



MILLENNIUM PARTNERS

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April 21, 2016

The Hon. Martin J. Walsh, Mayor

Brian P. Golden, Director, BRA
Timothy J. Burke, BRA Board Chairman
Carol Downs, BRA Board Treasurer
Priscilla Rojas, BRA Board Member
Dr. Theodore C. Landsmark, BRA Board Member
Michael P. Monahan, BRA Board Member
Teresa Polhemus, BRA Executive Director/Secretary
Edward C. O'Donnell, Director of Real Estate
Mark Donahue, Deputy Director for Asset Management

Boston Redevelopment Authority
One City Hall Square, Room 910
Boston, MA 02201-1007

Dear Mayor Walsh, Director Golden, Chairman Burke, Board Members, Executive Director/Secretary Polhemus, Director of Real Estate O'Donnell, Deputy Director for Asset Management Donahue:

In 1991, my partners Philip E. Aarons, Philip H. Lovett and I set out to pioneer a new concept in urban mixed-use development. Our goal then was to figure out how we could assemble a complex, multifaceted mixed-use project that would start to draw residents back into the urban core of New York by creating vitality and excitement. Over the next 25 years, we brought that vision to other major urban areas including Boston, always trying to move growth in the direction established by each city's elected officials and their representatives. Mr. Aarons came from the public sector, and he and I started together in real estate by developing affordable housing. Our company's mission has always been to improve both the built environment and the human experience of living in major cities. While the baseline has significantly moved over the last 25 years, our mission remains the same: to further the advancement of the downtown urban cores of America's gateway cities, working hand in hand with local government and the communities served. Collectively, we spark creativity and innovation in ourselves and others, and perhaps most importantly help to broadly promote economic development and opportunity.

We believe the best evidence of our ability rises prominently on the Boston skyline in the form of the Ritz-Carlton Towers development in the former Combat Zone and the Millennium Tower/Filene's redevelopment in Downtown Crossing.

Our plan for 115 Winthrop Square, like all of our best work, starts with understanding the city's goals and aspirations. In this regard, we appreciate the thoughtful Request for Proposals that you crafted and all the internal discussions for the public good that you undoubtedly had in the process. We believe, and hope you agree, that our proposal is an exciting and forward-thinking response.



Letter of Intent to the Boston Redevelopment Authority
Request for Proposal for 115 Winthrop Square, page 2
April 21, 2016

Our proposal for 115 Winthrop Square consists of a thoughtfully designed, iconic, 750-foot tall tower of synergistic uses, built respectfully around a voluminous 200-foot long by 60-foot wide by 65-foot high curated public gathering space (“The Great Hall”) that connects streets, cultures, ideas and people. The entire project has 482,800 square feet of innovative office work space, 300 residential units, 31,250 square feet of retail and dining, restricted parking for 550 vehicles below grade and space for a 14,620 square foot “Accelerator” (our second). The total project provides 1,036,630 rentable square feet.

The project’s plan is sensitive to its architectural neighbors. Its design is respectful of Paul Rudolph’s original Blue Cross Blue Shield building framing this mid-century landmark without overpowering it. The tower will be scaled and faceted in a way that will make it graceful in appearance and context-sensitive, taking its turning and inflection points from the neighboring high-rise structures.

The project will be a market leader in sustainability and resiliency and be designed to meet the more extreme climatic conditions anticipated in the future. We will explore a host of measures in the initial design process, from chilled beams in the office areas to heat exchangers between uses, a high-performance façade, variable refrigerant flow, displacement ventilation systems, greywater systems, thoughtful daylighting, operable windows, smart metering, master switches and more.

While our design ideas have been thoughtful and exciting, our successes in Boston over the years are significantly the result of the quality and depth of our team in Boston.

We maintain an extensive in-house construction and design staff, led by Boston-based Principal Kathy MacNeil, an industry leader who has managed the construction of every Millennium Partners building in Boston over the past 20 years, including the complex high-rise construction of Millennium Tower, which will be delivered on time and on budget and will open in July, 2016.

Our team of consultants begins with Handel Architects LLP with whom we have developed 15 properties in Boston and across the country. Senior Associate Deborah Moelis, a sustainability expert, will serve as Project Architect and Project Manager.

Suffolk Construction Company, Inc., who successfully built our last two Boston projects, will be general contractor. We will also partner with Judith Nitsch for civil engineering, DeSimone Consulting Engineers for structural work, WSP Group for mechanical engineering, WSP Built Ecology for environmental and sustainability engineering, and Haley & Aldrich for geotechnical engineering.

Millennium Partners has its own professional sales and marketing team. In Millennium Tower and Millennium Place, we have sold over \$1.3 billion in residential units in downtown Boston since 2012.

Our primary construction lenders, HSBC and Helaba, have led the financing for all of our recent major mixed-use projects, including Millennium Place and Millennium Tower, without any pre-sales or pre-leasing requirements.

Additionally, our strategic relationship with the Asian CDC and their executive director Angie Liou will increase opportunities for affordable housing while helping to stabilize the Chinatown neighborhood.



Letter of Intent to the Boston Redevelopment Authority
Request for Proposal for 115 Winthrop Square, page 3
April 21, 2016

Over the years, we have brought to Boston new companies employing more than 1,750 people, and our efforts in Boston have created over 800 permanent jobs in our own organization, with a broad demographic profile that matches the makeup of the city. We are proud of our diverse workforce of hundreds of individuals endowed with a strong work ethic and healthy civic pride. A full team roster for this effort is included as Exhibit A to this letter.

Both the nature and scope of this project perfectly dovetail with our experienced team's core competencies. We believe, and we hope you agree, that Millennium Partners' track record in Boston demonstrates that we will produce a building for all stakeholders that is worthy of this city's great urban heritage.

Having recently and successfully completed a speculative office building (our third in Boston) and a 60-story residential tower, on time and on budget, and knowing better than anyone what can be accomplished at 115 Winthrop Square, our confidential financial submission includes an aggressive purchase price.

If designated, we can commit to close on the land without requiring a financial partner of any kind and commence construction immediately upon receiving the required governmental approvals without any required pre-leasing of the office space or pre-sales of the residences. Indeed, these were the conditions under which we commenced construction at Millennium Tower.

115 Winthrop Square will be delivered in 2020, on time and on budget, like all of our other Boston projects.

Thank you for your consideration.

Sincerely,

Christopher M. Jeffries
Founding Partner and Chairman

Exhibit A to Letter of Intent – 115 Winthrop Square Team Members

MILLENNIUM PARTNERS – IN-HOUSE

Christopher Jeffries	Pamela Malkani	Scott Landman
Philip Lovett	Steven Hoffman	John Luciano
Philip Aarons	Brad Mahoney	Brian Clark
Joseph Larkin	Jonathan Rothstein	John Ciolfi
Anthony Pangaro	Kristin Gonsar	Nicole Yonke
Kathleen MacNeil	Halle Auerbach	Raffi Berberian
Richard Baumert	Zach Aarons	Edward Wierzel
Roderick Johnson	Katherine Liang	Joseph Gulitti
Mario Palumbo	Joyce Chow	

CONSULTANTS

Handel Architects LLP, New York

Gary Handel, David Blake Middleton,
Deborah Moelis, Shridhuli Solanki and Seth Reisman

Suffolk Construction Company, Inc., Boston

John F. Fish, Geoffrey Witheford, Richard Michaels
and Michael Cappellano

DeSimone Consulting Engineers, New York

Mukesh Parikh, Bascom Nesim and Silvia Santos

D/R/E/A/M Collaborative, an MBE firm, Boston

Gregory O. Minott and Troy Depeiza

WSP and Built Ecology, Boston

Thomas Burroughs, Nancy Gould and Roselin Osser

Haley & Aldrich, Inc., Boston

Steven Kraemer and Damian Siebert

Nitsch Engineering, a WBE firm, Boston

Judith Nitsch, Lisa Brothers and Sandy Brock

Steven Winter Associates, Inc., Norwalk, CT

Steven Winter and Lois Arena

Ground, a WBE Firm, Boston

Shauna Gillies-Smith

VPNE Parking Solutions, Boston

Mohamed Warsame and Nicholas Litton

DLA Piper LLP (US), Boston

John Rattigan, Brian Awe and Anita Agajanian

Ronin Advertising Group, Miami

John Swisher and Karen Ableman

Glodow Nead Communications, San Francisco

Jeff Nead and Lauren Jennings

Lightroom FX, Vancouver

Dean Sawatzky

SteelBlue, San Francisco

O'Brien Chalmers



115 WINTHROP SQUARE
RFP DEVELOPMENT AND DESIGN SUBMISSION





MILLENNIUM PARTNERS

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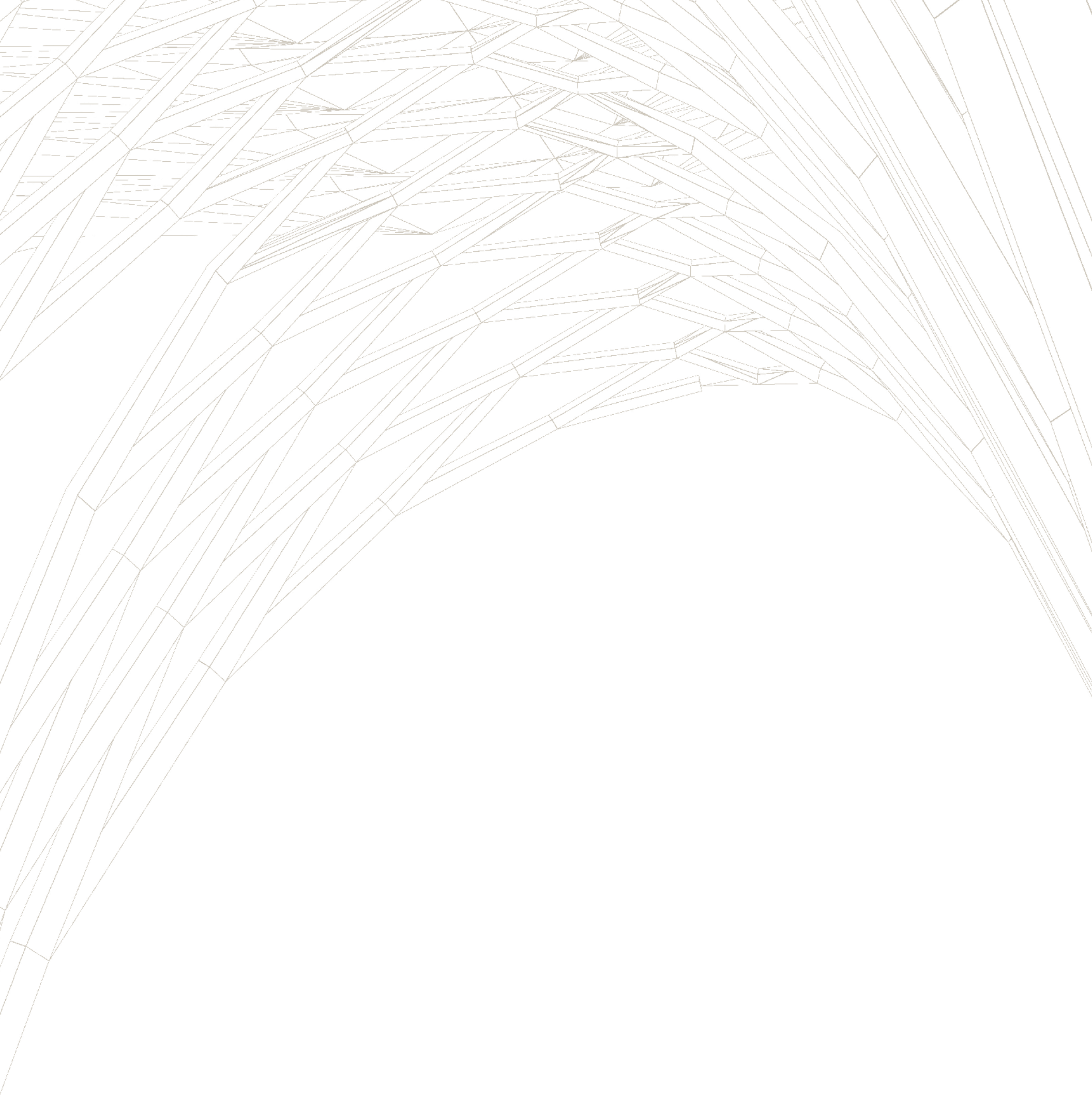
01 - 37	[1] Millennium Partners
38 - 90	[2] "To Dramatically Enhance Downtown Boston's Public Realm."
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**Millennium Partners April 21, 2016 Response to
the Boston Redevelopment Authority Request
for Proposal for 115 Winthrop Square**

Please direct all inquiries to:

Joseph A. Larkin
Millennium Partners
7 Water Street
Boston, Massachusetts 02109-4106

617.451.0300
Jlarkin@Millenniumptrs.com



Millennium
Partners

ABOUT MILLENNIUM PARTNERS

In America's great gateway cities, Millennium Partners has created an unparalleled portfolio of significant, urban, mixed-use properties for more than two decades.

Each property we develop emerges from our collective imagining with the community and public sectors, and is built and managed to the highest standards.

A LEADER AND INNOVATOR

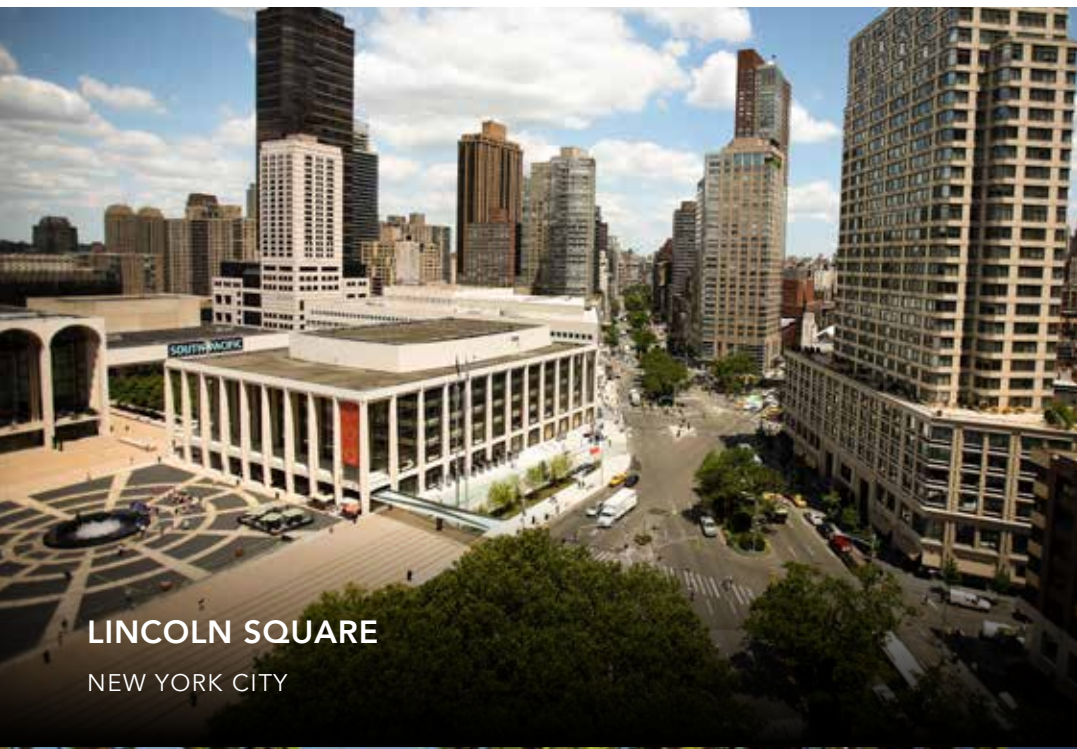
Millennium Partners is a leader and innovator in the evolution of the urban mixed-use development form. We constantly challenge ourselves to determine how a project can be successful for all stakeholders. With every new project, we “start again,” evolving, evaluating and learning how to best achieve the project’s goals.

This philosophy is derived from Chairman and Founding Partner Christopher Jeffries’ guiding belief that “our business is to create great buildings and public places in world-class cities for people to enjoy.” This mandate to constantly improve upon our past work and to continue to learn influences everything we do. It motivates us to plan, design, build and operate with a level of detail and precision that is unmatched in the industry.

BUILDING FOR THE COMMON GOOD

Before beginning any project, we actively engage with public officials and our neighbors to ensure that the project is crafted in concert with the public’s vision of what the city needs and aspires to. This emphasis on developing a shared vision is informed by the public service experience of Millennium Partners’ Philip Aarons and Anthony Pangaro—yet another way Millennium Partners stands apart.

Most notably in San Francisco, New York and Boston, Millennium Partners entered struggling neighborhoods with a focus on urbanism and public service. We listened, learned, and then created unique mixed-use developments that would not just thrive on their own, but create a self-sustaining ecosystem that would ripple outward, inspiring and lifting up other businesses and neighbors. Again and again, we have been a catalyzing force for positive neighborhood change, created on a foundation of public discussion and the deeply held belief that every one of our developments should serve the common good for generations to come.



LINCOLN SQUARE
NEW YORK CITY



50 CENTRAL PARK SOUTH
NEW YORK CITY



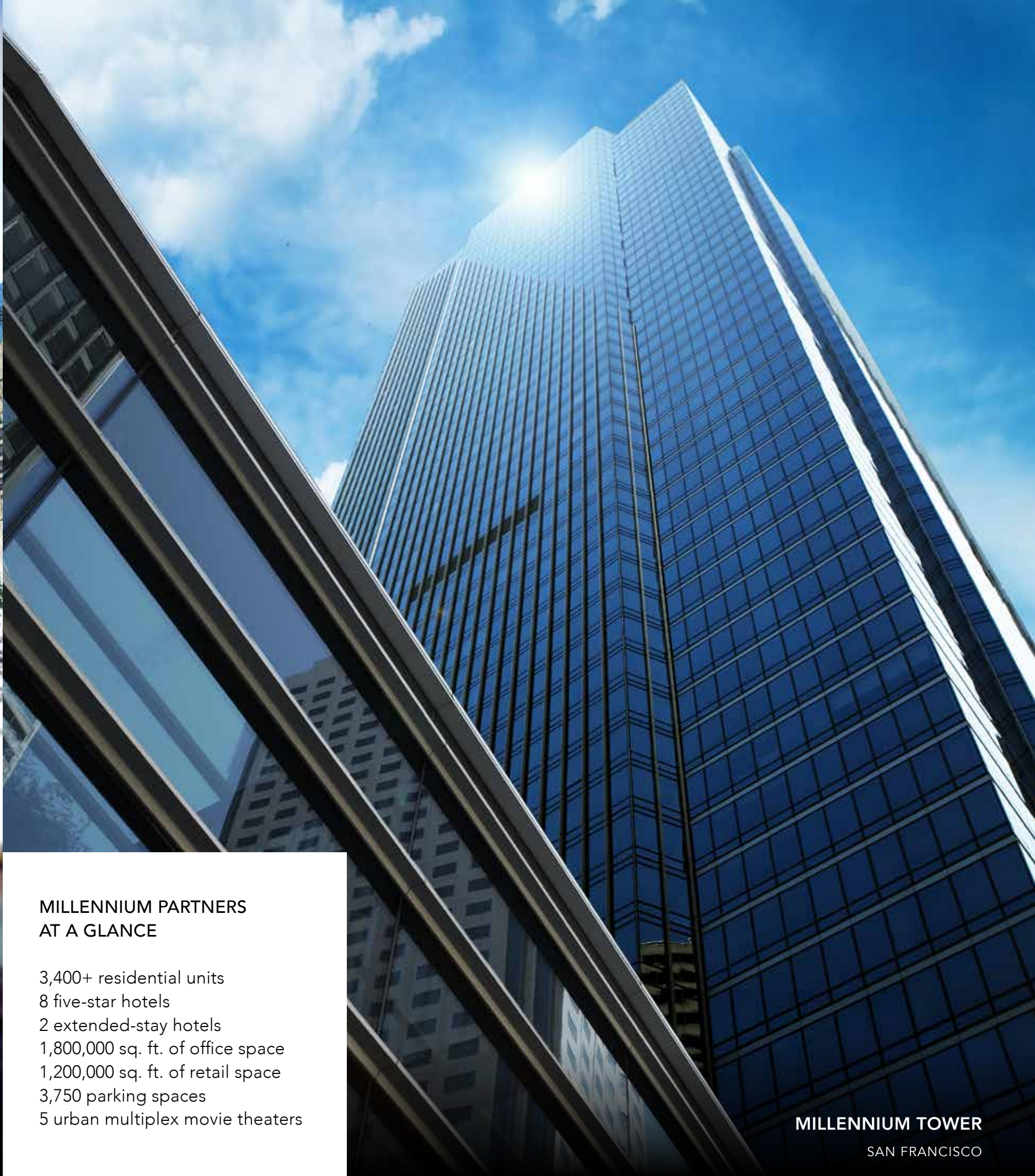
FOUR SEASONS HOTEL AND RESIDENCES
SAN FRANCISCO



THE RITZ - CARLTON HOTEL AND RESIDENCES
BOSTON



FOUR SEASONS HOTEL AND TOWER
MIAMI



**MILLENNIUM PARTNERS
AT A GLANCE**

3,400+ residential units
8 five-star hotels
2 extended-stay hotels
1,800,000 sq. ft. of office space
1,200,000 sq. ft. of retail space
3,750 parking spaces
5 urban multiplex movie theaters

MILLENNIUM TOWER
SAN FRANCISCO



THE RITZ - CARLTON HOTEL AND RESIDENCES
GEORGETOWN, WASHINGTON DC

“The new wave of development is transforming the landscape of Downtown Crossing.”

-The Wall Street Journal

MILLENNIUM PARTNERS IN BOSTON

Time and again, Millennium Partners has honored its promise to the City of Boston to deliver game-changing developments that are catalysts for positive neighborhood change. When other developers saw the former Combat Zone as a place to avoid, we saw the same potential that city leaders and many members of the public saw, and we built a dramatic mixed-use project that would return the area to vibrancy. When another developer partially demolished and then abandoned the most significant building in Boston’s Core, we understood the Burnham Building’s potential to inspire all Bostonians who think of Downtown Crossing as the heart of their city, so we restored this architectural treasure and built a complementary tower to further promote positive change.

Park Plaza, the Combat Zone, the Theater District and Downtown Crossing are all better because of our collaboration with public officials and the citizens of Boston to create great buildings and vibrant public spaces.

AN ABIDING RESPECT FOR HISTORY

Careful restoration of a city’s historic treasures is always a priority of ours. In Boston, a place steeped in history, Millennium Tower’s impact included the full restoration of the historic Burnham Building (an architectural masterpiece and location of the former Filene’s Department Store). Today, it is 100% occupied and the beautiful new home of Primark’s first American retail store, HAVAS Media/ Arnold Worldwide’s Boston headquarters and both a bustling new Roche Bros. grocery store and a soon-to-be-opened Caffè Nero spilling onto and engaging the pedestrian plaza on Summer Street.

Building by building, the renewal is rippling throughout Downtown Crossing with property owners, tenants, office workers and residents who are all feeling positive about their Downtown Crossing ... again.



A PARTNER WITH DEEP TIES TO BOSTON

Our long partnership with Handel Architects, Project Architect Deborah Moelis and Partner/Architect Blake Middleton, a Massachusetts native and instructor at Northeastern University School of Architecture, has further deepened our commitment to building great places that boldly build upon Boston's incredible evolution and benefit all stakeholders, most of all the public.

Handel Architects' strong focus on sustainability and urban vibrancy beautifully complements our forward-thinking approach. More than brick and mortar, our Boston properties have become labors of love.

AN EVOLUTION OF URBAN RESIDENTIAL LIVING

Our history in Boston is a testament to our conviction that we should never stop evolving with the city and the times in which we live. If our buildings are to be emblematic of the future of a Greater Boston, we must continue to work with the public to create iconic, innovative Boston structures for Bostonians; buildings that are transit-oriented, energy efficient and healthy for those who use them. Ultimately, we strive to make an iconic mixed-use building with a broad range of benefits that will radiate throughout the city.

Our job is to knit our work into the fabric of Boston and build properties that are not just in the city, but *of* the city.

ECONOMIC IMPACT AT A GLANCE: BOSTON

- Developed \$4 billion worth of real estate since 1998
- Directly put thousands of construction professionals to work
- Provided new permanent employment to more than 2,300 workers in either new ventures introduced to Boston or for operations and businesses created by Millennium Partners
- Created over 1.4 million square feet of office space to provide workspace for 7,000 employees
- Restored or built two hotels
- Remediated four contaminated land parcels
- Restored four landmark properties
- Developed over 600,000 square feet of retail and entertainment space
- Created and sold 1,000 homes with another 442 near completion
- Rejuvenated the Combat Zone and Downtown Crossing
- Put billions of dollars of property on the City Tax Rolls
- Restored portions of Boston Common and contributed to its upkeep
- Reconstructed four MBTA head houses/entrances
- Contributed millions of dollars for affordable housing, job training and addressing homelessness
- Helped facilitate the restoration of the Boston Opera House and the Paramount Theatre
- Planned and rebuilt streets, sidewalks, plazas, water and sewer lines and traffic control systems

“The new wave of development is transforming the landscape of Downtown Crossing.”

-The Wall Street Journal

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An aerial photograph of Boston, Massachusetts, showing a mix of modern skyscrapers and older brick buildings. The city is situated along a waterfront with snow on the ground and trees. The sky is a mix of blue and white clouds. The image is used as a background for the text on the right.

MILLENNIUM PARTNERS IN BOSTON

- Millennium Tower Boston
- Historic restoration of Daniel H. Burnham's former Filene's department store
- Millennium Place
- Ritz-Carlton Hotel and Residences with retail and entertainment
- One Charles
- 75 Arlington Street Historic restoration /10 St. James Avenue mixed-use office tower
- Ritz-Carlton restoration (now Taj Boston)
- 179 Lincoln Street

“Developers are rapidly reinventing Downtown Crossing as an upscale residential neighborhood filled with stores, restaurants and cafés.”

-The New York Times

KEY PERSONNEL

As developers, our job is to confront obstacles and find a way to successfully navigate them. Going through this process time and again in Boston has sharpened our skills and afforded us credibility with relevant stakeholders. Through all of these projects, our core team, both in-house and outside, has remained dynamically intact, growing wiser through each development challenge. If selected for the development of 115 Winthrop Square, the entire Millennium Partners team will be fully focused on the challenge of fulfilling this significant development responsibility.

■ **Christopher M. Jeffries**
Founding Partner and Chairman

Christopher M. Jeffries founded Millennium Partners in 1990 to pioneer a new concept in mixed-use, urban living and entertainment centers. Together with partners Philip E. Aarons and Philip H. Lovett, Mr. Jeffries developed the first phase of a major West Side Manhattan development, a four-building complex now called Lincoln Square, adjacent to Lincoln Center, as the prototype of this concept.

In 1997, Mr. Jeffries set his sights on key gateway cities across the United States, focusing on developing residences, five-star hotels, and retail as part of landmark mixed-use developments.

Mr. Jeffries gained his early New York real estate experience with Philip Aarons at General Atlantic Realty Corporation, founded in 1984 to pursue residential development opportunities in emerging neighborhoods, and pioneering New York City's program of tax abatement certificates to produce affordable housing. Mr. Jeffries maintains a controlling interest and is the lead investor in Millennium projects.

Mr. Jeffries is a graduate of Columbia College and the University of Michigan Law School.

■ **Philip H. Lovett**
Founding Partner and President

Philip H. Lovett is responsible for directing and managing the day-to-day operations and development activities of Millennium. Mr. Lovett formed Millennium Partners with Mr. Jeffries and Mr. Aarons to undertake the development of the Lincoln Square project. The partnership has since grown to include real estate development, hotel, and management companies, employing more than 75 professionals, with major mixed-use development completed and underway in major cities across the country.

Mr. Lovett is a graduate of the Harvard Graduate School of Business Administration. He also holds a degree in economics from Harvard College.

■ **Philip E. Aarons**
Founding Partner

In 1990, Mr. Aarons, with Philip H. Lovett and Christopher M. Jeffries, formed Millennium Partners for the purpose of developing the first phase of the major West Side Manhattan development now called Lincoln Square.

Prior to forming Millennium, Mr. Aarons served as President of the real estate subsidiary of the General Atlantic Realty Corporation, in partnership with Mr. Jeffries. He was a pioneer in the construction of low-income housing, financed through its linkage to luxury housing, and built over 1,000 units throughout New York City.

As a Public Servant in 1978, Mr. Aarons worked in the Administration of Edward I. Koch as an Assistant to the Mayor, and, in 1979, Mr. Aarons became President of New York City Public Development Corporation (now the NYC Economic Development Corporation). Under his leadership, the corporation grew into the city's lead development agency, overseeing projects including South Street Seaport, Marriott Marquis Hotel, and the restoration of Carnegie Hall.

Mr. Aarons is a graduate of Columbia College and the Columbia University School of Law.

■ **Joseph A. Larkin**

Joseph A. Larkin is responsible for directing the day-to-day development activities in Boston for Millennium. Along with Anthony Pangaro and Kathleen MacNeil, Mr. Larkin has been responsible for all Boston real estate activities since 1997. Mr. Larkin is active in all permitting, planning, commercial leasing, asset management, programming and overall development work.

Since before its inception, Mr. Larkin has been active with the Downtown Boston Business Improvement District and currently serves as its Vice Chairman. Mr. Larkin has been active in the commercial real estate field since 1984 and in Boston development since 1990.

Mr. Larkin is a graduate of The University of Massachusetts - Amherst and the Boston University Questrom School of Business.

■ **Anthony Pangaro**

Anthony Pangaro has been in private real estate development since 1980 and with Millennium Partners since 1997. A founding member of the Boston practice, he has been a guiding force in the team's efforts here in its numerous projects.

Prior to his work with Millennium, he was the managing partner in the development of the Four Seasons Hotel - Boston and the Hyatt Harborside Hotel at Logan Airport.

As a public servant, he managed the development of Boston's award-winning Southwest Corridor transit and railroad project including a five-mile linear park and numerous community redevelopment sites. He has held positions at the Boston Redevelopment Authority and in the procurement of the Tren Urbano transit system for San Juan, Puerto Rico. While he was employed at the New York State Urban Development Corporation, his prototype housing design work was exhibited at the Museum of Modern Art in New York City and constructed in the Brownsville neighborhood of Brooklyn.

A Registered Architect, he holds degrees in Architecture and Building Science from Rensselaer Polytechnic Institute and a Master's Degree in Architecture from Harvard University, where he also was awarded the Loeb Fellowship in Environmental Design.

| Kathleen C. MacNeil

Kathleen MacNeil leads all construction and design implementation for the Boston projects of Millennium Partners. Along with Anthony Pangaro and Joseph Larkin, she assists in all development activities.

Ms. MacNeil is a LEED Accredited Professional. She has her Massachusetts Construction Supervisor's License and received a Master of Science in Real Estate Development from MIT Center for Real Estate. She also holds a Bachelor of Science degree from Wentworth Institute of Technology in Architectural Engineering and serves as a Corporator for Wentworth. She is President of Historic Boston, Inc. (HBI) a local preservation organization.

| Richard G. Baumert

As a partner with Millennium Partners, Richard G. Baumert is active in all aspects of residential development, with primary responsibility for marketing, sales and operations. Mr. Baumert is responsible for creating and implementing the signature luxury residential experience Millennium Partners delivers to every unit owner. In addition, Mr. Baumert oversees Millennium Partners' international operations in Asia.

Mr. Baumert joined Millennium in 2001, acting as Project and Asset Manager for the company's pre-opening hotel operations for its Ritz-Carlton and Four Seasons hotel projects. Beginning in 2003, Mr. Baumert managed all of Millennium's development interests in Miami. Following a four-year stint in Miami, Mr. Baumert oversaw a series of Millennium's highly successful sales and marketing operations, including a 419-unit luxury residential development in the heart of San Francisco's South of Market district. Since 2004, Mr. Baumert has been responsible for over \$2.5 billion in total sales for Millennium Partners. Currently, Mr. Baumert is leading the marketing, sales and operations efforts for Millennium Tower in Boston.

Mr. Baumert holds a Bachelor of Arts degree from Buffalo State College and a Master of Arts degree from The Ohio State University.

I Roderick Johnson

Roderick Johnson is responsible for the development and planning components of Millennium's residential projects. He is particularly adept in identifying the marketplace's "wish list," and thus fittingly refining the elements of design to produce a finished product that meets and surpasses the wants of the customer. Mr. Johnson has personally been responsible for the design of every residential unit that Millennium has ever built.

