

SECTION 61 FINDINGS OF
THE MASSACHUSETTS TURNPIKE AUTHORITY FOR
THE COLUMBUS CENTER PROJECT

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| Project Name: | Columbus Center |
| Project Location: | The Columbus Center project (the “ <u>Proposed Project</u> ”) will be located on air rights over the Massachusetts Turnpike (the “Turnpike”), CSX, Amtrak and MBTA tracks, as well as on land presently used as surface parking lots and adjacent land along Cortes Street. The parcels are bounded roughly by Clarendon Street on the west and Tremont Street on the east. The air rights comprising Parcel 16, Parcel 17, Parcel 18, and Parcel 19 will be leased from the Massachusetts Turnpike Authority (the “ <u>Authority</u> ”). |
| Proponent: | CUIP-Winn Columbus Center LLC and its affiliates (formerly Columbus Center Associates) c/o Winn Development Company 6 Faneuil Hall Marketplace Boston, MA 02109 |
| EOEA Number: | 12459R |

1. PROPOSED PROJECT

The Proposed Project will be located on Authority Air Rights Parcels 16, 17, 18 and 19, a site of approximately 313,922 square feet in area. The Proposed Project is a multi-phase, mixed-use development with up to 493 residential units, a hotel with up to 199 rooms, a fitness center; commercial, retail, service, and restaurant uses on the ground floor; and parking facilities and related improvements in multiple buildings.

The components of the Proposed Project are more fully described as follows. Each of the Parcel 16 component, Parcel 17 component, Parcel 18 component, and Parcel 19 component is referred to herein as a “Component.” The Parcel 16, Parcel 17, and Parcel 18 components include various subcomponents (each a “Subcomponent”) including, but not limited to, those Subcomponents described as follows.

- *The Parcel 16 Component:* A building with a maximum total building area of 608,000 square feet will be constructed on Parcel 16. The building will include approximately 160 residential units and a hotel with up to 199 rooms, a spa/health club measuring up to 29,700 square feet, retail and restaurant uses on the ground floor measuring no less than

7,100 square feet, and various parking, service and mechanical spaces measuring up to 97,100 square feet. The building will have an eight-story base. The seventh and eighth floors of the base will be set back on Clarendon Street and at the northern edge of the Parcel. Above the base, the building will be set back from the base and rise to a maximum height of 35 stories (398 feet, plus an additional 22 feet of unoccupied space devoted to rooftop mechanical equipment). A maximum of 186 parking spaces will be provided inside the building on the ground floor and lower levels. Parcel 16 will also include a new, enclosed exit from the MBTA Back Bay Station near the intersection of Columbus Avenue and Clarendon Street. The hotel (and uses accessory thereto) and the residential units (and uses accessory thereto) comprise separate Subcomponents of the Parcel 16 Component.

- *The Parcel 17 Component:* A primarily residential building with a maximum total building area of 305,700 square feet will be constructed on Parcel 17. The building will include up to 192 residential units, retail uses on the ground floor measuring at least 13,200 square feet, and various parking, service and mechanical spaces measuring up to 54,200 square feet. The building will be four stories in height along the southern boundary and eight stories along Columbus Avenue and Berkeley Street (with a step down to seven stories along Berkeley Street as it approaches the South End). A small footprint (a maximum of 8,000 square feet) near the intersection of Columbus Avenue and Berkeley Street will rise to 11 stories (130 feet, plus an additional 22 feet of unoccupied space devoted to rooftop mechanical equipment). Ninety-eight (98) parking spaces will be provided inside the building on the ground floor and lower levels. Parcel 17 will also include no less than 23,800 square feet of newly constructed public open space and park area along its southern edge. The park will include pedestrian walkways, public sitting areas, an outdoor café, and landscaped areas.
- *The Parcel 18 Component:* A primarily residential building and a parking garage with a maximum building area of 388,800 square feet will be constructed on Parcel 18. The building will include up to 141 residential units, a daycare center on Arlington Street and an elder care center on Berkeley Street measuring no less than 8,800 square feet in the aggregate, a neighborhood grocery store on Berkeley Street measuring no less than 13,900 square feet, and a parking garage measuring up to 189,000 square feet. The building will range from four to seven stories (a maximum of 85 feet, plus an additional 22 feet of unoccupied space devoted to rooftop mechanical equipment) in height. The parking garage will be located at the center of the parcel. The garage will include service areas and parking for up to 633 vehicles. Parcel 18 will also include a newly constructed pocket park measuring no less than 2,000 square feet along Cortes Street and an improved MBTA commuter rail exit (including new signage and lighting) on Berkeley Street. The Proponent will also make improvements to a small existing public open space on Arlington Street near the end of Chandler Street, including construction of a low fence around this space (subject to receipt of all necessary permits and approvals). The vehicle entrance to the Turnpike from Arlington Street will be retained. The southern portion of Parcel 18 will remain open to the Turnpike and Railroad Tracks. The parking

