of capital cost components is provided in the Details section of the main body of this report.

**Table 2. Project Capital Costs**

Capital Cost Category	Costs (2014 \$)	Costs (2014 \$ discounted at 7 %)	Costs (2014 \$ discounted at 3 %)
Quincy Center Intermodal Station	\$52,126,481	\$41,312,422	\$47,085,041
<b>Total</b>	<b>\$52,126,481</b>	<b>\$41,312,422</b>	<b>\$47,085,041</b>

Source: MassDOT Quincy Center Air Rights Development Order of Magnitude Estimate, 2015<sup>1</sup>

<sup>1</sup> "MassDOT Quincy Center Air Rights Development Order of Magnitude Estimate," Scheme E, Designers, Parsons Brinckerhoff, Arrowstreet; cost estimate prepared by Parsons Brinckerhoff, April 28, 2015, updated May 21, 2015



## ***Section 7. Development Program and Financial Feasibility***

1. Development Budget. The development budget must detail all development costs, including, without limitation: site preparation; building construction; parking and landscaping; utilities; design, engineering, and other consulting; permitting and fees; insurance; legal and other professional fees; construction financing costs. The development budget must detail all off-site costs, including any provisions for providing any community uses or benefits. All costs must be expressed both as a total and per gross building square foot.

**See tab 7.1**

2. Pro-Forma. Provide details of costs and revenues of each component of the development program including rent payments to the MBTA, soft and hard costs, as well as revenue projections, absorption and financing. Include funds for economic development programs and off-site improvements. The Pro-Forma may be submitted in a separate envelope if desired.

**See separate envelope, Pro-Forma included with Form B**

3. Development financing. State all sources of private or public debt and equity expected to be used to finance the development and the anticipated amounts from each source. Any interest from investors, lenders, tenants, or others must be indicated, and actual letter of interest should be included.

**See Section 6 and tabs 7.1, 7.2 & 7.3**

SOURCES:	% of Total Cost	PROJECT BUDGET	PER UNIT	PER SQ FT	% REPC COST
Construction Loan	65.00%	66,670,000	220,762	224.48	64.99%
First Mortgage		66,670,000	220,762	224.48	64.99%
Total Equity	35.00%	35,905,204	118,901	120.90	35.01%
<i>Total Third Party Equity</i>	<i>95.00%</i>	<i>34,112,784</i>	<i>112,956</i>	<i>114.86</i>	<i>33.26%</i>
Total Developer Contributions	5.00%	1,795,410	5,945	6.05	1.75%
Other	0.00%	0	0	0.00	0.00%
Construction Loan Repayment		(66,670,000)	(220,762)	(224.48)	(64.99%)
<b>TOTAL SOURCES</b>		<b>102,574,204</b>	<b>339,663</b>	<b>345.38</b>	<b>100.00%</b>

**USES:**

CONSTRUCTION CONTRACT:	all HC pricing from Callahan	PROJECT BUDGET	PER UNIT	PER SQ FT	% REPC COST
101 General Requirements		5,655,000	18,427	18.74	5.43%
102 Site Improvements		2,057,000	6,844	6.96	2.02%
103 Structures		52,411,231	173,547	176.47	51.09%
104 Value Engineering		0	0	0.00	0.00%
105 Garage		0	0	0.00	0.00%
106 Prevailing Wage Garage		0	0	0.00	0.00%
107 Other Costs	union participant	600,432	1,988	2.02	0.59%
<i>Subtotal</i>		<i>60,943,663</i>	<i>200,807</i>	<i>204.19</i>	<i>59.12%</i>
108 Bonds/Subguard		762,695	2,525	2.57	0.74%
109 GC Payment & Performance Bond		0	0	0.00	0.00%
110 Change Orders		0	0	0.00	0.00%
111.1 Cost Escalation		3,032,183	10,040	10.21	2.96%
112.1 Contingency		3,032,183	10,040	10.21	2.96%
<i>Subtotal</i>		<i>67,470,725</i>	<i>223,413</i>	<i>227.17</i>	<i>65.77%</i>
113 MBTA Construction Rent @ \$100k for 1-yr extension + \$200k/dw		300,000	983	1.01	0.29%
114 Builder's O/H		0	0	0.00	0.00%
115 Builder's Fee	1% for BCC	2,698,929	8,937	9.09	2.63%
<b>Construction Contract</b>		<b>70,469,554</b>	<b>233,343</b>	<b>237.27</b>	<b>68.70%</b>

**OWNERS CONSTRUCTION COSTS:**

201 Permits Tap & Other Fees	Based on area	1,559,226	5,163	5.25	1.52%
201.1 Temporary Parking Fees		0	0	0.00	0.00%
202 Off-Site Contribution	affordable payment in-lieu	2,718,000	9,000	9.15	2.65%
202 Retail Leasing Commissions	5% sm. lease value	59,950	198	0.20	0.06%
202 Retail TIA	\$80sf for small	280,000	927	0.94	0.27%
203 Clubhouse Furnishings & Sign	\$4.7k/unit	1,419,400	4,700	4.78	1.38%
204 Offsite & Public Art	1% of HC	794,782	2,632	2.68	0.77%
205 MBTA Construction Coordinate Flaggers		200,000	662	0.67	0.19%
206 Construction Contingency		3,661,179	12,123	12.33	3.57%
<b>Owners Construction Costs</b>		<b>10,692,438</b>	<b>35,405</b>	<b>36.00</b>	<b>10.42%</b>

**DESIGN & ENGINEERING:**

301 Design		2,040,010	6,765	6.87	1.99%
302 Engineering		519,742	1,721	1.75	0.51%
303 Reproduction		150,000	497	0.51	0.15%
304 Fair Housing/Peer Review		50,000	166	0.17	0.05%
305 Inspection		169,422	561	0.57	0.17%
306 Contingency		146,459	485	0.49	0.14%
<b>Design &amp; Engineering</b>		<b>3,075,633</b>	<b>10,184</b>	<b>10.36</b>	<b>3.00%</b>

FINANCING FEES & INTEREST:	PROJECT BUDGET	PER UNIT	PER SQ FT	% REPC COST
401 Const Period Interest	3,666,850	12,142	12.35	3.57%
402 Const Period Equity Return	0	0	0.00	0.00%
403 Development Loan Int Expense	0	0	0.00	0.00%
404 Const Loan Fees	666,700	2,208	2.24	0.65%
405 Equity Fees	0	0	0.00	0.00%
406 Legal-Closing	300,000	993	1.01	0.29%
407 Letter of Credit Fees	75,000	248	0.25	0.07%
408 Lender Inspect/Engineering	75,000	248	0.25	0.07%
409 Interest Income	0	0	0.00	0.00%
410 Finance Contingency	0	0	0.00	0.00%
411 Other	0	0	0.00	0.00%
<b>Financing Fees &amp; Interest</b>	<b>4,783,550</b>	<b>15,840</b>	<b>16.11</b>	<b>4.66%</b>

**DEVELOPERS COSTS:**

501 Real Estate Taxes	453,000	1,500	1.53	0.44%
502 GL Insurance	880,869	2,917	2.97	0.86%
502.1 Builders Risk Insurance and Flood	845,600	2,800	2.85	0.82%
502.2 CPL and PLL	75,500	250	0.25	0.07%
502.4 RR Protective	50,000	166	0.17	0.05%
502 Utility Backcharges	100,000	331	0.34	0.10%
504 Title and Recording	300,000	993	1.01	0.29%
505 As-Built Survey	25,000	83	0.08	0.02%
506 Legal-Development/Zoning	700,000	2,318	2.36	0.68%
508 Legal - Construction and A/E Agreements	100,000	331	0.34	0.10%
509 Legal - Garage Operating Agreement	0	0	0.00	0.00%
510 Legal - Retail	30,000	99	0.10	0.03%
511 Legal - Condo Docs	0	0	0.00	0.00%
512 Development Travel	0	0	0.00	0.00%
513 Miscellaneous Costs	300,000	993	1.01	0.29%
514 Cost Certification	0	0	0.00	0.00%
515 Owner's Retail Consultant	25,000	83	0.08	0.02%
516 Tax Returns-Accounting	50,000	166	0.17	0.05%
517 Appraisal/Market Study	50,000	166	0.17	0.05%
518 Marketing / Start Up Costs	664,400	2,200	2.24	0.65%
519 Lease-Up Fee	120,800	400	0.41	0.12%
520 MEPA Permitting	130,000	430	0.44	0.13%
521 Reimbursables	49,002	162	0.16	0.05%
522 Contingency	247,459	819	0.83	0.24%
<b>Developers Costs</b>	<b>5,196,630</b>	<b>17,207</b>	<b>17.50</b>	<b>5.07%</b>

**CAPITALIZED OPERATING COSTS:**

601 Prepaid RIE Taxes	0	0	0.00	0.00%
602 Operating Deficit Reserve	664,400	2,200	2.24	0.65%
<b>Capitalized Operating Costs</b>	<b>664,400</b>	<b>2,200</b>	<b>2.24</b>	<b>0.65%</b>

**LAND:**

701 Land value for Hancock Parking Lot	4,000,000	13,245	13.47	3.90%
701.1 MBTA Station Upgrades & Bus Loop Relocation	21,000,000	69,536	70.71	20.47%
701.2 State and Local Funding Sources (TIGER grant, other sources)	(20,800,000)	(68,874)	(70.03)	(20.28%)
702 Pre-Development Fee	650,000	2,152	2.19	0.63%
703 Developer's Fee	2,846,000	9,424	9.58	2.77%
<b>TOTAL REPLACEMENT COST</b>	<b>102,574,204</b>	<b>339,663</b>	<b>345.38</b>	<b>100.00%</b>
<b>EXCESS (SHORTFALL)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