Before joining Millennium Partners in 1998, he was a partner at Residential Realty Advisors, a New York firm whose clients included major New York-based residential developers. He also has worked for the New Haven, Connecticut Redevelopment Agency, the New Haven Housing Authority, and was Executive Director of the Norwalk, Connecticut Redevelopment Agency.

Mr. Johnson has an M. Arch and a B.A. in English Literature from Yale University. He served in the United States Marine Corps.

I Mario J. Palumbo, Jr.

Mario J. Palumbo, Jr., while active in all of Millennium Partners' efforts, is particularly responsible for the company's commercial assets. The \$2.7 billion real estate portfolio contains Millennium's office, retail, theater, extended-stay and parking assets throughout the country. Mr. Palumbo joined Millennium Partners in 1997. He initially oversaw the development of Millennium's mixed-use Ritz-Carlton developments in Washington, D.C., Georgetown and Battery Park City in Lower Manhattan.

Mr. Palumbo received his JD from Stanford Law School and his MBA from the Stanford Graduate School of Business. He holds an undergraduate degree in Economics from Princeton University.

I Pamela Malkani

Pamela Malkani is responsible for all Asset Management functions related to Millennium Partners' high-end luxury hotel properties, a function which she has overseen since 2001.

A senior lodging industry executive with over 35 years of experience, Ms. Malkani joined Millennium in 1996 to help the developer implement a unique hotel business strategy.

Between 2001 and 2003, Ms. Malkani oversaw and coordinated the opening of six new mixed-use luxury hotels for Millennium Partners. In addition to the Ritz-Carlton, Four Seasons and Phillips Club brands, her team currently asset manages brands including Starwood's St. Regis, Westin, Sheraton, and the Luxury Collection and Marriott's Renaissance brand.

A native of Bombay, now Mumbai, India, Ms. Malkani came to the U.S. in 1983, having previously served as Director of Sales and Marketing for the Fariyas Hotels Resorts in Bombay, as well as Catering Sales Manager for the renowned Taj Mahal InterContinental in Bombay. She is a graduate of the Institute of Hotel Management and Catering Technology Applied Nutrition in Mumbai.

I Stephen L. Hoffman

Steven L. Hoffman joined Millennium Partners in 1994 to assist the company in the development of mixed-use, urban entertainment and living centers in major U.S. markets. Mr. Hoffman's primary role with Millennium is to arrange financing, analyze and negotiate agreements for the company's developments.

Mr. Hoffman gained most of his real estate experience as owner and president of his own real estate consulting firm, which provided financial and tax consulting services to major developers. Prior to that, Mr. Hoffman was a senior manager in charge of Price Waterhouse's New York real estate practice.

Mr. Hoffman is a graduate of the State University of New York at Albany and is a Certified Public Accountant.

Other In-House Members of the Millennium Team

Brad Mahoney	<i>Construction and Permitting</i>
Jonathan Rothstein	<i>Construction</i>
Kristin Gonsar	<i>Project Manager, Affordable Housing</i>
Halle Auerbach, AIA	<i>Design, Construction</i>
Zach Aarons	<i>Accelerator</i>
Katherine Liang	<i>Analysis</i>
Joyce Chow	<i>Analysis</i>
Scott Landman	<i>Financing and Partnership</i>
John Luciano	<i>Head of Operations</i>
Brian Clark	<i>Residential Management</i>
John Ciolfi	<i>Commercial Management</i>
Nicole Yonke	<i>Marketing, Sales and Public Relations</i>
Raffi Berberian	<i>Office Administration</i>
Edward Wierzel	<i>Chief Financial Officer</i>
Joseph Gulitti	<i>Head of Accounting</i>

PROJECT EXPERIENCE NATIONWIDE

Since 1991, Millennium has developed nine million square feet of high-quality mixed-use real estate with an aggregate cost of over \$6 billion in major urban areas, such as Manhattan's Upper West Side, Central Park South, and Battery Park City; San Francisco's South of Market area; Miami's Brickell neighborhood; and Washington, D.C.'s West End and Georgetown neighborhoods, but nowhere more significantly than in Boston's central core neighborhoods.

The nationwide portfolio includes a total of over 3,400 residential units, eight five-star hotels under the Ritz-Carlton and Four Seasons flags, two extended-stay hotels, 1.8 million square feet of office space, 1.2 million square feet of retail, 3,750 parking spaces and five urban multiplex movie theaters.

DEVELOPMENT CAPACITY

While we own and operate buildings in seven domestic cities, Millennium Partners' current development focus is solely Boston and San Francisco. Complex urban development is a local business and both cities have separate teams in place focused exclusively on each city.

In San Francisco, our sole development project is 706 Mission, a 150-unit mixed-use building and the future home of the Mexican Museum, currently under construction. Millennium Partners' equity investment in this project is approximately \$20 million.

From a timing perspective, our Boston development team is perfectly positioned for the 115 Winthrop Square project with Millennium Tower scheduled to be completed in late summer 2016.

A separate company affiliated with Mr. Jeffries is planning to build a fish processing plant for Stavis Seafoods, Inc. in the Massport Marine Terminal and is generating development concept planning for property in the Raymond Flynn Marine Park.

PROJECT EXPERIENCE BOSTON

MILLENNIUM TOWER AND BURNHAM BUILDING WASHINGTON STREET

Description

The historic restoration of the 275,000 square foot 1912 masterpiece by the Chicago architect Daniel H. Burnham for the Wm. Filene's Sons Company and the adjacent 675-foot high mixed-use commercial and residential tower. This project has significantly informed our development plans for 115 Winthrop Square. This project enjoyed widespread public support during its review period and successfully completed its Article 80 and other approvals, including a mitigation plan, in 2013.



Development Facts

Uses	Residential, retail, office and parking
Location	Downtown Crossing
Size	1.25 million gross square feet including 325,000 square feet in the Burnham Building and 925,000 square feet in the Tower
Cost	\$720 million
Financing	\$540 million
Equity	\$180 million
Start	Property went under agreement in Spring 2012
Completion	2014 for the Burnham Building and 2016 for the Tower
Key Facts	The 350,000 square feet of commercial space is 100% leased, including Caffè Nero, Old Navy and Pabu opening this year. Primark (with 550 employees) opened in September 2015 and Roche Bros. Supermarket (with 200 employees) in April 2015. Havas/Arnold Communications (with 800 employees) opened in August of 2014. 95% of the 442 residential units are under binding agreement, with closings beginning in July 2016.

Development Challenges and Successes

- Negotiated a 2012 purchase of the site from the prior development team after the prior developer suspended the project amidst partial demolition and excavation in 2008.
- Repositioned the tower to facilitate the historic and functionally efficient restoration of the Burnham Building and to provide for a residential tower.
- Designed and rebuilt Summer Street and will be creating a new Shoppers Park at the corner of Washington and Franklin Streets.
- Successfully completed a City and State Environmental and Design Review (the project was permitted under a Planned Redevelopment Area designation) and complied with legislative acts protecting Boston Common and the Public Garden, and received FAA approval.
- Reimagined contemporary office space in the upper floors of the former retail store, which is now fully leased.
- Assumed all development and construction risks to office tenant Havas, including consequential damages, should the tenant's move have been delayed. (Havas moved in on time in August 2014.)
- Brought Roche Bros. Supermarkets to Downtown Boston.
- Brought Primark, the European fashion retailer known for creating high traffic retail activity, to its first North American store on four floors of the building, beating out locations throughout the Northeastern United States.
- Achieved historic designation for the Burnham Building by the National Park Service and rebuilt the original cast iron and glass canopies at the storefront street level.
- Produced a significant economic and psychological boost to the entire Downtown Boston area.
- Facilitated an MBTA elevator project in the building and rebuilt the Summer/Washington Street at grade entrance to the MBTA.

**THE RITZ-CARLTON TOWERS
AVERY STREET**

Description

A two-tower 1,400,000 square foot mixed-use development completed in 2001 and 2002 on the site of a foreclosed upon Commonwealth Center office project in the Boylston-Tremont-Washington Block. This project enjoyed widespread public support during its review period and successfully completed its Article 80 and other approvals, including a mitigation plan in 1998.



Development Facts

The project included a 5,000-seat 19-screen movie theater operation, a 190-room Ritz-Carlton Hotel, a 115,000 square foot health facility, 50,000 square feet of retail, a 1,000-car below-ground parking facility, and 375 residential units. The project went through a full Environmental and Design Review. The project was built as part of a Planned Redevelopment Area and complied with legislative acts protecting Boston Common and the Public Garden. The project was the winner of the Urban Land Institute’s 2003 Award for Excellence.

Uses	Hotel, extended-stay hotel, residences, retail, cinema theater, fitness facility, parking and Paramount building
Location	Midtown Lower Washington Street (Ladder District)
Size	1,400,000 gross square feet in two towers
Cost	\$600 million
Financing	\$390 million
Equity	\$210 million
Start	Construction began in May 1998
Completion	2001 for North Tower and 2002 for South Tower
Key Facts	Project generates over 800 jobs Residential units sold out in 2004 and the cinema multiplex promptly became the market leader

Development Challenges and Successes

- Took over the abandoned Commonwealth Center project after the lender foreclosed on the property.
- Managed exceptionally complex construction.
- Built both towers at the same time.
- Succeeded in overcoming the stigma of being located in the long decaying Combat Zone.
- Successfully completed a City and State Environmental Review. (The project was built as part of a Planned Development Area, and project complied with the legislative acts protecting Boston Common and the Public Garden.)
- Made substantial improvements to the long-neglected southeast corner of Boston Common including historic replica fencing.
- Assumed the movie theater's construction obligations when theater operator went bankrupt in mid-construction, so that the theater complex could open. (Soon after opening, this facility became one of the nation's top grossing cinemas.)
- Weathered the business collapse that followed 9-11. (The Ritz-Carlton Hotel opened on September 10, 2001 and all economic activity slowed to a halt for months. Residential units were substantially sold out by mid-2004.)
- Facilitated the redevelopment of the former B. F. Keith's Vaudeville Theatre (later a movie palace) into the Boston Opera House and the comprehensive rehabilitation of the Paramount Theatre into Emerson College's Paramount Center, as well as helped the needs of St. Francis House, Chinatown YMCA, and The Metropolitan, a mixed-income and affordable project in Chinatown.
- Created over 700 permanent jobs.

MILLENNIUM PLACE 580 WASHINGTON STREET

Description

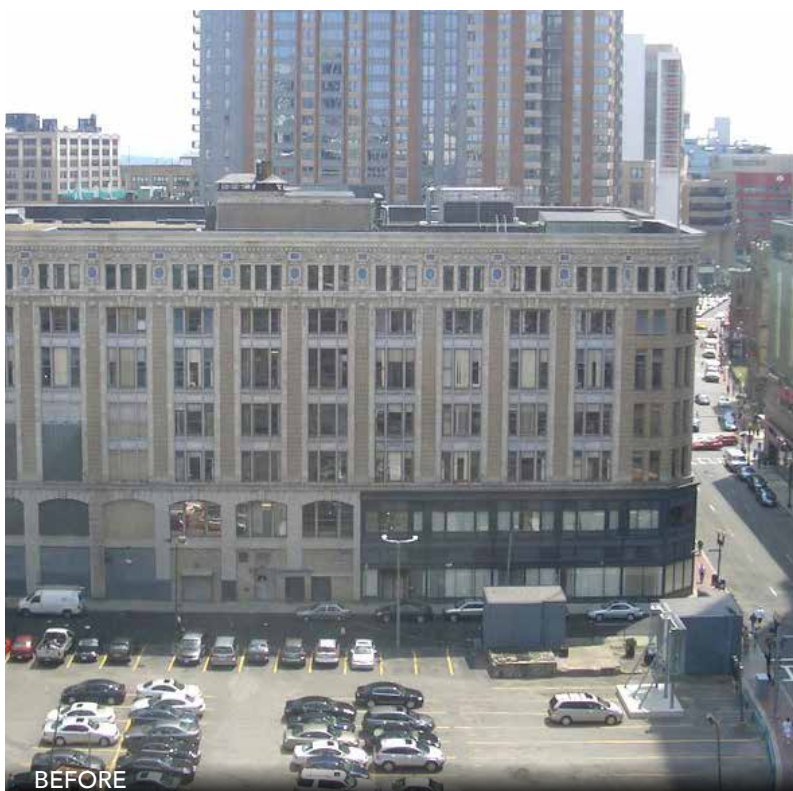
The 2011 construction of the 256-unit 15-story residential condominium with first floor retail space. This project enjoyed widespread public support during its review period and successfully completed its Article 80 and other approvals, including a mitigation plan in 2011.

Development Facts

Uses	Residential with first floor retail and parking for 133 cars
Location	Intersection of Avery and Washington Streets
Size	480,000 gross square feet
Cost	\$185 million
Financing	\$115 million
Equity	\$70 million
Start	September 2011
Completion	October 2013

Development Challenges and Successes

- Started the first major building in Boston following the 2008 financial market collapse and recession.
- Concluded the extensive environmental remediation that was required.
- Began construction without undertaking pre-construction unit selling or leasing. (Project was entirely sold out within five months of opening.)
- Brought Caffè Nero as a retail tenant, the European company's first United States location.



10 ST. JAMES AVENUE AND 75 ARLINGTON STREET

Description

A new first-class office property built on the site of the abandoned Greyhound Bus Terminal that also included the historical restoration of 75 Arlington Street, the former Paine Furniture Company store. This project enjoyed widespread public support during its review period and successfully completed its Article 80 and other approvals, including a mitigation plan in 1997.

Development Facts

Uses	Retail, new first class offices and first class rehabbed offices; a public Galleria, and parking for 400 cars
Location	Arlington Street and St. James Avenue
Size	900,000 gross square feet
Cost	\$180 million
Financing	\$120 million
Equity	\$60 million
Start	1998
Completion	2000

Development Challenges and Successes

- Began construction in 1998 as a speculative office building without pre-construction leasing. (It was the first new construction following the economic downturn of 1994.)
- Fully leased the project within one year of construction completion.
- Concluded the extensive environmental remediation.
- Bought out and replaced an investment partner, who was not financeable.
- Bought out the Institutional Partner/Lender to make way for speculative development.
- Brought Pearson Education as a new tenant to Boston.
- Went through full environmental review, including showing compliance with legislative acts protecting Boston Common and the Public Garden.
- Created 50 permanent jobs and occupancy for 3,000 employees.



THE RITZ-CARLTON HOTEL 15 ARLINGTON STREET

Description

The historic reconstruction of the 273 guest-room original Ritz-Carlton Hotel built in 1927. This restoration received widespread support including the approval of the Back Bay Architectural Commission in 2001.

Development Facts

Uses	Hotel and first floor retail
Location	Arlington Street in the Back Bay
Size	260,000 square feet
Cost	\$175 million
Financing	\$120 million
Equity	\$55 million
Start	2000
Completion	10 months later

Development Challenges and Successes

- Bought subsequent to auction after the prior owner's default.
- Underwent an extensive mechanical, electrical, plumbing, and full façade restoration, including replacement of the through-the-wall HVAC systems, and costing \$50 million. (The property was out-of-service for a period of only ten months.)
- Carried out a reemployment program that allowed all pre-renovation employees who wished to return to work at the hotel to do so.
- Successfully completed extensive historical commission and landmarks approval processes.



ONE CHARLES CONDOMINIUM ONE CHARLES STREET SOUTH

Description

A 235-unit mixed use residential building with first floor retail and parking for 250 cars, completed in 2005 (within the Park Plaza Urban Renewal District). This project originated from a City of Boston development competition won with the 9-0 unanimous vote of the Park Plaza CAC. The project enjoyed widespread public support during its review period and successfully completed its Article 80 and other approvals including a mitigation plan in 2002.

Development Facts

Uses	Residential with first floor retail
Location	Charles Street South
Size	450,000 gross square feet
Cost	\$170 million
Financing	\$115 million
Equity	\$55 million
Start	Summer 2002
Completion	Full in 2004

Development Challenges and Successes

- Won a development competition for a portion of the site after receiving a unanimous vote of the Board of the Boston Redevelopment Authority as well as approval of the Park Plaza Citizens Advisory Council.
- Bought the balance of the land from one of the losing bidders in order to create a viable project site.
- Concluded the extensive environmental remediation that was required.
- Built the project under existing zoning.
- Built the project without pre-construction selling or leasing. (All residential units were sold within six months of first occupancy.)



179 LINCOLN STREET

Description

The historic restoration of the original Leather District Building and later home of the Teradyne Electronic Controls Company. The project enjoyed widespread public support during its review period and successfully completed its Article 80 and other approvals including a mitigation plan in 2007.

Development Facts

Uses	Office
Location	Leather District / Chinatown Gate
Size	260,000 gross square feet
Cost	\$75 million
Financing	\$48 million
Equity	\$27 million
Start	2006
Completion	2008

Development Challenges and Successes

- Undertook essential redevelopment, as longstanding owner occupant Teradyne relocated to a suburban North Shore location.
- Successfully achieved 97% occupancy by the end of 2007, a period of time when the total net annual absorption of office space in the downtown Boston market was only 200,000 square feet.
- Undertook extensive renovation, including asbestos and lead paint remediation.
- Relocated the main entrance to the building from Lincoln Street to the John F. Fitzgerald Surface Road.



THE ARCHITECT

Handel Architects and Millennium Partners have worked together since the firm's inception. In addition to our transformational mixed-use projects in Boston, our shared portfolio of jointly completed, award winning mixed-use projects includes nearly 20 buildings in New York, Washington D.C., Miami and San Francisco.

Handel Architects began in New York City in 1994 and today is composed of more than 150 architects, interior designers, planners and support staff. The firm is working on projects globally from offices in New York City, San Francisco and Hong Kong. Internationally recognized projects include the Dream Downtown Hotel in New York City, the World Trade Center Memorial in New York City, Millennium Tower in San Francisco and the Ritz-Carlton Hotel in Washington D.C.'s Georgetown neighborhood.

The practice focuses on designing to enrich the urban environment. The firm is an innovator in the design of hybrid mixed-use buildings intended to support density as an urban growth strategy.

Recent recognition includes:

Boston Midtown Cultural District Urban Improvement
2014 Honor Award for Urban Design
AIA New York

Millennium Place
2014 Housing Design Award
Boston Society of Architects/AIA

National September 11 Memorial
2014 Institute Honor Award for Regional and Urban Design
AIA National

W Hotel, Residences and Bank of Chile Office Tower at Isidora 3000
2013 Global Award for Excellence
Urban Land Institute

Ritz-Carlton Georgetown
2008 American Architecture Award
The Chicago Athenaeum

Ritz-Carlton Hotel and Residences
2003 Global Award for Excellence
Urban Land Institute

■ **Gary Handel FAIA**
Managing Principal

Gary Handel FAIA is the Founding Partner and Managing Principal of Handel Architects. Since starting the practice in 1994, Mr. Handel has overseen its growth to a firm of over 160 architects, designers, and planners around the world. From its inception, the firm has been a pioneer in the design of a new paradigm of mixed-use projects: the Hybrid Residential High-Rise Building. These complex, densely programmed, and formally rich mixed-use buildings have enriched the fabric, and created sustainable revitalization, in historic cities in the U.S. and overseas. The firm has completed more than 80 buildings and nearly 12,000 residential apartments for institutional, public, and private sector clients. Working with Partner Michael Arad, he served as Managing Partner for the National September 11 Memorial, which since opening on September 11, 2011, has had more than 24 million visitors from across the United States and around the world.

Mr. Handel has placed the practice at the forefront of sustainable design strategies in architecture. These initiatives include the first high-rise residential LEED Gold building at Battery Park City in New York in 2007, and more recently the new residential tower for Cornell Tech on Roosevelt Island which, when completed in 2017, will be the largest and tallest building in the world built to international “Passive House” standards. It is featured in the January 2016 issue of *The Atlantic*.

Mr. Handel holds a Bachelor of Architecture from Cornell University. He is a Founding Board Member of the Friends of the High Line, which honored him in 2014 for his contributions to this urban landmark, as well as a Board Member of the Lower East Side Tenement Museum, which honored him in 2009 for his contributions to New York’s built environment.

Mr. Handel’s designs have been recognized by the American Institute of Architects, the Urban Land Institute, the Society of American Registered Architects, and the Chicago Athenaeum, among others. Work of the firm has been published internationally in numerous publications including *The Boston Globe*, *The Atlantic*, *Urban Land*, *The New York Times*, *The Miami Herald*, *San Francisco Chronicle*, *Progressive Architecture*, *Architectural Record*, and *Grid Magazine*.

■ **Blake Middleton FAIA LEED AP**
Design Principal

Blake Middleton FAIA LEED AP is a Founding Partner at Handel Architects LLP. Mr. Middleton joined Handel Architects as a Partner in 1997, immediately setting to work on the design of several projects in his regional hometown of Boston. These include the award-winning Ritz Carlton Towers and Residences, Millennium Place, and the renovation of the historic Filene’s Department Store. He is currently serving as Partner in Charge for the new Millennium Tower at Downtown Crossing. Collectively, these buildings were recognized with an AIA Honor Award for Urban Design in 2014.

Mr. Middleton is the Design Principal for the new residential tower at Cornell Tech, a new innovation applied research campus on Roosevelt Island. This project, when completed in 2017, will be the world’s largest Passive House compliant building, slated to meet LEED

Platinum level certification. It will set a new standard for dramatically reduced energy consumption in multi-family high-rise construction.

In addition to his urban mixed-use projects, Mr. Middleton designed the award-winning Flushing Meadows-Corona Park Natatorium for the City of New York, and the Santa Barbara Bowl Amphitheater in California. Other work in Boston includes two completed performing arts buildings for The Boston Conservatory in the Back Bay.

Mr. Middleton holds a Bachelor of Architecture and Master of Architecture in Urban Design from Cornell University. He is a Fellow of the American Institute of Architects, and a member of the U.S. Institute of Theater Technology, the Urban Land Institute, the Boston Society of Architects, the Van Alen Institute, and the Architectural League of New York. He is also a Board Member of the Riverside Park Conservancy in New York.

In 1982 Mr. Middleton won the prestigious Rome Prize in Architecture at the American Academy in Rome, where he is a Fellow. He has been a visiting professor at Harvard, California College of the Arts, University of Virginia, and Cornell, and currently is teaching a graduate studio on High Rise Design at Northeastern University. His work has won distinction from the American Institute of Architects, the Society of American Registered Architects, the Urban Land Institute, and the Congress for New Urbanism, and his designs have been published widely and exhibited nationally.

■ ***Deborah Moelis AIA, Certified Passive House Designer***
Sustainable Design Team Leader and Project Architect

Deborah Moelis AIA CPHD is a Senior Associate and a founding member at Handel Architects. She is a specialist in the design and documentation of complex mixed-use high-rise residential projects. Ms. Moelis was the Project Architect for the 370,000 square foot, award-winning Millennium Place in Boston's Theater District, completed in 2013. She is currently the Project Architect for Cornell University's new residential tower at Cornell Tech on Roosevelt Island in New York City. The tower is being built to Passive House standards, and when completed will be the largest and tallest Passive House building in the world. Her work also includes a 750-unit 50-story mixed use building in Jersey City, and the design and construction of Aire, a 42-story mixed-use residential tower on Manhattan's Upper West Side, completed in 2011. Ms. Moelis is a member of the firm's Executive Committee overseeing the operation and growth of the company in both the New York and San Francisco offices.

Prior to joining Handel Architects, Ms. Moelis worked in the New York and London offices of Kohn Pedersen Fox Associates, where her projects included complex office and mixed-use projects.

Ms. Moelis received her Bachelor of Science in Architecture and a Bachelor of Fine Arts in Interior Design from the University of Michigan and her Master of Architecture from Columbia University. Ms. Moelis is a Certified Passive House Designer and has lectured extensively on the principles of Passive House design, including panel discussions at NY AIA and Greenbuild 2016 in Washington DC.

■ **Shridhuli Solonki**
Senior Technical Designer

Shridhuli Solonki is a Project Architect and Designer with over 15 years of experience in residential, office and public building design. Since joining Handel Architects in 2011 she has worked on residential and mixed-use buildings, including serving as Technical Coordinator for Millennium Place, an award-winning 256-unit residential building located in Boston's Theater District, and 170 Amsterdam, an innovative and award-winning 237-unit residential building completed in 2015. It is the first residential "diagrid" building in New York City, with the structure moved entirely to the outside of the building.

Ms. Solonki is Technical Architect for the new Millennium Tower in Boston, currently under construction, which will be the tallest residential building in the city when complete.

Ms. Solonki holds a Bachelor of Fine Arts in Interior Design from Moore College of Art and Design, and a Master of Architecture from Syracuse University. Prior to joining Handel Architects, Ms. Solonki served as a Technical Architect at SOM, where she was a team member for 1 World Trade Center in Lower Manhattan from Schematic Design through Construction Documentation.

■ **Seth Riseman**
Senior Designer

Seth Riseman is a Senior Designer at Handel Architects, with over 11 years of experience in large mixed-use projects around the globe. Recent notable projects include: a new 188-unit Residential Tower at 30th and Madison for JD Carlisle; Journal Squared, a 2.5 million square foot residential, retail and parking project in Jersey City, NJ, now under construction; and Project Viola on Parcel 13 in Boston, a new mixed-use development to be located on a platform above the Massachusetts Turnpike.

Prior to joining Handel, Mr. Riseman was at Utile in Boston, designing an array of urban design and mixed-use building projects in Massachusetts, as well as in other states around the country.

Mr. Riseman has lectured and taught at Northeastern University and Boston Architectural College. His writing has been published in Urban Land Magazine and the American Planners Association regional journal. His work has been recognized with numerous awards including the Urban Land Institute/Gerald D. Hines Urban Design Competition, the Federal Home Loan Bank of Boston's Affordable Housing Design Competition, Harvard University's In the Pursuit of Housing Award, and the Awahnee Institute's Award for Regional Planning. Mr. Riseman received his Bachelor of Science in Architecture from the University of Virginia and his Master of Architecture in Urban Design from Harvard University.

OTHER RELEVANT EXPERIENCE

Examples of key Handel projects that include public art and structured parking as essential components are as follows. Examples of LEED certification projects can be found in Chapter 4: Sustainable Development for the Future.



631 FOLSOM SAN FRANCISCO

Located on a narrow site in San Francisco's SoMa neighborhood, Blu Residences, located at 631 Folsom, consists of a 21-story residential tower over a single-story podium containing retail space and a residential lobby.

The building's massing is tall and slender to maintain view corridors and provide residential units with the maximum amount of natural light possible, while supporting a livable streetscape with ample sunlight and air. The glass storefront along Folsom Street is set back to align with the existing street wall and maximize the façade's transparency. A new open space between 631 and 633 Folsom contains outdoor seating and art.

The stepped articulation along the south, east and west façades work to break down the mass of the tower further and give the design a degree of visual interest and urban scale. The light colored pre-cast, bluish colored glass and metal curtain wall will give the façades of the project an expression of lightness and transparency.

The owner wanted to achieve a ratio of one parking space for each unit in this project (114 units in total). In order to accommodate this quantity of parking spaces using traditional methods, the project would need two full below grade garage levels. Since the below grade soil condition consisted of rock, such construction would have been expensive and time-consuming.

The solution was to use semi-automatic "Puzzle" Stackers: a self-parking system that stores and retrieves cars mechanically in multiple rows deep and multiple stacks high. Using this system met the parking count without excavating into the rock and minimized the mechanical ventilation, and created a considerable savings of space, foundation costs and time.

NEMA SAN FRANCISCO

Located at the corner of 10th and Market Streets, adjacent to the San Francisco Civic Center district and across the street from the new Twitter Headquarters, this residential rental complex creates one of the densest developments in the city at 754 units on a 1.52-acre site. Composed of two high-rise towers separated by mid-rise volumes, NEMA is linked together in a dynamic and fluid composition that responds to the urban and pedestrian-driven context of the district.

Set back from the corner of the site, the octagonal north tower rises to 387 feet and anchors the corner at 10th and Market Street and plays a key role in the identity of the project. The glass, multi-faceted exterior façade of the tower is designed to reflect the changing light of the sky, which is so familiar to the experience of living in San Francisco. Dark metal strips emphasize the verticality of the tower and tie in the base, which is predominantly clad in dark metal. A natural entry plaza is created through the tower's setback, which incorporates an art installation by Topher Delany that is composed of a series of indigenous granite stones, trees and shrubs that reflect the natural feel of a California environment. Her work also runs through the volumes in the form of an exposed concrete ribbon, expressed in a zebra-like pattern.



DREAM DOWNTOWN HOTEL NEW YORK

Dream Downtown Hotel is a 184,000 square foot boutique hotel in the Chelsea neighborhood of New York City. The 12-story building includes 316 guestrooms, two restaurants, rooftop and VIP lounges, outdoor pool and pool bar, a gym, event space and ground floor retail.

Dream sits on a through-block site, fronting both 16th and 17th Streets, and is adjacent to the Maritime Hotel, which sits to the west. In 1964, the National Maritime Union of America commissioned New Orleans-based architect Albert Ledner to design a new headquarters for the Union, on Seventh Avenue between 12th and 13th Streets. Two years later, he designed an annex for the headquarters on the site where Dream currently sits. A few years later, Mr. Ledner designed a flanking wing for the annex, which would eventually be converted to the Maritime Hotel. In the 1970s, the Union collapsed and the buildings were sold and used for various purposes in the years that followed. In 2006, Handel Architects was engaged to convert the main annex into the Dream Downtown Hotel.



The otherness of Ledner's 1966 design for the National Maritime Annex was critical to preserve. Along the 17th Street exposure, the sloped façade was clad in stainless steel tiles, which were placed in a running bond pattern like the original mosaic tiles of Ledner's Union building. New porthole windows were added, one of the same dimension as the original and one half the size, loosening the rigid grid of the previous design, while creating a new façade of controlled chaos and verve. The tiles reflect the sky, sun and moon, and when the light hits the façade perfectly, the stainless steel disintegrates and the circular windows appear to float like bubbles. The orthogonal panels fold at the corners, continuing the slope and generating a contrasting effect to the window pattern of the north façade.

170 AMSTERDAM NEW YORK

Creating a new terminus for W 68th Street, 170 Amsterdam sits between Central Park to the east and the landscaped open space of the Lincoln Towers superblock to the west. The building's architecture and the exoskeleton that defines the exterior are derived from its location between these large green spaces and its immediate context. The intersections of the structure rise to the top of the building at different heights, giving the appearance of a façade in motion while also allowing for the prefabricated fiberglass formwork to be reused with the concrete cycle. Moving the structure to the outside of the enclosure freed up valuable interior space that would have been occupied by columns, and the projecting slabs and columns provide a veil over the all glass façade and act as a shading device.

The deep façade of the diagrid connects with the muscular buildings of lower Amsterdam Avenue, Lincoln Center, the Upper West Side and iconic Chicago architecture. At ground level, the columns create a dynamic street wall, with the exposed structure angling into the sidewalk and piercing the solid form of the building canopy. At the top, the building's volume ends while the skeleton continues, creating a structural canopy for the rooftop spaces. In the apartments, seeing the structure through the floor-to-ceiling glass has the effect of being suspended in a treehouse, held up by the branches of the building's exoskeleton.



JOURNAL SQUARED JERSEY CITY

Journal Squared is a 2.3 million square foot high-rise development that will be the linchpin in the redevelopment of Journal Square. The project will dramatically transform the traditional “back door” of the Journal Square PATH station into a new “front door” with a sweeping pedestrian plaza for community events, pedestrian connections from the surrounding community, and a redesigned Magnolia Avenue.

Above a base of retail and podium parking, three residential towers will rise and include 1,840 residential units. The first of three phases, topping out at 54 stories, is currently under construction and will include 540 units. The second phase will be 70 stories, the tallest residential building in New Jersey, and will include 700 units. The third phase will be 60 stories and include 600 units.



ONE ELEVEN CHICAGO

OneEleven, located on the Chicago River, is Handel Architects’ conversion of a long-abandoned eyesore into Chicago’s newest architectural statement. The building was originally designed as a hotel by a separate firm, but was halted during construction due to the recent recession. Handel Architects worked with Related Midwest to reprogram the building to luxury residences, turning elements such as an unusually expansive lobby space to the advantage of the design.

Created as a series of interlocking blocks, the tower responds to both the river and its neighbors in the form of a cut that runs from the base to the penthouses, wrapping the building in a recessed glass ribbon.

Ascending the building, the ribbon creates opportunities for green space and balconies.

The 60-story building includes 504 rental units, 445 parking spaces, as well as generous amenities. The tower will mend a gap on the waterfront, completing the assemblage of one of the most powerful architectural experiences in the city.