garage and each grouping of residential units in a building or condominium (and uses accessory thereto) comprise separate Subcomponents of the Parcel 18 Component.

- *The Parcel 19 Component:* The Proposed Project includes construction of a solid deck structure spanning the opening between Marginal, Arlington, and Tremont Streets on Parcel 19. This area will consist of decorative, landscaped open space measuring no less than 11,350 square feet. Up-lighting in the colonial style, paving (including brick sidewalks subject to receipt of necessary permits and approvals), historic lampposts on the sidewalks in the “acorn” style, wrought-iron fencing, and ground irrigation and professional landscaping will enhance the pedestrian experience in this area.

The Proposed Project is subject to review under M.G.L. c. 30, §§ 61-62H of the Massachusetts Environmental Policy Act (“MEPA”) because it will generate 3,000 or more (unadjusted) vehicle trips per day and because it involves a 99 year ground lease from the Authority. The Proposed Project is also subject to review by the Boston Redevelopment Authority (“BRA”) under the Article 80 project review process of the Boston Zoning Code and a Memorandum of Understanding between the Authority and the BRA.

The Proponent submitted the following documents pursuant to MEPA: November, 2001 Environmental Notification Form (as affected by the Proponent’s July, 2002 Notice of Project Change) (the “ENF”); November, 2002 Draft Environmental Impact Report/Draft Project Impact Report (the “DEIR”); May, 2003 Final Environmental Impact Report/Final Impact Report (the “FEIR”) (together, the “MEPA Filings”). On June 30, 2003, the Secretary of Environmental Affairs issued a certificate that the FEIR adequately and properly complies with MEPA.

In regard to the City of Boston review, the Proponent submitted: Project Notification Form (“PNF”) to the BRA in March, 2001; the Proponent withdrew this submission and filed a new PNF on November 30, 2001; the BRA issued a Scoping Determination on the PNF on April 5, 2002; the Proponent submitted a Notice of Project Change on July 11, 2002, and a Draft Project Impact Report on November 22, 2002; the BRA issued a Preliminary Project Determination on March 7, 2003; the Proponent submitted a Final Project Impact Report (“FPIR”) to the BRA on May 15, 2003; and the BRA issued a Project Determination and Certification Report for the Project (the “Project Determination”) on July 14, 2003, all of the foregoing in accordance with Article 80B of the Zoning Code. Mayor Thomas M. Menino appointed a Citizen’s Advisory Committee (“CAC”) for the Project in December, 2001, and the CAC voted to recommend approval of the Project on June 5, 2003. A Development Plan for Planned Development Area No. 62 for the Project was approved by the Boston Zoning Commission on November 19, 2003, effective November 21, 2003 (the “PDA Development Plan”). Map Amendment Application No. 488 (Planned Development Area overlay district), Text Amendment Application No. 338 (Bay Village Neighborhood District), Text Amendment Application No. 339 (South End Neighborhood District), and Text Amendment Application No. 340 (Downtown Interim Planning Overlay District), all relating to the Project, were approved by the Boston Zoning Commission on November 19, 2003. The Project plans were reviewed by the Boston Civic Design Commission (“BCDC”), which voted on July 1, 2003 to recommend approval of the Project with the condition that Proponent continue working with BRA staff. The Proponent and the BRA have undertaken a comprehensive community and public review process

which has included meetings and public forums with the CAC, abutters and representatives of neighborhood and civic associations, and public hearings by the BRA and the Boston Zoning Commission.