	PROJECT BUDGET	PER UNIT	PER SQ FT	% REPC COST
<b>SOURCES:</b>				
Construction Loan	64,790,000	219,627	237.33	65.00%
First Mortgage	64,790,000	219,627	237.33	65.00%
Total Equity	34,890,344	118,272	127.80	35.00%
<b>USES:</b>				
Construction Loan	64,790,000	219,627	237.33	65.00%
First Mortgage	64,790,000	219,627	237.33	65.00%
Total Equity	34,890,344	118,272	127.80	35.00%
<b>FINANCING FEES &amp; INTEREST:</b>				
401 Const Period Equity Return	0	0	0.00	0.00%
402 Const Loan Int Expense	647,900	2,196	2.37	1.00%
404 Const Loan Fees	0	0	0.00	0.00%
405 Equity Fees	300,000	1,017	1.10	0.30%
406 Legal-Closing	75,000	254	0.27	0.08%
407 Letter of Credit Fees	75,000	254	0.27	0.08%
408 Lender Inspect/Engineering	0	0	0.00	0.00%
409 Interest Income	0	0	0.00	0.00%
410 Finance Contingency	0	0	0.00	0.00%
411 Other	0	0	0.00	0.00%
<b>Financing Fees &amp; Interest</b>	<b>4,661,350</b>	<b>15,801</b>	<b>17.07</b>	<b>4.68%</b>
<b>DEVELOPERS COSTS:</b>				
501 Real Estate Taxes	442,500	1,500	1.62	0.44%
502 GL Insurance	904,520	3,066	3.31	0.91%
502.1 Builder's Risk Insurance and Flood	826,000	2,800	3.03	0.83%
502.2 CPL and PLL	73,750	250	0.27	0.07%
502.4 RR Protective	50,000	169	0.18	0.05%
502 Utility Backcharges	100,000	339	0.37	0.10%
504 Title and Recording	300,000	1,017	1.10	0.30%
505 As-Built Survey	25,000	85	0.09	0.03%
506 Legal-Development/Zoning city entitlements, MBTA	700,000	2,373	2.56	0.70%
508 Legal - Construction and A&E Agreements	100,000	339	0.37	0.10%
509 Legal - Garage Operating Agreement	0	0	0.00	0.00%
510 Legal - Retail	30,000	102	0.11	0.03%
511 Legal - Condo Docs	0	0	0.00	0.00%
512 Development Travel	0	0	0.00	0.00%
513 Miscellaneous Costs	300,000	1,017	1.10	0.30%
514 Cost Certification	0	0	0.00	0.00%
515 Owner's Retail Consultant	25,000	85	0.09	0.03%
516 Tax Returns-Accounting	50,000	169	0.18	0.05%
517 Appraisal/Market Study	50,000	169	0.18	0.05%
518 Marketing / Start Up Costs	649,000	2,200	2.38	0.65%
519 Lease-up Fee	118,000	400	0.43	0.12%
520 NEPA Permitting	130,000	441	0.48	0.13%
521 Reimbursables	48,738	165	0.18	0.05%
522 Contingency	246,125	834	0.90	0.25%
<b>Developers Costs</b>	<b>5,168,634</b>	<b>17,521</b>	<b>18.93</b>	<b>5.19%</b>
<b>CAPITALIZED OPERATING COSTS:</b>				
601 Prepaid R/E Taxes	0	0	0.00	0.00%
602 Operating Deficit Reserve	649,000	2,200	2.38	0.65%
Capitalized Operating Costs	649,000	2,200	2.38	0.65%
<b>LAND:</b>				
701 Land value for Hancock Parking Lot	0	0	0.00	0.00%
701.1 MBTA Station Upgrades & Bus Loop Relocation	0	0	0.00	0.00%
701.2 State and Local Funding Sources (TIGER grant, other sources)	0	0	0.00	0.00%
702 Pre-Development Fee	650,000	2,203	2.38	0.65%
703 Developer's Fee	2,884,000	9,776	10.56	2.89%
<b>TOTAL REPLACEMENT COST</b>	<b>99,680,344</b>	<b>337,899</b>	<b>365.13</b>	<b>100.00%</b>
<b>EXCESS (SHORTFALL)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

	PROJECT BUDGET	PER UNIT	PER SQ FT	% REPC COST
<b>SOURCES:</b>				
Construction Loan	64,790,000	219,627	237.33	65.00%
First Mortgage	64,790,000	219,627	237.33	65.00%
Total Equity	34,890,344	118,272	127.80	35.00%
<b>USES:</b>				
Construction Loan	64,790,000	219,627	237.33	65.00%
First Mortgage	64,790,000	219,627	237.33	65.00%
Total Equity	34,890,344	118,272	127.80	35.00%
<b>CONSTRUCTION CONTRACT:</b>				
101 General Requirements	5,665,000	18,864	20.38	5.58%
102 Site Improvements	2,067,000	7,007	7.57	2.07%
103 Structures	52,411,231	177,665	191.98	52.58%
104 Value Engineering	0	0	0.00	0.00%
105 Garage	0	0	0.00	0.00%
106 Prevailing Wage Garage	0	0	0.00	0.00%
107 Other Costs	600,432	2,035	2.20	0.60%
<b>Subtotal</b>	<b>60,643,663</b>	<b>205,572</b>	<b>222.14</b>	<b>60.84%</b>
108 Bonds/Subguard	762,695	2,585	2.79	0.77%
109 GC Payment & Performance Bond	0	0	0.00	0.00%
110 Change Orders	0	0	0.00	0.00%
111.1 Cost Escalation	4,851,493	16,446	17.77	4.87%
112.1 Contingency	3,032,183	10,279	11.11	3.04%
<b>Subtotal</b>	<b>69,290,035</b>	<b>234,881</b>	<b>253.81</b>	<b>69.51%</b>
113 MBTA Construction Rent @ \$100k for 1-yr extension + \$200k duoin	300,000	1,017	1.10	0.30%
114 Builder's O/H	0	0	0.00	0.00%
115 Builder's Fee	2,771,601	9,395	10.15	2.78%
<b>Construction Contract</b>	<b>72,361,638</b>	<b>245,294</b>	<b>265.06</b>	<b>72.59%</b>
<b>OWNERS CONSTRUCTION COSTS:</b>				
201 Permits Tap & Other Fees	1,523,085	5,163	5.58	1.53%
201.1 Temporary Parking Fees	0	0	0.00	0.00%
202 Off-Site Contribution	2,655,000	9,000	9.73	2.68%
202 Retail Leasing Commissions	0	0	0.00	0.00%
202 Retail TIA	0	0	0.00	0.00%
203 Clubhouse Furnishings & Signage	1,386,500	4,700	5.08	1.39%
204 Offsite & Public Art	794,782	2,694	2.91	0.80%
205 MBTA Construction Coordinate Flaggers	200,000	678	0.73	0.20%
206 Construction Contingency	3,797,146	12,668	13.69	3.75%
<b>Owners Construction Costs</b>	<b>10,296,513</b>	<b>34,903</b>	<b>37.72</b>	<b>10.33%</b>
<b>DESIGN &amp; ENGINEERING:</b>				
301 Design	1,992,725	6,755	7.30	2.00%
302 Engineering	507,695	1,721	1.86	0.51%
303 Production	150,000	508	0.55	0.15%
304 Fair Hearing/Peer Review	50,000	169	0.18	0.05%
305 Inspection	165,495	561	0.61	0.17%
306 Contingency	143,296	486	0.52	0.14%
<b>Design &amp; Engineering</b>	<b>3,009,211</b>	<b>10,201</b>	<b>11.02</b>	<b>3.02%</b>

Quincy Center PHASE III  
Quincy, MA  
SOURCES AND USES (Continued)

	PROJECT BUDGET	PER SQ. FT.	% REPC COST
<b>FINANCING FEES &amp; INTEREST:</b>			
401 Const Period Interest	3,399,000	15.11	2.68%
402 Const Period Equity Return	0	0.00	0.00%
403 Development Loan Int Expense	0	0.00	0.00%
404 Const Loan Fees	824,000	3.66	0.65%
405 Equity Fees	0	0.00	0.00%
406 Legal-Closing	250,000	1.11	0.20%
407 Letter of Credit Fees	0	0.00	0.00%
408 Lender Inspect/Engineering	200,000	0.89	0.16%
409 Interest Income	0	0.00	0.00%
410 Finance Contingency	233,650	1.04	0.18%
411 Other	0	0.00	0.00%
<b>Financing Fees &amp; Interest</b>	<b>4,906,650</b>	<b>21.81</b>	<b>3.87%</b>
<b>DEVELOPERS COSTS:</b>			
501 Real Estate Taxes	400,000	1.78	0.32%
502 Insurance	2,565,758	11.40	2.02%
503 Title and Recording	300,000	1.33	0.24%
504 Legal-Development/Zoning Article 80 and FDA approval	300,000	1.33	0.24%
505 Development Travel	0	0.00	0.00%
506 Miscellaneous Costs	100,000	0.44	0.08%
507 Cost Certification	0	0.00	0.00%
508 Owners Development Consultant	0	0.00	0.00%
509 Tax Returns-Accounting	75,000	0.33	0.06%
510 Appraisal/Market Study	50,000	0.22	0.04%
511 Marketing Costs	506,250	2.25	0.40%
512 Lease-up Fee	0	0.00	0.00%
513 Contingency	214,850	0.95	0.17%
514 Other	0	0.00	0.00%
<b>Developers Costs</b>	<b>4,511,858</b>	<b>20.05</b>	<b>3.56%</b>
<b>CAPITALIZED OPERATING COSTS:</b>			
601 Prepaid RIE Taxes	0	0.00	0.00%
602 Operating Deficit Reserve	200,000	0.89	0.16%
<b>Capitalized Operating Costs</b>	<b>200,000</b>	<b>0.89</b>	<b>0.16%</b>
<b>LAND:</b>			
701 Office Land	0	0.00	0.00%
701.1 Retail Land	0	0.00	0.00%
701.2 Land Value Credit	0	0.00	0.00%
702 Pre-Development OH	600,000	2.67	0.47%
703 Development Fee	3,675,000	16.33	2.90%
<b>TOTAL REPLACEMENT COST</b>	<b>126,772,826</b>	<b>563.43</b>	<b>100.00%</b>
<b>EXCESS (SHORTFALL)</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