KEY CONSULTANT PARTNERS

CONSTRUCTION MANAGER SUFFOLK CONSTRUCTION COMPANY

Under the leadership of Boston native and Chairman & CEO John F. Fish, Suffolk has grown to become one of the most successful privately held general building contracting firms in the country. Founded and headquartered in Boston, the firm has maintained a strong local presence for more than 30 years and currently employs over 900 Massachusetts-based employees. In the City of Boston, Suffolk has managed over 40 million square feet of construction and completed over 6,000 residential units in the past five years alone. Suffolk Construction has built Millennium Place, renovated the Burnham Building and is constructing Millennium Tower as part of the Millennium Team.

The Suffolk team will be spearheaded by Superintendent Rich Michaels, who has more than 30 years in the construction business, starting with Rowes Wharf. If Millennium is selected, this would be Mr. Michaels' fifth Millennium project in Boston. Mike Cappellano and Geoff Witheford lead the management team as project executives both with a combined talent of over 60 years of managing complex, urban construction projects. If Millennium is selected, 115 Winthrop Square would be Mr. Cappellano's fourth Millennium project. Mr. Witheford has been the Construction Manager team leader for all of Millennium's work in Boston.

STRUCTURAL ENGINEERING

DeSimone Consulting Engineers has a longstanding history of providing high-quality, creative structural engineering services to Millennium Partners including Boston projects such as Millennium Tower, Millennium Place, One Charles and the Ritz-Carlton Towers, as well as Four Seasons Miami, Four Seasons San Francisco, and Millennium Tower San Francisco. DeSimone's Boston office has expanded to a new address at 31 Milk Street, 10th Floor, Boston, and has hired local engineers to support its work in the Boston area.

Senior P.E. Mukesh Parikh will lead the design effort. Field support includes a full time on-site inspector, Bascom Nesim, and Silvia Santos will review shop drawings and handle construction administration.

ARCHITECTS FOR COMMERCIAL PLANNING AND DESIGN

D/R/E/A/M Collaborative, an MBE firm, is a leading urban redevelopment architecture and planning firm renowned for bringing world-class design and strategy to the local level to build better urban communities. Services include complete architectural design, green building design / LEED certification and urban development consulting. D/R/E/A/M Collaborative's design and development work is informed by its passion for urban revitalization. They help transform neighborhoods, vacant lots and underutilized buildings into vibrant communities and healthy, sustainable buildings.

They have been recognized by the American Institute of Architects, the City of Boston, and neighborhood groups for their work to solve complex issues faced by urban communities. The firm was founded in 2008 by principals Gregory Minott and Troy Depeiza and is based in Boston.

MECHANICAL ENGINEER

WSP will be engaged as the Mechanical, Electrical and Fire Protection engineer. Thomas Burroughs, P.E. and LEED Accredited Professional will be the leader of the WSP team along with Project Manager Nancy Gould, P.E. Mr. Burroughs and Ms. Gould have combined over 30 years of experience in the design of HVAC systems. He is responsible for Millennium Tower, as well as several Blue Cross Blue Shield build-outs, 319A Street (a unique LEED building), Google headquarters in Cambridge, and One Dalton residential tower. WSP is firmly established as one of the industry's premier engineering firms.

SUSTAINABILITY DESIGN CONSULTANT

Built Ecology is WSP's specialist sustainability and high performance design consulting service. Built Ecology provides design advice, backed by rigorous technical analysis, in the pursuit of achieving exceptional building performance outcomes. Built Ecology has been directly responsible for driving many leading projects across the globe, including LEED Platinum buildings, Living Building Challenge projects, net zero water and net zero energy projects. Their designs are typically highly innovative solutions, integrated into architectural and engineering systems documentation to generate truly unique solutions. WSP Built Ecology group will be spearheaded by Roselin Osser, P.Eng., LEED BD+C, Building Performance Specialist. She has international experience in sustainability and will bring innovative ideas to 115 Winthrop Square. If selected, this will be WSP's fifth Millennium project.

GEOTECHNICAL ENGINEER

Haley & Aldrich - as the premier geotechnical and environmental consulting firm in New England, Haley & Aldrich has worked on over 3,000 projects in Boston including the majority of the major building developments and infrastructure improvements over the past 40 years and prior work at the 115 Winthrop Square site. With a diverse and experienced staff of over 500 engineers, scientists and other professionals, and a deep knowledge of subsurface conditions in the city, Haley & Aldrich applies its resources and extensive experience to implement practical solutions, help manage risk and protect abutting properties on the most complex building projects. Their work on the 115 Winthrop Square project will be led by Steven Kraemer, Principal Consultant/Senior Vice President and Damian Siebert, Senior Project Manager, who have a combined 55 years of experience on numerous major Boston developments including every Millennium property.

CIVIL ENGINEER

Nitsch Engineering - A WBE firm, Nitsch Engineering will be the project's civil engineers and they have extensive experience working in complex urban areas and are particularly well versed in Boston. Nitsch Engineering is led by Lisa Brothers.

PASSIVE HOUSE CONSULTANT

Steven Winter Associates, Inc. - Lois Arena, a Senior Mechanical Engineer with Steven Winter Associates, Inc. has over 20 years experience in the building science field, holds both US and international Passive House consultant certifications, and is currently consulting on projects ranging from single family homes to high rise apartment buildings. She has co-authored and presented training programs about energy efficient building practices to professionals in all sectors of the building industry and is regularly invited to present at national conferences and private firms on topics ranging from moisture control in buildings to road blocks to PH adoption.

LANDSCAPE ARCHITECTURE

Ground - Shauna Gillies-Smith is the founding principal of GROUND, a WBE firm, and personally oversees the design direction of all of the firm's projects, consistently creating artful, sustainable, and joyful landscapes in urban settings. Trained first as an architect and urban designer, her shift to landscape architecture was motivated by a desire to shape exceptional moments of the public realm.

Shauna's work strives to balance careful detailing and execution with comfort and openness in use, fully believing that urban landscapes need the dynamic participation of the public to be successful. Her portfolio includes innovative landscapes such as the MassArt Residence Hall in Boston, highly programmed civic plazas such as the Grand Canal Square in Dublin Ireland, large scale residential green roofs including the 1.2 acre Parc Nouvelle in Natick, Massachusetts, as well as landscapes that play a transformative role in the creation of a district such as the Mesa Arts Center in Arizona.

Other key consultants to the Millennium team are:

VPNE Parking Solutions

Led by Mohamed Warsame and Nicholas Litton

DLA Piper US, LLP

Led by John Rattigan, Brian Awe and Anita Agajanian

Ronin Advertising Group

Led by John Swisher and Karen Ableman

Glodow Nead Communications

Led by Jeff Nead and Lauren Jennings

Lightroom FX - Led by Dean Sawatsky

SteelBlue - Led by O'Brien Chalmers

WORKING WITH PUBLIC AGENCIES AND IN COMMUNITY BASED REVIEW PROCESSES

Millennium Partners is proud of its respectful relationship with public agencies in Boston, including the BRA, Boston Transportation, Boston Water and Sewer, Boston Parks, Boston Inspectional Services, Boston Fire, Boston Police, The Assessor's Office, Boston Neighborhood Services, City Council Members and their staffs, The Mayor's Office, Boston Licensing, and agencies of the Commonwealth of Massachusetts and the Federal Government. The widespread success of our Boston projects outlined in this proposal, are the direct result of working productively with public agencies and officials.

In four of our Boston redevelopment projects, we had to demonstrate compliance with the legislative acts protecting Boston Common and the Public Garden; and at a projected height of 750 feet, our proposal will trigger formal review by the Federal Aviation Administration, as we previously encountered with Millennium Tower on Washington Street. We are prepared to undergo rigorous State Environmental Review and City Article 80 Large Project Review, and we understand the obligations of the myriad of other public agency reviews and community-based reviews.

Most importantly, our approach to the Public Sector Review course of action is to fully engage in the process with all stakeholders. Our intent is to win comprehensive approval for this redevelopment. We have never proposed a project in Boston that was not ultimately successfully approved through the review process and with community support. And, our experience has been that the proposals we put forward improve through the public process.

A few examples of our previous real estate projects evolving, thanks to input from the public review process are as follows:

- Creating the Galleria in our 10 St. James Avenue / 75 Arlington Street redevelopment
- Bringing the front door of the Ritz-Carlton Hotel out to the building face in our Ritz-Carlton Towers project
- Relocating the building entrance of our 179 Lincoln Street building to the John F. Fitzgerald Surface Road
- Reimagining Shoppers Park at Franklin and Washington Streets
- Recreating from the original D.H. Burnham plans the cast iron and glass canopies of the former Filene's department store

In addition to Boston, we've successfully partnered with public agencies in San Francisco, Los Angeles, New York, Washington D.C., and Miami – all municipalities we have worked.

In New York, Millennium was selected by the Battery Park City Authority to develop a five-star hotel and luxury condominiums just months after the destruction of the World Trade Center ten blocks to the north. Millennium continued its successful relationship with the Battery Park City Authority with the construction of New York City's first green condominium tower.

In San Francisco, Millennium has worked with the San Francisco Redevelopment Agency on projects in the Yerba Buena neighborhood, including construction of a new street, storefront retail, new underground parking garage and plaza, and support for the design and construction of the new Contemporary Jewish Museum.

AFFORDABLE HOUSING

We want our next chapter in Boston to include an active, hands-on role to help address the City's housing affordability crisis. In this regard, we have partnered with the Asian Community Development Corporation ("Asian CDC") to explore opportunities to provide affordable housing in Boston's Chinatown neighborhood.

Using a similar strategic partnership in 2007, we built an 81-unit affordable housing development at 125 Mason Street in San Francisco with the GLIDE Economic Development Corporation. Our financial commitment toward this effort with Asian CDC will include a contribution estimated at \$25 million toward the production of affordable units.

Founded in 1987 to revitalize Chinatown as a strong cultural hub, Asian CDC works to build healthy, vibrant neighborhoods and strengthen Greater Boston's Asian American community. As a leading regional developer and preserver of affordable housing in areas with a high concentration of Asian American residents, Asian CDC provides culturally appropriate and locally sensitive programs to enable residents to effectively improve the quality of life, health and sustainability of their neighborhoods.

Glide Economic Development Corporation, Inc.

333 Taylor Street • San Francisco, CA. 94102 • Tel: (415) 924-7707

San Francisco, March 27, 2015

To Whom It May Concern,

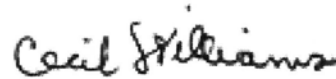
My name is Reverend Cecil Williams and I am the founder of GLIDE in San Francisco, California. GLIDE's mission is to create a radically inclusive, just and loving community mobilized to alleviate suffering and break the cycles of poverty and marginalization.

In 2007, the Glide Economic Development Corporation (GEDC) started construction on 125 Mason Street Family Housing in San Francisco. 125 Mason Street is an 81 unit affordable housing development (1, 2, 3 & 4 bedrooms) providing housing to the working poor with a community facility space at the base of the project. In order to complete the development GEDC formed a joint venture with Millennium Partners, a nationally renowned real estate development company that has completed many mixed-use projects in San Francisco, Boston, New York, Washington D.C., and Miami.

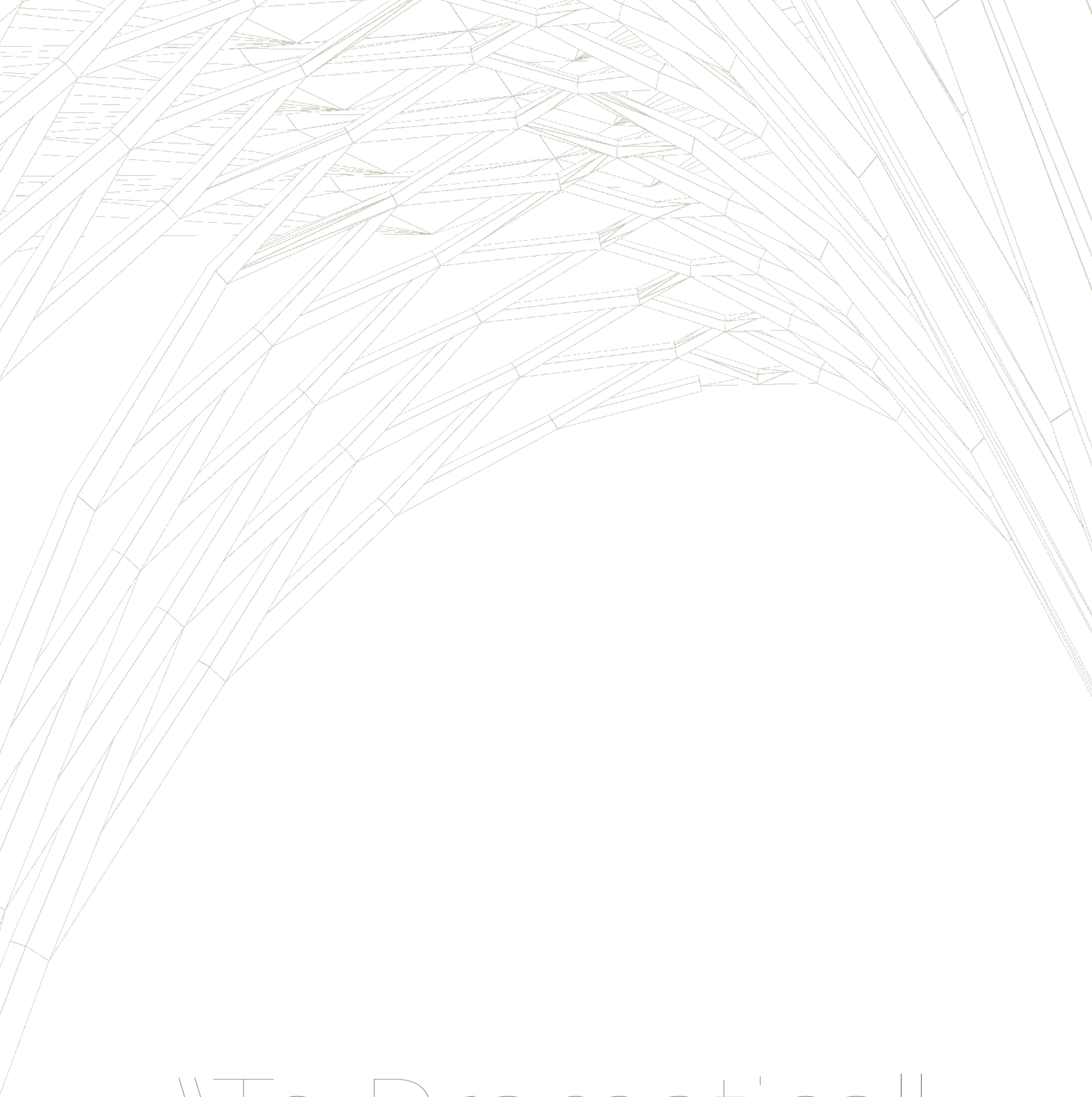
We worked with Millennium Partners throughout the process and they assisted with the financing, development, design, permitting and construction of the project from initial design to completion and start of operations. When the project opened in 2008 it became an instant success and model for future affordable housing developments in the city of San Francisco and the Bay Area.

Working with Millennium Partners was a fantastic experience from start to finish. They were immensely helpful and professional, and share in the values that we subscribe to at GLIDE. We would welcome the opportunity to partner with Millennium Partners again on another similar development.

Sincerely,



Reverend Cecil Williams
Chairman and CEO



“To Dramatically
Enhance
Downtown
Boston’s
Public Realm.”

PUBLIC REALM

It's a simple
statement,
and a daunting
challenge.

Yet Millennium Partners has been working with the city to enhance the public realm in Boston year after year, project after project. This is our guiding vision and there can be no doubt that we will achieve this vision again with the development of 115 Winthrop Square.

A SPACE THAT BRINGS PEOPLE TOGETHER

The development of the Winthrop Square garage site into a vibrant mixed-use building is an outstanding opportunity for all of Boston. The new project will not only present an iconic presence on the skyline, but also a super-charged engine for the Financial District, 24-hour-a-day vitality, an enhanced public realm, and new opportunities for development.



Millennium Partners has had unparalleled success improving and enriching neighborhoods in Boston, including the Combat Zone, Park Plaza, Theater District and Downtown Crossing. This proposal details how we plan to succeed again in Winthrop Square.

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THE GREAT HALL: OUR GIFT TO THE CITY

The 12,750 square feet of public space will be defined by an active, energetic “urban room” that will bring the best of retail and restaurants to one central location, a true Bostonian interior emporium. Using what we’ve learned from our trademarked La Vie™ social calendar program—but on a much grander scale—Millennium Partners will program and curate the space with an ever-changing calendar of visual art, performance art, marketplace and social events. This program has had immense success in our recently completed Millennium Place project, and it was employed on a larger scale in San Francisco’s Millennium Tower. We believe diverse and inspiring programming of the space will be a driver of economic growth and that the long-term benefits to local businesses will be significant and lasting.





CURATING THE GREAT HALL

In Winthrop Square, Boston's diverse art and culture scene will actively intersect with Bostonians' everyday lives. Music will fill the air. Art will inspire and uplift. The best of Boston will come to the people.





FULFILLING THE URBAN USE & DESIGN GUIDELINES

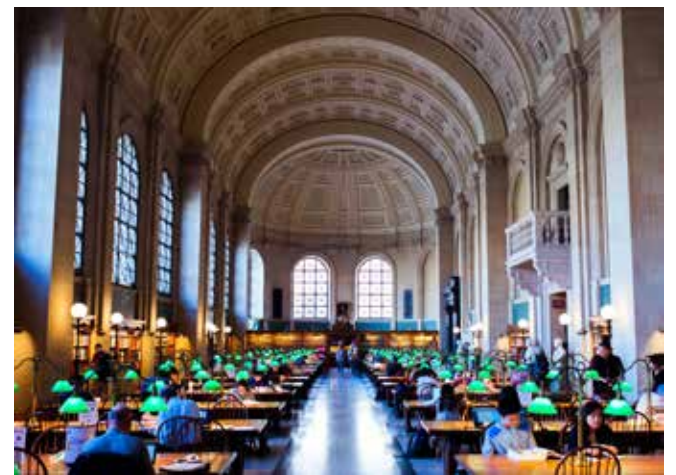
We outline here how Millennium Partners and Handel Architects plan to fulfill the guidelines established in the RFP to ensure the successful development of the site and the integration of the project with the urban fabric of Boston's Financial District.

1. ARCHITECTURE AND BUILDING FORM

The Great Hall – A New Urban Space for the 21st Century

The distinguishing characteristics of great cities are the civic-scaled spaces that become iconic over time, retaining their essential grandeur and are capable of renewing over time with every new generation. They may be plazas, cathedrals or train stations. They may also be grand rooms, of such shape or quality that they remain lodged in our memories: The Galleria in Milan, the Grand Palais in Paris, or closer to home, the Reading Room of the Boston Public Library, Faneuil Hall, or Trinity Church in Copley Square. They become integral to the image of a city.

The most significant public feature of our proposal is The Great Hall: a distinctive gathering place active through all seasons and a focal point for activity from morning into the evening. It is a new urban room of shape and size, intended to be inherently civic in scale and function. It is a public connector, a celebratory arcade conceived as a signature space finished with warm stone paving, shimmering metal panels and transparent glazing. These elemental materials are intended to convey simplicity and a robust permanence, adaptable to different activities inside. At either end, as The Great Hall opens to Winthrop Square or Federal Street, 20-foot tall glass panels open expansively in warm months to the sidewalks, enhancing the continuity of the public realm. Flanking either side of the space are three levels of dining, cafe, and market activity. Similar to great streets, the markets, cafes, restaurants, office lobby, and other programs open directly onto and flank the main spine of the space, further energizing the pedestrian realm. Opposite the office entrance is a 50-foot "green wall" of vertical plantings, bringing a significant presence of natural vegetation into the space.





Framing the 65-foot high volume is perhaps the most dramatic element: a lattice of soaring steel arches that shape the space and draw the eye up to an angular, vaulted ceiling. Extending from Winthrop Square through the building to Federal Street, the vaults define the layers of space between the central hall and the “aisles,” similar to a traditional galleria found in Milan or London. A mezzanine wraps the interior of The Great Hall to provide overlooks across the space. Packed with restaurants, artisanal vendors, cafes and a continually changing program of performance activity and public events, the space becomes a scaffold for year-round urban interaction.

The RFP suggests incorporating a high-elevation observation deck in the development. There are already well-known publicly accessible observation decks in the city, including at the Prudential Tower where views are unencumbered. We deeply believe that the lasting power of the mixed-use developments of this scale and density – what we call the “Hybrid High-Rise Building” – is in the intense 24-hour activity these buildings generate every day on the street, not up in the air. Civic in scale, flexible and inviting in public use and iconic in form, we envision The Great Hall to be a more useful, versatile, and enduring contribution to the public realm than an elevated observation deck, and respectfully submit it will be a better investment in the future of our city.

FULFILLING THE URBAN USE & DESIGN GUIDELINES

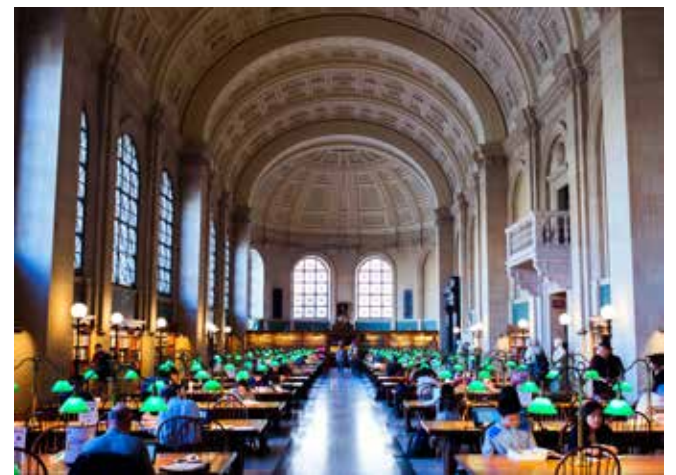
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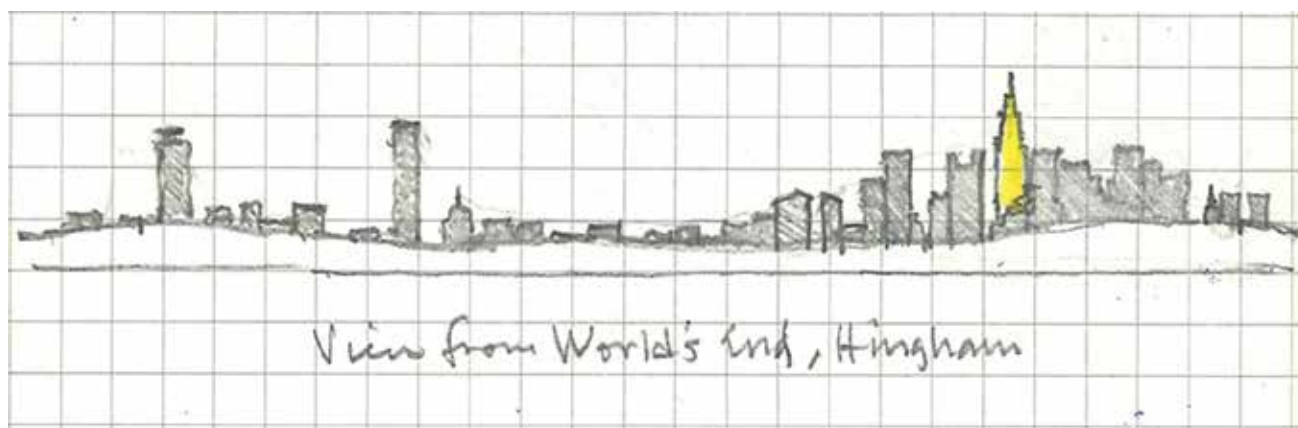


ENLARGED SECTION OF THE GREAT HALL



The High Rise Skyline

The distinguishing features of Boston's high-rise skyline have remained relatively unchanged over the past 30 years. At the western end, the truncated "High Spine" of the Back Bay has been dominated by the Prudential and Hancock Buildings, recognizable fixtures on the skyline. Downtown, the Financial District has been dominated by relatively blocky and undistinguished office buildings, clustered from Beacon Hill to the waterfront. This has begun to change with several impressive projects under construction, and in particular with the completion of Millennium Tower, whose dramatic form pinpoints Downtown Crossing.

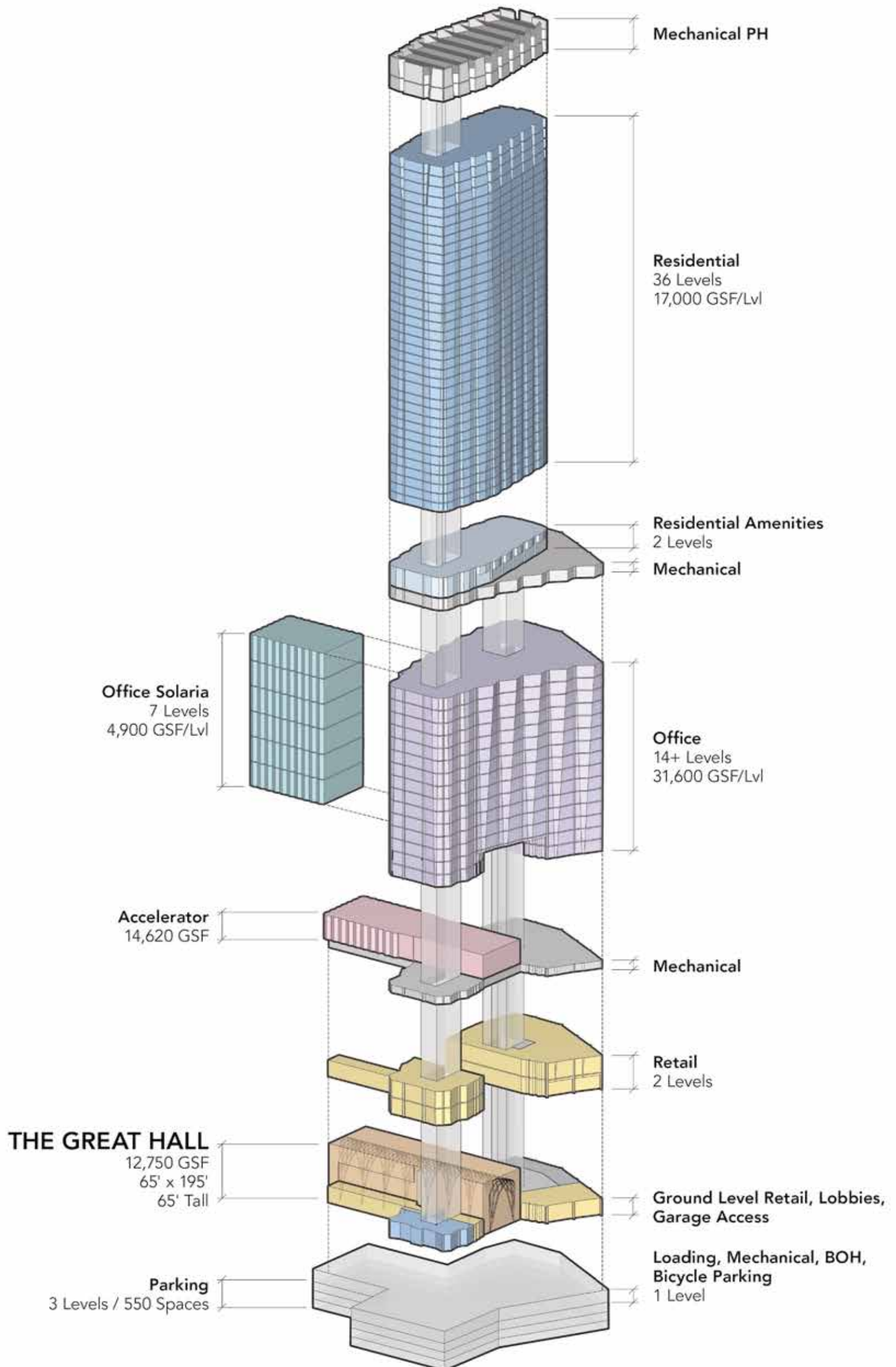


115 Winthrop Square, a new shimmering prism situated in the Financial District of Boston, will give new definition and vitality to an important urban space. 750 feet tall, this building is a synthesis of form: a complex, angular podium base resolving into a taut, slender tower, carefully positioned in a neighborhood of bulkier office structures. The shape and form of this tower will create a new visual pinnacle in the heart of the Financial District and on the city skyline. It will be a new marker in the sky indicating the heart of the new 24-hour enhanced Financial District.

The architectural DNA of the heart of the Financial District around Winthrop and Post Office Square was firmly established in the early 20th century, with a cluster of distinguished Art Deco-era buildings. It is from this tradition of modernism— with an emphasis on vertical expression coupled with artful detailing—that we draw inspiration for a language of new high-rise expression on this downtown site, harnessed in the service of 21st century high-performance building technology.

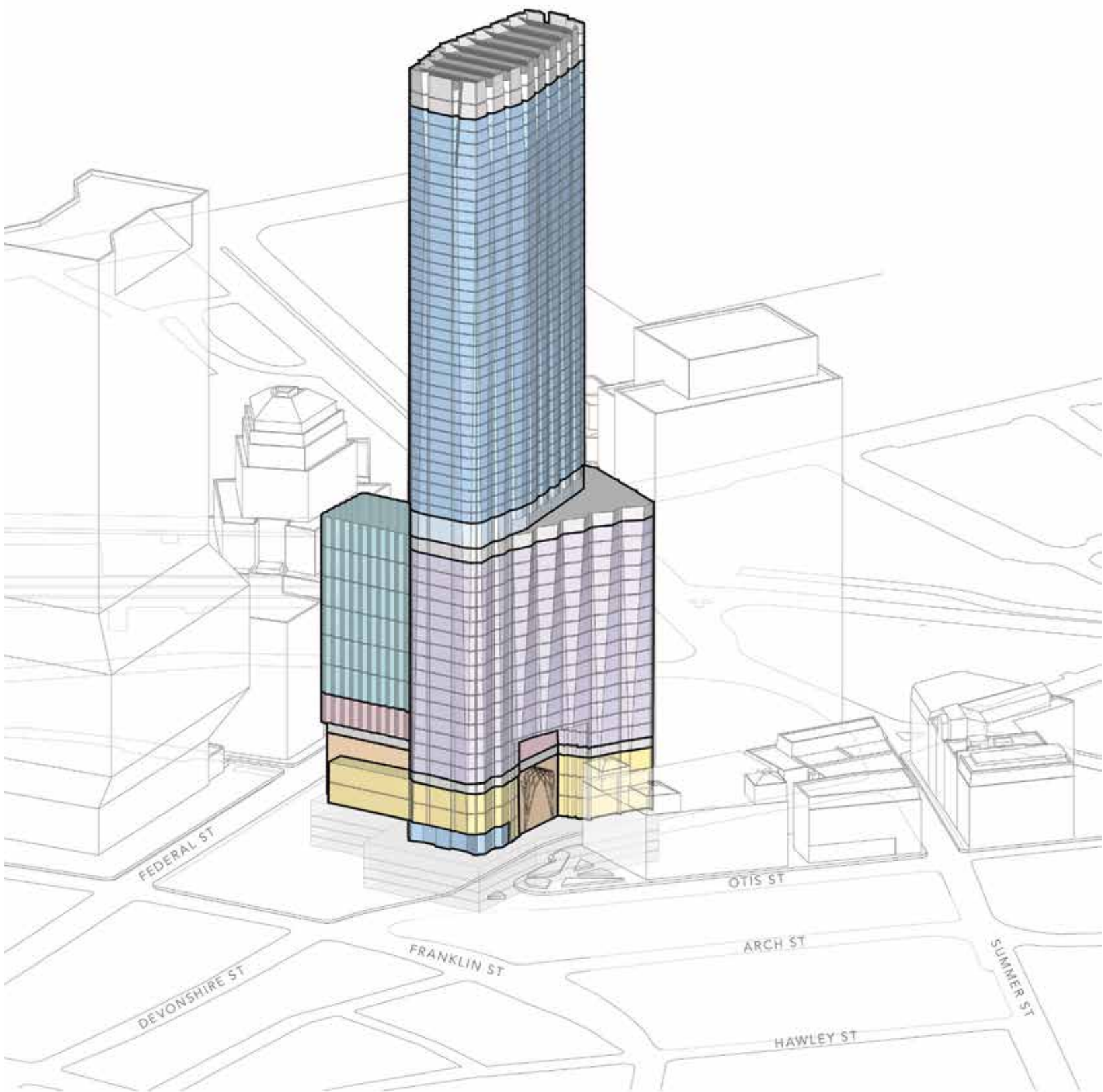
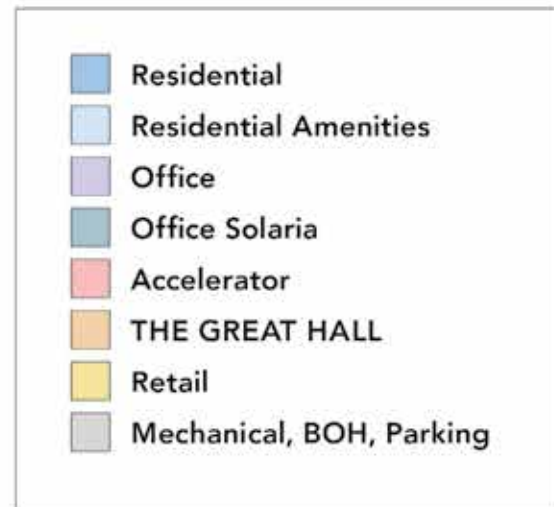
The Hybrid High-Rise

The fundamental characteristic of this project, and what has become a paradigm for successful urban revitalization in historic city centers, we define as a Hybrid High-Rise Residential Building. This is no ordinary mixed-use building. Like a hybrid plant, which is cross-bred with sturdier species to become more robust and often more complex in form, the hybrid building – with its complex and diverse functions – when artfully assembled, has the power to drive significant pedestrian activity on the street through all hours of the day. The more public functions of The Great Hall (retail, restaurants, events) and the office spaces, when coupled with residents living in the building, will create a critical mass of activity on the streets and squares in this neighborhood.