The Proponent will enter into a Cooperation Agreement with the City of Boston pursuant to Section 80A-5 of the Zoning Code for the purposes of setting forth mitigation measures and other public benefits which the Proponent has agreed to provide, many of which correspond to mitigation measures which the Proponent agreed to provide during MEPA review. Proponent entities will also enter into Transportation Access Plan Agreements with the City of Boston, acting through its Transportation Department, which agreements include mitigation measures and other public benefits which the Proponent has agreed to provide, many of which correspond to mitigation measures which the Proponent agreed to provide during MEPA review. Finally, the Proponent has submitted Construction Management Plans to the City of Boston and to the Authority for review and approval. The final Construction Management Plans will include mitigation measures which the Proponent has agreed to provide, many of which correspond to mitigation measures which the Proponent agreed to provide during MEPA review.

2. PROPOSED PROJECT IMPACTS AND MITIGATION MEASURES

The potential environmental impacts of the Proposed Project have been characterized and quantified in the Proponent's MEPA Filings. The Table of Mitigation Measures, annexed as Exhibit A hereto, specifies the mitigation measures that the Proponent will provide (the "Mitigation Measures").

[See next page for Findings and signature]

3. FINDINGS

Through language set forth in Sections 2.1, 4.9(a), 4.9(c) and 4.15(a)(v) of the Ground and Air Rights Lease Agreements which will be executed by and between the Authority and the Proponent with regard to Parcel 16, Parcel 17, Parcel 18 (Garage), and Parcel 19, and by and between the Authority and Arlington Residential Lessee LLC with regard to Parcel 18 (Residential) (the "Lease Agreements"), the Authority has required that the Proponent fulfill its obligation to complete the Mitigation Measures contained in the MEPA Filings and detailed in Exhibit A hereto. The Proponent is also required to complete Mitigation Measures which the Proponent has agreed to provide and which are identified in Exhibit I (List of Project Benefits and Amenities) and Exhibit C (Construction Management Plan) to the Lease Agreements. The City of Boston will require the Proponent to complete the Mitigation Measures pursuant to the Transportation Access Plan Agreements, the Cooperation Agreement, and the Construction Management Plan. All Mitigation Measures shall be implemented by the Proponent at the Proponent's sole cost and expense.

Now, therefore, the Authority, having reviewed the MEPA Filings, the mitigation measures already implemented, and those further Mitigation Measures set forth on Exhibit A hereto, finds pursuant to M.G.L. c. 30, § 61 that with the implementation of the Mitigation Measures, all practicable and feasible means and measures will have been taken to avoid or minimize potential damage from the Proposed Project to the environment.

THE MASSACHUSETTS TURNPIKE AUTHORITY

By: _____


Stephen J. Hines

Chief Development Officer

Dated: April 26, 2006

| | Mitigation | Anticipated Implementation Schedule |
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| 1. | The transportation infrastructure mitigation measures described in Section 7.2.1 of the FEIR are addressed in Section 3 of the Transportation Access Plan Agreements ("TAPAs") to be executed between the City of Boston Transportation Department and (i) Clarendon Lessee LLC (for Parcel 16), (ii) Berkeley Lessee LLC (for Parcel 17), (iii) Arlington Garage Lessee LLC (for Parcel 18 garage), and (iv) Arlington Residential Lessee LLC (for Parcel 18 residences). | During construction and operations |
| 2. | Creating a significant new approximately 1/2-acre neighborhood park on Parcel 17, open space and pocket park on Parcel 18, and open space on Parcel 19. | During construction and operations |
| 3. | Improving the neighborhood streetscape through widened, brick sidewalks, granite curbs, historic street lighting, and over 50 new street trees on Arlington Street, Clarendon Street, Berkeley Street, and Columbus Avenue. | During operations |
| 4. | Recreating the south side of Cortes Street by building appropriately scaled housing and new brick sidewalks, granite curbs, historic street lights, and street trees, thus restoring Cortes Street to its historic configuration. | During operations |
| 5. | Improving the MBTA exit at Columbus Avenue and Clarendon Street and the commuter rail entry/exit on Berkeley Street. | During construction and operations |
| 6. | <p>Implementation of a comprehensive Transportation Demand Management ("TDM") program, including:</p> <ul style="list-style-type: none"> ◆ Encouraging bicycle and pedestrian trips through (i) the provision of on-site bike racks and showers, (ii) secure bicycle storage for residents and commuters in three Proposed Project garages, (iii) bicycle rental facility for residents, (iv) short term bicycle storage for messengers, (v) a free Annual Bicycle Maintenance Day, (vi) loaner umbrellas for hotel guests, (vii) the design of internal pathways, crosswalk and sidewalk improvements, and pedestrian amenities and (viii) adding a | During design, construction, and operations |