Quincy Center PHASE III  
Quincy, MA  
SOURCES AND USES

	% of Total Cost	PROJECT BUDGET	PER SQ. FT.	% REPC COST
<b>SOURCES:</b>				
Construction Loan	65.00%	82,400,000	366.22	65.00%
First Mortgage	35.00%	44,372,826	197.21	35.00%
Total Equity		(82,400,000)	(366.22)	-85.00%
<b>Construction Loan Repayment</b>				
<b>TOTAL SOURCES</b>		<b>126,772,826</b>	<b>563.43</b>	<b>100.00%</b>
<b>USES:</b>				
<b>CONSTRUCTION CONTRACT:</b>				
101 General Requirements		0	0.00	0.00%
102 Site Improvements		7,157,825	31.81	5.65%
103 Structures		41,748,507	218.29	32.93%
104 Other Retail		0	0.00	0.00%
105 Grocery		0	0.00	0.00%
106 Garage		27,285,439	121.27	21.52%
107 Other Costs		0	0.00	0.00%
<b>Subtotal</b>		<b>76,191,771</b>	<b>338.63</b>	<b>60.10%</b>
108 Bonds	1.25%	952,387	4.23	0.75%
109 Trade Permits		0	0.00	0.00%
110 Change Orders		0	0.00	0.00%
111 Cost Escalation	10.0%	7,619,177	33.86	6.01%
112 Contingency	0.00%	0	0.00	0.00%
<b>Subtotal</b>		<b>84,763,345</b>	<b>376.73</b>	<b>66.86%</b>
113 Off-Site Contribution		0	0.00	0.00%
114 Builder's O/H	0.00%	0	0.00	0.00%
115 Builder's Fee	1.00%	761,918	3.39	0.60%
<b>Construction Contract</b>		<b>85,525,263</b>	<b>380.11</b>	<b>67.46%</b>
<b>OWNERS CONSTRUCTION COSTS:</b>				
201 Permits Tap & Other Fees see break-out	1.43%	1,088,967	4.83	0.86%
202 Proffer Contribution		250,000	1.11	0.20%
203 Retail Leasing Commission (6% on total lease value)		0	0.00	0.00%
203.1 Office Leasing Commission \$1.80 x NRSF x term		3,645,000	16.20	2.88%
204 Retail TIA	\$75.00	0	0.00	0.00%
204.1 Office TIA	\$80.00	16,200,000	72.00	12.78%
205 Contingency	5.00%	3,809,589	16.93	3.01%
205 FF&E		0	0.00	0.00%
<b>Owners Construction Costs</b>		<b>24,991,555</b>	<b>111.07</b>	<b>19.71%</b>
<b>DESIGN &amp; ENGINEERING:</b>				
301 Design	1.75%	1,500,000	6.67	1.18%
302 Engineering		400,000	1.78	0.32%
303 Reproduction		100,000	0.44	0.08%
304 Peer Review		100,000	0.44	0.08%
305 Inspection		150,000	0.67	0.12%
306 Contingency	5.00%	112,500	0.50	0.09%
<b>Design &amp; Engineering</b>	<b>2.76%</b>	<b>2,362,500</b>	<b>10.50</b>	<b>1.86%</b>

X denotes a Guaranteed Line Item

includes demo, cont soil

exist store renovation

5% GC cont incl above

LEED Gold

1% for BCC

OWNERS CONSTRUCTION COSTS:

OWNERS CONSTRUCTION COSTS

DESIGN & ENGINEERING:



REAL ESTATE BANKING

September 25, 2017

Massachusetts Realty Group  
Attention: Mike Travaline  
20 Park Plaza, Suite 1120  
Boston, Massachusetts 02116

RE: Bid for Lease of Quincy Center Station Ground and/or Air Rights

Dear Mr. Travaline,

I am writing in response to a lender reference request from Bozzuto & Associates and related entities ("Bozzuto") in regards to their RFP submission for the development of Quincy Center Station in Quincy, MA. PNC Bank ("PNC") has a 10+ year lending relationship with Bozzuto, that includes corporate lines of credit and project-level construction loans, with all loans being paid as agreed. We have provided construction financings to Bozzuto on several multifamily development projects similar to the development program envisioned at Quincy Center Station, including Union Wharf (281 apartments plus ground floor retail) and Anthem House (346 apartments plus ground floor retail) in Baltimore, Maryland; The Loren (185 apartments plus ground floor retail) in Falls Church, Virginia; and Crosswinds at Annapolis Towne Centre (215 apartments) in Annapolis, Maryland.

Given our history and track record with Bozzuto, PNC would be interested in evaluating this development opportunity at the appropriate time. Overall, we have been very satisfied with the relationship between PNC and Bozzuto and are looking to continue expanding it in the future.

Please do not hesitate to contact me with any questions at 202-973-6236 or [kinnery.clinebell@pnc.com](mailto:kinnery.clinebell@pnc.com).

Regards,

A handwritten signature in blue ink, appearing to read "Kinnery Clinebell".

Kinnery Clinebell  
Vice President  
PNC Bank, National Association

FORM C - Tenant's Affirmation

STATEMENT OF BENEFICIAL INTEREST

I hereby state, under the penalties of perjury, that the true names and addresses of all persons, who have or will have a direct or indirect beneficial interest in the MBTA land located at Quincy Center Station, Quincy, Massachusetts are listed below in compliance with the provisions of Section 38 of Chapter 7C (formerly Section 40J of Chapter 7) of the Massachusetts General Laws and I further state that I am in position to know the names of all those with a beneficial interest. Name, and residence and phone number of all persons\* with said beneficial interest.

Name	Residence Address	Telephone Number
Bozzuto & Associates	6406 Ivy Lane, Suite 700, Greenbelt, MD 02770	301-220-0100
Leslie MacKinnon	4 Alexandra way, Hingham, MA 02043	781-741-5005

[Attach additional sheet if more space needed]

The undersigned also acknowledges and states that none of the above listed individuals is (1) an official elected to public office in the Commonwealth of Massachusetts or (2) an employee of the Massachusetts Bay Transportation Authority, Greystone & Co., Inc., JLL Americas, Inc. or Massachusetts Realty Group.

SIGNED under the penalties of perjury.

Print Bidder Name: at right

Authorized Signature: \_\_\_\_\_

Print Signer's Name: \_\_\_\_\_

Title: \_\_\_\_\_

BOZZUTO DEVELOPMENT COMPANY

By: [Signature]  
[Steven A. Strazzella, President]

Date: 10/16/17

\* If "persons" are publicly traded corporations, only owners of ten percent (10%) or more of the stock of companies traded on a national exchange need to be used.

Commonwealth of ~~Massachusetts~~ Maryland

Prince George's County, ss  
Date

October 16, 2017

On this 16 day of October, 2017, before me, the undersigned notary public, personally appeared, Steven A. Strazzella proved to me through satisfactory evidence of identification, which was President of Bozzuto Development Co. to be the person whose name is signed on the preceding document, and acknowledged to me that s/he signed it voluntarily and swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

[Signature]  
Notary Public

Print Name Elsa M. Escobar Pedrin

My Commission Expires: 12/05/19

Bid Form C

Bidders Initials [Signature]



I hereby certify, under penalties of perjury, that:

A. Non Collusion Statement

This bid is in all respects bona fide, fair and made without collusion or fraud with any other person. As used in this section, the word "person" shall mean any natural person, joint venture, partnership, corporation or other business or legal entity.

B. Revenue Enforcement Certificate

Pursuant to M.G.L. Ch. 62C, Sec. 49A, that I (my company), to the best of my knowledge and belief, have (has) filed all state tax returns and paid all state taxes required under law.

52-1566120

Social Security  
Number or Federal  
Identification  
Number

C. Employer's Certificate of Compliance with Massachusetts Employment and Training Law

Pursuant to G. L. C. 151A, Sec. 19A(b), Bozzuto Development Company  
(Name of Employer)  
has complied with all laws of the Commonwealth relating to contributions and payments in lieu of contributions<sup>1</sup>.

<sup>1</sup>The employer may certify its compliance if it has entered into and is complying with a repayment agreement satisfactory to the Commissioner or there is a pending adjudicatory proceeding or court action contesting the amount due pursuant to G. L. C. 151A, Sec. 19A(c).

Print Bidder Name: at right

BOZZUTO DEVELOPMENT COMPANY

Authorized Signature: \_\_\_\_\_

By: [Signature]  
[Steven A. Strazzella, President]

Print Signer's Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: 10/16/17

Commonwealth of ~~Massachusetts~~ Maryland

Prince George's County, ss  
Date

October 16, 2017

On this 16 day of October, 2017, before me, the undersigned notary public, personally appeared, Steven A. Strazzella proved to me through satisfactory evidence of identification, which was President of Bozzuto Development to be the person whose name is signed on the preceding or attached document, and acknowledged to me that s/he signed it voluntarily and swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

[Signature]  
Notary Public

Print Name Elsa M. Escobar Pedrin

My Commission Expires: 12/05/19

Bid Form C  
Bidders Initials [Signature]



**FORM C - Tenant's Affirmation**

**STATEMENT OF BENEFICIAL INTEREST**

I hereby state, under the penalties of perjury, that the true names and addresses of all persons, who have or will have a direct or indirect beneficial interest in the MBTA land located at Quincy Center Station, Quincy, Massachusetts are listed below in compliance with the provisions of Section 38 of Chapter 7C (formerly Section 40J of Chapter 7) of the Massachusetts General Laws and I further state that I am in position to know the names of all those with a beneficial interest. Name, and residence and phone number of all persons\* with said beneficial interest.

<u>Name</u>	<u>Residence Address</u>	<u>Telephone Number</u>
Bozzuto & Associates	6406 Ivy Lane, Suite 700, Greenbelt, MD 02770	301-220-0100
Leslie MacKinnon	4 Alexandra way, Hingham, MA 02043	781-741-5005

[Attach additional sheet if more space needed]

The undersigned also acknowledges and states that none of the above listed individuals is (1) an official elected to public office in the Commonwealth of Massachusetts or (2) an employee of the Massachusetts Bay Transportation Authority, Greystone & Co., Inc., JLL Americas, Inc. or Massachusetts Realty Group.