Building Form

Elementally, the building is a traditional “tower on a podium.” The tower, composed of residential apartments, is lozenge-shaped and oriented along the north-south axis. The podium, containing retail, restaurants, and office space, is dramatically punctuated by a major public space linking Federal Street to Winthrop Square, forming The Great Hall. Straddling The Great Hall is a mid-rise wing of the “Office Solaria”: a set of interconnecting office convening spaces stacked within an articulated steel frame and bathed in light.



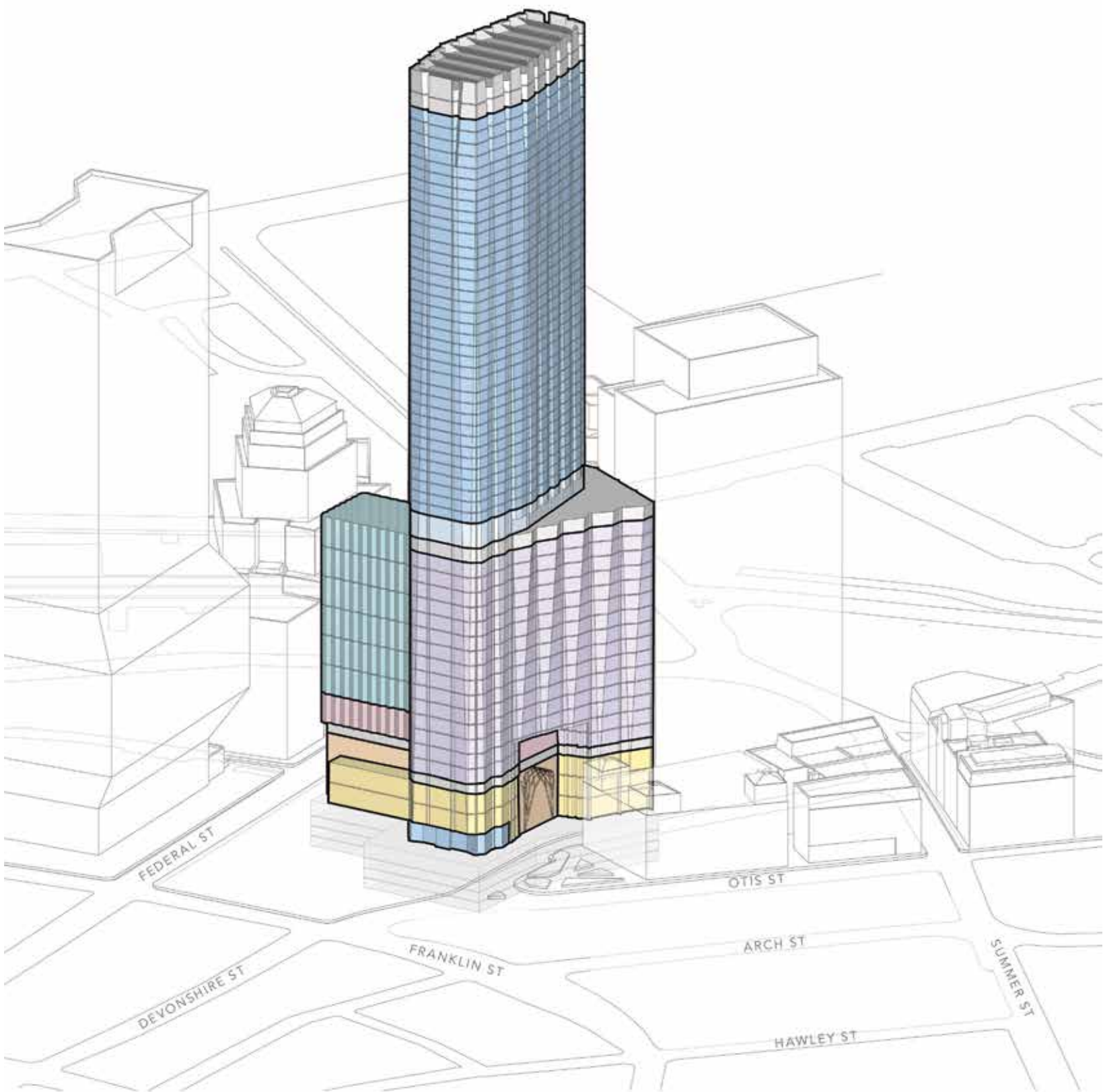
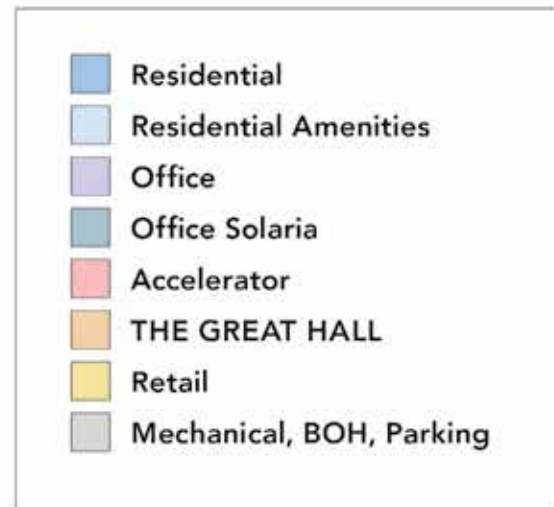


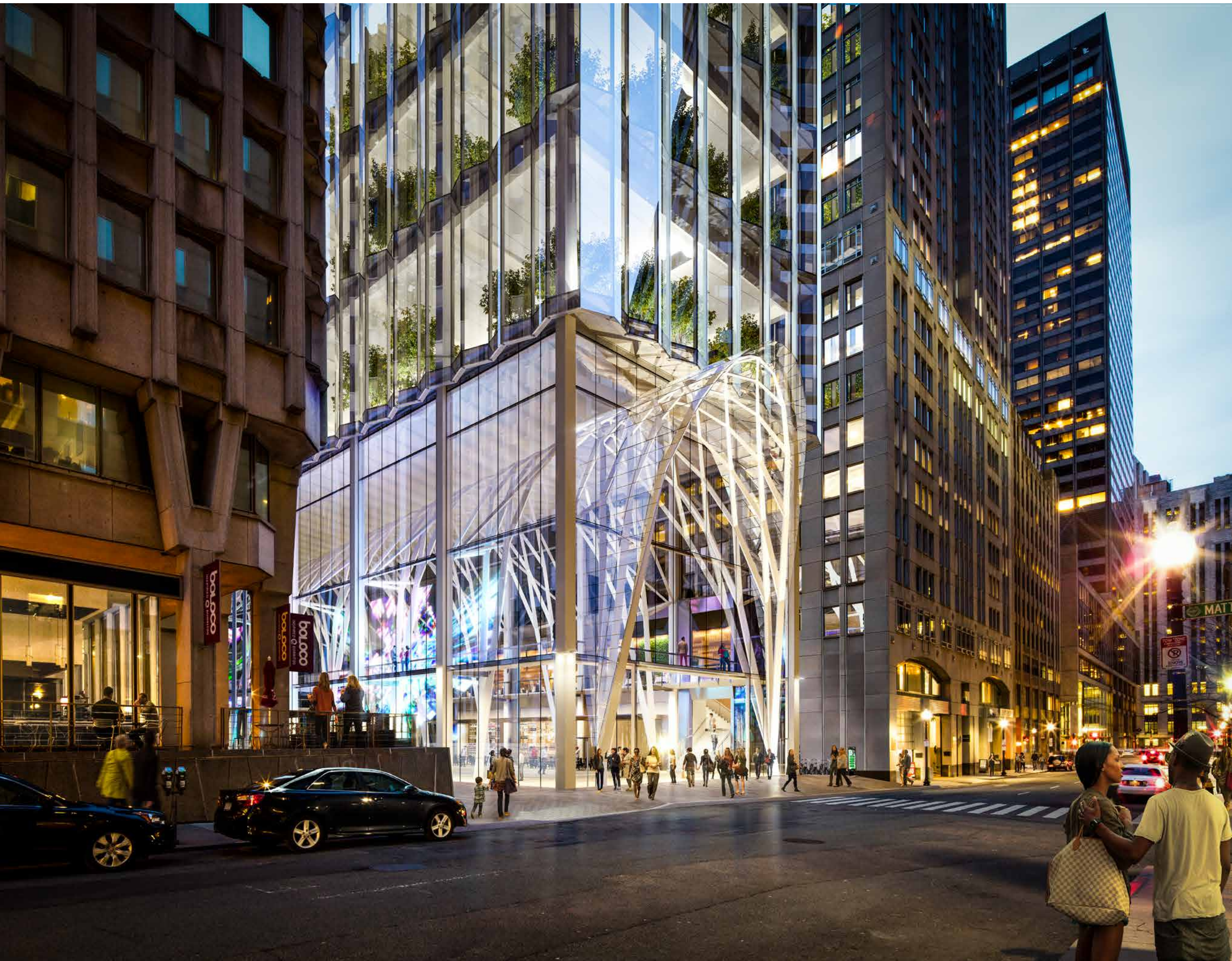
Architecture

The high performance enclosure of the building is conceived as an articulated metal skin dissolving as it rises into a set of deeply etched glass planes, creating a lively, ever-changing pleated surface of light, shadow and refractions. The metal is authentic: nickel silver panels that softly glow and warm to different hues depending on sun angle and weather. The composition of these materials is intended to complement the limestone, light masonry, and warm bronze detailing of the neighboring Art Deco buildings. The pleating motif is amplified at the Office Solaria wing with a serrated glass enclosure wrapping the volume. The edges of this transparent photovoltaic double glass wall system play off the dense angularity of the neighboring Paul Rudolph masterpiece at 133 Federal Street.

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The Pleated Wall

While the fundamental compositional strategy is a tower with podium, the tower, oriented to face east and west, results in a broad surface. Our strategy is then to “break up the box” by fracturing the surfaces. This creates a series of angular planes that wrap the tower and podium and refract the reflections of the sky on the surface, creating an intricate composition of refraction and reflection. It also increases the visual depth of the wall and enhances the presence of the warm metal colors reflected on the glass.

Not unlike the soft but angular folds of a pleated fabric skirt, the Pleated Wall serves a practical purpose too: bay window spaces inside the office floors orient a large portion of the glazing to the northeast and northwest, thereby reducing the solar heat gain while providing ample natural light.



Inspiration

Several distinguished buildings in the immediate vicinity of Winthrop Square provide an inspiration for materiality and detail. These are exemplars of the Art Deco era, dating from the 1920's to the 1940's. Located directly across Federal Street from the site is the United Shoe Machinery Corporation Building (now 160 Federal St, 1928).

Other nearby examples include the New England Telephone Building (185 Franklin Street, 1947); The Second National Bank (75 Federal Street, 1929); and the John McCormack Federal Building, by Ralph Adams Cram (Post Office Square, 1932).

Inspiration is not just derived from architectural precedent. Employing metal in our façade is both a practical building material (spandrel panels that augment the high performance goals of our exterior wall) but also recalls the 18th century metal work, decorative and practical, from noted Boston silversmiths.



2. BUILDING MASSING, HEIGHT AND STREET WALL APPROACH

Height

The tower is 725 feet to the roof of the last occupied floor from the Devonshire Street base elevation, with an additional 25 feet of mechanical equipment rooms and roof equipment. The podium setback roof is 300 feet above Devonshire Street, and the roof of The Office Solaria wing is 275 feet above Federal Street.



Massing

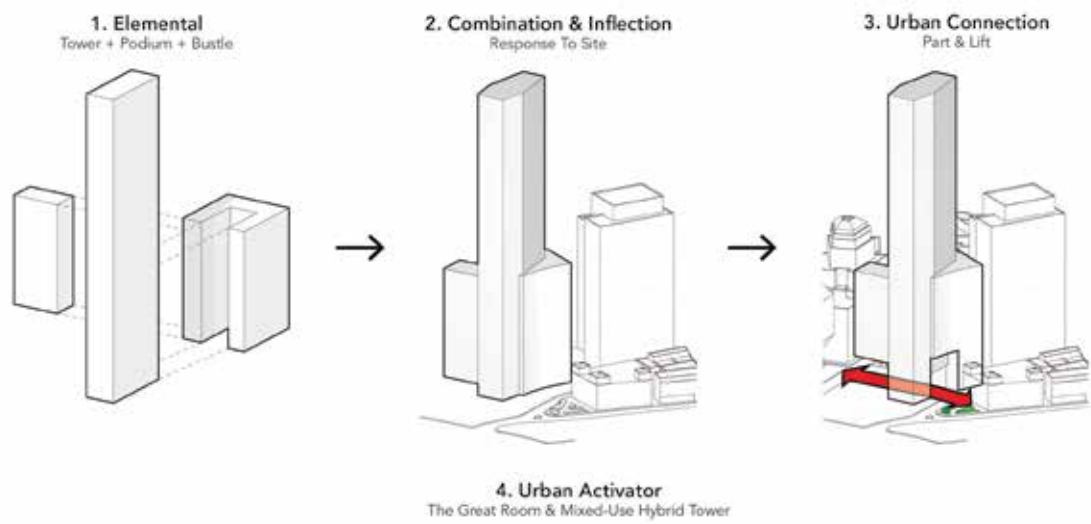
The Tower is “anchored” to the ground plane at the north end of the site, directly linking its strong vertical expression to the open space of Winthrop Square. This connection also reinforces the importance of the gateway threshold to The Great Hall. This classic compositional device of tower marking entry door can be traced to locally mid-19th century designs of H.H. Richardson and others.

The podium steps down from the 400-foot flanking office buildings, providing more daylight to the square while mediating the skewed geometry of 100 Summer Street and 101 Federal Street. The podium traces an arc that recreates the street continuity along the eastern side of the Square. The façade of the podium inverts the attenuated metal piers of the Tower: here the deepest facets are at the top, and the wall surface gently transitions to shallow pleats at the lowest office levels. Deep facets, coupled with exterior metal fins, are oriented northward to reduce solar heat gain at the office levels.

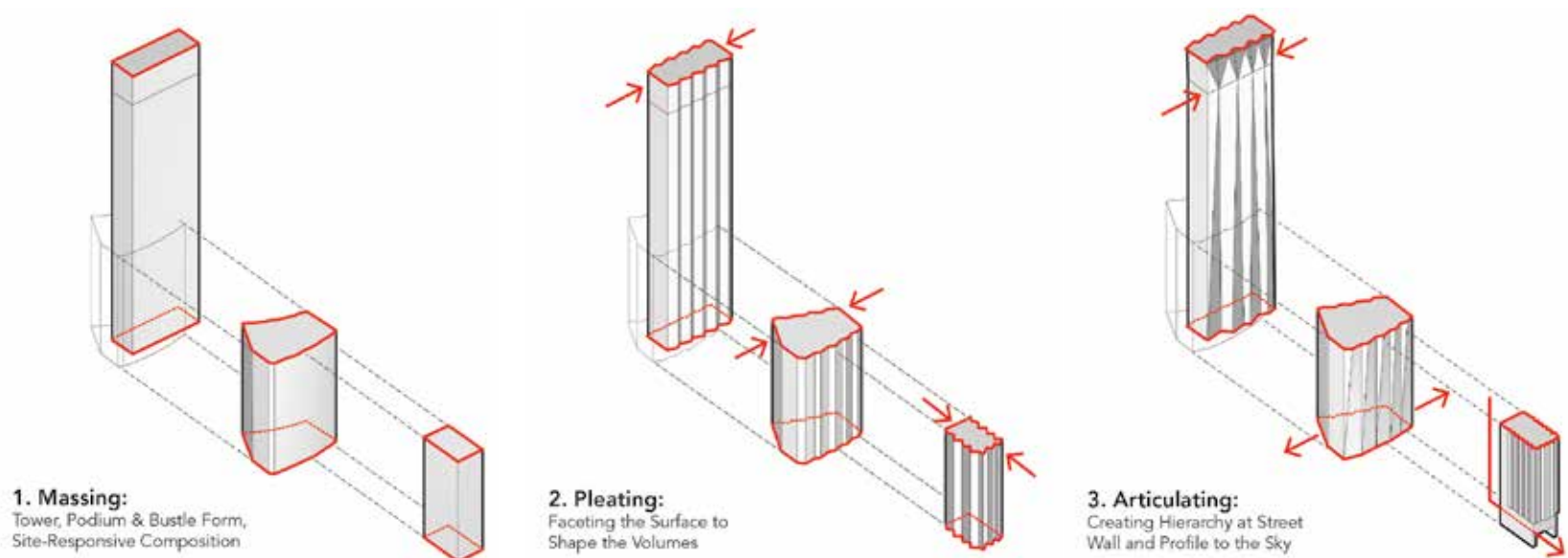
The Tower is subtly articulated in two components: the shaft of deep facets at the ground gently twists to a nearly continuous flat plane near the top. Vertical metal spandrels, triangular in plan, gently rotate as they ascend. These are paired with a series of vertical fins that terminate at different levels as they rise, suggestive of the dense metal armature giving way to the crystal within. Near the top, the planar surface twists open, revealing the vertical spandrels as metal fins. The entire form of the Tower – metal piers and glass planes – gently slopes inward on all sides, creating an “entasis” to accentuate its height.

URBAN FORM AND BUILDING MASSING

BUILDING MORPHOLOGY



BUILDING MASSING – THE PLEATED TOWER

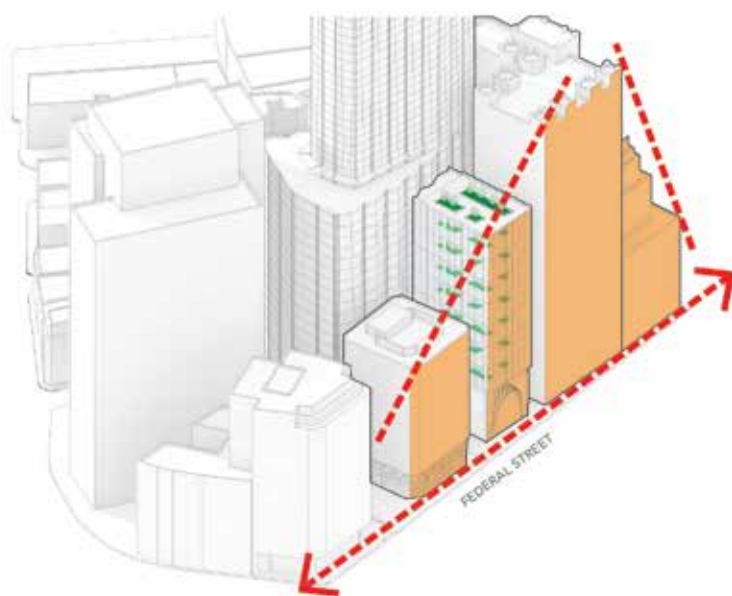


Street Wall Approach

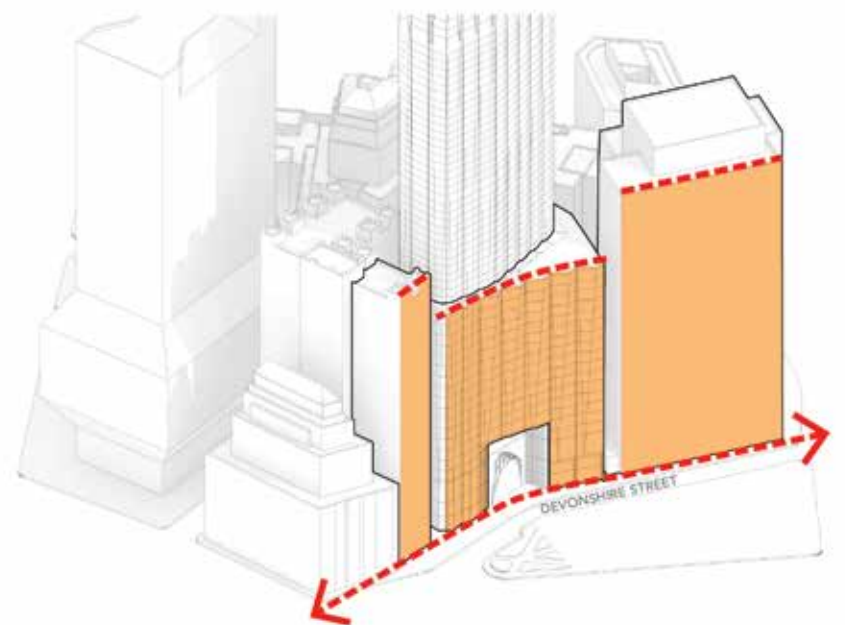
At Winthrop Square, the tower base and the podium storefronts re-establish the street wall. Both are gently angled in to the central feature of the arched canopy that marks the 40-foot wide entrance to The Great Hall, which is to be open much of the year. The pedestrian-scaled street walls wrap into and through The Great Hall, creating a continuous and active pedestrian promenade. The glass enclosure around the arch, and at the southern storefronts, is low-iron glass to minimize reflections and heighten the visual connection between indoor and outdoor spaces. Flanking either side of this entrance are metal panel piers shaped and creased in the attenuated triangular motif expressed throughout the building. Large storefront windows open to the sidewalk, while above these windows are partly screened to create a robust “proscenium” framing The Arch at The Great Hall. The southern storefronts are set back under the “fringe” of the podium façade and have several door openings connecting to the sidewalks. At the northern end of the site, a 25-foot opening on the northwest corner creates a gateway porte cochere for the residential entry. This separation allows both the articulated corner of 101 Federal to remain visible from Summer Street, and to maintain separation between the windows of the Tower from its neighbor. The apartment lobby doorways also open directly to the street.

At Federal Street, the façade is set back to provide additional sidewalk space appropriate for the large civic threshold into The Great Hall. This creates a safer sidewalk for the large numbers of people exiting out of the hall to the street, as well as makes room for a taxi drop-off or bus stop in front of this new downtown destination. For pedestrians traversing Franklin Street or walking south on Federal Street, this set back will retain a vista of the bolder corner design of this “Heroic” mid-century Modernist gem at 133 Federal Street.

Along Federal Court, the street wall will be primarily transparent glass, permitting pedestrians strolling through the re-paved mews-like space to see into the restaurants and The Great Hall. A canopied entrance marks the entry into the mid-point of The Great Hall.



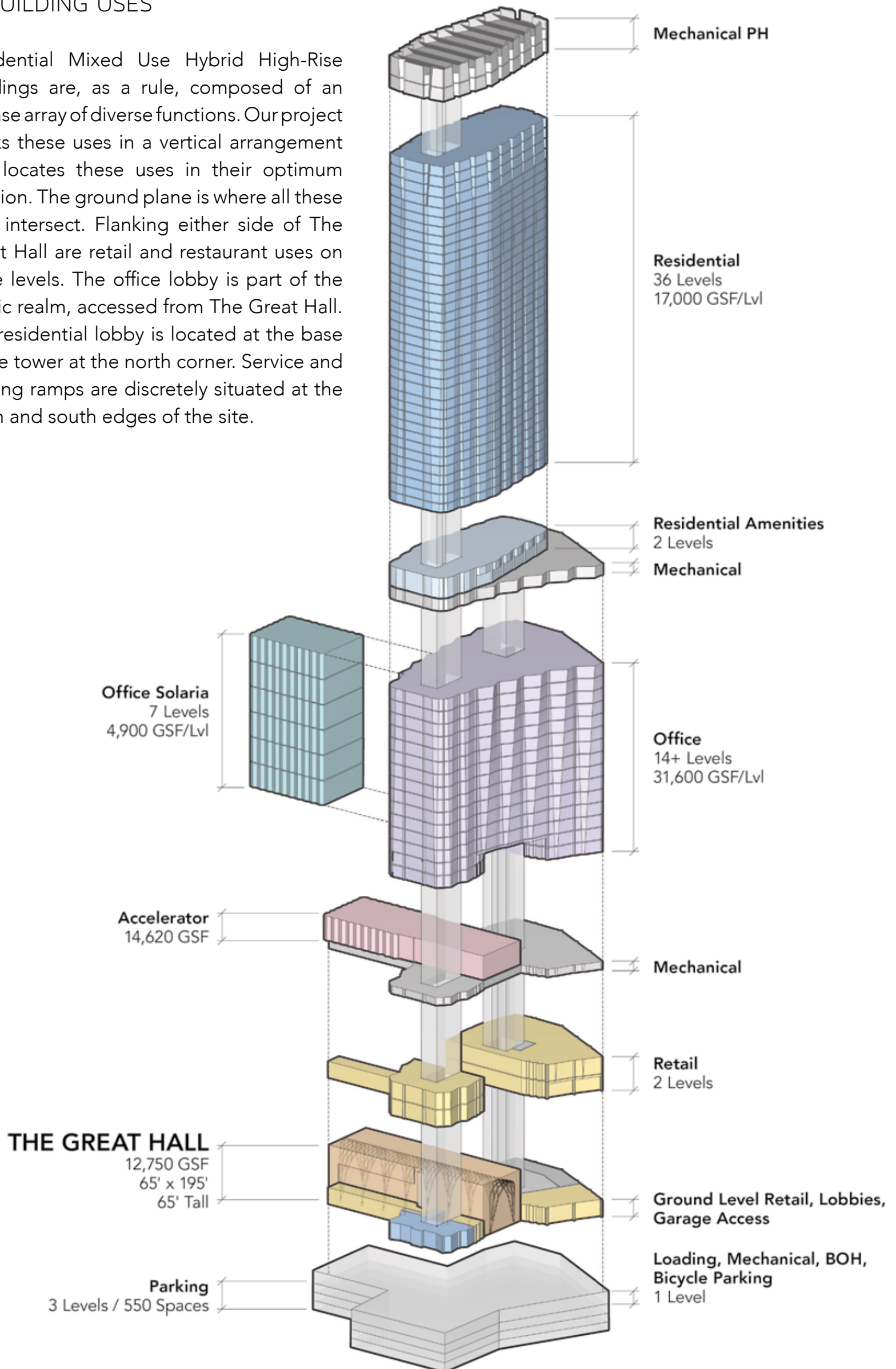
Federal Street:
Maintaining street wall while providing transitional height step



Winthrop Square:
Framing the Urban Room with site-responsive massing

3. BUILDING USES

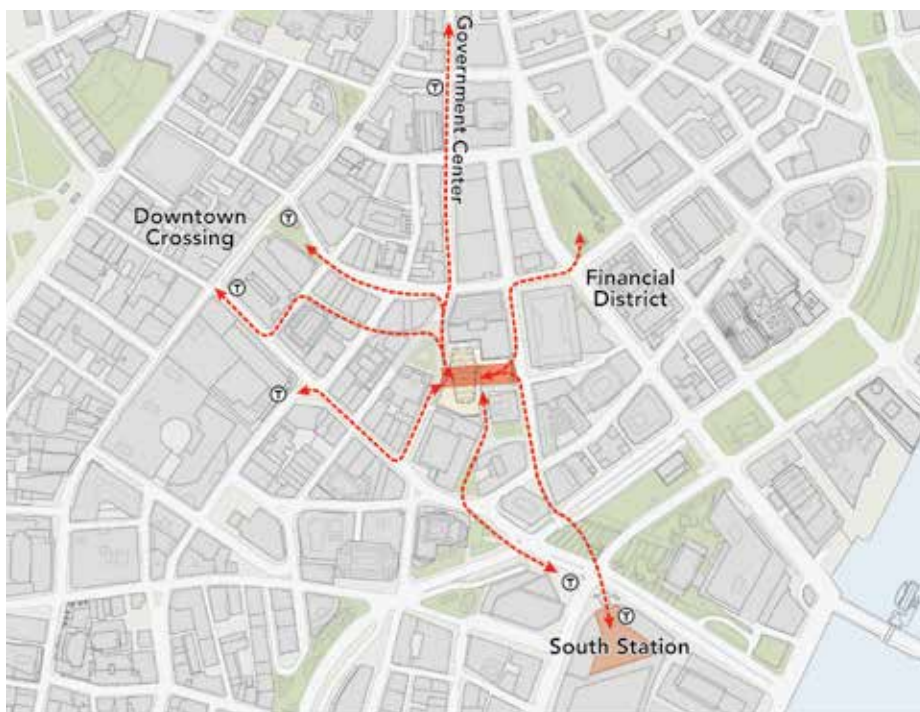
Residential Mixed Use Hybrid High-Rise buildings are, as a rule, composed of an intense array of diverse functions. Our project stacks these uses in a vertical arrangement that locates these uses in their optimum location. The ground plane is where all these uses intersect. Flanking either side of The Great Hall are retail and restaurant uses on three levels. The office lobby is part of the public realm, accessed from The Great Hall. The residential lobby is located at the base of the tower at the north corner. Service and parking ramps are discretely situated at the north and south edges of the site.



Upper levels of the podium contain the Accelerator, an organized business assistance program for entrepreneurs to help further establish Downtown Boston as a hub of innovation across industries and support functions, typical office floors and the interconnecting Office Solaria.

The mid-level mechanical equipment floor contains the HVAC and plumbing equipment for the podium office and retail spaces. This level also acts as the structural transfer floor for the high-rise sitting atop the podium. The residential amenity spaces (lounge, fitness room, etc.) open onto a planted roof terrace. The tower contains approximately 300 residential apartments ranging from 850 – 2,500 square feet plus penthouses, over 36 floors with several intervening mechanical transfer floors. Contained in a 25-foot high, multi-level stack at the top of the tower are mechanical equipment rooms, window washing equipment, and photovoltaic panel arrays.

4. SITE DESIGN, PEDESTRIAN AND VEHICULAR CIRCULATION AND CONNECTIVITY



Downtown "tesserae"

The site is located in the epicenter of three significant districts of downtown Boston: the resurgent creative commercial node of Downtown Crossing to the west; the primary transit gateway of South Station; and the vital Financial District to the east. Our program's new Great Hall, coupled with the creative Accelerator office space, will become a pedestrian attractor. In this way it is part of urban "tesserae" – or links – that reinforce and add multiple pathways between these major nodes of Downtown.



Urban "tesori"

Boston is blessed with iconic outdoor urban spaces: The Common, Copley Square, and The Fenway, among others. Downtown, important intimately-scaled spaces constitute part of the special texture of the Colonial-era city: Post Office Square, the soon-to-be-rebuilt Shoppers Park, the plaza dedicated for the Irish Famine Memorial and, between these, Winthrop Square. These are part of the city's urban "tesori" or "treasures." These are the memorable outdoor urban rooms of this district. In the summer, these

spaces are teeming with pedestrians, vendors, tourists, and workers on lunch break enjoying the sun and verdure.

The District Street Pattern

Boston's streets were established by cow paths, or so the story goes. In reality, the Colonial-era pattern was formed by geography: the circumferential pattern east of Beacon Hill traversing the grade around the hill, and the radial pathways connecting the intense commercial activity of the wharves to the upland merchant shops. A distinct pattern of east-west streets are bisected by Washington and Federal Streets, radiating from State Street southwards.



Our proposal envisions new streetscape treatments creating a living street and incorporating the 100 Summer Street Plaza into this network of pedestrian links, connecting Summer Street, the open terrace at 133 Federal, and The Great Hall. In this way, The Great Hall becomes part of a larger pattern of midblock pedestrian open space links.

Reconstituting Federal Street

The east side of the site along Federal Street poses a challenge: how to reconstitute the western street wall that has been missing for more than 40 years? Combined with the "negative space" created by the Bank of America building along half the block on the east side, the shape and character of the Federal Street façade has the potential to create some spatial order in an otherwise unresolved block. Our proposal resolves this problem with a detached vertical building form that mediates the height between 150-foot 133 Federal, the 390-foot 101 Federal Street tower, and the 240-foot 75 Federal building at the north end of the block facing on Franklin Street.