| Mitigation | Anticipated Implementation Schedule |
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| <p>sidewalk on the west side of Cahners Place;</p> <ul style="list-style-type: none"> ◆ Public Transportation: <ul style="list-style-type: none"> ◆ Providing on-site, on-line sale of MBTA passes; ◆ Subsidizing its own on-site full-time employees' purchase of monthly transit passes; ◆ Assisting hotel guests by arranging for on-site sale of MBTA visitor passes; ◆ Encouraging commercial tenants to promote public transportation and subsidize employee use of public transportation, including informing commercial tenants of payroll-related tax benefits of offering subsidized transportation; ◆ Making available information on bus and subway routes and schedules to residents and hotel guests; and ◆ Arranging to provide Guaranteed Ride Home during hours in which public transit service is no longer available to employee's home. ◆ Ridesharing/Carsharing: <ul style="list-style-type: none"> ◆ Provide 10 parking spaces for Zipcar as an alternative to primary or second car vehicle ownership; ◆ Participating in area airport shuttle services; ◆ Discouraging drive alone employee commuting by providing extremely limited or no employee parking in Project garages; ◆ Providing on-line registration for the RideSource ride-matching program through Caravan for | |

| Mitigation | Anticipated Implementation Schedule |
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| <p>Commuters;</p> <ul style="list-style-type: none"> ◆ Providing access to information on area carpool and vanpool participants through Caravan for Commuters; ◆ Organizing an internal ride-matching program for employees who would be more willing to participate in a ride-matching service with fellow employees than with a large regional database; and ◆ Creating lease language encouraging tenants to promote ridesharing. <p>◆ Parking Management:</p> <ul style="list-style-type: none"> ◆ Providing extremely limited or no employee parking on-site, as a disincentive to SOVs; ◆ Providing only 55 commercial spaces, primarily to serve shoppers and restaurant patrons; ◆ Providing Parcel 17 and Parcel 17 residents the option of purchasing only one parking space on-site; ◆ Preventing spillover to neighboring streets by providing additional resident parking on Parcel 18; and ◆ Providing preferential parking for car poolers. <p>◆ Trip Reduction Strategies:</p> <ul style="list-style-type: none"> ◆ Encouraging its commercial tenants to provide alternative work programs and schedules that reduce traffic impacts in the Back Bay during peak commuting hours; ◆ Encouraging its commercial tenants to recruit and hire employees from the local area; | |