SIGNED under the penalties of perjury.

ATLANTIC DEVELOPMENT COMPANY  
 By:   
 [Donald J. MacKinnon, President]

Print Bidder Name: at right

Authorized Signature: \_\_\_\_\_

Print Signer's Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: 10/16/17

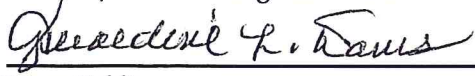
\* If "persons" are publicly traded corporations, only owners of ten percent (10%) or more of the stock of companies traded on a national exchange need to be used.

**Commonwealth of Massachusetts**

Plymouth County, ss  
Date

October 16, 2017

On this 16th day of October, 2017, before me, the undersigned notary public, personally appeared, Donald J. MacKinnon proved to me through satisfactory evidence of identification, which was License to be the person whose name is signed on the preceding document, and acknowledged to me that s/he signed it voluntarily and swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

  
 \_\_\_\_\_  
 Notary Public

Seal



Print Name Geraldine L. Davis

My Commission Expires: December 16, 2022

Bid Form C

Bidders Initials 



I hereby certify, under penalties of perjury, that:

A. Non Collusion Statement

This bid is in all respects bona fide, fair and made without collusion or fraud with any other person. As used in this section, the word "person" shall mean any natural person, joint venture, partnership, corporation or other business or legal entity.

B. Revenue Enforcement Certificate

Pursuant to M.G.L. Ch. 62C, Sec. 49A, that I (my company), to the best of my knowledge and belief, have (has) filed all state tax returns and paid all state taxes required under law.

02-0453411

\_\_\_\_\_  
Social Security  
Number or Federal  
Identification  
Number

C. Employer's Certificate of Compliance with Massachusetts Employment and Training Law

Pursuant to G. L. C. 151A, Sec. 19A(b), Atlantic Development Company  
(Name of Employer)  
has complied with all laws of the Commonwealth relating to contributions and payments in lieu of contributions<sup>1</sup>.

<sup>1</sup>The employer may certify its compliance if it has entered into and is complying with a repayment agreement satisfactory to the Commissioner or there is a pending adjudicatory proceeding or court action contesting the amount due pursuant to G. L. C. 151A, Sec. 19A(c).

Print Bidder Name: at right

ATLANTIC DEVELOPMENT COMPANY

Authorized Signature: \_\_\_\_\_

By: \_\_\_\_\_  
[Donald J. MacKinnon, President]

Print Signer's Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: 10/16/17

Commonwealth of Massachusetts

Plymouth County, ss  
Date

October 16, 2017

On this 16<sup>th</sup> day of October, 2017, before me, the undersigned notary public, personally appeared, Donald J. MacKinnon proved to me through satisfactory evidence of identification, which was license to be the person whose name is signed on the preceding or attached document, and acknowledged to me that s/he signed it voluntarily and swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

Geraldine L. Davis  
Notary Public

Seal



Print Name Geraldine L. Davis

My Commission Expires: December 16, 2022

Bid Form C

Bidders Initials [Signature]

**FORM D - Bank / Financial References**

1. All bidders must provide 2 bank or other financial institution references.  
Name of Bank or Financial Institution

Bank of America

Address 100 South Charles Street, 3<sup>rd</sup> Floor

City/Town Baltimore State MD Zip Code 21201

Contact Person Mr. Brant Henderson Telephone # 267-675-0100

Name on the Account \_\_\_\_\_

Account # account information to be provided upon Bozzuto's selection as the Successful Bidder

Name of Bank or Financial Institution: M&T Bank

Address 25 South Charles Street

City/Town Baltimore State MD Zip Code 21201

Contact Person Mr. Tom Keigler Telephone # 410-244-4308

Name on the Account \_\_\_\_\_

Account # account information to be provided upon Bozzuto's selection as the Successful Bidder

2. Corporate or other entity bidders must include a Certificate of Good Standing from the Massachusetts Secretary of State's Office and Certificate of Legal Existence as part of the bid submission. Please find certificates attached.

3. All bidders must provide a financial reference used for a project of similar size, scope and complexity as the project proposed in response to this RFP. Please find letters of reference.

Bid Form D

Bidders Initials



To Whom It May Concern:

I, Steve Strazzella, the undersigned, hereby authorize release, to the Massachusetts Bay Transportation Authority and Massachusetts Realty Group of any and all credit and bank account information concerning the individual, business or organization listed below.

I understand that this information is to be used solely for the purpose of evaluating my suitability to establish and operate a business at the MBTA location detailed in this bid package.

below

\_\_\_\_\_  
SIGNATURE OF APPLICANT

\_\_\_\_\_  
PRINTED NAME OF APPLICANT

\_\_\_\_\_  
TITLE OF APPLICANT

\_\_\_\_\_  
PRINT COMPANY NAME

BY: Below

PRINT NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

BOZZUTO DEVELOPMENT COMPANY

By: \_\_\_\_\_

[Steven A. Strazzella, President]

Bid Form D

Bidders Initials

SAA



*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

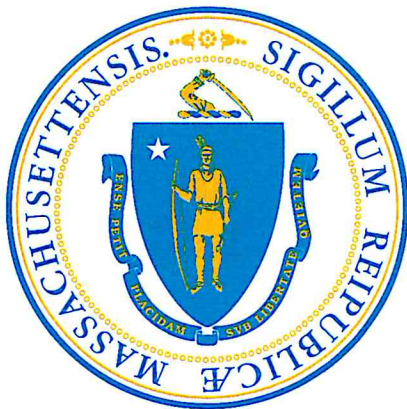
**MARYLAND**

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

296 1332

3/10/88

9:39

ARTICLES OF INCORPORATION

OF

BOZZUTO DEVELOPMENT COMPANY

THIS IS TO CERTIFY:

That I, THOMAS B. LEWIS, whose post office is Park Charles, Suite 400, 218 North Charles Street, Baltimore, Maryland 21201, being over eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of the corporation (which is hereinafter called the "Corporation") shall be: BOZZUTO DEVELOPMENT COMPANY.

ARTICLE II. The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III. The purposes for which the Corporation is formed are as follows:

(a) To acquire, invest in, encumber, develop, hold, operate, own, lease, construct, manage or otherwise deal in or with property, real, personal or mixed, and without limitation on the foregoing, to engage in any and all aspects of the real estate and real estate development business.

1988 MAR 10 A 9:39

20782196

(b) To borrow, acquire, hold, invest, expend, and otherwise deal with funds or money in connection with the business of the Corporation.

(c) To acquire interests or securities of other entities and to own, hold, pledge, hypothecate, trade, sell, vote and exercise rights appurtenant to or otherwise dealing with any such interests or securities.

(d) To enter into contracts, engage or hire agents or employees, acquire and provide goods and services, and engage in all business activities necessary or appropriate to carry out any purpose or objective of the Corporation.

(e) To serve as a general partner of one or more limited partnerships, including, without limitation, limited partnerships that are formed to acquire, invest in, encumber, develop, hold, operate, own, lease, sell or otherwise deal with real property.

(f) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraphs of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

(g) To issue shares of its stock of any class, in the manner permitted by law and for considerations other than cash.

(h) To engage in any other business permitted by law.

(i) It is intended that the objects and purposes specified in the foregoing paragraphs of this Article shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to or inference from the term of any paragraph of this or any other Article of these Articles of Incorporation, but that the objectives and purposes specified in each of the paragraphs of this Article shall be regarded as independent objectives and purposes.

(j) It is also intended that said paragraphs be construed both as purposes and powers and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, or by any other state in which it may qualify; and that the enumeration of certain powers as herein specified not be exclusive of or a waiver of any of the powers, rights and privileges granted or conferred by the laws of said state now or hereafter in force.

ARTICLE IV. The post office address of the place at which the principal office of the Corporation is located in



this State will be 6401 Golden Triangle Drive, Greenbelt, Maryland 20770-3203. The Resident Agent of the Corporation is Richard L. Mostyn, whose post office address is 6401 Golden Triangle Drive, Greenbelt, Maryland 21770-3203. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V. The Corporation shall initially have seven (7) Directors. The initial members of the Board of Directors shall be: Thomas S. Bozzuto, Barbara M. Bozzuto, Bernard B. Lubcher, John B. Slidell, Richard L. Mostyn, Miles J. Haber and Thomas B. Lewis. The initial Directors shall serve until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the bylaws may from time to time provide.

ARTICLE VI. The total number of shares of stock which the corporation shall have the authority to issue is Five Thousand Shares (5,000) of no-par common stock, all of one class.

ARTICLE VII. The Board of Directors of the Corporation is hereby authorized to issue, from time to time, shares of stock of any class, whether now or hereinafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the

Corporation and in accordance with the provisions of Corporations and Associations Article of the Annotated Code of Maryland.

ARTICLE VIII. The Corporation reserves the right, from time to time, to make any amendments of its Articles of Incorporation which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendments which change the terms of any of the outstanding stock shall be valid unless the change of terms shall have been authorized by the holders of a majority of all such stock at the time outstanding by vote at a duly called meeting or by unanimous consent in writing without a meeting. The vote of the holders of a majority of the outstanding stock of the Corporation shall be required to approve any dissolution or liquidation of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any sale by the Corporation of all or substantially all of its assets.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 10<sup>th</sup> day of March, 1988.