All the while, natural light is allowed into the existing office windows at 101 Federal. The resultant stepped massing completes the street wall while respecting the inherent morphology of the disparate buildings on the block.



Framing Urban Space

The site is bracketed by two 400-foot towers along Devonshire. Our Tower, gracefully inflected on its west face, creates vertical continuity between 100 Summer and 101 Federal. These tower faces roughly trace the contour of Winthrop Square, thus marking on the city scale this special location.



Completing the Urban Room of Winthrop Square

The Great Fire of 1872 remade much of this district. The straightening of several thoroughfares, the creation of Post Office Square, and the new Boston Herald Traveler newspaper building at Winthrop Square gave new shape and a Victorian-architectural veneer to the neighborhood. But the 20th century transformation of the Financial District has been at best indifferent to cogent urban space-making. At Winthrop Square, while the granite One Winthrop Square building still axially organizes the plaza landscape, shear

façades of the 400-foot office towers flank the east side with an uneasy counterpoint of 90-foot masonry loft buildings to the west. The office program in our project introduces an intermediate scale, gently bending to re-establish the Devonshire Street side of the Square, creating a setback for the tower, and giving definition to the stately One Winthrop Square Building. The inflection will draw the eye to the arched canopy threshold of The Great Hall.

5. STREETScape AND LANDSCAPING ELEMENTS

New buildings of this scale require a careful balance of respecting and building connections to the existing context while reimagining how the pedestrian realm – notably the landscape and street “furniture” – can create a new and forward-looking environment. Key to enhancing the pedestrian experience in this location will be the repaving of parts of Winthrop Square, Federal Court, and Milton Place. Prioritizing the pedestrian over vehicles can be done successfully in Boston; witness Downtown Crossing at Summer Street or the new Shoppers Park plaza plan. Our inspiration for this tactic is the plazas and streets in the Netherlands called *woonerf*, or “shared street.” Vehicles move through the space slowly and purposefully in an environment clearly prioritizing pedestrians. This strategy lets the exterior space and landscape of Winthrop Square extend seamlessly into The Great Hall and, in similar fashion, the 100 Summer Street Plaza paving reaches northward into Federal Court. This simple paving strategy unifies the block, making the inner portions clearly a pedestrian realm that share in controlled fashion the vehicles moving through it. The alleys and plaza become versatile in use; pedestrian strolling and shopping during the day, outdoor restaurant and café seating in the morning or evening, and after-hours service access in the evening.

New planting is proposed in discrete but key locations, and the plaza tree beds are reshaped with new seating borders. The ground-level landscape will expand upon Boston’s Complete Street guidelines including clear pedestrian, greenscape and frontage zones, scaled in a manner to robustly knit the pedestrian realm together. Paving materials will be high quality yet also allow for comfortable universal access. Planting and permeable paving will be included in strategic locations. Outdoor seating and lighting will be consonant with the contemporary character of the new building, while transforming Winthrop Square into a 21st century plaza and retaining its “classical” 19th century roots.

6. VEHICULAR ACCESS AND PARKING

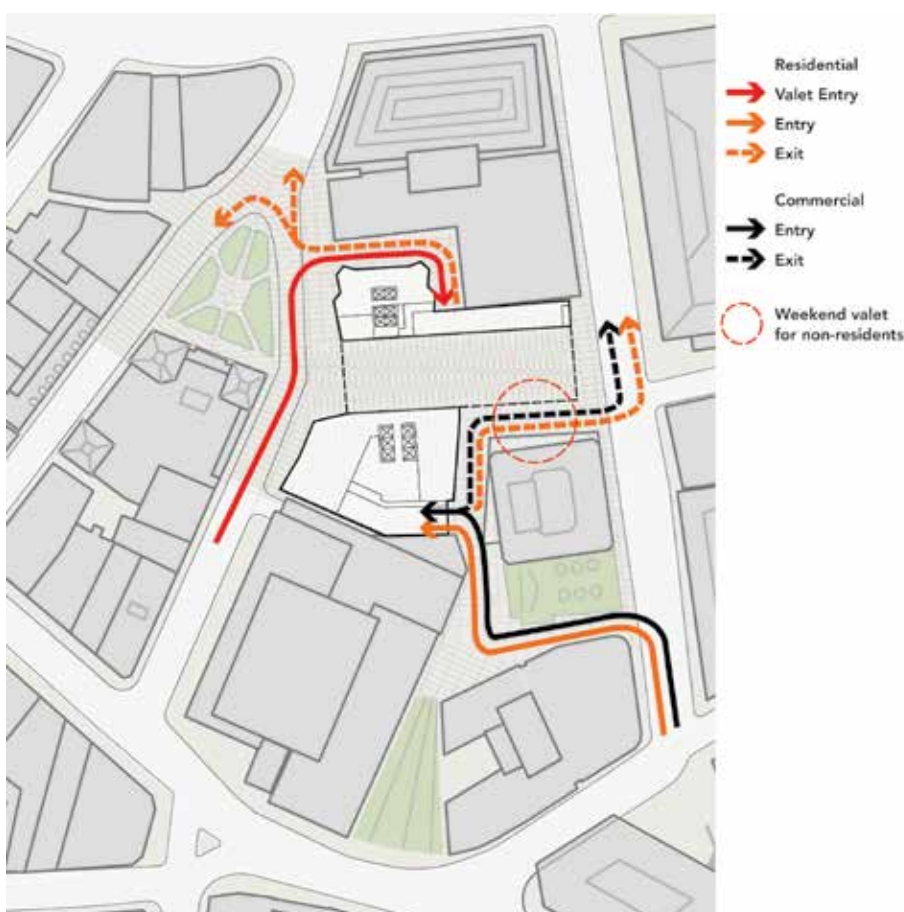
With the site’s close proximity to public transportation, shared vehicular and biking options, and its central location, the project will need less parking relative to other projects of its size.

Over the last 15 years, we have seen our retail, residential and office users in this neighborhood reflect the trend in other urban areas of becoming less dependent upon private vehicles for their mobility needs. Further, with the growing diversity of building uses in the Downtown and Downtown Crossing core, many more trips are accomplished on foot. The Roche Bros. grocery store experience in our recently renovated Burnham Building is most indicative of this trend, as patrons are visiting the store more frequently and buying less at a time while exclusively walking, biking, or using public transportation.

This development will require less private vehicular transportation through Transportation Demand Measures, including the promotion of public transportation, shared vehicle use, biking, walking and fostering a culture of reducing each person's carbon footprint.

The project will have as many bicycle parking spaces as the users require, plus showers for bike-to-work commuters. There will be spaces for shared car services. And with valet attendants onsite at all times, the garage will accommodate as many electric-powered vehicles as the users require, even as demand increases over time. There will be accommodations to increase bicycle parking in and around Winthrop Square, and the project will have its own bikes, locks and helmets for shared use among residents.

The overall project's parking capacity will be approximately 550 vehicles and is closely linked to the building's structural foundation requirements after taking into consideration the priorities of off-street loading, resiliency measures and the building's structural elements. Here, based on the underground conditions, and to optimize the geotechnical and structural design, we propose four levels below grade to secure the building directly to bedrock.



Access

Primary access for residential parking will be from Devonshire Street with a drop-off internal to the site at the residential entrance on the northern edge of the property. After the occupant drop-off, vehicles will proceed down an internal ramp not visible from the street or sidewalks and into the garage. Vehicle delivery will be handled in the reverse order and any queuing will be inside the garage and the site. Visitor parking for residents will be accommodated at the residential drop-off and pickup area onsite.

Access for commercial parkers in the property and all loading will occur off of Federal Court using a separate ramp and with the loading functions occurring on level B1 and the parking spaces located on

the lower levels. The commercial parking operations will be valet-assisted on each level and the garage will be outfitted with stackers.

Residential Parking Capacity

The garage will have residential parking for 300 vehicles for the expected 300 units of housing. It is expected that, similar to our experience at Millennium Tower, 20%

units will be purchased by residents without vehicles and 20% by residents who keep more than one vehicle onsite. Further, we expect the residential vehicles to be used less over time as our experience with our existing residential units indicates. Currently, in the three fully occupied residential condominiums that we developed in the area, an average of 230 of the 720 residential vehicles (32%) leave the garage on an average weekday. This is down by 12% since 2004, when 44% left in a smaller sample size.

Commercial Parking

Restricted parking for commercial users is anticipated to be 250 spaces and accessed from Federal Court in a shared onsite ramp with the truck loading dock similar to the layouts at our Ritz-Carlton and 10 St. James Avenue projects. We expect the vast majority of office users to use public transportation, walk, or bike to work, as is the case in our Burnham Building development.

Retail, Restaurant and Great Hall Parking

During weekday times, we expect users of the shopping, dining and Great Hall facilities to take public transportation, walk, bike or take a fee vehicle to the site. On evenings and weekends, we expect users may also drive to the site. In this case, we will work with Boston Transportation to designate a valet drop-off and pickup area on Federal Street, with the valets using the Federal Court access ramp to the garage.

Autonomous Vehicles and Reduced Parking Demand

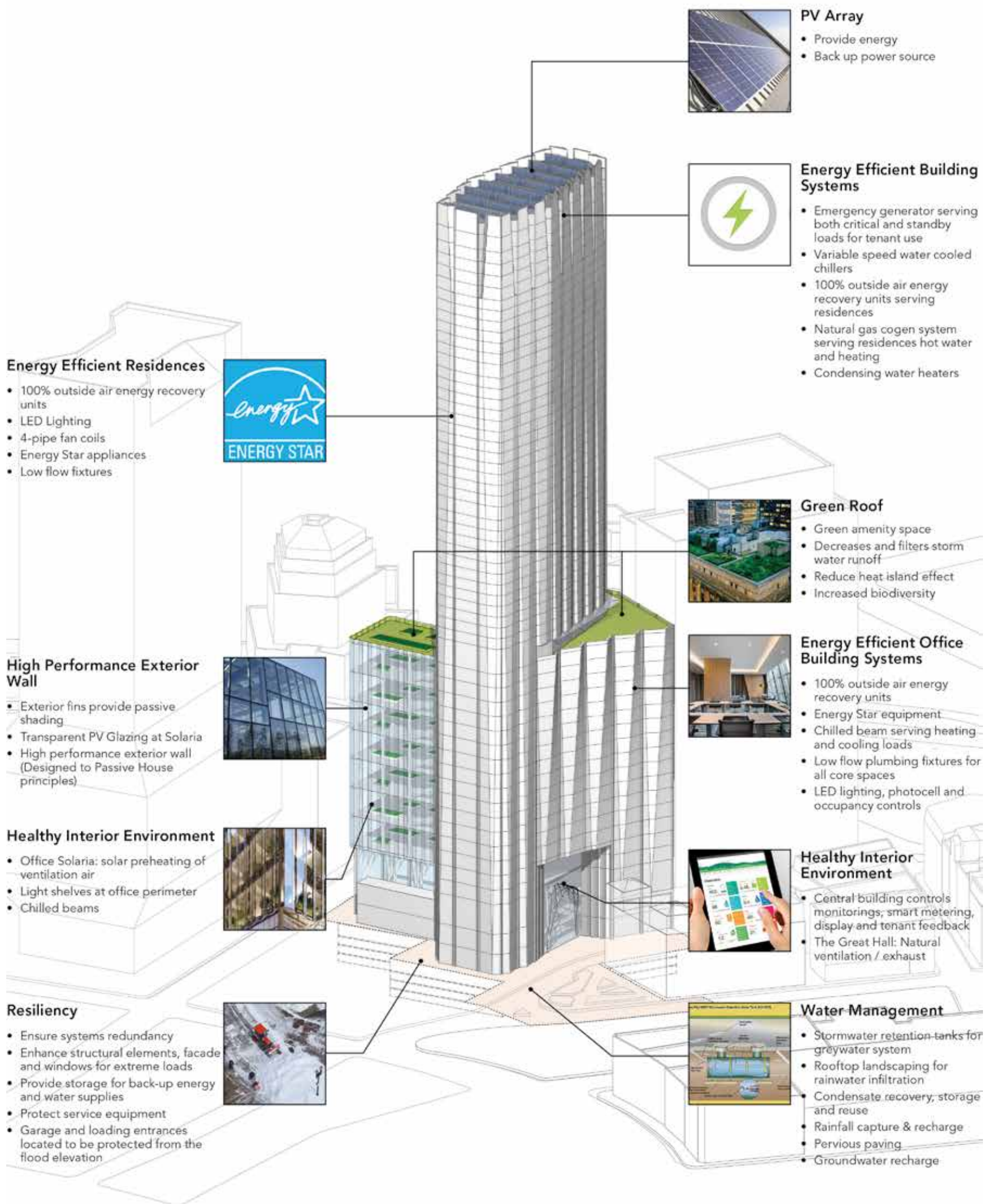
As autonomous driving vehicles become more prevalent, the ramp from the residential drop-off and pickup area to the car parking areas below grade will be able to safely accommodate new technology even as it evolves. Finally, as the demand for parking declines over the coming decades, the subsequent Condominium boards will be permitted to convert portions of the below-grade garage areas to storage for occupants of the building.

A comprehensive transportation analysis will be done as part of the Article 80 Environmental Review.

7. SUSTAINABLE DEVELOPMENT AND GREEN BUILDING

The Hybrid High-Rise is an ideal model for incorporating high-performance, energy efficient, sustainable design features. In targeting a significant portion of the project to meet Passive House standards – which is the most rigorous protocol for energy use reduction in the world – our goal is to set a new bar for market-rate, commercial building sustainable design performance. Buildings have a 50-100+ year immediate and

SUSTAINABLE DESIGN STRATEGIES

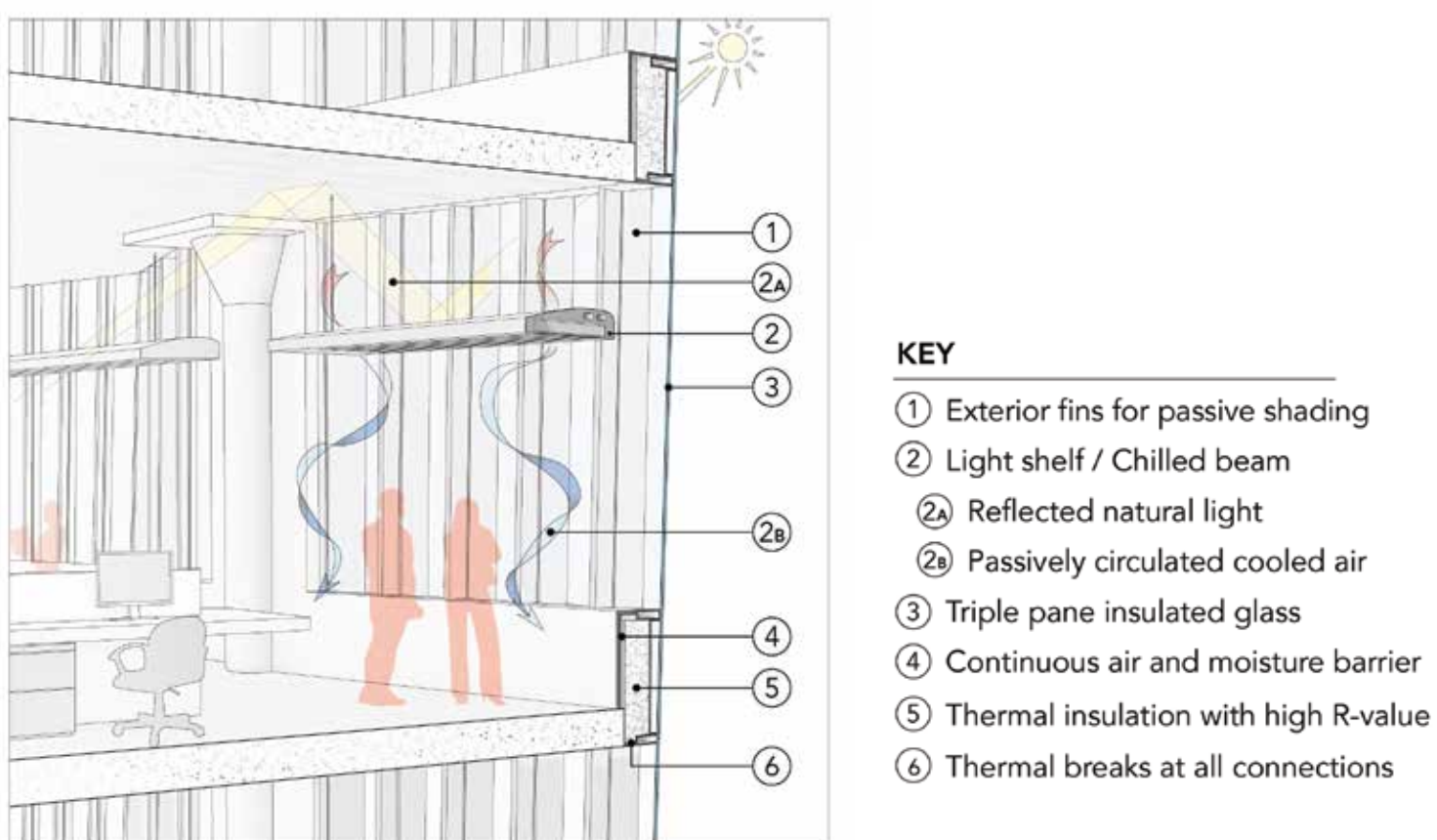


long-term impact on the environment. The most important component to get right from the outset is a robust exterior envelope. Meeting LEED Platinum will address many of the other important environmental impacts like water usage, recycling and renewable materials, and building operating procedures. But setting a very high standard for low energy consumption will have the largest impact over time. It is anticipated that, if successful in meeting these standards, the energy use reduction compared to a comparable commercial office building will be approximately 50-70%.

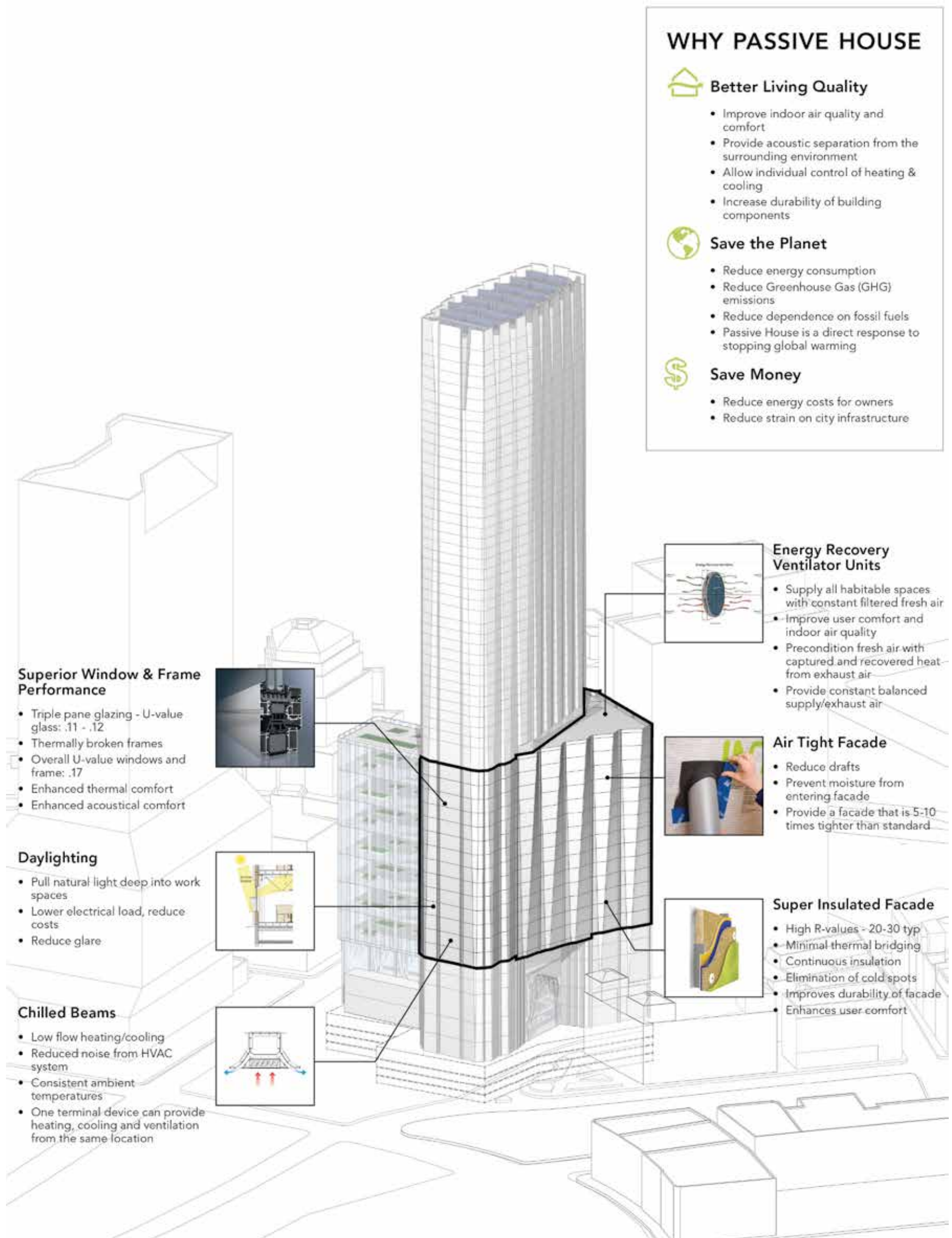
In addition to the “passive” high-performance exterior envelope, the various “active” systems are highlighted in the accompanying illustrations. For more detailed information about our sustainable design strategies, please see Chapter 4: Sustainable Development for the Future.

High Performance Envelope

To meet the high bar we are establishing for energy performance, especially in the office component of the project, the exterior envelope must meet rigorous standards for detailing and installation. Both solar heat gain and internal heat loss must be minimized while maximizing the reach of natural light into these deep floor plates. Our design envisions a robust, triple glazed window unit coupled with spandrel panel to obtain an average of R-30 on the exterior wall. East and west facing glass, where most heat gain can occur, is mitigated by deep exterior vertical shading fins. All connections between the exterior wall and the interior structure are thermally broken to minimize thermal bridging, and all panel joints gasketed and sealed to prevent air leakage. The perimeter chilled beams – an efficient system that locates the cooling medium at the location of possible heat gain – double as light shelves. These reflective surfaces bounce the sunlight off the ceiling deep into the office space, thereby lowering the daytime lighting demand.



PASSIVE HOUSE STRATEGIES



Elements of a high-performance building envelope include:

1. Comprehensive Design

All factors that affect the energy use and physical comfort of the building must be analyzed. High performance starts with a deep understanding of the building site climate and a common sense approach (i.e. thoughtful building orientation) combined with digital modeling and intensive energy analysis.

2. Minimize Energy Transfer Through the Façade

This is achieved through a highly insulated, airtight, thermally-isolated building envelope with high performing windows, typically triple glazed. At the same time, ensuring ample natural light to reduce lighting loads requires right-sized window openings. Combined with a tall and reflective ceiling, perimeter light shelves can reflect significant daylight deep into the floor plate. Shading, with passive elements like vertical or horizontal fins, reduces the heat gain on the outside surface of the glass. Actively shading systems on daylight timers also regulates heat gain and glare.

3. Controlled Assembly

A building's envelope is only as good as its weakest link. Assembling the façade in an off-site factory, usually in a unitized panel system, enhances quality control. This is especially important with regard to air and moisture barriers, where even a small leak can significantly impact the overall effectiveness of the envelope.

4. Human Wellbeing

The final test of high performance is conducted daily, by those who occupy the building. Natural lighting, well-tempered clear air, a great view, and physical comfort result in a healthy indoor environment.

8. OTHER ENVIRONMENTAL IMPACTS

See Chapter 5: Implementing the Vision for an outline of regulatory approvals Millennium Partners is prepared to undergo for 115 Winthrop Square.

GROUND FLOOR PLAN

Elements of a high-performance building envelope include:

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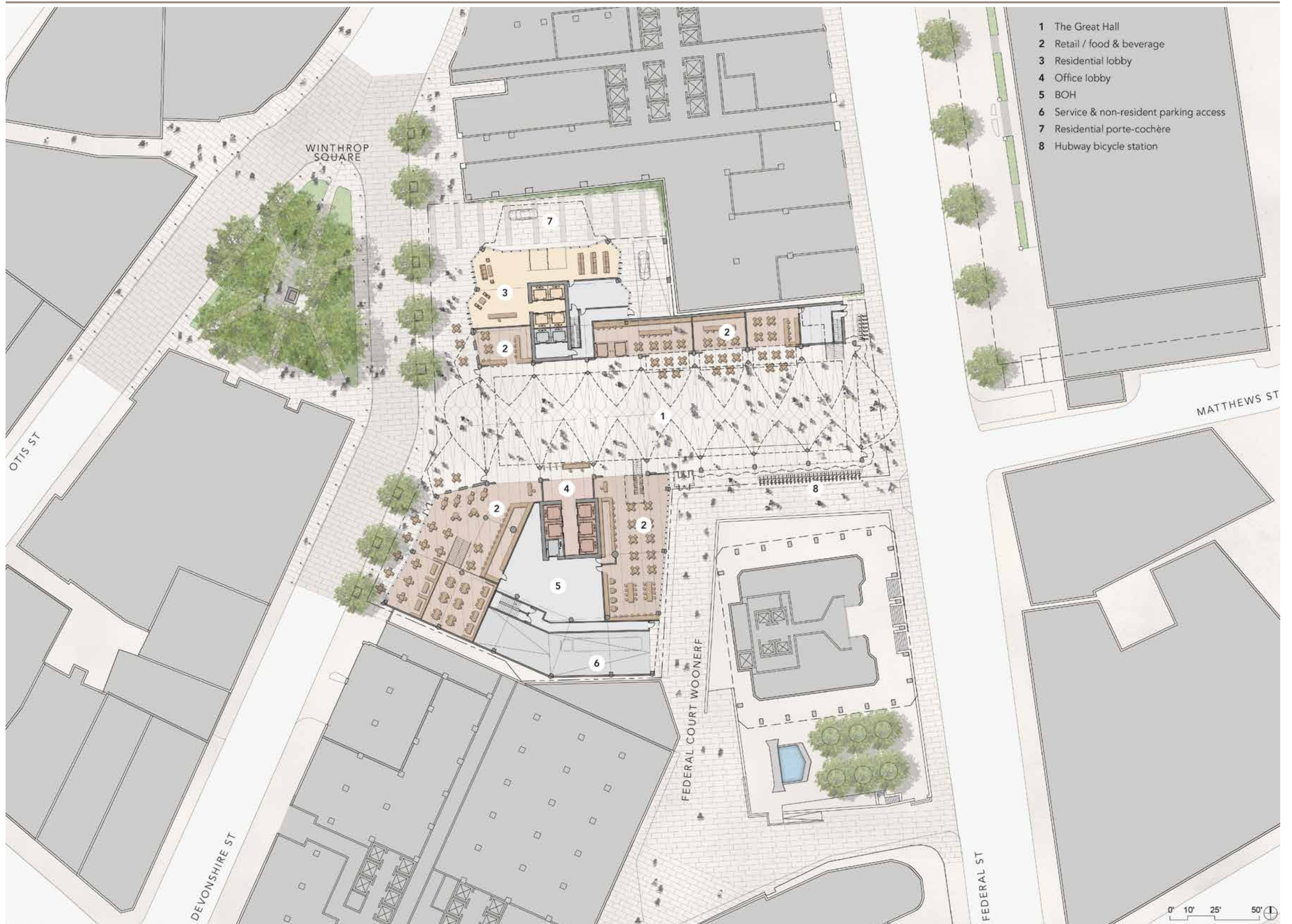
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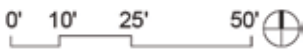
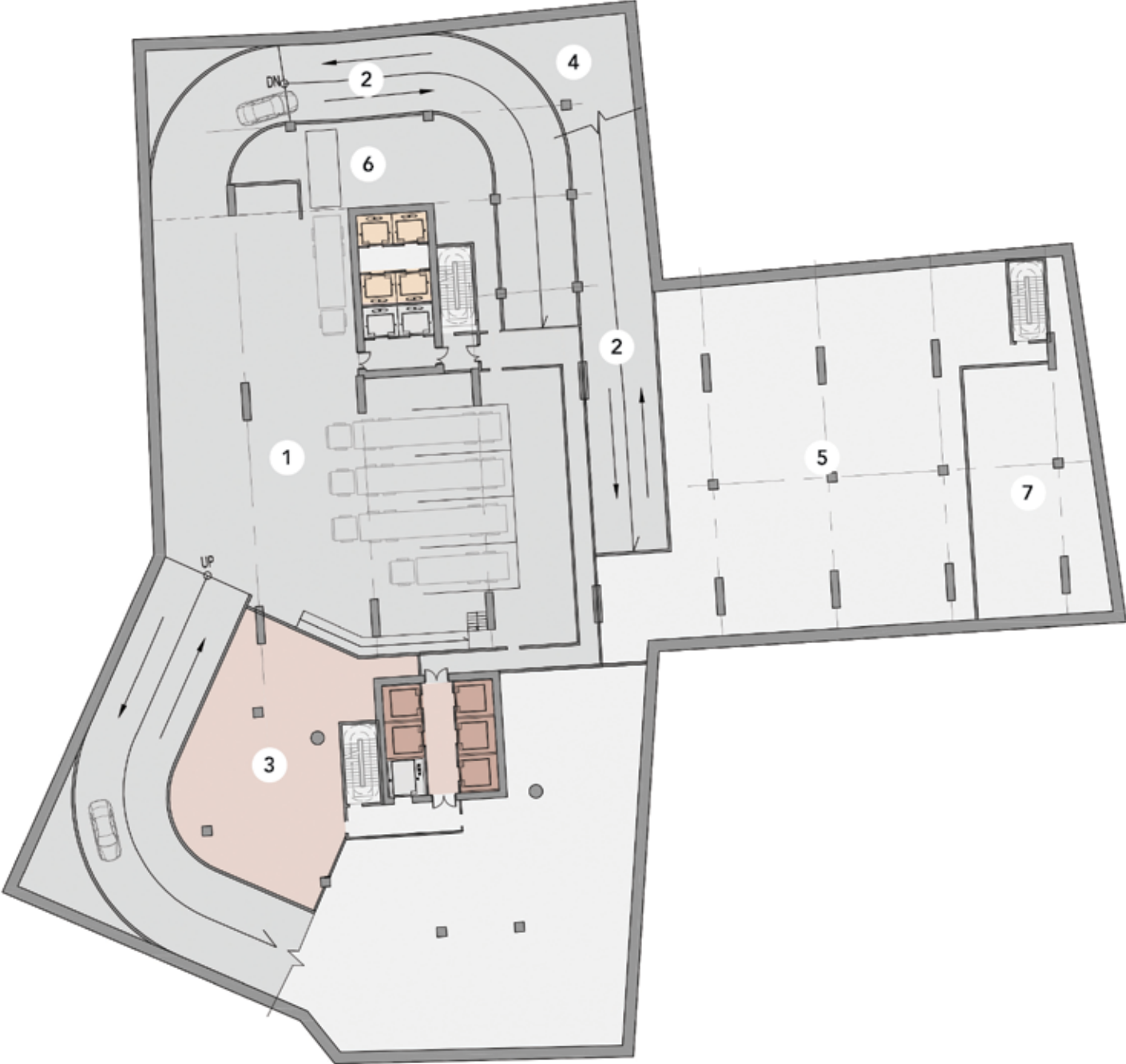
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GROUND FLOOR PLAN