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| | <ul style="list-style-type: none"> ◆ Promoting the establishment of on-site restaurants and businesses, such as dry cleaners or ATM facilities that will reduce vehicular trips during the workday. ◆ Providing an on-site child care center; and ◆ Working with BTB and the Artery Business Committee Transportation Management Association (“TMA”) to promote programs to the Project tenants. ◆ Establishing a management plan and continuous promotion effort. An on-site Transportation Coordinator will work with on-site staff to manage vehicular operations, service and loading, parking, and the TDM program, as well as to monitor the TDM program and serve as the liaison with Boston Transportation Department and the Artery Business Committee TMA. | |
| 7. | <p>Actively promoting the use of transportation options through a comprehensive marketing and public awareness program. The marketing communications program will focus on enhanced convenience, cost savings, increased awareness of options, improved access to options, a Columbus Center Web Page, a tenant transportation bulletin, lobby displays, a tenant and resident orientation packet, and a monitoring and reporting plan;</p> | During operations |
| 8. | <p>Providing free monthly MBTA subway passes for one year (i.e., during the first year of operations) for each dwelling unit</p> | During first year |
| 9. | <p>Depending on the building heights and the extent of the Turnpike and rail line cover, significant reductions in the average sound levels can be achieved.</p> | During operations |
| 10. | <p>Implementing an aggressive recycling program throughout the Proposed Project. The hotel and residential components of the Proposed Project will include space for sorting and storage of recycling on each floor, and the loading/receiving area on the first floor of Parcel 16, Parcel 17 and Parcel 18 will include space for the storage and pick-up of recyclable materials. Recyclable materials are expected to include mixed paper, newspaper, cardboard, plastics and cans and bottles.</p> | During operations |

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| 11. | Incorporating a system for recycling into the design of the Parcel 16 and Parcel 17 components of the Proposed Project | During design and construction |
| 12. | Implementing a plan to monitor potential impacts to groundwater | During design and construction and operations |
| 13. | <p>A Draft Construction Management Plan (“Draft CMP”) has been developed with the City of Boston, and the CMP will be finalized and executed prior to the commencement of construction of the Proposed Project (“Final CMP”), as required by Section 7.2.10 of the FEIR. The Draft CMP includes, and the Final CMP will include, detailed information on construction activities, specific construction mitigation measures, and construction materials access and staging area plans to minimize impacts to abutters and the local community. The Draft CMP addresses, and the Final CMP will address, construction truck routes. The construction contractor for the Proposed Project is required to comply with the details and conditions of the Final CMP.</p> <p>The Proponent will coordinate construction of various public and private roadway, utility, and building development projects, and continue discussions with public agencies and private developers in order to understand and plan for any overlap of construction activities.</p> | During construction |
| 14. | <p>Construction Air Quality</p> <p>Any stockpiling of soils and debris at the Site will be undertaken in accordance with all applicable legal requirements, including MCP requirements if impacted soils are to be stockpiled.</p> <p>The construction contract will provide for a number of strictly enforced measures to be utilized by contractors to reduce potential emissions and minimize impacts, including:</p> <ul style="list-style-type: none"> ◆ Using wetting agents on areas of exposed soil on a scheduled basis; | During construction |

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| | <ul style="list-style-type: none"> ◆ Using covered trucks; ◆ Minimizing spoils on the construction site; ◆ Monitoring of actual construction practices to ensure that unnecessary transfers and mechanical disturbances of loose materials are minimized; ◆ Minimizing storage of debris on-site; ◆ Regular street and sidewalk cleaning to minimize dust accumulations; ◆ Constructing and maintaining a wheel wash station to minimize the amount of soil tracking on to public roadways; and ◆ Complying with DEP's diesel retrofit program. <p>Construction Noise</p> <p>The Proponent is committed to mitigate noise impacts from the construction of the Proposed Project. Increased surrounding area sound levels, however, are an inherent consequence of construction activities. Every reasonable effort will be made to minimize the noise impact of construction activities. Mitigation measures will include:</p> <ul style="list-style-type: none"> ◆ Instituting a proactive program to ensure compliance with the applicable noise ordinances; ◆ Using appropriate mufflers on all equipment and ongoing maintenance of intake and exhaust mufflers; ◆ Muffling enclosures on continuously running equipment, such as air compressors and welding generators; | |