WITNESS:

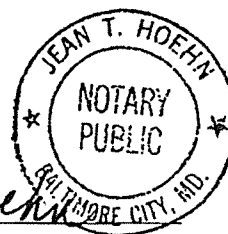
Linda C. Wilson

Thomas B. Lewis (SEAL)  
Thomas B. Lewis

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this 10th day of March, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared THOMAS B. LEWIS, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Jean T. Hoehn  
Notary Public  
My Commission Expires: 7/1/90

12331

DEPT. OF  
REVENUE & TAXATION  
ASSESSMENT & TAXATION  
2006 AUG -7 P 1:54

**RESIDENT AGENT'S NOTICE OF CHANGE OF ADDRESS**

I certify that I, Richard L. Mostyn,  
am the resident agent of Bozzuto Development Company organized  
under the laws of Maryland. My address as resident agent has  
changed from 6401 Golden Triangle Drive, Greenbelt, MD 20770  
to 7850 Walker Drive, Suite 400, Greenbelt, MD 20770.

(CHECK IF APPLICABLE) The old and new addresses of the resident  
agent are also the old and new addresses of the principal office of this entity in  
Maryland.

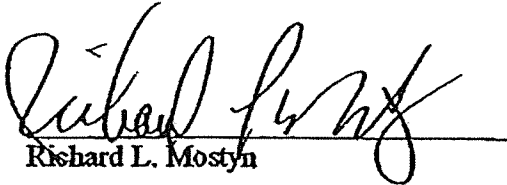
The above named entity has been advised by me in writing of this change.

*Kirsten Andrews Woelper*  
Kirsten Andrews Woelper, Authorized Person

Mail to: State Department of Assessments & Taxation  
301 W. Preston Street  
Room 801  
Baltimore, MD 21201-2395

RESIDENT AGENT CONSENT

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE  
ABOVE-NAMED ENTITY.

  
Richard L. Mostyn

# CORPORATE CHARTER APPROVAL SHEET

**\*\*EXPEDITED SERVICE\*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 80 BUSINESS CODE \_\_\_\_\_

# D02516920



1000361993493489

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

ID # D02516920 ACK # 1000361993493489  
LIBER: B00993 FOLIO: 0930 PAGES: 0003  
BOZZUTO DEVELOPMENT COMPANY

MAIL  
BACK

08/07/2006 AT 01:54 P WO # 0001272121

Surviving (Transferee) \_\_\_\_\_

New Name \_\_\_\_\_

### FEES REMITTED

Base Fee: <u>25</u>	Change of Name
Org. & Cap. Fee: _____	<input checked="" type="checkbox"/> Change of Principal Office
Expedite Fee: <u>50</u>	Change of Resident Agent
Penalty: _____	<input checked="" type="checkbox"/> Change of Resident Agent Address
State Recordation Tax: _____	Resignation of Resident Agent
State Transfer Tax: _____	Designation of Resident Agent and Resident Agent's Address
_____ Certified Copies	Change of Business Code
_____ Certificates	_____ Adoption of Assumed Name
Certificate of Status Fee: _____	_____
Personal Property Filings: _____	_____
Mail Processing Fee: <u>5</u>	_____ Other Change(s)
Other: _____	_____
TOTAL FEES: <u>80</u>	_____

CORPORATE CHARTER APPROVAL SHEET

Form D-18

\*\* EXPEDITED SERVICE \*\*

\*\* KEEP WITH DOCUMENT \*\*

DOCUMENT CODE 80 BUSINESS CODE \_\_\_\_\_

# 002516900



Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Affix Barcode Label Here

ID # 002516920 ACK # 1000362006963922  
PAGES: 0002  
BOZZUTO DEVELOPMENT COMPANY

Surviving (Transferee) \_\_\_\_\_

09/15/2014 AT 11:52 A WO # 0004358256

New Name \_\_\_\_\_

FEES REMITTED

Base Fee: 25  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: 50  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies \_\_\_\_\_  
Copy Fee: \_\_\_\_\_  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_

Change of Name \_\_\_\_\_  
Change of Principal Office  \_\_\_\_\_  
Change of Resident Agent \_\_\_\_\_  
Change of Resident Agent Address  \_\_\_\_\_  
Resignation of Resident Agent \_\_\_\_\_  
Designation of Resident Agent and Resident Agent's Address \_\_\_\_\_  
Change of Business Code \_\_\_\_\_  
Adoption of Assumed Name \_\_\_\_\_  
Other Change(s) \_\_\_\_\_

TOTAL FEES: 75

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

Code 027

Documents on \_\_\_\_\_ Checks

Attention: \_\_\_\_\_

Approved By: IN

Mail: Names and Address

Keyed By: \_\_\_\_\_

GALLAGHER, EVELIUS & JONES  
STE 400  
218 N. CHARLES ST.  
BALTIMORE MD 21201-4021

COMMENT(S): \_\_\_\_\_

Stamp Work Order and Customer Number HERE

CUST ID: 0003141676  
WORK ORDER: 0004358256  
DATE: 09-15-2014 11:52 AM  
AMT. PAID: \$75.00

**RESOLUTION TO CHANGE  
PRINCIPAL OFFICE  
AND  
RESIDENT AGENT OF  
BOZZUTO DEVELOPMENT COMPANY**

The Board of Directors of BOZZUTO DEVELOPMENT COMPANY, organized under the laws of the State of Maryland (the "Corporation"), passed the following resolution:

The principal office of the Corporation is changed from (old address):

7850 Walker Drive, Suite 400  
Greenbelt, MD 20770

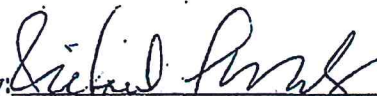
to (new address): 6406 Ivy Lane, Suite 700  
Greenbelt, MD 20770 ✓

The name and address of the resident agent is changed from:

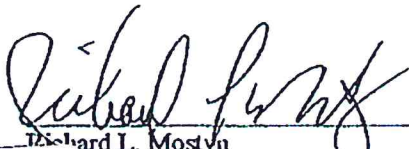
Richard L. Mostyn  
7850 Walker Drive, Suite 400  
Greenbelt, MD 20770

to (new address): Richard L. Mostyn  
6406 Ivy Lane, Suite 700  
Greenbelt, MD 20770 ✓

I certify under penalties of perjury that to the best of my knowledge, information, and belief, the foregoing is true in all material respects.

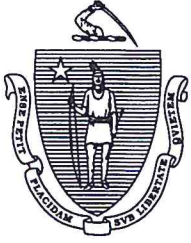
By:   
Name: Richard L. Mostyn  
Title: Vice Chairman

I hereby confirm the change of address and my designation as resident agent for this entity.

  
Richard L. Mostyn

CUST ID:0003141676  
WORK ORDER:0004358256  
DATE:09-15-2014 11:52 AM  
AMT. PAID:\$75.00





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

William Francis Galvin  
Secretary of the  
Commonwealth

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

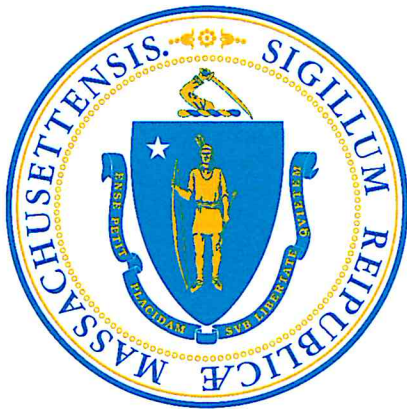
**NEW HAMPSHIRE**

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:

	<b>The Commonwealth of Massachusetts</b> <b>William Francis Galvin</b> Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640	Minimum Fee: \$100.00																		
<b>Annual Report 2016</b> (General Laws Chapter 156D Section 16 22 950 CMR 113 57)																				
Identification Number: <u>020453411</u>																				
1. Exact name of the corporation: <u>ATLANTIC DEVELOPMENT CORPORATION</u>																				
2. Jurisdiction of Incorporation: State: <u>NH</u> Country: <u>USA</u>																				
3,4. Street address of the corporation registered office in the commonwealth and the name of the registered agent at that office: Name: <u>DONALD MACKINNON</u> No. and Street: <u>C/O ATLANTIC DEVELOPMENT</u> <u>62 DERBY STREET</u> City or Town: <u>HINGHAM</u> State: <u>MA</u> Zip: <u>02043</u> Country: <u>USA</u>																				
5. Street address of the corporation's principal office: No. and Street: <u>C/O ATLANTIC DEVELOPMENT</u> <u>62 DERBY STREET</u> City or Town: <u>HINGHAM</u> State: <u>MA</u> Zip: <u>02043</u> Country: <u>USA</u>																				
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.)																				
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Title</th> <th style="width: 30%;">Individual Name First, Middle, Last, Suffix</th> <th style="width: 50%;">Address (no PO Box) Address, City or Town, State, Zip Code</th> </tr> </thead> <tbody> <tr> <td>PRESIDENT</td> <td>DONALD J. MACKINNON</td> <td>C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA</td> </tr> <tr> <td>TREASURER</td> <td>DONALD J. MACKINNON</td> <td>C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA</td> </tr> <tr> <td>SECRETARY</td> <td>DONALD J. MACKINNON</td> <td>C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA</td> </tr> <tr> <td>DIRECTOR</td> <td>DONALD J. MACKINNON</td> <td>C/O ATLANTIC DEVELOPMENT, 62 DERBY STREET HINGHAM, MA 02043 USA</td> </tr> <tr> <td>DIRECTOR</td> <td>MATTHEW J. MACKINNON</td> <td>P.O. BOX 275, PARK AVE. BETHLEHEM, NH 03574 USA</td> </tr> </tbody> </table>			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
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: <u>REAL ESTATE INVESTMENT AND DEVELOPMENT</u>																				
8. Capital stock of each class and series:																				
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="width: 20%;">Class of Stock</th> <th rowspan="2" style="width: 20%;">Par Value Per Share Enter 0 if no Par</th> <th colspan="2" style="width: 40%;">Total Authorized by Articles of Organization or Amendments</th> <th rowspan="2" style="width: 20%;">Total Issued and Outstanding Num of Shares</th> </tr> <tr> <th style="width: 20%;">Num of Shares</th> <th style="width: 20%;">Total Par Value</th> </tr> </thead> <tbody> <tr> <td>CNP</td> <td>\$0.00000</td> <td>15,000</td> <td>\$0.00</td> <td>200</td> </tr> </tbody> </table>			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						
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: <input type="checkbox"/>																				
10. Report is filed for fiscal year ending: 12/31/ <u>2016</u>																				