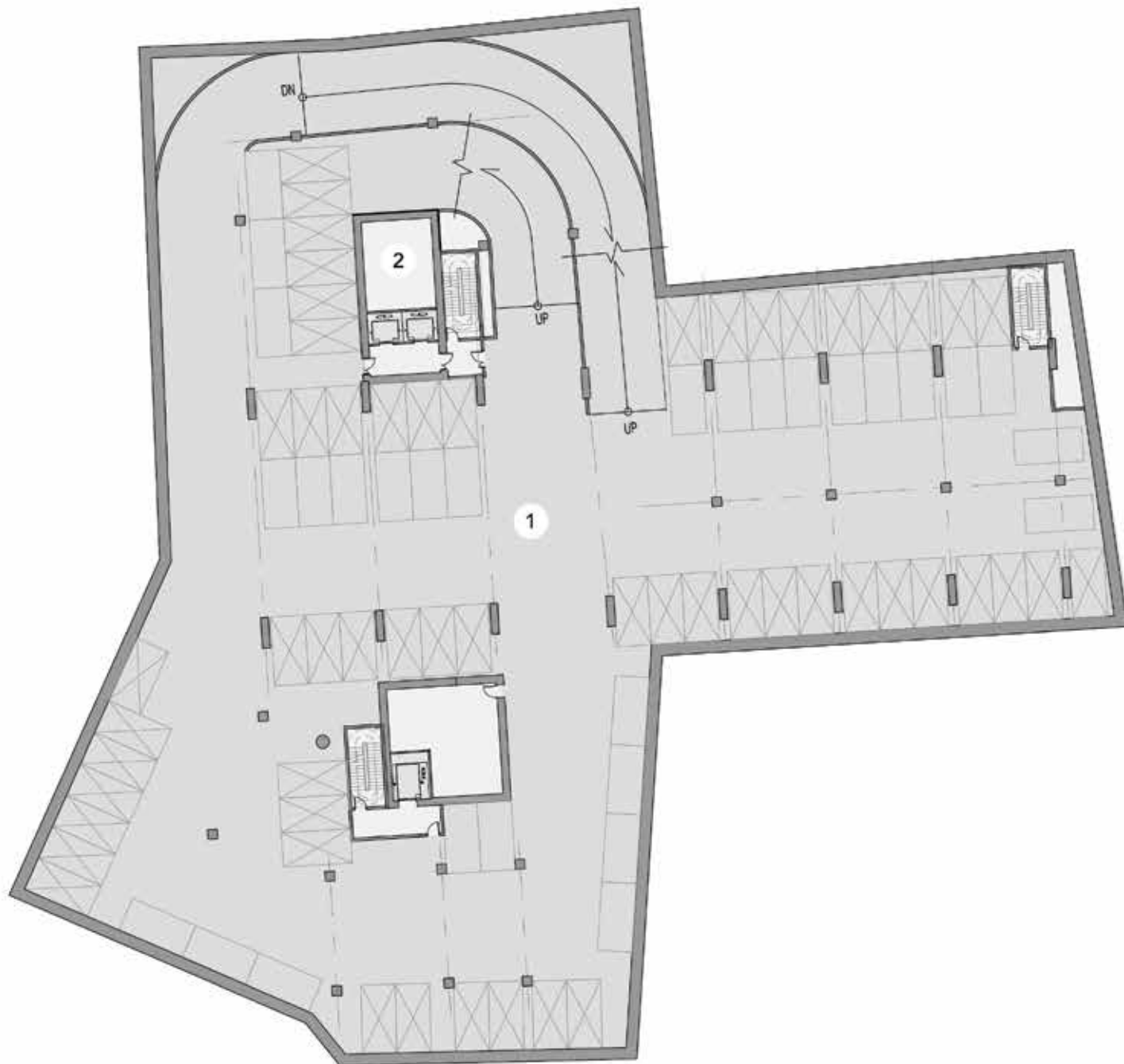
CELLAR 1 PLAN

- 1 Loading
- 2 Access to parking below
- 3 Office bicycle facilities
- 4 Residential bicycle facilities (on mezzanine)
- 5 BOH/MECH
- 6 Recycling
- 7 Utilities



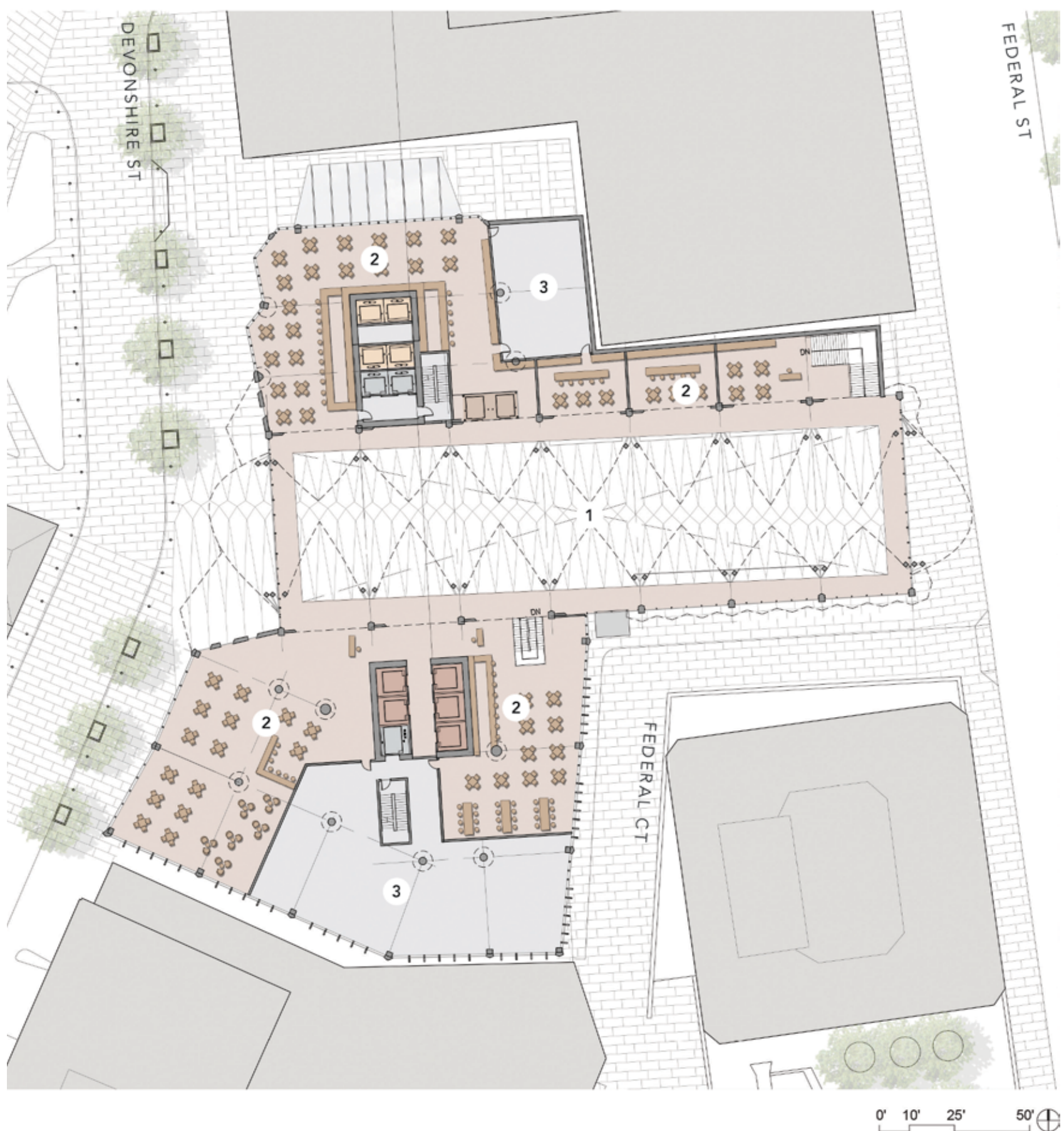
CELLAR 2 PLAN

- 1 Parking
(Residents, non-residents, car share,
electric)
- 2 BOH



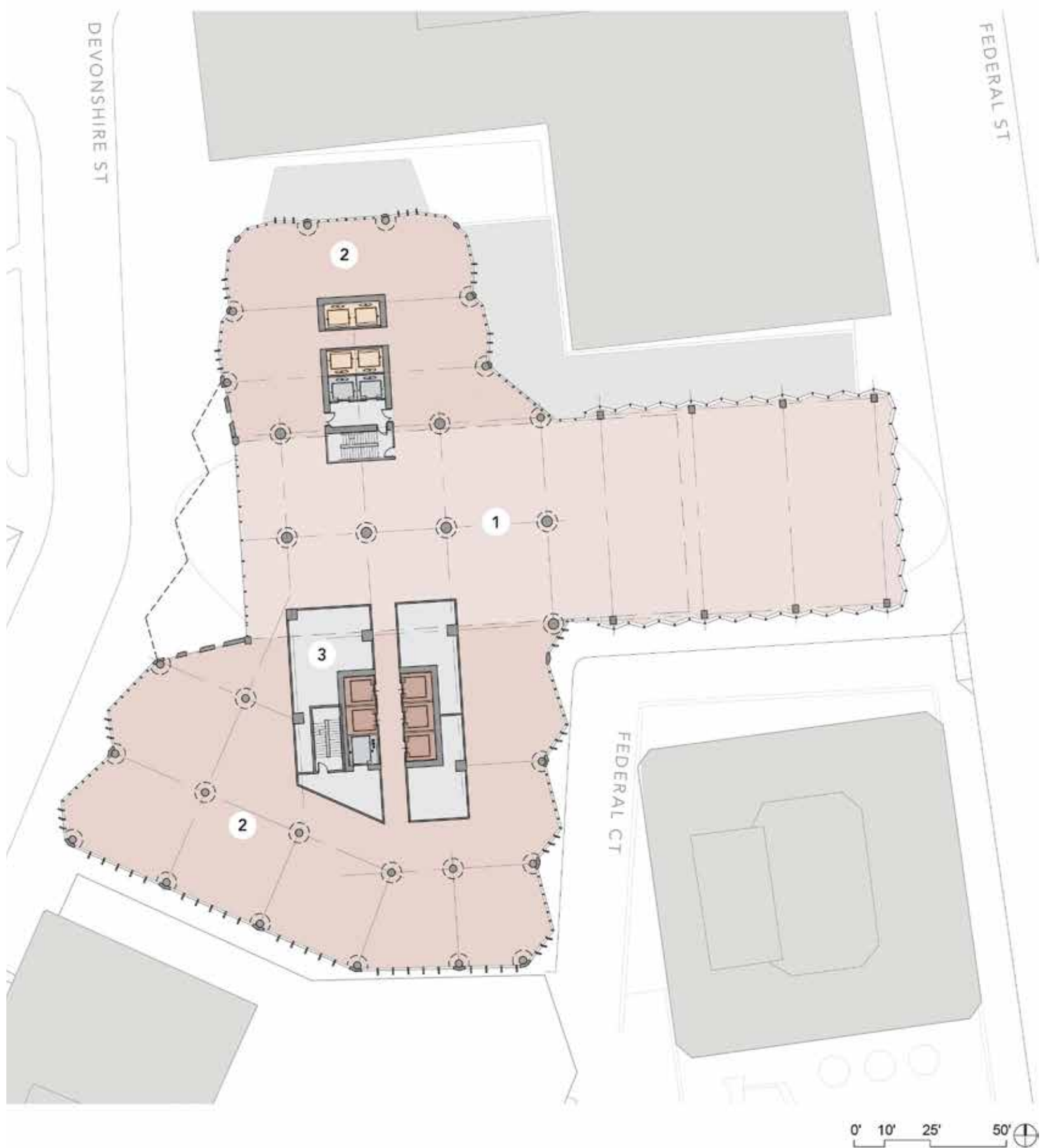
SECOND LEVEL PLAN

- 1 The Great Hall (Open to below)
- 2 Retail / food & beverage
- 3 Common food & beverage facilities