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| | <ul style="list-style-type: none"> ◆ Replacing specific construction operations and techniques by less noisy ones where feasible; ◆ Selecting quieter equipment where feasible; ◆ Scheduling equipment operations to keep average noise levels low, to synchronize noisiest operations with times of highest ambient levels, and to maintain relatively uniform noise levels; ◆ Turning off idling equipment; ◆ Locating noisy equipment at locations that protect sensitive locations by shielding or distance; and ◆ Reducing street noise associated with steel erection by placing equipment inside the Site and away from the street edge. <p>Protection of Utilities</p> <ul style="list-style-type: none"> ◆ Protection of City of Boston and MWRA water, sewer, and drain lines will begin before commencement of site work. Excavation in the area of existing water, sewer, and drain lines will proceed with caution. Hand excavation will take place when excavation in the immediate area of pipe walls is required. ◆ The Proposed Project specifications will require the contractor(s) to give written notice of pending construction that affects utilities to all public or private service corporations or officials owning or having charge of such utilities. In addition, the contractor(s) will be required to notify "Mass. DIG SAFE" and obtain a DIG SAFE number for each off-site area to be disturbed prior to disturbing the existing ground in any way. The contractor will also be required to locate carefully all subsurface structures before beginning any work or operations that might damage such structures. In addition, the contractor will conduct operations so as to | |

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| | <p>avoid damaging any structures.</p> <p>Disposal of Construction Debris</p> <ul style="list-style-type: none"> ◆ The Proponent will take an active role with regard to the reprocessing and recycling of construction waste. The disposal contract will include specific requirements that will ensure that construction procedures allow for the necessary segregation, reprocessing, reuse and recycling of materials. For those materials that cannot be recycled, solid waste will be transported in covered trucks to an approved solid waste facility, in accordance with the DEP's Regulations for Solid Waste Facilities, 310 CMR 16.00. This requirement will be specified in the disposal contract. ◆ Construction will be conducted so that materials that may be recycled are segregated from those materials not recyclable to enable disposal at an approved solid waste facility. <p>Rodent Control</p> <ul style="list-style-type: none"> ◆ Prior to any excavation or construction, the construction contractor will initiate a rodent control program. Rodent inspection treatment will be carried out before, during, and at the completion of all foundation work for the Proposed Project. Rodent extermination prior to work start-up will consist of treatment of areas throughout the Site, including building interiors. During the construction process, regular service visits will be made in order to maintain effective rodent control levels. | |
| 15. | <p>The Proposed Project includes a number of environmentally protective technologies and practices that can and will be incorporated into the planning, design and operation of the Proposed Project. The Proponent has received a grant from the Massachusetts Technology Collaborative in accordance with the Massachusetts Renewable Energy Trust Green Building Initiative Early Stage Feasibility Study Grant Program.</p> | <p>During design, construction, and operations</p> |

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| 16. | Installation of low flow fixtures. | During design and construction |
| 17. | Parking garage drainage system will include oil/water separators. Prior to any discharge in the system, the Proposed Project will acquire a Drainage Discharge Permit from the Commissioner. | During design, construction, and operations |
| 18. | No stormwater discharge will be directed towards the South End. | During design, construction, and operations |
| 19. | Sewage collection system built and operated in compliance with all applicable regulations. | During design, construction, and operations |
| 20. | Wastewater entering sewer system meets all standards for effluent discharges. | During design, construction, and operations |
| 21. | Separating approximately 520 linear feet of combined sewer in Cortes Street, and contributing funds for separating existing combined storm/sewer in other parts of the South End or Bay Village, as determined by the Boston Water and Sewer Commission. | During design and construction |
| 22. | The Boston Water and Sewer Commission's public water supply system will be protected by backflow preventers planned to be installed on the fire protection service and in the domestic water system in any location where cross-contamination could occur. All backflow preventers will be installed and permitted according to DEP Cross Connection Plan Approval (Permit BRPWS09) requirements. | During design and construction |
| 23. | The Proposed Project will meet all applicable code requirements. In addition, the following water conservation techniques will be evaluated and used throughout the Proposed Project, if feasible: | During design, construction, and operations |

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| | <ul style="list-style-type: none"> ◆ Primary/secondary water distribution with variable speed pumping for chilled and hot water system; ◆ Use of low flush toilets; ◆ Faucets with water conserving aerators; and ◆ Recycling and reuse of water to the extent possible. | operations |
| 24. | Installation of boilers will incorporate Best Available Control Technology ("BACT"). | During construction and operations |
| 25. | Optimum stack heights will be used to mitigate ground level impacts. | During design and construction |
| 26. | The Proposed Project will use clean burning natural gas as the sole fuel source for the heating combustion equipment. | During operations |