**Filer's Contact Information**

*(Enter a contact name, mailing address, and email and/or phone number.)*

Contact Name: Donald J. MacKinnon

Business Name: Atlantic Development

No. and Street: 62 Derby Street

City or Town: Hingham

State: MA

Zip: 02043

Country: USA

Contact Phone: (781) 741-5005 ext: 13

Contact Email: DJM@AtlanticDevelopment.com

**Please provide an email address to receive an expedited response from the Corporations Division.**

**If the filing is rejected for any reason, you will be contacted. If no email address is provided, correspondence from the Division will be sent by mail.**

Please select delivery method for annual report notices:

Email  
 Mail

Signed by Donald J. MacKinnon, its president  
on this 14 Day of February, 2017

Make Corrections

Accept



## Corporations Division

### Payment Confirmation

Date: 2/14/2017

<b>Confirmation date/time:</b>	<b>2/14/2017 9:55:12 AM</b>
<b>Confirmation number:</b>	<b>181694</b>
<b>Invoice number:</b>	<b>05000040099425923554012</b>
<b>Payment ID number:</b>	<b>5308798</b>
<b>Transaction ID number:</b>	<b>9942592</b>
<b>Transaction category:</b>	<b>Foreign Corporation</b>
<b>Transaction type:</b>	<b>Annual Report - 2016</b>
<b>Entity name:</b>	<b>ATLANTIC DEVELOPMENT CORPORATION</b>
<hr/>	
<b>Filing fee:</b>	<b>\$100.00</b>
<b>Expedited service fee:</b>	<b>\$9.00</b>
<b>Total fee:</b>	<b>\$109.00</b>

Your payment has been successfully processed. Your filing has been submitted and will be reviewed by the Corporations Division. If your submission is rejected for any reason, we will contact you immediately.

Note that for security reasons your payment credit card and/or bank information is processed at a secure website. The Secretary of the Commonwealth does not retain any payment information.

**E-check transactions require final approval from your bank. Such approval may take 7 to 10 business days. If the payment is returned, you will be billed for the transaction at that time.**

If you have any questions about your request, contact our office:

- phone: 617-727-9640
- email: [corpinfo@sec.state.ma.us](mailto:corpinfo@sec.state.ma.us)



September 25, 2017

Massachusetts Realty Group  
Attention: Mike Travaline  
20 Park Plaza, Suite 1120  
Boston, Massachusetts 02116

RE: Bid for Lease of Quincy Center Station Ground and/or Air Rights

Dear Mr. Travaline,

Bozzuto & Associates, its affiliates and subsidiaries, has been a valued client of Bank of America for over twenty-seven years. During this period, Bank of America has provided numerous products and services to assist Bozzuto in conducting its business, including real estate lending, cash management and interest rate protection. The Bank has expressed its interest in pursuing the Quincy Center Station project financing opportunity with the principals at Bozzuto subject to the Bank's internal underwriting guidelines.

Over the past several years, Bank of America, as Agent and Lender has provided construction financing for various projects similar to the 309 unit project contemplated for Quincy including:

- ***The Fitzgerald at UB Midtown***, a mixed-use, transit-oriented project developed with the State of Maryland and University of Baltimore (\$52,000,000 commitment);
- ***Anthem House***, a mixed-use, urban waterfront project development in Baltimore City, Maryland (\$84,700,000 commitment);
- ***Mariner Bay at Annapolis Town Center***, a high rise, mixed-use development in Annapolis, Maryland (\$72,000,000 commitment);
- ***Potomac Yards***; a mid-rise apartment project in Alexandria, Virginia (\$52,000,000 commitment);
- ***The Delancey***, a multi building project part of the mixed use Shirlington Village master plan (\$40,000,000 commitment);
- ***Monroe Street Market***, a multi-building mixed-use project in northeast Washington DC (\$100,000,000 commitment);
- ***National Harbor Apartments***, a mixed-use project in Prince Georges County, Maryland (\$51,000,000 commitment); and
- ***West Street***, a single family residential project in Annapolis, Maryland (\$20,000,000 commitment).

Bozzuto and Associates has performed as scheduled on all of its obligations.

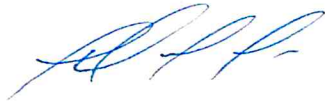
Bank of America has had the pleasure of working with accomplished Bozzuto professionals, whose knowledge and expertise are clearly superior. We continue to pursue additional opportunities with The Bozzuto Group, in hopes of expanding our existing mutually beneficial relationship. I am happy to provide you with additional details at Bozzuto's direction.

Please feel free to contact me if you require any additional information.

Sincerely,



William E. Thomas, Jr.  
Senior Vice President, Commercial Real Estate Banking  
Bank of America Merrill Lynch  
Bank of America, N.A.  
Merrill Lynch, Pierce, Fenner & Smith, Inc.  
100 S Charles Street, 3<sup>rd</sup> Floor  
Baltimore, Maryland 21201  
410-547-4040



Paul H. Deschamps  
Senior Vice President, Commercial Real Estate Banking  
Bank of America Merrill Lynch  
Bank of America, N.A.  
Merrill Lynch, Pierce, Fenner & Smith, Inc.  
8300 Greensboro Drive, Suite 300  
McLean, Virginia 22102  
703-761-8089

October 2, 2017

Glen Seidlitz  
The Bozzuto Group  
6406 Ivy Lane  
Suite 700  
Greenbelt, MD 20770

Dear Glen,

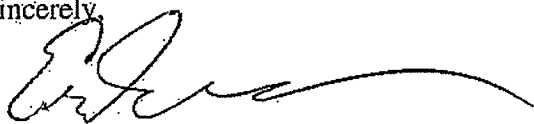
In connection with the request for proposals issued by the Massachusetts Bay Transportation Authority ("MBTA") for the redevelopment of the Quincy Center station, you have informed us that The Bozzuto Group is proposing to develop 309 rental units, 238 covered parking spaces, 42 surface parking spaces and 3,500 square feet of retail.

On the basis of our preliminary understanding of the project, the development and financial capabilities of The Bozzuto Group, J.P. Morgan Asset Management would be interested in reviewing this project in more detail upon selection and in discussing the opportunity to provide joint venture equity financing for the development through one or more of the investment strategies we manage and/or advise. Please be advised that any commitment to participate in the capitalization of this project would be subject to the completion of project-specific underwriting and due diligence.

Nothing contained herein is intended to be, nor should it be construed as, a contract, an offer, a counter-offer or any other legally binding agreement. This letter is not a commitment by the undersigned or any affiliate of JPMorgan Chase & Co. to provide any financing to the opportunity described above.

Please let me know if I can be of any further assistance.

Sincerely,



J.P. Morgan Investment Management Inc.  
Erik Grabowski  
Executive Director

John J. Clark  
Managing Director  
Cigna Realty Investors



October 3, 2017

Massachusetts Realty Group  
20 Park Plaza, Suite 14120  
Boston, MA 02116  
Attention: Mike Travaline

Routing A4CRI  
900 Cottage Grove Road  
Bloomfield, CT 06002  
Telephone 860.226.8769  
Facsimile 860.226.8850  
John.clark@cigna.com

RE: Bid for Lease of Quincy Center Station Ground and/or Air Rights

Dear Mr. Travaline,

On behalf of CIGNA Realty Investors, I am writing to express our strong recommendations for the Bozzuto team, as well as our interest in the mixed-use project they have proposed at Quincy Center Station. Based on our active partnership with Bozzuto that dates back many years, we have full confidence in their ability to execute as a market leader in development, construction, and property management. Having reviewed the economics associated with the subject site, we have advised Bozzuto of our preliminary interest as a potential equity partner and look forward to the next steps in the RFP process.

Bozzuto and Cigna have long-standing history of successfully executing the development and sale of similar projects. The most recent examples include the sale of a 250 unit Class A project in Newtown Square, PA and the Union Wharf project in Baltimore's Fells Point neighborhood. As a testament to Bozzuto's unparalleled attention to detail and value creation on this project, our joint venture sold Union Wharf in 2015 for a price that set a new record for the Baltimore multifamily market and is on-par with top-tier projects in DC. As referenced in a Baltimore Business Journal article, "Bozzuto raised the possibility that Baltimore's multifamily assets can reach the heights of more competitive markets." We believe similar results could be achieved in this location.

We look forward to the opportunity to collaborate with the Bozzuto team and your office on the Quincy Center site. I can be reached at 860-226-8769 if additional detail would be helpful.

Sincerely,

A handwritten signature in black ink, appearing to read "John Clark", with a long, sweeping underline that extends to the right.

John Clark  
Managing Director  
Cigna Realty Investors



**FORM E - Conflict of Interest Certification**

The undersigned hereby certifies that the bidder (i) shall comply with Massachusetts Conflict of Interest Laws, G.L. c. 268A, and (ii) has no real or perceived conflict of interest in relation to the lease of the property described in a certain "Request for Proposals, Lease of Ground and Air Rights, Quincy Center Station, 1300 Hancock Street, Quincy, MA" dated August 18, 2017.


BIDDER'S NAME: Bozzuto Development Company

AUTHORIZED SIGNATURE: below


TITLE: \_\_\_\_\_

DATE: October 16, 2017

BOZZUTO DEVELOPMENT COMPANY

By:   
-----  
[Steven A. Strazzella, President]

Bid Form E

Bidders Initials 

**FORM E - Conflict of Interest Certification**

The undersigned hereby certifies that the bidder (i) shall comply with Massachusetts Conflict of Interest Laws, G.L. c. 268A, and (ii) has no real or perceived conflict of interest in relation to the lease of the property described in a certain "Request for Proposals, Lease of Ground and Air Rights, Quincy Center Station, 1300 Hancock Street, Quincy, MA" dated August 18, 2017.