INCUBATOR PLAN

- 1 Accelerator
- 2 Office
- 3 BOH



TYPICAL OFFICE PLAN

- 1 Office
- 2 Office Solaria
- 3 BOH



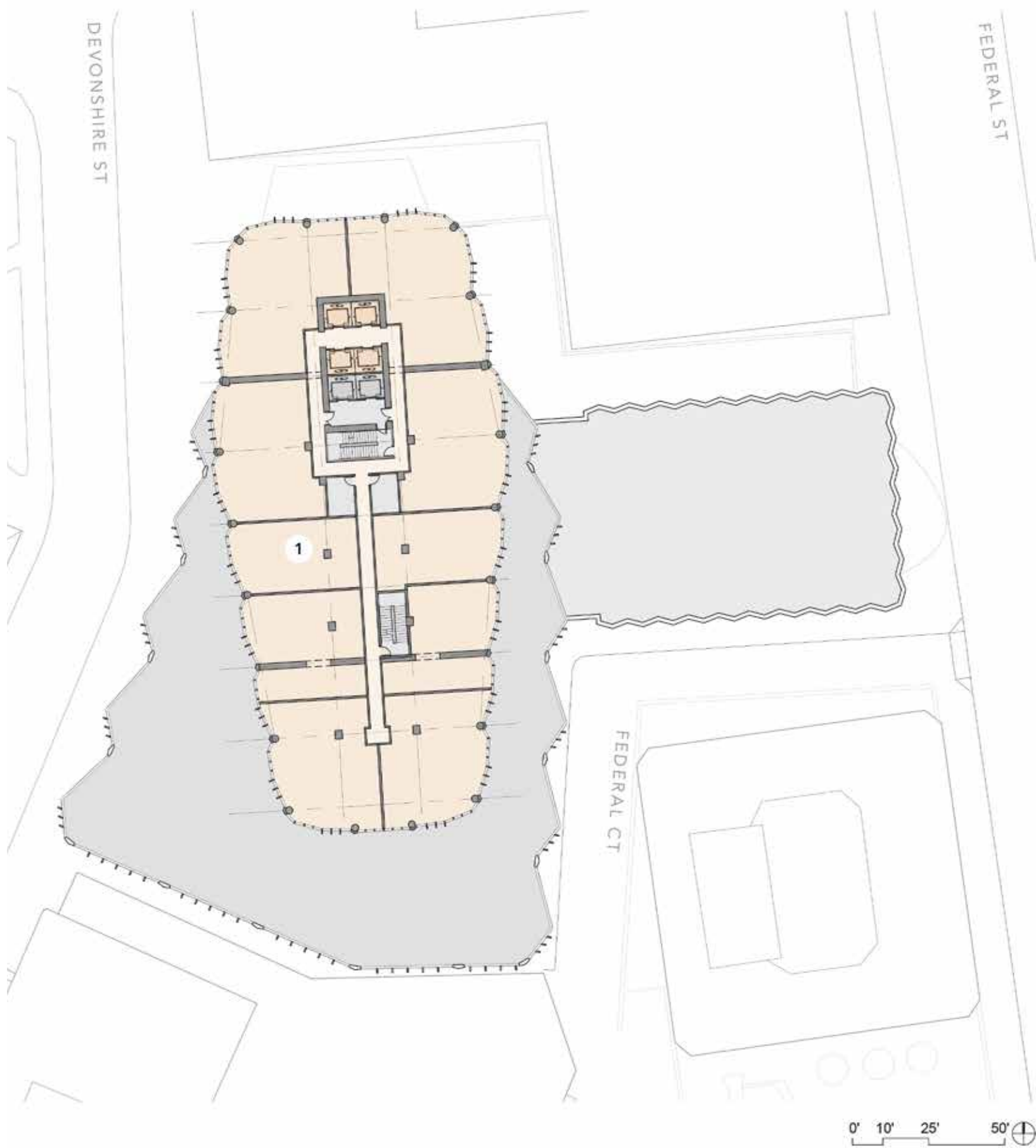
RESIDENTIAL CLUB PLAN

- 1 Residential Club
- 2 Roof terrace for residences
- 3 Roof terrace for office

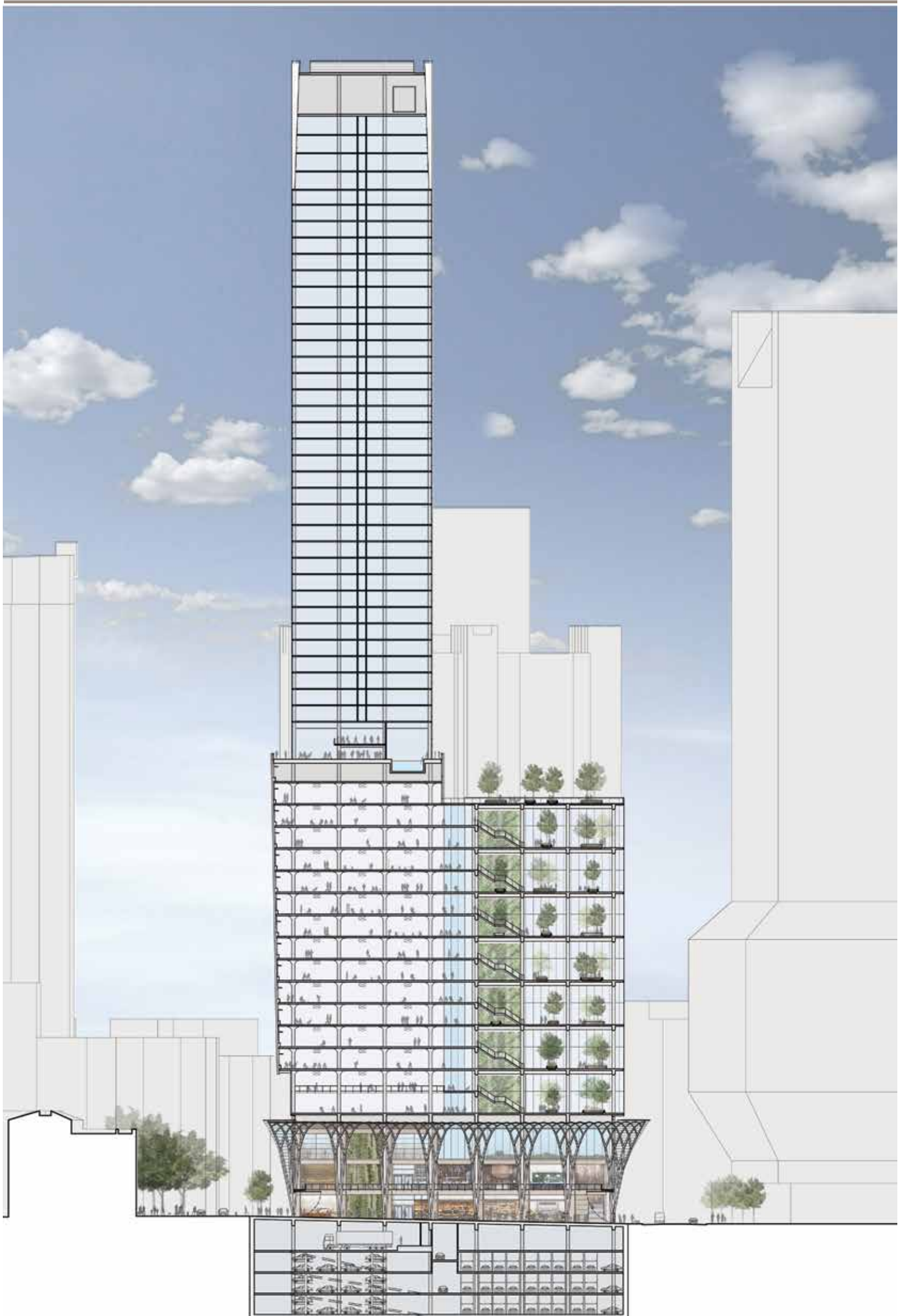


TYPICAL RESIDENTIAL PLAN

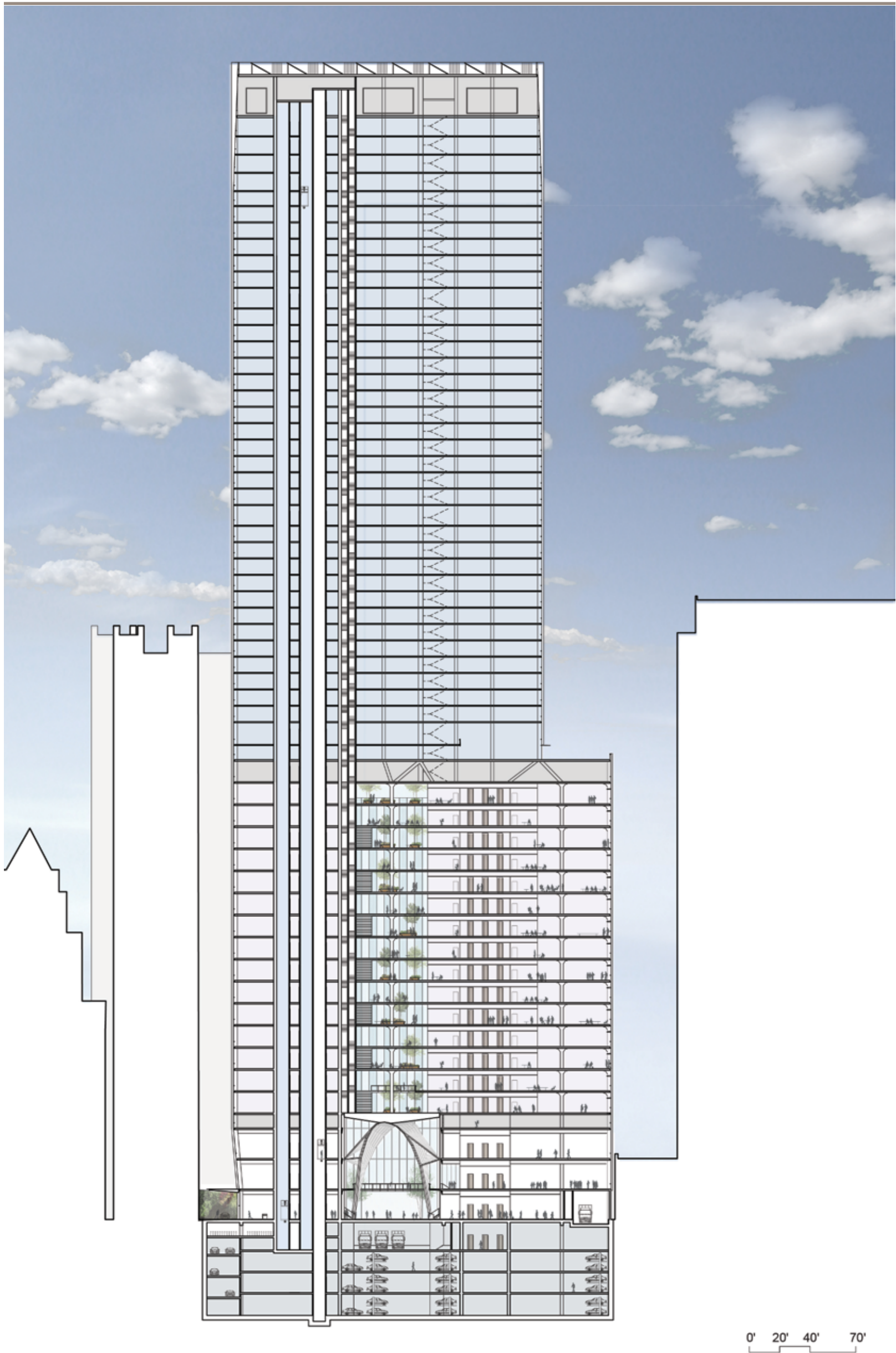
1 Residences



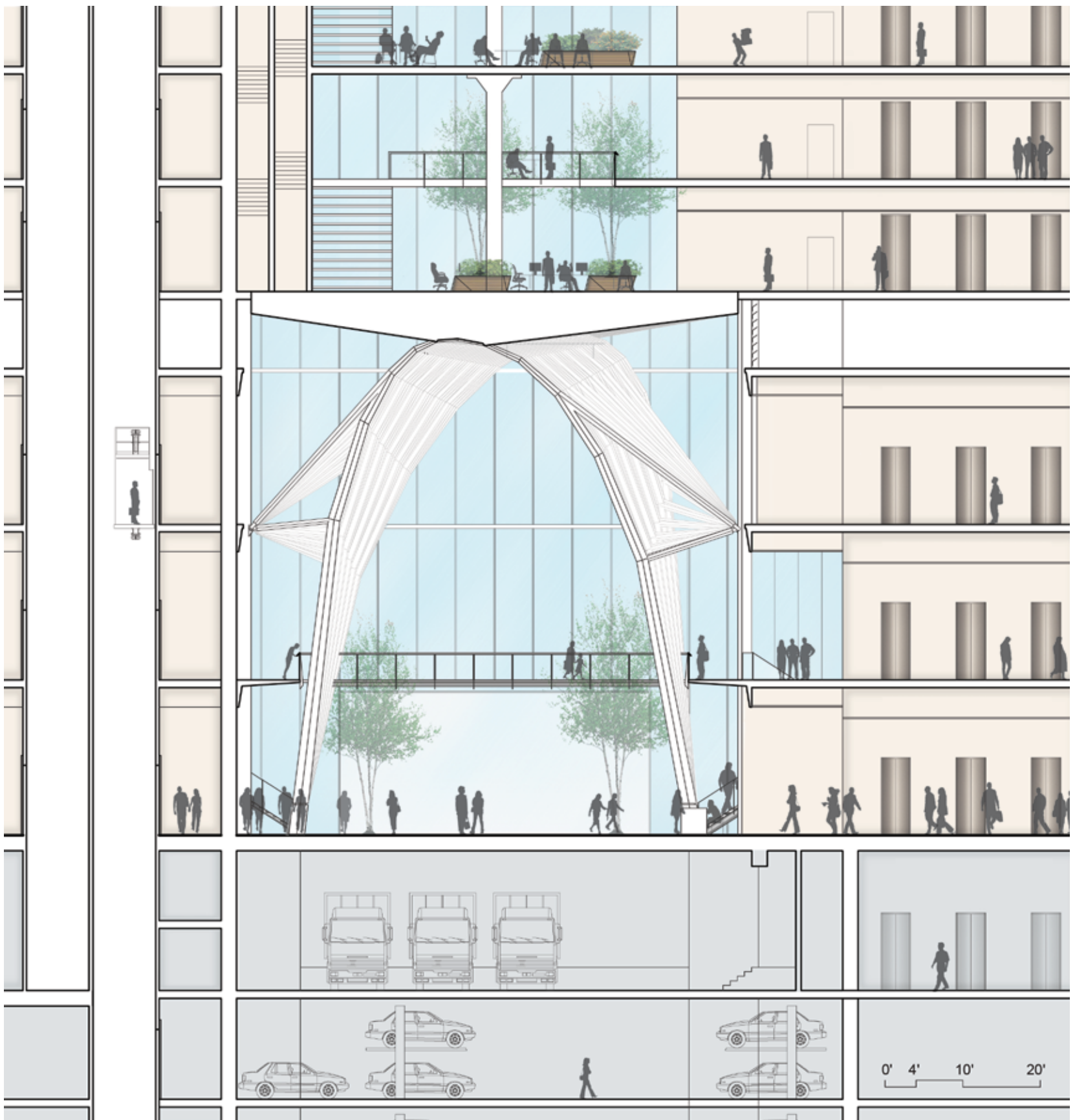
CROSS SECTION LOOKING NORTH



CROSS SECTION LOOKING EAST



ENLARGED SECTION OF THE GREAT HALL 02



WEST ELEVATION



EAST ELEVATION



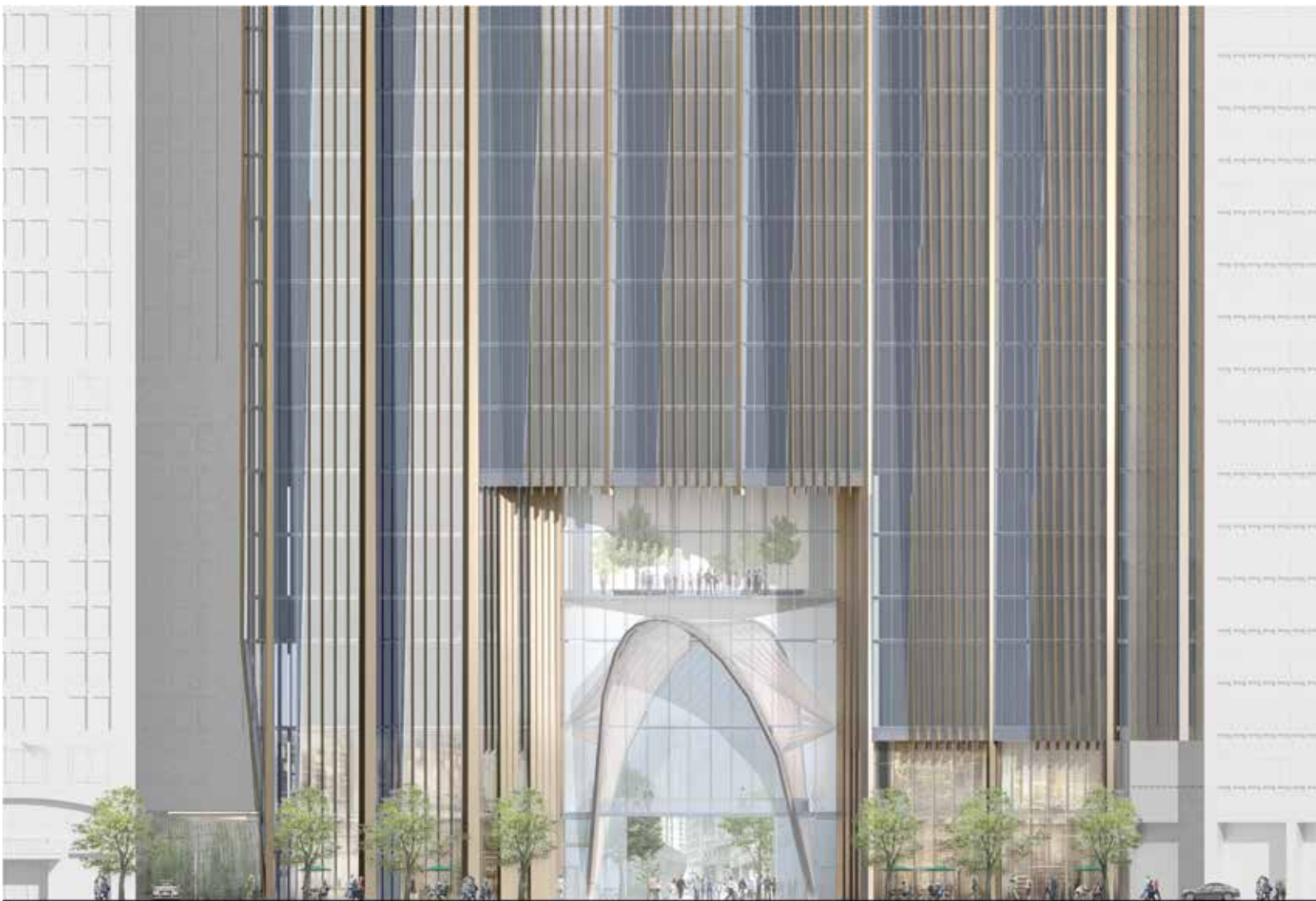
SOUTH ELEVATION



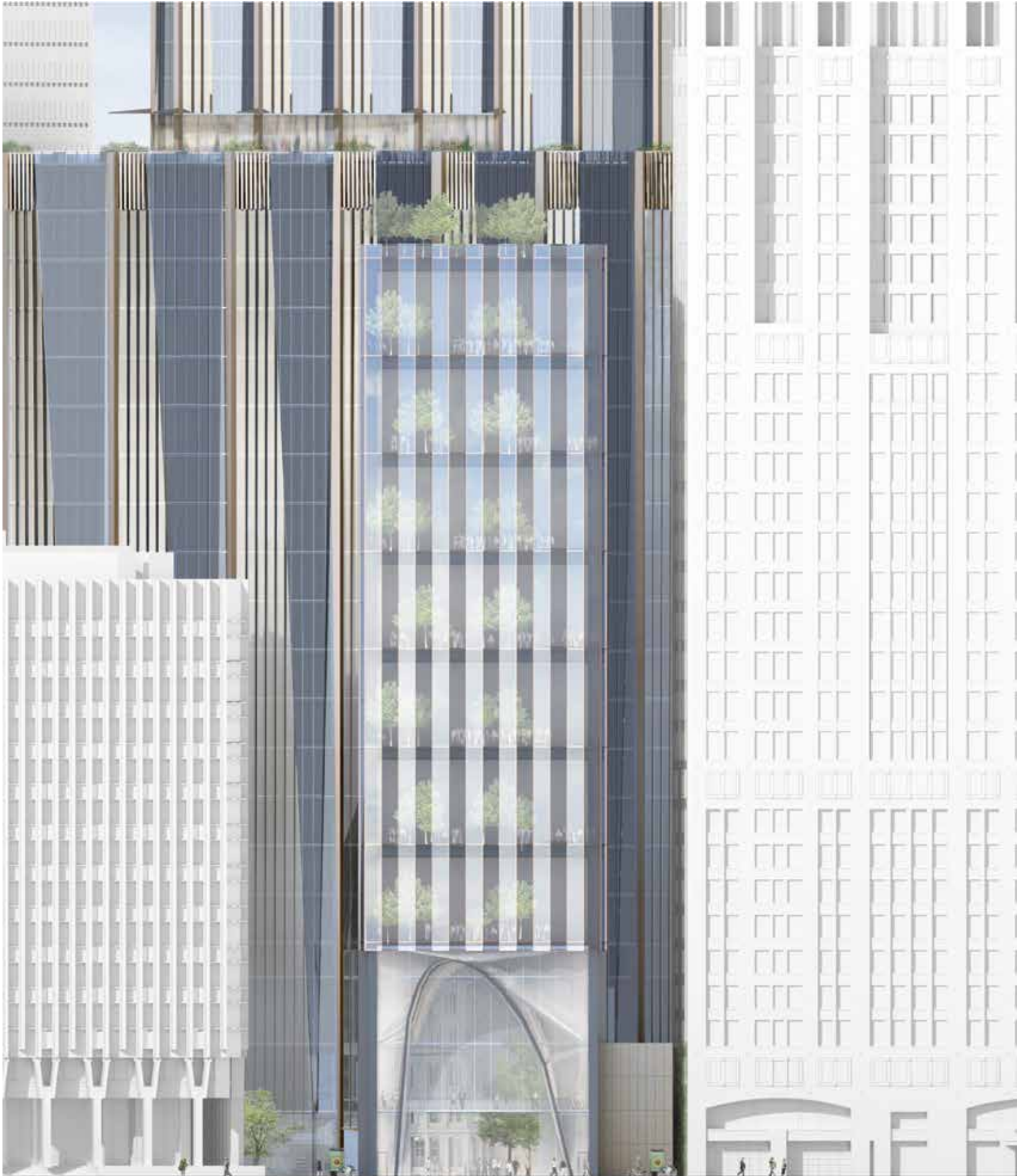
NORTH ELEVATION

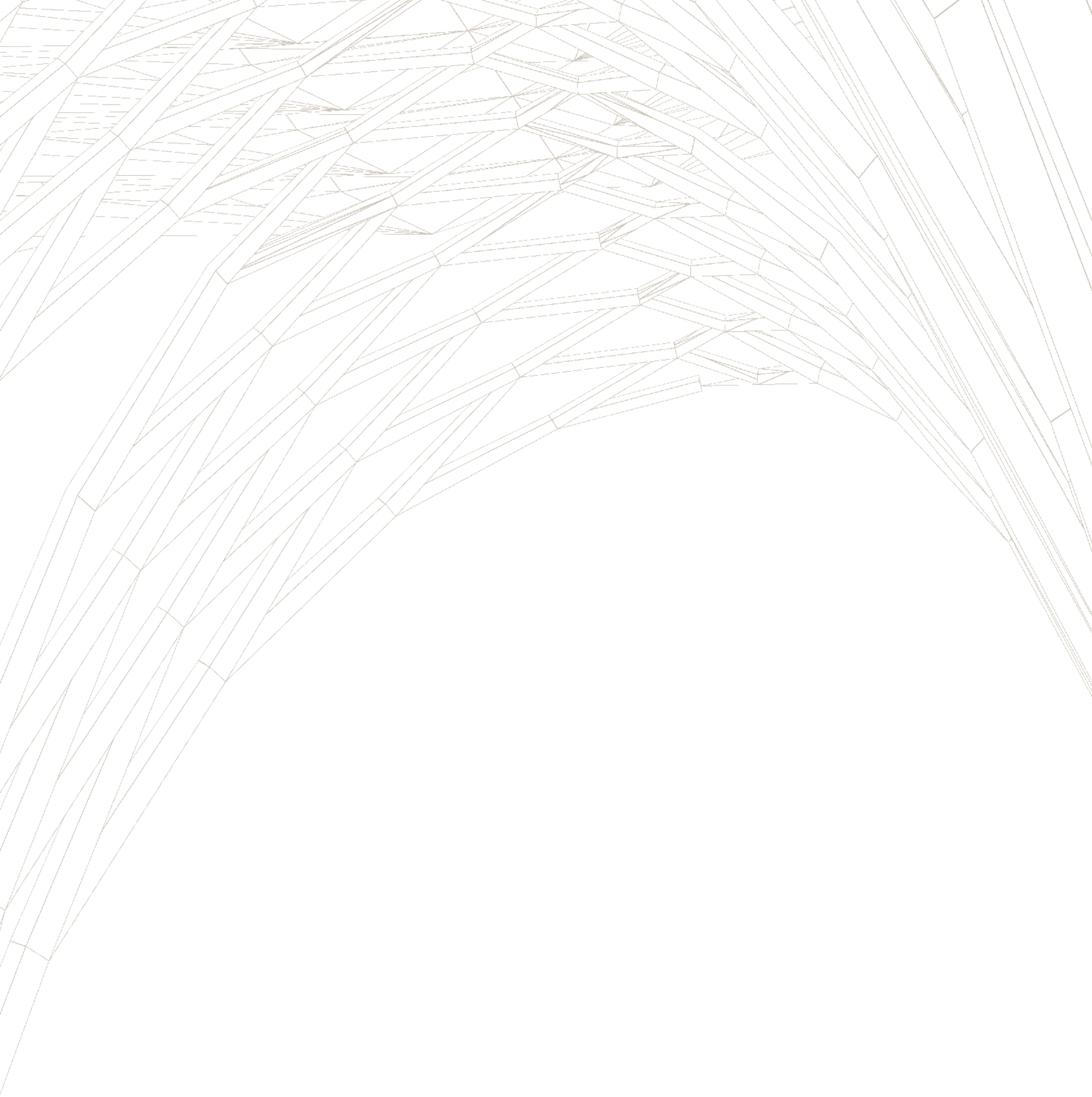


ELEVATION ENLARGED DEVONSHIRE



ELEVATION ENLARGED FEDERAL





Innovative
Economic
Development
Strategy

INNOVATIVE ECONOMIC DEVELOPMENT STRATEGY

A bustling Public Realm that serves all Bostonians and attracts business and investment is only the beginning. Innovative economic development strategies for 115 Winthrop Square's components must play essential roles in the overall vision.

ADD THEN MULTIPLY

Millennium Partners' projects are never about a single building. They are always about looking beyond the property line. Whether we are bringing energy and vitality to a struggling district or adding elements to enhance the larger fabric of a community, we are always working with public officials and our neighbors to ensure the benefit of our investment is broadly shared and enjoyed.

The street energy on Tremont after a movie premiere...the flurry of pedestrians on Washington after a sold-out show at the Opera House...the methodical renaissance of the Ladder District...the retail and office occupancy increase in Downtown Crossing and the hundreds of people working at Primark and Roche Bros. These are all examples of how the economic benefits of our Ritz-Carlton Towers, Millennium Place, Millennium Tower and Burnham Building projects multiply.

Our proposal for 115 Winthrop Square will, in consultation with the public, apply the same goals, only on a larger scale.



THE GREAT HALL: DELIVERING GREAT ECONOMIC IMPACT

In addition to special events, performances and exhibits, The Great Hall will feature a one-of-a-kind urban dining experience located on the third and second floors, cascading to the ground floor. Included will be a thoughtful, well-rounded selection of public restaurants at various price points to create 18-hour-a-day vibrancy. The Financial District will become a destination with buzzing street activity into the evenings and on weekends, much as our movie theater did on a long disregarded corner of Boston Common.

On The Great Hall's ground floor, we will work with the local culinary community and the City of Boston to identify local purveyors and victuals who may not have the capital required to open a retail storefront but desire a location to interact with customers and sell their goods. Our team will work with these retail entrepreneurs to structure revenue-sharing arrangements so they can keep their fixed operating costs to a minimum, perfect their trade and focus on growing their small business.

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THE ACCELERATOR: KEEPING INNOVATION IN BOSTON

Innovative startups and other small businesses have been responsible for the majority of net job growth in the Boston area over the past two decades. Yet potential startups often face roadblocks when confronted with the challenges of finding physical workspace, additional capital, resources, and mentorship. Boston leads the country in early-stage startup formation, but many innovative startup technology companies that began in Boston decamp for other regions to be closer to capital, customers, suppliers and partners. One primary goal of Millennium Partners' response to the 115 Winthrop Square RFP is to help break down those barriers that drive embryonic startups to other cities. We want this economic development and growth potential to be nurtured and realized *locally*.

Millennium proposes dedicating 14,620 square feet on the second floor to an accelerator in partnership with the City of Boston with the goal of supporting the development, growth and maturation of Boston-based startups. Accelerators serve as organized business assistance programs for entrepreneurs. And at this particular location, the necessary structure, mentorship and capital that these burgeoning businesses need to "accelerate" their growth are already in place.

Accelerators typically provide services to their companies in the following areas: marketing, legal, technology infrastructure, human resources, recruiting, access to capital, access to potential customers, educational events, pilot days, demo days, and more. The goal of the accelerator is to provide these services to help increase a startup's likelihood of success. After graduating, the startup matriculates to the broader local economy with a tested concept and the functional skills required to grow and hire more people. The 115 Winthrop Square accelerator will complement GE's proposed nearby innovation center and help further establish downtown as a hub of innovation across industries.



Boston has strong traditions in many subsectors of innovation including e-commerce, financial services and enterprise software. Any of these categories could serve as an industry-specific initial focus for the accelerator. If selected, Millennium will partner with the City of Boston and other private entities to identify specific areas of focus and programming to refine the accelerator as a driver of economic activity.

Millennium has direct and relevant experience creating accelerators. We seeded and sponsored MetaProp NYC, which has quickly become the leading real estate technology accelerator in the United States. To date, thanks in large part to Millennium's support, MetaProp NYC has funded 12 early stage real estate technology companies and provided valuable mentorship, exposure, and resources to these companies, becoming the global hub for the burgeoning real estate technology community. Millennium understands the accelerator model and knows what makes an accelerator successful.

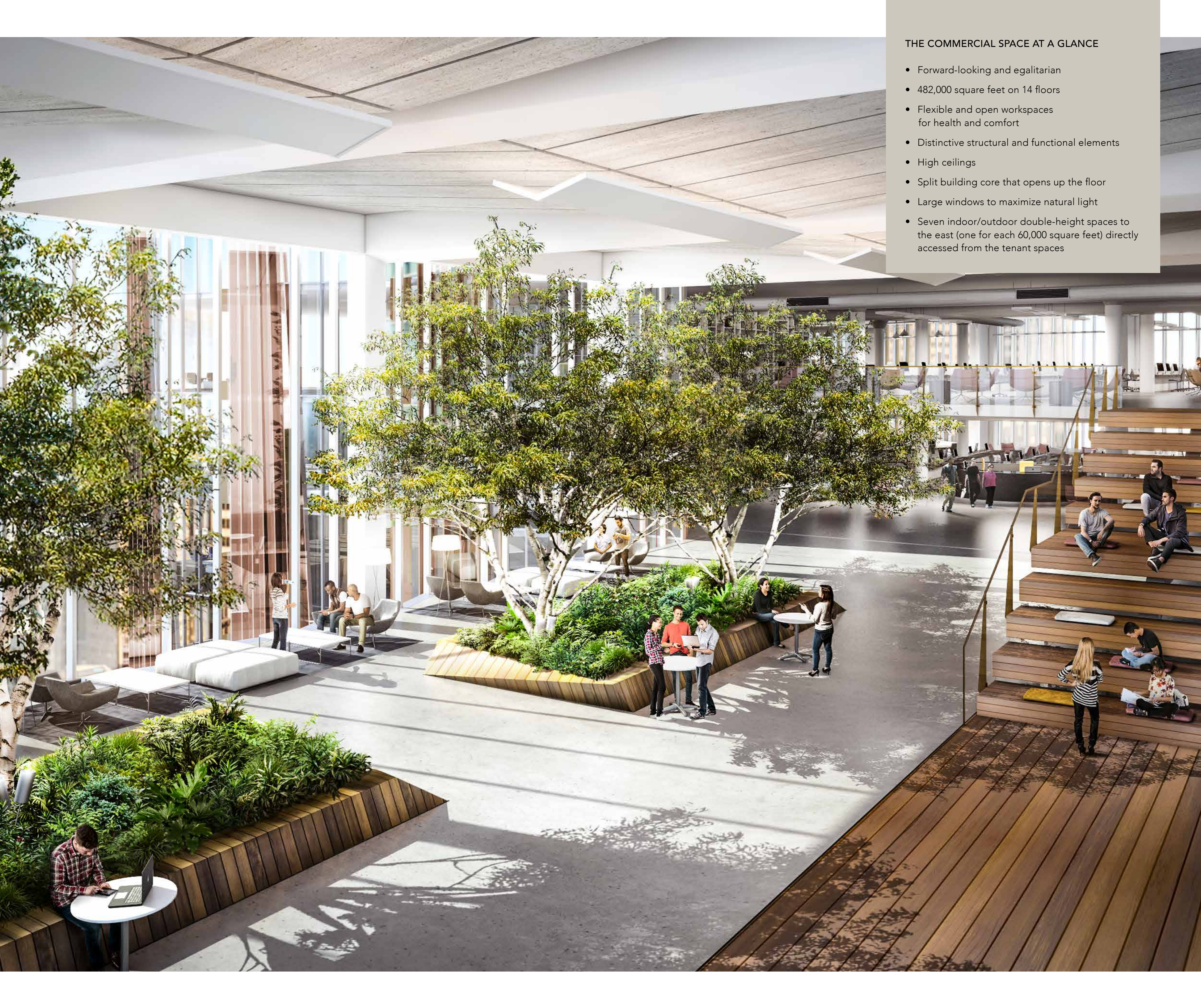
Millennium Partners would like to make 115 Winthrop Square Boston's next great innovation hub, with the accelerator serving as a driver of economic activity and job growth within the City of Boston.

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THE COMMERCIAL SPACE AT A GLANCE

- Forward-looking and egalitarian
- 482,000 square feet on 14 floors
- Flexible and open workspaces for health and comfort
- Distinctive structural and functional elements
- High ceilings
- Split building core that opens up the floor
- Large windows to maximize natural light
- Seven indoor/outdoor double-height spaces to the east (one for each 60,000 square feet) directly accessed from the tenant spaces

CREATIVE AND PRODUCTIVE SPACES THAT WORK

As Downtown Boston continues to attract new companies beyond the financial, legal and professional realms, 115 Winthrop Square will be a prescient example of how company work spaces are changing in a time when offices are no longer designed to convey status but rather to demonstrate how a company creates value.

The offices will have 13-foot high ceilings, large windows, abundant light and a floor plate that facilitates the variety of ways companies choose to organize themselves. The office will have seven stunning double-height Solaria—the kind of creative, radical execution that collaborative companies covet and demand in a modern workspace.

Perhaps more important, however, is that our proposal for 115 Winthrop Square furthers the infrastructure available to tomorrow's employers by strengthening and diversifying the downtown employment base. In sync with other City of Boston initiatives, we have designed our proposal to appeal to the broad range of innovative companies at every stage of their growth, from embryonic businesses using our accelerator to find mentorship and resources to the larger office users competing on the world stage.



ADDING GOOD JOBS TO THE ECONOMY

Over the years, Millennium Partners has created and maintained more than 800 direct, permanent jobs in the City of Boston at companies started by or owned by Millennium Partners. These include the Ritz-Carlton Boston Common, The Sports Club/LA-Boston (now Equinox), our management company, our parking businesses and our development business. Fifty percent of these workers are residents of the City of Boston, and the ethnic and racial makeup matches that of the City of Boston.

In addition, our tenants have added more than 5,500 new permanent jobs to the City of Boston, including approximately 1,775 from businesses that were new to the city, such as Primark, Quantlab, Roche Bros. Supermarkets, AMC Loews Boston Common, LX (Legal Sea Foods), Sip Wine Bar and Kitchen, and Caffè Nero, all in the Downtown Crossing area. Other companies new to Boston in our properties include SieMatic, Ostra, Pearson Education, First Wind, Montage, and Baupost Group in the Back Bay.

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Estimated Jobs Created by the 115 Winthrop Square Project

Based on our experience building Millennium Tower, we expect Winthrop Square to create another 2,950 onsite union construction jobs. And, as with all of our projects, we will set the employment priorities upfront and endeavor to meet the goals of the City of Boston Residents Jobs Policy. As an active proponent of Youth Build and Building Pathways, we are gratified to report that Cannistraro, our plumbing and HVAC subcontractor at Millennium Tower, now has five Building Pathways graduates on their permanent payroll, four of whom helped build Millennium Tower.

Winthrop Tower Permanent Jobs for Building Operations			
	Total Projected Employment	2020 Mean Hourly Wage*	2020 Mean Annual Wage*
Concierges	7	\$ 19	\$ 38,599
Door Attendants**	3	\$ 15	\$ 31,003
Parking Attendants	20	\$ 15	\$ 31,003
Security Guards	6	\$ 16	\$ 34,006
Janitors and Cleaners	12	\$ 18	\$ 38,367
Building Cleaning Workers	3	\$ 21	\$ 44,152
General Maintenance Workers	6	\$ 26	\$ 54,133
Property Managers	2	\$ 52	\$ 108,807
Office Management			
Property, Real Estate and Community Association Managers	2	\$ 52	\$ 108,807
First-Line Supervisors of Office and Administrative Support Workers	2	\$ 35	\$ 72,527
Janitors and Cleaners, Except Maids and Housekeeping Cleaners	16	\$ 18	\$ 38,367
Grounds Maintenance Workers, All Other	3	\$ 26	\$ 54,133

*We used 2015 U.S. Bureau of Labor Statistics OES data and escalated 2% per annum for 2020 mean hourly and mean annual wage rates

**assumes \$15 minimum wage for all workers

So while the aggregate numbers tell one story, it's at the individual level that Boston citizens see and feel the greatest impact. The table below highlights our industry-specific profile for anticipated job creation for 115 Winthrop Square. This number includes over 2,200 workers in the commercial office space, 390 workers in the various restaurant and retail businesses and 82 employees in the building management and operations functions.

Winthrop Tower Permanent Jobs - Other Workers						
	Total Projected Employment	2020 Average Hourly Wage*		Number of Jobs on Project Site	2020 Mean Hourly Wage*	2020 Mean Annual Wage*
Management, Scientific and Technical Consulting	557	\$ 62				
			Business and Financial Operations Occupations	120	\$ 46	\$ 95,978
			Office and Administrative Support Occupations	105	\$ 24	\$ 49,617
			Management Occupations	50	\$ 72	\$ 149,360
			Computer and Mathematical Occupations	60	\$ 51	\$ 107,107
			Sales and Related Occupations	25	\$ 28	\$ 57,942
Advertising, Public Relations and Related Media	557	\$ 46				
			Sales and Related Occupations	139	\$ 28	\$ 57,942
			Arts, Design, Entertainment, Sports and Media Occupations	125	\$ 35	\$ 72,869
			Office and Administrative Support Occupations	100	\$ 24	\$ 49,617
			Management Occupations	60	\$ 72	\$ 149,360
			Business and Financial Operations Occupations	50	\$ 46	\$ 96,386
Computer Systems Design	557	\$ 70				
			Computer and Mathematical Occupations	317	\$ 51	\$ 107,107
			Management Occupations	60	\$ 72	\$ 149,360
			Office and Administrative Support Occupations	57	\$ 24	\$ 49,617
			Business and Financial Operations Occupations	55	\$ 46	\$ 96,386
			Sales and Related Occupations	30	\$ 28	\$ 57,942
Finance and Insurance	557	\$ 67				
			Office and Administrative Support Occupations	135	\$ 24	\$ 49,617
			Business and Financial Operations Occupations	120	\$ 46	\$ 96,386
			Sales and Related Occupations	75	\$ 28	\$ 57,942
			Management Occupations	40	\$ 72	\$ 149,360
			Computer and Mathematical Occupations	35	\$ 51	\$ 105,970
Restaurants**	360	\$ 15				
			Cooks Restaurant**	25	\$ 15	\$ 30,186
			Waiters and Waitresses**	24	\$ 15	\$ 30,186
			Hosts and Hostesses	4	\$ 15	\$ 30,186
			First-Line Supervisors of Food Preparation	9	\$ 19	\$ 38,555
			Dishwashers	7	\$ 15	\$ 30,186
			Bartenders**	5	\$ 15	\$ 30,186
			Food Service Managers	3	\$ 29	\$ 60,128
			Accountants and Auditors	1	\$ 35	\$ 73,278
			Chefs and Head Cooks	6	\$ 23	\$ 47,266
Retail - General Merchandise	75	\$ 15				
			Sales & Related		\$ 15	\$ 30,186
			Office and Administrative Support Occupations		\$ 25	\$ 51,792
Legal Services	56					
			Lawyers	80	\$ 87	\$ 181,323
			Paralegals	45	\$ 28	\$ 59,079
			Legal Secretaries	42	\$ 30	\$ 61,762

*We used 2015 U.S. Bureau of Labor Statistics OES data and escalated 2% per annum for 2020 mean hourly and mean annual wage rates

**assumes \$15 minimum wage for all workers

Trades Partnership Series

In addition to construction jobs, Millennium Partners will team up with Suffolk Construction to promote Suffolk's Trades Partnership Series, a program designed for Disadvantaged Business Enterprise (DBE), Minority Business Enterprise (MBE) and Women-Owned Business Enterprise (WBE). It offers formal training for disadvantaged, minority, and women-owned Trade Partner firms to strengthen their business acumen and provides opportunities to foster relationships with Suffolk and its subcontractors.

Management and Operations of 115 Winthrop Square

Prior to the selection of any third-party service provider for 115 Winthrop Square, Millennium Partners will perform a thorough and comprehensive bidding process to ensure the highest-quality services are provided. More importantly, this in-depth process will allow for a more diversified contracted workforce, preferably obtained from the Boston neighborhoods that surround and envelop Winthrop Square.

The bidding process for potential third-party service providers will commence initially with management staff researching and reaching out to local, Boston-based service providers. No less than four (4) service providers will be contacted to not only ensure we obtain fair and competitive pricing, but to make sure the goals and objectives of our ownership and city and government agencies are adhered to, first and foremost.

Our bidding process will incorporate site-specific, thoughtful Requests for Proposals (RFP), work scopes, and multiple site visits to ensure each potential service provider has the understanding, capability, and wherewithal to service 115 Winthrop Square at the highest level. In-depth background and reference checks will be performed on all potential service providers prior to final selection.

An important part of our bidding process will be to make certain that all third-party service providers employ large numbers of Boston residents and are non-discriminatory. This requirement is a key part of Millennium Partners' overall philosophy (as it relates to hiring third-party service providers) since it is our firm belief that it provides the contracted employee, as well as the companies servicing our properties, a sense of ownership in their own neighborhood and in the properties they help build.

Millennium Partners currently contracts with local third-party union service providers for building services such as janitorial, security, snow removal, landscaping, HVAC, and mechanical. Current third-party service contracts awarded and servicing Millennium Partners properties total over \$2 million annually.

During the bidding process, and prior to a final selection being made, consideration will be given to service providers that participate and/or partner with government and other City of Boston agencies, such as the Supplier Diversity Program (SDP), a program

established to promote supplier diversity in public contracting, which includes the following certification designations:

1. **Minority (MBE)**
2. **Women (WBE)**
3. **Service-Disabled Veteran (SDVOBE)**
4. **Veteran (VBE)**
5. **Lesbian, Gay, Bisexual and Transgender (LGBTBE)**
6. **Disability-Owned Business Enterprises (DOBE)**

Similarly, consideration will also be given to third-party service providers that mirror the City of Boston's employment standards, whereas;

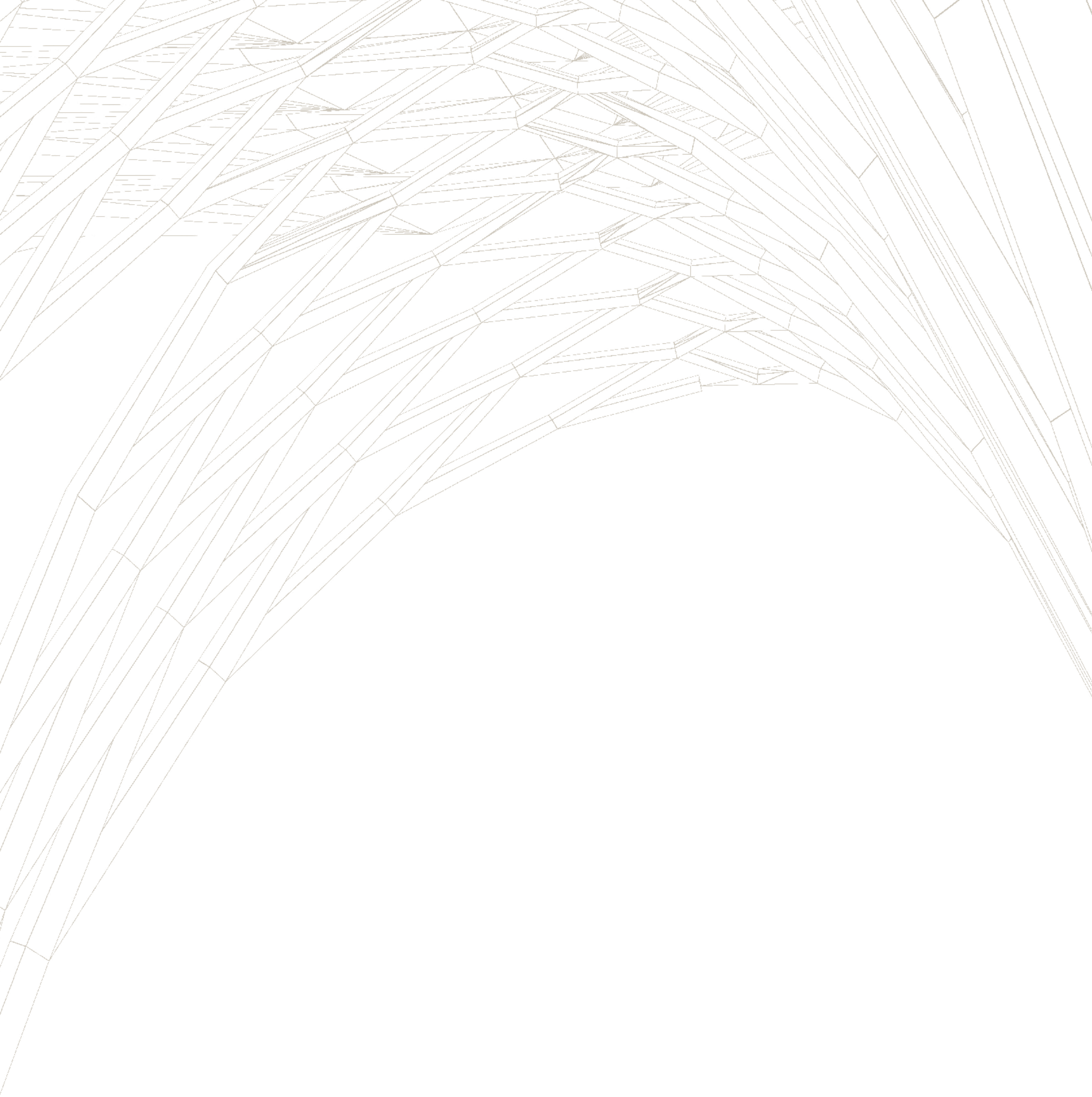
1. **At least fifty (50) percent of the total employee worker hours in each service discipline shall be by Boston residents.**
2. **At least twenty-five (25) percent of the total employee worker hours in each service discipline shall be by minorities; and**
3. **At least ten (10) percent of the total employee worker hours in each service discipline shall be by women.**

For more than 20 years, Millennium Partners has been an active participant and integral contributor to Downtown Boston neighborhoods. We have consistently participated in neighborhood groups such as the Mid-Town Park Plaza Neighborhood Association (MPPNA), the Boston Business Improvement District (BID), the Chinatown Neighborhood Safety Committee, and the Chinatown Neighborhood Council.

Continued neighborhood involvement helps Millennium Partners make well-informed decisions, which will include hiring qualified and diverse in-house and third-party contract providers for 115 Winthrop Square.

Public Assistance

Millennium Partners does not require public financial or technical assistance for 115 Winthrop Square.



Sustainable Development for the Future

SUSTAINABLE DEVELOPMENT FOR THE FUTURE

In cooperation with
the City of Boston,
Millennium Partners and
Handel Architects are
committed to making
the 115 Winthrop Square
project a shining model
of sustainability
and resiliency.

Our team will focus on integrating sustainable design seamlessly into all aspects of the project, from the early concept, through construction, and into operation and post-occupancy. 115 Winthrop Square will achieve LEED Platinum Certification and adopt principles of Passive House. It will also be designed to meet the more extreme weather conditions anticipated in the future and be a model for new development across the planet.

LEED PLATINUM MEETS PASSIVE HOUSE

Our proposed 115 Winthrop Square Development will achieve LEED Platinum certification. A preliminary checklist showing how we intend to achieve this certification is included. In addition, the office component of the project will strive to achieve a certified “Passive House” designation. Passive House is a designation that started in Europe that has similar intent as LEED certification, but with a much more focused attention on extreme reduction in energy consumption, greenhouse gas emissions, and the health and wellness of its occupants.

If this designation is achieved for 115 Winthrop Square’s offices, it will be the largest Passive Office facility in the world. Our architect, Handel Architects, and our Passive House engineering specialist, Lois Arena of Steven Winter Associates, Inc., have collaborated with Cornell University on a residential structure on Roosevelt Island in New York that, when completed later this year, will be the largest residential Passive House to date.

Finally, Passive House will be supplemented with a Well Building designation sponsored by the Green Building Council, which also adds occupant behavioral encouragement and participation to the energy savings initiatives.

SUSTAINABILITY STRATEGIES

This section outlines sustainable strategies currently included in our proposed design of 115 Winthrop Square.

PASSIVE HOUSE

Millennium Partners will strive to integrate the principles of Passive House design into the proposed Winthrop Square project. The goals of Passive House design are to reduce the overall energy consumption of a building, ensure occupant comfort by reducing cold spots and drafts, and reduce durability problems in the building envelope by eliminating thermal bridging in the façade. **Buildings constructed to this standard realize heating and cooling energy savings as high as 90% compared to the existing building stock.**

The existing building stock burns a majority of its fossil fuel energy to provide heat. Passive House design’s hyper-insulated, airtight façade radically reduces the heating load by 75% and dramatically reduces greenhouse gas emissions. Research studies conclusively indicate that there is no more effective way to reduce the dependence on fossil fuels.

Passive House describes a performance standard and not a specific construction method; therefore, while Passive House buildings must meet specific energy demand targets, building designers are free to choose how best to meet them. The Passive House thresholds for Boston are as follows:

EVALUATION CRITERIA FOR CERTIFICATION	PH THRESHOLD [KBTU/FT²·YR]
Specific Space Heat Demand	4.75
Specific Space Cooling Demand	5.07
Specific Primary Energy Demand	38.0

Summary of Passive House Benefits

- Increased occupant comfort due to super insulated and airtight building façade.
- Reduced ambient noise levels
- Improved durability and indoor air quality due to reduced condensation risks and mold growth
- Up to 90% savings in cooling and heating energy demand
- Up to 70% savings in overall building energy demand
- Flexibility in the building design

Standard Construction vs. Passive House

- Increased insulation levels continuous around the entire building
- Triple pane windows
- Balanced energy recovery ventilation to supply fresh air to all habitable spaces and exhaust stale air from bathrooms and kitchens
- No exhaust only ventilation
- No open combustion appliances
- High efficiency mechanical equipment – typically VRF heat pumps

The key construction elements that set Passive House apart are:

BUILDING ENVELOPE

Airtight Façade

The façade must achieve a maximum infiltration rate of 0.6 ACH@50 Pascals of pressure according to the International Passive House Standard. This is 5-10 times tighter than a standard façade. This level of air-tightness is crucial in reducing drafts and preventing moisture-laden air from entering the building envelope where it could condense on cold surfaces. To achieve this level of performance, diligent sealing of all joints, penetrations through the façade, and critical transitions in the building envelope are required. Detailed construction drawings clearly defining the building air barrier along with an Air Sealing Specification are developed and provided to the construction team to aid them in executing these details properly. Training, testing and inspection programs are implemented to ensure tightness of the façade. Air tightness testing is typically performed at specified milestones in the construction process. Upon completion, the building as a whole will ultimately be put under a blower door test to verify compliance with the Passive House limit.

High Levels of Insulation and Thermal Bridge Free Design and Construction

High R-Values as determined in the initial modeling will be required to meet the rigid heating and cooling energy budgets set forth by Passive House. Reducing thermal bridges through the building envelope eliminates cold spots and the potential for condensation, thereby reducing the potential for mold growth. Thermal bridge free construction is addressed in the design phase and detailed in the project drawings. Passive House project details clearly show innovative materials and methods needed to reduce/eliminate thermal bridging.

Well-Insulated Window Frames and Glazings

Façade design is required to achieve low U-values for both glass and window frame. Windows must be efficient enough to prevent condensation and comfort problems in occupied spaces. Extensive thermal modeling is conducted to confirm that the strict Passive House comfort and condensation criteria are met. Submittals are required to indicate glass and frame U-values separately as well as g-Values (solar transmittance) and whole window U-values calculated in accordance with the appropriate European EN ISO standard. Window systems are triple pane with thermally broken frames and finely tuned low-e coatings and gas fills customized to meet the project's specific needs, while boosting the thermal performance of the entire wall system.