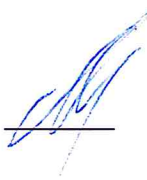
BIDDER'S NAME: Atlantic Development Company

AUTHORIZED SIGNATURE: below

TITLE: \_\_\_\_\_

DATE: October 16, 2017

ATLANTIC DEVELOPMENT COMPANY  
By:  \_\_\_\_\_  
[Donald J. MacKinnon, President]

Bid Form E  
Bidders Initials 

**FORM F - Debarment, Suspension, Ineligibility and Voluntary Exclusion Form**

The Bidder shall meet any applicable requirements of 49 C.F.R. Part 29, as updated on November 26, 2003. 49 C.F.R. Part 29 implements Executive Order 12549, Debarment and Suspension, Executive Order 12689, Debarment and Suspension, and 31 U.S.C. 6101 note (Section 2455, Public Law 103-355, 108 Stat. 3327). The provisions of Part 29 apply to all contracts and subcontracts at any level expected to equal or exceed \$25,000. This represents a change from prior practice in that the dollar threshold for application of these rules has been lowered from \$100,000 to \$25,000. As such, the Bidder is required to verify that none of its principals (defined at 49 C.F.R. 29.995), affiliates (defined at 49 CFR 29.905) or subcontractors it proposes to contract with to perform the work that is the subject of this solicitation are excluded or disqualified as defined at 49 C.F.R. 29.940 and 29.945. Bidders can do this by (a) checking the Excluded Parties List System, (b) collecting a certification, or (c) adding a clause or condition to the relevant contract or subcontract.

By signing this form, the Bidder certifies as follows:

The certification in this clause is a material representation of fact relied upon by the MBTA. If it is later determined that the Bidder knowingly rendered an erroneous certification, in addition to remedies available to the MBTA, the Federal Government may pursue available remedies, including, but not limited to, suspension and/or debarment. The Bidder agrees to comply with the requirements of 49 C.F.R. 29, Subpart C while this offer is valid and throughout the period of any contract that may arise from this offer. The Bidder further agrees to include a provision requiring such compliance in its transactions.

THE BIDDER CERTIFIES OR AFFIRMS THE TRUTHFULNESS AND ACCURACY OF THE CONTENTS OF THE STATEMENTS SUBMITTED ON OR WITH THIS CERTIFICATION AND UNDERSTANDS THAT THE PROVISIONS OF 31 U.S.C. SECTIONS 3801 ET SEQ. ARE APPLICABLE THERETO.

Bozzuto Development Company Bidder

below \_\_\_\_\_ Signature and Title of Authorized Official

BOZZUTO DEVELOPMENT COMPANY

By   
[Steven A. Strazzella, President]

Bid Form F

Bidders Initials 

**FORM F - Debarment, Suspension, Ineligibility and Voluntary Exclusion Form**

The Bidder shall meet any applicable requirements of 49 C.F.R. Part 29, as updated on November 26, 2003. 49 C.F.R. Part 29 implements Executive Order 12549, Debarment and Suspension, Executive Order 12689, Debarment and Suspension, and 31 U.S.C. 6101 note (Section 2455, Public Law 103-355, 108 Stat. 3327). The provisions of Part 29 apply to all contracts and subcontracts at any level expected to equal or exceed \$25,000. This represents a change from prior practice in that the dollar threshold for application of these rules has been lowered from \$100,000 to \$25,000. As such, the Bidder is required to verify that none of its principals (defined at 49 C.F.R. 29.995), affiliates (defined at 49 CFR 29.905) or subcontractors it proposes to contract with to perform the work that is the subject of this solicitation are excluded or disqualified as defined at 49 C.F.R. 29.940 and 29.945. Bidders can do this by (a) checking the Excluded Parties List System, (b) collecting a certification, or (c) adding a clause or condition to the relevant contract or subcontract.

By signing this form, the Bidder certifies as follows:

The certification in this clause is a material representation of fact relied upon by the MBTA. If it is later determined that the Bidder knowingly rendered an erroneous certification, in addition to remedies available to the MBTA, the Federal Government may pursue available remedies, including, but not limited to, suspension and/or debarment. The Bidder agrees to comply with the requirements of 49 C.F.R. 29, Subpart C while this offer is valid and throughout the period of any contract that may arise from this offer. The Bidder further agrees to include a provision requiring such compliance in its transactions.

THE BIDDER CERTIFIES OR AFFIRMS THE TRUTHFULNESS AND ACCURACY OF THE CONTENTS OF THE STATEMENTS SUBMITTED ON OR WITH THIS CERTIFICATION AND UNDERSTANDS THAT THE PROVISIONS OF 31 U.S.C. SECTIONS 3801 ET SEQ. ARE APPLICABLE THERETO.

Atlantic Development Company Bidder

below \_\_\_\_\_ Signature and Title of Authorized Official

ATLANTIC DEVELOPMENT COMPANY

By: \_\_\_\_\_  
[Donald J. MacKinnon, President]

Bid Form F

Bidders Initials \_\_\_\_\_.

**FORM F1 – 7.1 49 CFR Part 29 - Certification Regarding Debarment, Suspension, and Other Responsibility Matters – Primary Covered Transactions**

**Instructions for Certification**

1. By signing and submitting this proposal, the prospective primary participant is providing the certification set out below.
2. The inability of a person to provide the certification required below will not necessarily result in denial of participation in this covered transaction. The prospective participant shall submit an explanation of why it cannot provide the certification set out below. The certification or explanation will be considered in connection with the department or agency's determination whether to enter into this transaction. However, failure of the prospective primary participant to furnish a certification or an explanation shall disqualify such person from participation in this transaction.
3. The certification in this clause is a material representation of fact upon which reliance was placed when the department or agency determined to enter into this transaction. If it is later determined that the prospective primary participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the department or agency may terminate this transaction for cause or default.
4. The prospective primary participant shall provide immediate written notice to the department or agency to which this proposal is submitted if at any time the prospective primary participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
5. The terms covered transaction, debarred, suspended, ineligible, lower tier covered transaction, participant, person, primary covered transaction, principal, proposal, and voluntarily excluded, as used in this clause, have the meanings set out in the Definitions and Coverage sections of the rules implementing Executive Order 12549. You may contact the department or agency to which this proposal is being submitted for assistance in obtaining a copy of those regulations.
6. The prospective primary participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency entering into this transaction.
7. The prospective primary participant further agrees by submitting this proposal that it will include the clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion- Lower Tier Covered Transaction," provided by the department or agency entering into this covered transaction, without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
8. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily

excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the List of Parties Excluded from Federal Procurement and Non-procurement Programs.

9. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
10. Except for transactions authorized under paragraph 6 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency may terminate this transaction for cause or default.
  - (1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:
    - (a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any Federal department or agency;
    - (b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
    - (c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification;
    - (d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.
  - (2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

below  
\_\_\_\_\_  
Signature/ Authorized Certifying Official

left  
\_\_\_\_\_  
Typed Name and Title

Bozzuto Development Company  
\_\_\_\_\_  
Applicant/Organization

10/16/17  
\_\_\_\_\_  
Date Signed

BOZZUTO DEVELOPMENT COMPANY  
By:   
\_\_\_\_\_  
[Steven A. Strazzella, President]

Bid Form F1 - 7.1 49 CFR Part 29  
Bidders Initials SAS.

## **FORM F1 - 7.1 49 CFR Part 29 - Certification Regarding Debarment, Suspension, and Other Responsibility Matters – Primary Covered Transactions**

### **Instructions for Certification**

1. By signing and submitting this proposal, the prospective primary participant is providing the certification set out below.
2. The inability of a person to provide the certification required below will not necessarily result in denial of participation in this covered transaction. The prospective participant shall submit an explanation of why it cannot provide the certification set out below. The certification or explanation will be considered in connection with the department or agency's determination whether to enter into this transaction. However, failure of the prospective primary participant to furnish a certification or an explanation shall disqualify such person from participation in this transaction.
3. The certification in this clause is a material representation of fact upon which reliance was placed when the department or agency determined to enter into this transaction. If it is later determined that the prospective primary participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the department or agency may terminate this transaction for cause or default.
4. The prospective primary participant shall provide immediate written notice to the department or agency to which this proposal is submitted if at any time the prospective primary participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
5. The terms covered transaction, debarred, suspended, ineligible, lower tier covered transaction, participant, person, primary covered transaction, principal, proposal, and voluntarily excluded, as used in this clause, have the meanings set out in the Definitions and Coverage sections of the rules implementing Executive Order 12549. You may contact the department or agency to which this proposal is being submitted for assistance in obtaining a copy of those regulations.
6. The prospective primary participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency entering into this transaction.
7. The prospective primary participant further agrees by submitting this proposal that it will include the clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion- Lower Tier Covered Transaction," provided by the department or agency entering into this covered transaction, without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
8. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily

excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the List of Parties Excluded from Federal Procurement and Non-procurement Programs.

9. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
10. Except for transactions authorized under paragraph 6 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency may terminate this transaction for cause or default.
  - (1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:
    - (a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any Federal department or agency;
    - (b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
    - (c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph (1)(b) of this certification;
    - (d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.
  - (2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

below  
\_\_\_\_\_  
Signature/ Authorized Certifying Official

Loth  
\_\_\_\_\_  
Typed Name and Title

Atlantic Development Company  
Applicant/Organization  
ATLANTIC DEVELOPMENT COMPANY

10/16/17  
\_\_\_\_\_  
Date Signed

By: \_\_\_\_\_  
[Donald J. MacKinnon, President]

Bid Form F1 - 7.1 49 CFR Part 29  
Bidders Initials    .



**FORM F2 - 7.2 49 CFR Part 29 - Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transactions**

**Instructions for Certification**

1. By signing and submitting this proposal, the prospective lower tier participant is providing the certification set out below.
2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.
3. The prospective lower tier participant shall provide immediate written notice to the person to whom this proposal is submitted if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or had become erroneous by reason of changed circumstances.
4. The terms covered transaction, debarred, suspended, ineligible, lower tier covered transaction, participant, person, primary covered transaction, principal, proposal, and voluntarily excluded, as used in this clause, have the meaning set out in the Definitions and Coverage sections of rules implementing Executive Order 12549. You may contact the person to which this proposal is submitted for assistance in obtaining a copy of those regulations.
5. The prospective lower tier participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.
6. The prospective lower tier participant further agrees by submitting this proposal that it will include this clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion-Lower Tier Covered Transaction," without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from covered transactions, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the List of Parties Excluded from Federal Procurement and Non-procurement Programs.
8. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that

which is normally possessed by a prudent person in the ordinary course of business dealings.

Except for transactions authorized under paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

- (1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- (2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.


below  
\_\_\_\_\_  
Signature/ Authorized Certifying Official

Left  
\_\_\_\_\_  
Typed Name and Title

Bozzuto Development Company  
Applicant/Organization

10/16/17  
Date Signed

BOZZUTO DEVELOPMENT COMPANY

By:   
[Steven A. Strazzella, President]

## FORM F2 - 7.2 49 CFR Part 29 - Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transactions

### Instructions for Certification

1. By signing and submitting this proposal, the prospective lower tier participant is providing the certification set out below.
2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.
3. The prospective lower tier participant shall provide immediate written notice to the person to whom this proposal is submitted if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or had become erroneous by reason of changed circumstances.
4. The terms covered transaction, debarred, suspended, ineligible, lower tier covered transaction, participant, person, primary covered transaction, principal, proposal, and voluntarily excluded, as used in this clause, have the meaning set out in the Definitions and Coverage sections of rules implementing Executive Order 12549. You may contact the person to which this proposal is submitted for assistance in obtaining a copy of those regulations.
5. The prospective lower tier participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.
6. The prospective lower tier participant further agrees by submitting this proposal that it will include this clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion-Lower Tier Covered Transaction," without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from covered transactions, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the List of Parties Excluded from Federal Procurement and Non-procurement Programs.
8. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that

which is normally possessed by a prudent person in the ordinary course of business dealings.

Except for transactions authorized under paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

- (1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- (2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

below  
\_\_\_\_\_  
Signature/ Authorized Certifying Official

toft  
\_\_\_\_\_  
Typed Name and Title

Atlantic Development Company  
Applicant/Organization

10/16/17  
Date Signed

ATLANTIC DEVELOPMENT COMPANY

By: \_\_\_\_\_  
[Donald J. MacKinnon, President]

Bid Form F2 - 7.2 49 CFR Part 29

Bidders Initials AD

## FORM G - Certification Regarding Lobbying

Under the Byrd Anti-Lobbying Amendment, 31 U.S.C. 1352, as amended by the Lobbying Disclosure Act of 1995, P.L. 104-65 (to be codified at 2 U.S.C. § 1601 et seq.), Bidders who apply or bid for an award of

\$100,000 or more shall file the certification required by 49 CFR parts 20, "New Restrictions on Lobbying." Each tier certifies to the tier above that it will not and has not used Federal appropriated funds to pay any person or organization for influencing or attempting to influence an office or employee of any agency, a member of Congress, officer or employee of Congress, or an employee of a member of Congress in connection with obtaining any Federal contract, grant or any other award covered by 31 U.S.C. 1352. Each tier shall also disclose the name of any registrant under the Lobbying Disclosure Act of 1995 who has made lobbying contacts on its behalf with non-Federal funds with respect to that Federal contract, grant or award covered by 31 U.S.C. 1352. Such disclosures are forwarded from tier to tier up to the recipient.

I, Steve Strazzella hereby certify on behalf of Bozzuto Development Company  
(Name and Title) (Bidder)

that to the best of my knowledge and belief:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal Contract, the making of any Federal grant, the making of any Federal loan, extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan or cooperative agreement.
2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for making lobbying contacts to an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal Contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions [as amended by "Government wide Guidance for New Restrictions on Lobbying," 61 Fed. Reg. 1413 (1/19/96). Note: Language in paragraph (2) herein has been modified in accordance with Section 10 of the Lobbying Disclosure Act of 1995 (P.L. 104-65, to be codified at 2 U.S.C. 1601, et seq.)]
3. The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers (including subcontracts, subgrants and contracts under grants, loans, and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than

\$10,000 and not more than \$100,000 for each such failure.

[Note: Pursuant to 31 U.S.C. § 1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such expenditure or failure.]

The Bidder, Bozzuto Development Company certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the Bidder understands and agrees that the provisions of 31 U.S.C. A 3801, *et seq.*, apply to this certification and disclosure, if any.

BIDDER'S NAME: Bozzuto Development Company

AUTHORIZED SIGNATURE: below

TITLE: \_\_\_\_\_

DATE: 10/16/17

BOZZUTO DEVELOPMENT COMPANY

By:   
[Steven A. Strazzella, President]

Bid Form G

Bidders Initials 

## FORM G - Certification Regarding Lobbying

Under the Byrd Anti-Lobbying Amendment, 31 U.S.C. 1352, as amended by the Lobbying Disclosure Act of 1995, P.L. 104-65 (to be codified at 2 U.S.C. § 1601 et seq.), Bidders who apply or bid for an award of

\$100,000 or more shall file the certification required by 49 CFR parts 20, "New Restrictions on Lobbying." Each tier certifies to the tier above that it will not and has not used Federal appropriated funds to pay any person or organization for influencing or attempting to influence an office or employee of any agency, a member of Congress, officer or employee of Congress, or an employee of a member of Congress in connection with obtaining any Federal contract, grant or any other award covered by 31 U.S.C. 1352. Each tier shall also disclose the name of any registrant under the Lobbying Disclosure Act of 1995 who has made lobbying contacts on its behalf with non-Federal funds with respect to that Federal contract, grant or award covered by 31 U.S.C. 1352. Such disclosures are forwarded from tier to tier up to the recipient.

I, Donald J. MacKinnon hereby certify on behalf of Atlantic Development  
Company (Name and Title) (Bidder)

that to the best of my knowledge and belief:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal Contract, the making of any Federal grant, the making of any Federal loan, extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan or cooperative agreement.
2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for making lobbying contacts to an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal Contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions [as amended by "Government wide Guidance for New Restrictions on Lobbying," 61 Fed. Reg. 1413 (1/19/96). Note: Language in paragraph (2) herein has been modified in accordance with Section 10 of the Lobbying Disclosure Act of 1995 (P.L. 104-65, to be codified at 2 U.S.C. 1601, et seq.)]
3. The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers (including subcontracts, subgrants and contracts under grants, loans, and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than

\$10,000 and not more than \$100,000 for each such failure.

[Note: Pursuant to 31 U.S.C. § 1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such expenditure or failure.]

The Bidder, Atlantic Development Company certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the Bidder understands and agrees that the provisions of 31 U.S.C. A 3801, *et seq.*, apply to this certification and disclosure, if any.

BIDDER'S NAME: Atlantic Development Company

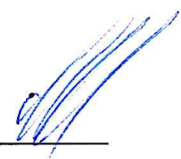
AUTHORIZED SIGNATURE: below

TITLE: \_\_\_\_\_

DATE: 10/16/17

ATLANTIC DEVELOPMENT COMPANY

By:   
[Donald J. MacKinnon, President]

Bid Form G  
Bidders Initials 



**FORM H- Addendum Acknowledgement**

Bidder acknowledges receipt of the following addenda to a certain "Request for Proposals, Lease of Ground and Air Rights, Quincy Center Station, 1300 Hancock Street, Quincy, MA."

- Addendum No. 1 Dated: August 18, 2017
- Addendum No. 2 Dated: August 18, 2017
- Addendum No. 3 Dated: August 18, 2017
- Addendum No. 4 Dated: August 18, 2017
- Addendum No. 5 Dated: August 18, 2017
- Addendum No. 6 Dated: August 18, 2017
- Addendum No. 7 Dated: August 18, 2017
- Addendum No. 8 Dated: August 18, 2017
- Addendum No. 9 Dated: September 22, 2017
- Addendum No. 10 Dated: September 29, 2017
- Addendum No. 11 Dated: October 11, 2017
- Addendum No. \_\_\_\_\_ Dated: \_\_\_\_\_
- Addendum No. \_\_\_\_\_ Dated: \_\_\_\_\_
- Addendum No. \_\_\_\_\_ Dated: \_\_\_\_\_


BIDDER'S NAME: Bozzuto Development Company

AUTHORIZED SIGNATURE: below

TITLE: \_\_\_\_\_

DATE: 10/16/17

BOZZUTO DEVELOPMENT COMPANY

By:   
[Steven A. Strazzella, President]

Bid Form H

Bidders Initials 

**FORM H- Addendum Acknowledgement**

Bidder acknowledges receipt of the following addenda to a certain "Request for Proposals, Lease of Ground and Air Rights, Quincy Center Station, 1300 Hancock Street, Quincy, MA."

- Addendum No. 1 Dated: August 18, 2017
- Addendum No. 2 Dated: August 18, 2017
- Addendum No. 3 Dated: August 18, 2017
- Addendum No. 4 Dated: August 18, 2017
- Addendum No. 5 Dated: August 18, 2017
- Addendum No. 6 Dated: August 18, 2017
- Addendum No. 7 Dated: August 18, 2017
- Addendum No. 8 Dated: August 18, 2017
- Addendum No. 9 Dated: September 22, 2017
- Addendum No. 10 Dated: September 29, 2017
- Addendum No. 11 Dated: October 11, 2017
- Addendum No. \_\_\_\_\_ Dated: \_\_\_\_\_
- Addendum No. \_\_\_\_\_ Dated: \_\_\_\_\_
- Addendum No. \_\_\_\_\_ Dated: \_\_\_\_\_

BIDDER'S NAME: Atlantic Development Company

AUTHORIZED SIGNATURE: below

TITLE: \_\_\_\_\_

DATE: 10/16/17

ATLANTIC DEVELOPMENT COMPANY

By:   
[Donald J. MacKinnon, President]

Bid Form H

Bidders Initials 