Solar Control

For commercial spaces where a highly glazed façade is desirable, control of unwanted solar gain is very important. Automated shading devices that are highly effective

during peak gain hours are incorporated into the design. Automated controls that raise and lower the shades can be programmed using various strategies and should be designed specific to the project location and use.

Benefits

- Increased comfort due to reduced drafts and elimination of cold surfaces
- Increased durability due to reduction of condensation on surfaces and within the building assemblies
- Improved indoor air quality attributed to reduction in mold growth due to moisture accumulation within the façade
- Noise reduction from exterior sources
- Reduction in unwanted heat gain

MECHANICAL SYSTEMS

Heating and Cooling

In Passive House projects, heating, cooling and domestic hot water are provided via high efficiency equipment such as high efficiency condensing boilers. Solar thermal systems may also be incorporated into the design to reduce the overall building energy demand. As the highly insulated building envelope drops the space conditioning loads, fans, pumps and lighting constitute an increasingly higher percentage of building energy use. High efficiency auxiliary equipment such as pumps and fans with ECM motors or VFD (variable frequency drives) are also typical in Passive House projects and help reduce the overall energy demand.

Heat or Energy Recovery Ventilation

One of the integral components of a Passive House building is a balanced heat or energy recovery ventilation system that provides fresh air to all habitable spaces and removes stale air from kitchens, baths and trash rooms. A minimum efficiency of 75%, as specified by the Passive House standard, minimizes energy use and results in fresh, tempered air delivered to the occupants. To ensure the necessary levels of ventilation to each space, the ductwork is tightly sealed and the supply and return air streams balanced to provide the specific requirements. The ventilation system designs are commissioned to meet the following criteria:

- Supply and exhaust flows balanced to within 10% of each other
- Boost control to enable occupants to increase flows during times requiring higher levels of ventilation
- No exhaust only ventilation in the passive house portion of the building

Controls

Because the airtight, super-insulated façade reduces ambient noise levels, sound control within Passive House buildings is especially important. Mufflers or other sound attenuation details are designed into the ventilation system to reduce bothersome mechanical noise, significantly reducing the occupants' desire to turn the system down or off. This ensures continuous fresh air to the space without disruption to the tenants.

To decrease energy use even further, mechanical controls should be employed that turn down the ventilation and heating and cooling systems during periods of low occupancy and to minimal levels during periods of vacancy. Various types of controls can be used to accomplish this, including CO₂, humidity and occupancy sensors as well as timers.

Benefits

- Reduction in energy use and subsequent utility bills
- Reduction in carbon emissions
- Improved indoor air quality
- Reduced noise associated with mechanical systems
- Reduction in first costs for heating and cooling systems due to decrease in needed capacity

LIGHTS AND APPLIANCES

Equipment

Any device that uses electricity will be evaluated to minimize energy use. Electrical systems will include bi-level lighting, daylight and occupancy sensors as well as ENERGY STAR® lighting and LED fixtures.

Daylighting

High percentages of glazing are typical in commercial spaces. Controlling unwanted solar gain and cold surfaces are evaluated carefully when trying to achieve the PH energy demand thresholds. Properly designed daylighting elements such as light shelves, photo sensors and strategically placed glazing can help reduce lighting costs, reduce glare and improve productivity. Passive House projects carefully analyze the benefits of glazing systems and are carefully structured to maximize the benefits of such systems while minimizing any unwanted aspects.

Controls

Beyond daylighting controls, Passive House facilities should be equipped with controls similar to those described for the mechanical systems. Controls should be employed that turn down lights during periods of low occupancy and to minimal levels during periods of vacancy. Various types of controls can be used to accomplish this including occupancy sensors, photo sensors, and timers.

Benefits

- Reduced energy use and subsequent utility bills
- Reduced glare
- Reduced cooling loads and cooling equipment capacity

MEP SUSTAINABLE AND RESILIENCY STRATEGIES

Related to the Passive House philosophy is a thorough analysis of MEP sustainability strategies. Below is a discussion of the strategies we will incorporate into 115 Winthrop Square.

- **Sustainable Design Process:** Truly sustainable design goes beyond green checklists and individual technologies. Ideas must be developed, evaluated and implemented early in the design. A heavy focus on exploration and analysis early on leads to more efficient and effective implementation later and concludes with verification to help ensure long-term success.
- **Overall Efficient HVAC:** Reducing loads upfront through high-performance façade and daylighting strategies allows the selection of progressive, low-energy HVAC systems, which further increase building efficiency.
- **Passive/Active Chilled Beams (CB):** Chilled beams are effectively small heat-exchangers located in the ceiling served by chilled water. They can be passive, with cooling coming from direct radiation as well as convective airflow over the coils, or active, whereby ducted primary airflow induces increased convection. Chilled beams will be utilized in the office portion of the building to take advantage of the reduced energy costs of a hydronic system over an airflow based system.
- **Demand Controlled Ventilation (DCV):** This energy-saving strategy monitors Carbon Dioxide levels in densely occupied areas and adjusts the amount of ventilation air provided to match actual occupancy levels. DCV will be incorporated in both the residential and office portion of the building.

- **Indoor Air Quality:** In order to promote improved occupant wellbeing, our design will be capable of providing 100% fresh air to the office areas and feature enhanced filtration systems.
- **Energy Recovery System:** In order to reduce overall energy usage, enthalpy wheel energy recovery units will be utilized. The system will collect all bathrooms' general exhaust and pre-condition the ventilation air feeding the building.
- **Water Conservation:** We will employ several potable water reduction strategies such as low-flow fixtures and greywater/rainwater harvesting. The harvested water will be used for flushing of toilets in the office, irrigation and cooling tower make-up. This can significantly reduce the amount of potable water used on the project.
- **Building Automation/Smart Metering:** By incorporating a state-of-the-art Building Automation system, we will help ensure that long-term building performance can be optimized. This can be set up to allow user interface during occupied modes while creating setbacks during unoccupied periods.
- **Smart Building Technologies:** Digital interactive displays, way-finding, asset tracking, WiFi and antenna systems, notification systems, video surveillance and access, and location-based smartphone applications are some of the ways in which the Internet of Things can improve and enhance the experience of employees, residents, shoppers and visitors.
- **Occupant Equipment and Controls:** Savings in office equipment can be realized by encouraging tenants to use Energy Star® rated computers and office equipment and smart power management systems. For residents, a Master Switch can promote energy efficient behavior.
- **Passive Heating/Cooling:** Moving beyond low-energy HVAC systems, we will consider passive strategies such as natural ventilation, solar pre-heating and thermal massing.
- **Progressive Sustainable Goals:** LEED Platinum Certification will establish a high level of sustainable performance for the building. We will also integrate the progressive principles and targets of Passive House and Well Building standards into the office areas. Because both are strongly focused on the wellbeing of the people inside, we will create healthier, more comfortable and more productive spaces as part of this precedent-setting and transformative building.
- **Renewable Energy:** We will consider integrating photovoltaic (PV) panels on the upper areas of the façade to provide a strong architectural expression while generating renewable energy for the building. Progressive thin-film and PV glazing technologies will also be explored. For large glazed areas like the Office Solaria, we will explore solar pre-heating concepts to reduce ventilation and space heating energy use.

- **Tenant Engagement:** Building occupants can account for as much as 40% of total office energy use. Actively engaging tenants in sustainability and conservation efforts can create powerful win-win scenarios that impact bottom lines and help with tenant attraction and retention.

Resiliency

Adapting to severe climate events is becoming an increasingly important consideration. Our design will include features to help the building mitigate the risk of disruptive weather, such as high-levels of insulation, flood protection for critical building systems, and responsive building management systems. A cogeneration system is being planned to provide domestic hot water and potential standby power for tenants to use in the event of a loss of power.

Site Remediation

As was required in most of our urban redevelopments sites, we expect the 115 Winthrop Square site to require some level of environmental remediation. We will investigate the conditions and, along with consultant Haley & Aldrich, we will create a remediation, disposal and documentation plan in accordance with all governmental regulations.

MILLENNIUM PARTNERS LEED EXPERIENCE

Millennium Partners is an experienced LEED developer. Two completed Millennium properties have achieved LEED certification. Four other projects (including Boston's Burnham Building) are in various stages of being LEED certified by USGBBC.



Millennium Tower Residences, Battery Park

Millennium Tower Residences was the first high-rise residential condominium building in New York City to be awarded LEED Gold certification. The project boasts a 25,000 gallon per day black water treatment system, a 60-kilowatt gas-fired microturbine cogeneration unit, a 27-kilowatt rooftop photovoltaic system, an extensive green rooftop system, a storm water capture and re-use system that holds 9,300 gallons of storm water, low VOC finishes, and fresh air delivery that serves each apartment.

179 Lincoln, Boston

Millennium's second LEED project is a five-story light industrial building originally constructed in 1897 and converted into a premium office building. In 2009, the building was awarded a LEED Core and Shell Silver certification. The building incorporates variable frequency drives on all mechanical equipment and high efficiency lighting with occupancy detection, and low flow plumbing fixtures. 179 Lincoln is one of the first projects to adhere to the City of Boston's rigorous Article 37 green building program. Tenants in the building have committed to LEED Gold certification of their tenant improvement work, further solidifying the building's position as one of the most sustainable office buildings in Boston.



Millennium Place, Boston

Millennium Place, completed in 2013, will be LEED Silver, certification pending. Sustainable design features include:

- A highly urban site, adjacent to a subway station, bus stops, and a half mile from the Commuter Rail station
- Conversion from a former Brownfields site
- Increased water efficiency and innovative wastewater technologies
- The use of reused and salvaged material
- The inclusion of highly efficient appliances and MEP systems



Burnham Building, Boston

Application will be made later this year for LEED certification for the historic Burnham Building. This project includes an extensive green roof, storm water capture and reuse to the building's plumbing system, high efficiency mechanical equipment, low flow plumbing fixtures, high efficiency elevators and extensive occupant outreach.



HANDEL ARCHITECTS' LEED EXPERIENCE

In addition to the above-mentioned projects with Millennium Partners, Handel Architects has extensive experience programming, designing, detailing and building high performance developments. The firm focuses on ecologically sensitive yet commercially viable design.

This goes beyond LEED Certification and is a philosophy based on the principle of preserving a location's geographic character. This has resulted in a number of awards and recognitions, including a Grand Award from the EcoHome Design Awards, publications in *Green Building & Design Magazine*, and architectural repurposing awards, such as an Architectural Transformation Award from the Society of American Registered Architects for the Dream Downtown Hotel in New York City.

Notable highly sustainable projects from Handel Architects include:



Cornell Tech Residential Tower, NYC

Currently under construction, this project in New York City will be the largest and tallest building in the world to meet Passive House standards. To achieve this designation, Cornell Tech Residential will incorporate a number of sustainability-focused design elements including the façade, which is constructed of a prefabricated metal panel system to act as a thermally insulated blanket wrapping the building structure. In addition to extraordinarily high R values, the wall will be air tight – 5 to 10 times tighter than standard. Triple glazing will enhance user comfort, reduce condensation potential, and vastly improve acoustics.

At the southwest façade, facing Manhattan, the exterior façade will open to reveal a louver system that extends the entire height of the building. This reveal is designed to be the “gills” of the building. It will literally provide a protected, louvered exterior space where the heating and cooling condenser equipment can sit, allowing the building VRF system to be fed with refrigerant. Additionally, purified fresh air will be ducted into each bedroom and living room, providing superior indoor air quality.

Low VOC-paint, which limits off-gassing and also improves indoor air quality, will be used throughout the building, among many other elements.

Compared to conventional construction, the building is projected to save 882 tons of CO₂ per year, equal to planting 5,300 new trees.

Nove Residences, San Francisco

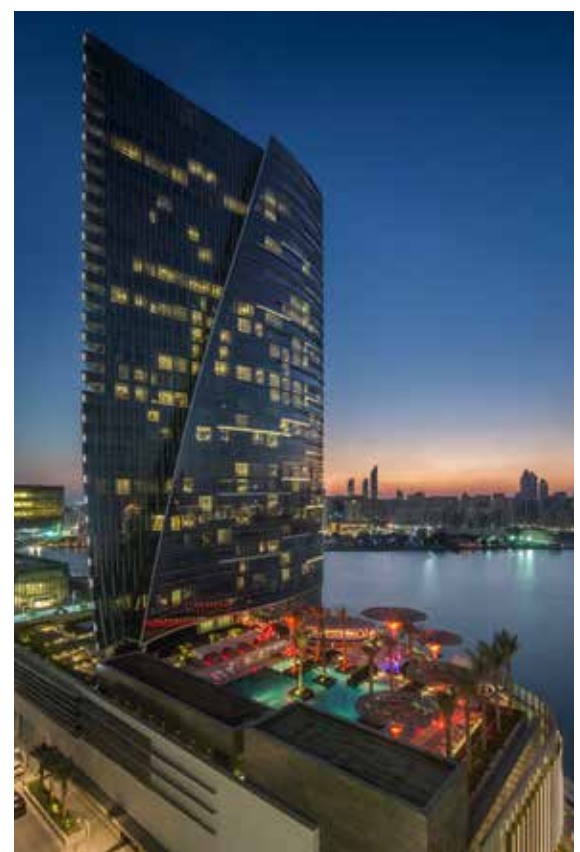
Located in San Francisco’s Mission District, Nove is a nine-unit residential development that is LEED-Platinum certified. It employs sustainable elements such as:

- Solar thermal hot water
- In-floor solar assisted radiant flooring
- Double glazed thermally broken windows and doors
- Energy Star® appliances
- Low-flow faucets and toilets
- Low water/drought-tolerant landscaping
- Maximum use of locally sourced sustainable materials



OneEleven Residences, Chicago

OneEleven is a new residential tower on Chicago’s waterfront. The project converted a stalled construction site and long-abandoned eyesore into Chicago’s newest architectural statement. With the careful review of existing as-built conditions, and creative design approaches, the vast majority of the 40,000 cubic yards of concrete already in place were utilized and expanded upon for the continuation of the new tower program. Low-e glass with a mix of insulated spandrel panels made for an efficient building envelope. The building has been awarded LEED Gold certification by the U.S. Green Building Council.



Rosewood Residences, Abu Dhabi

The Rosewood is a new mixed-use residential development located on Abu Dhabi’s waterfront. The architectural design and detailing of the project are inspired by various elements found in the textile language of Arabic culture, specifically, the screens and veils seen throughout the region. The tower’s textured fenestration pattern allows daylighting to filter into the interior spaces, creating a level of comfort. The screen and veil concepts are carried throughout the project’s exterior and interior detailing. Shading and screening devices are used throughout the façade, which contributes to the LEED Silver certification.

LEED-ACCREDITED TEAM MEMBERS

Below is a list of LEED-accredited professionals on the development team:

Kathleen MacNeil, Millennium Partners

Halle Auerbach, Millennium Partners

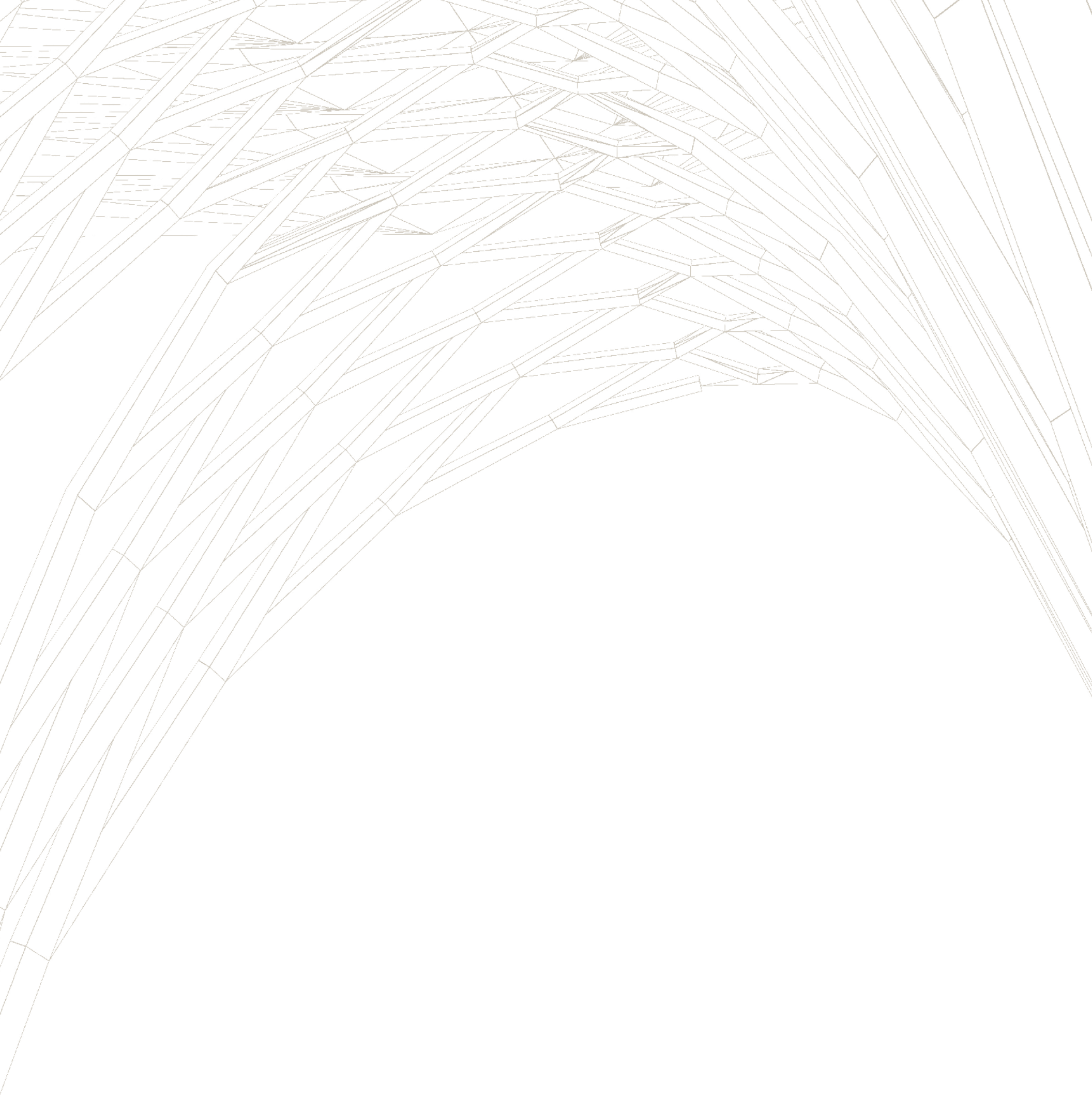
Blake Middleton, Handel Architects

Thomas Burroughs, WSP

Roselin Osser, Built Ecology

Shauna Gillies-Smith, Ground

LEED 2009 for New Construction and Major Renovations		Project Checklist		Winthrop Square (CONFIDENTIAL)		
				4/15/2016		
23 2 1 Sustainable Sites		Possible Points: 26		Materials and Resources, Continued		
Y	?	N		Y	?	N
1			Prereq 1 Construction Activity Pollution Prevention	2		
5			Credit 1 Site Selection 1	2		
	1		Credit 2 Development Density and Community Connectivity 5		1	
6			Credit 3 Brownfield Redevelopment 1		1	
1			Credit 4.1 Alternative Transportation—Public Transportation Access 6	10	5	0
1			Credit 4.2 Alternative Transportation—Bicycle Storage and Changing Rooms 1	Indoor Environmental Quality		Possible Points: 15
3			Credit 4.3 Alternative Transportation—Low-Emitting and Fuel-Efficient Vehicles 3	Y		
2			Credit 4.4 Alternative Transportation—Parking Capacity 2	Y		
	1		Credit 5.1 Site Development—Protect or Restore Habitat 1		1	
	1		Credit 5.2 Site Development—Maximize Open Space 1		1	
1			Credit 6.1 Stormwater Design—Quantity Control 1		1	
1			Credit 6.2 Stormwater Design—Quality Control 1		1	
1			Credit 7.1 Heat Island Effect—Non-roof 1		1	
1			Credit 7.2 Heat Island Effect—Roof 1		1	
1			Credit 8 Light Pollution Reduction 1		1	
8 2 0 Water Efficiency		Possible Points: 10			1	
Y			Prereq 1 Water Use Reduction—20% Reduction		1	
4			Credit 1 Water Efficient Landscaping 2 to 4		1	
1	1		Credit 2 Innovative Wastewater Technologies 2		1	
3	1		Credit 3 Water Use Reduction 2 to 4		1	
25 5 5 Energy and Atmosphere		Possible Points: 35			1	
Y			Prereq 1 Fundamental Commissioning of Building Energy Systems		1	
Y			Prereq 2 Minimum Energy Performance 0		1	
Y			Prereq 3 Fundamental Refrigerant Management		1	
12	4	3	Credit 1 Optimize Energy Performance 1 to 19		1	
4	1	2	Credit 2 On-Site Renewable Energy 1 to 7		1	
2			Credit 3 Enhanced Commissioning 2		1	
2			Credit 4 Enhanced Refrigerant Management 2		1	
3			Credit 5 Measurement and Verification 3		1	
2			Credit 6 Green Power 2		1	
8 2 4 Materials and Resources		Possible Points: 14			1	
Y			Prereq 1 Storage and Collection of Recyclables 0		1	
		3	Credit 1.1 Building Reuse—Maintain Existing Walls, Floors, and Roof 1 to 3		1	
		1	Credit 1.2 Building Reuse—Maintain 50% of Interior Non-Structural Elements 1		1	
2			Credit 2 Construction Waste Management 1 to 2		1	
2			Credit 3 Materials Reuse 1 to 2		1	
6 0 0 Innovation and Design Process		Possible Points: 6			1	
			Prereq 1 Innovation in Design: Specific Title 1		1	
			Prereq 2 Innovation in Design: Specific Title 1		1	
			Prereq 3 Innovation in Design: Specific Title 1		1	
			Prereq 4 Innovation in Design: Specific Title 1		1	
			Prereq 5 Innovation in Design: Specific Title 1		1	
			Prereq 6 LEED Accredited Professional 1		1	
4 0 0 Regional Priority Credits		Possible Points: 4			1	
			Credit 1.1 Regional Priority: Specific Credit 1		1	
			Credit 1.2 Regional Priority: Specific Credit 1		1	
			Credit 1.3 Regional Priority: Specific Credit 1		1	
			Credit 1.4 Regional Priority: Specific Credit 1		1	
84 16 10 Total		Possible Points: 110		Certified 40 to 49 points Silver 50 to 59 points Gold 60 to 79 points Platinum 80 to 110		



Implementing the Vision

IMPLEMENTING THE VISION

Quite simply, we'll deliver on our vision for Winthrop Square the way we have on every other project: with precision, professionalism and in true partnership with the City of Boston and its people.

This is what we do. This is our core competency. If we have the honor of developing 115 Winthrop Square, Millennium Partners will make this our best work yet.

READY TO DELIVER

If Millennium Partners is fortunate enough to be designated, we will build 115 Winthrop Square in a single phase, beginning immediately after achieving the final project approvals. We can confidently make this commitment because:

- We have the financial resources to provide the project equity.
- We have established successful relationships with HSBC and Helaba, leading global debt providers.
- We have full confidence that the outcome of the public -private collaborative process will be an inspirational and sustainable mixed-use building, meeting the goals of the city.
- We understand the residential market in Downtown Boston like no other, and we know what can be achieved in the commercial leasing market. We know we can build this project without pre-leasing of commercial space or pre-selling of residential units.
- Our team is intact, in place, focused, eager and ready, and already tested at the scale of this project.
- We are respected as a market leader in construction performance, residential sales, commercial leasing performance, and integrating a project of this size into the community.

IMPLEMENTATION PLAN

We completed a comprehensive design, construction pricing and budget exercise for 115 Winthrop Square. The building will cost an estimated \$1.02 billion to build and Millennium Partners has access to the approximately \$331 million of equity this development requires without a financial partner (as further detailed in the Financial Submission). Further, our existing lead lenders have reconfirmed their expressions of intent, which are included in Chapter 6: Certificates and Supporting Materials.

Most importantly, creating a project of this magnitude requires an ability to understand its challenges and opportunities in all of their complexity. It is a responsibility we understand and gratefully take on. It is also a responsibility that we comfortably wear.

In Boston alone, we have developed \$4 billion worth of property since 1998. In the process, we have directly put thousands of people to work, provided office space for 7,000 employees,

restored and built two hotels, restored four landmark properties, developed over 600,000 square feet of retail and entertainment spaces, developed and leased over 1.5 million square feet of office space, created and sold 1,000 homes with another 442 homes 95% pre-sold and nearing completion.

We have put billions of dollars on the City Tax Rolls and as a part of our community benefits packages, we have contributed millions of dollars to affordable housing, restored portions of Boston Common, and helped facilitate the reopening of two live theatre ventures and a common room for the St. Francis House. We have reconstructed four MBTA head houses and planned and rebuilt streets, sidewalks, plazas, water and sewer lines and traffic control systems.

We have borrowed, are current, or have paid back on time, over \$1.8 billion of private development loans. This performance has taken place despite two economic recessions, the tragedy of 9-11, repeated periods of turmoil in the financial markets, systemic change in the retail, residential and hotel markets, and tenant bankruptcies.

Our track record of overcoming obstacles has made us more insightful, even more collaborative and more respected everywhere we need to work, whether next-door or across the globe. Over decades, on project after project, our team has remained a cohesive unit that gladly accepts new people, ideas and approaches.

We have our own professional residential marketing team that understands the Boston marketplace and who will be dedicated to 115 Winthrop Square. On the commercial office, retail, and entertainment side, we constantly out-perform the market, and have leased every square foot of the more than 1.5 million square feet that we built or are finishing in Boston ahead of schedule.

We maintain an extensive construction and design staff in-house that provides the clear and timely direction that allows us to always be in a position to work through and solve any number of construction issues that inevitably arise. There is no situation or condition that could arise that the Millennium Partners team hasn't seen before or cannot solve.

Millennium Partners Management of Massachusetts LLC is a "best in class" Property Management and Operations team, and like all the properties we own in Boston, they will manage 115 Winthrop Square.

REGULATORY APPROVALS

The project site is located in a B-10 Retail Business and Office District under the base provisions of the Boston Zoning Code ("Code"), and in the Downtown Interim Planning Overlay District and the Downtown IPOD Study Area established pursuant to Article 27D of the Code (the "Downtown IPOD"). The property is also located within a Restricted Parking (Overlay) District. Given the size of the parcel and the scale and complexity of the project,

we anticipate pursuing approval of a Planned Development Area (“PDA”) under Section 80C of the Code to provide the zoning relief necessary for the Project. The Code specifically allows for PDAs to be established at the project site, one of only several such areas in the Downtown IPOD Study Area.

At a projected zoning height of 725 feet, our proposal will necessitate a formal review by the Federal Aviation Administration. We are prepared to undergo rigorous State Environmental Review and City Article 80 Large Project Review, and we understand the obligations of the numerous other public agency reviews. Most importantly, our approach to the Public Sector Review course of action is to fully engage in the process with all stakeholders.

Below is a list of permits and approvals that may be required for 115 Winthrop Square.

Local:

- 1. Boston Redevelopment Authority**
 - a. Article 80B Large Project Review and Related Agreements and Disclosures
 - b. Affordable Housing Agreement
 - c. Article 80C Planned Development Area Development Plan Approvals
 - d. Certification of Compliance and Consistency
- 2. Boston Zoning Commission**
 - a. Approval of Planned Development Area Development Plan
- 3. Boston Transportation Department**
 - a. Transportation Access Plan Agreement
 - b. Construction Management Plan
- 4. Boston Civic Design Commission**
 - a. Design Approval
- 5. Boston Parks Department**
 - a. Construction Approval if building is within 100’ of a park
- 6. Boston Water and Sewer Commission**
 - a. Site Plan Approval
 - b. Connection, Cross-Connection and Extension Permits
 - c. Construction Dewatering Permits
- 7. Boston Air Pollution Control Commission**
 - a. Parking Freeze Permit
- 8. Boston Inspectional Services Department**
 - a. Demolition Permit
 - b. Foundation Permit
 - c. Building Permit
 - d. Certificate of Occupancy

9. Boston Committee on Licenses

- a. Permit to Erect Parking Garage / Flammable Storage License

10. Boston Public Improvement Commission

- a. Specific Repair and/or Canopy Approvals
- b. Street and Sidewalk Occupancy Permits
- c. Tieback approval and possible curb cuts

11. Boston Fire Department

- a. Asbestos Removal Permit if necessary
- b. Fuel Storage Permit
- c. Equipment and Access Permits

State:

**1. Executive Office of Energy and Environmental Affairs –
Massachusetts Environmental Policy Act Review / Approvals**

2. Department of Environmental Protection

- a. Construction and Demolition Notices
- b. Source Registration for Emergency Generator
- c. Asbestos Notices if necessary
- d. RAM Plan and completion certification if necessary
- e. Boiler Emissions Approval; Emergency Generator Emissions Approvals; Air Plan Approval; Fossil Fuel Utilization Permit if necessary

3. Massachusetts Water Resources Authority

- a. Construction Dewatering Permits

4. Massachusetts Historical Commission

- a. Determination of No Adverse Effect

5. State Building Code Appeals Board

- a. Variances from Building Code if necessary

Federal:

1. Environmental Protection Agency

- a. National Pollution Discharge Elimination System Permits/Notices

2. Federal Aviation Administration

- a. Determination of No Hazard to Air Navigation

TIMELINE

On the following page is our pre-construction and permitting timeline ending with a construction start in June of 2017. This project will be built in a single phase.

Pre-C

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TIMELINE

TIMELINE

On the following page is our pre-construction and permitting timeline ending with a construction start in June of 2017. This project will be built in a single phase.

Pre-Construction Timeline																		
	2016							2017										
	June	July	Aug	Sept	October	Nov	Dec	Jan	February	March	April	May	June	July	August	September		
PERMITTING																		
Tentative Designation																		
Notice of Intent filed																		
Preparation/Filing of Article 80 Project Notification Form (PNF) and MEPA Environmental Notification Form (ENF)	-----																	
Required 45-day BRA review period, then Scoping determination issued by BRA and Secretary's Certificate issued by MEPA																		
Preparation/Filing of Article 80 Draft Project Impact Report (DPIR) and MEPA Draft Environmental Impact Report (DEIR)			-----															
Draft Planned Development Area Development Plan prepared/filed			-----															
Required 90-day BRA review period, then Secretary Certificate issued by MEPA and Preliminary Adequacy Determination waiving Further Review and Approval of PDA issued by BRA				-----														
Final Designation Agreement, Site Access License, Conveyance Agreements and Article 80 Agreements							-----											
Public Discussion and Outreach	-----																	
Other City Approvals			-----															
Federal Aviation Administration			Initial filing ---FAA notification of impact-----		review period-----					Determination								
DESIGN AND DEVELOPMENT																		
Design		Schematic		-----				progress	-----			working	-----		75% Design	-----		100% Design
Building Permit																		
Loan Closing																		
License Access Work									-----									
Construction Begins																		
Construction Schedule																		
Construction	Date																	
Demolition of Garage Structure	June-August 2017																	
Commence Foundation Excavation	August 2017																	
Commence Above Ground Construction	May 2018																	
Complete Slurry wall and LBEs	June 2018																	
Begin office Fit-out	May 2019																	
Top off Concrete Structure	September 2019																	
Enclose Façade	January 2020																	
Punch List / Initial Occupancy Office	August 2020																	
Punch List / Initial Occupancy Residential	August 2020																	
Final Certificate of Occupancy	November 2020																	

INFRASTRUCTURE PROVISION

APPROACH TO EXISTING UTILITIES AND EASEMENTS

Winthrop Square is centrally located to existing utilities within both Federal and Devonshire streets. Our team knows there are 12" low pressure and 10" high pressure water mains in both Federal and Devonshire street that will provide enough flow for the building needs. Boston Water and Sewer also has combined sewer systems on both streets, 24 x 20 on Federal and 16 x 24 on Devonshire that provide connectivity options. We will work with BWSC to determine which options work best. In addition, the project will contribute to the Boston Water and Sewer Inflow/Infiltration program.

Eversource has electrical infrastructure in Devonshire Street, which we will tie into to feed the building. Eversource will supply new transformers that will be housed in vaults located within the property. There is also existing data telephone infrastructure in both Federal and Devonshire streets that will be used to feed the building.

NationalGrid has natural gas infrastructure on both streets, 12" on Federal and 8" on Devonshire, both of which provide good options for feeding 115 Winthrop Square. And while we do not currently anticipate using steam on the project, there was a steam upgrade that was recently performed in Devonshire Street.

APPROACH TO PROVISION OF STREETS AND THE EXISTING PUBLIC STREETS

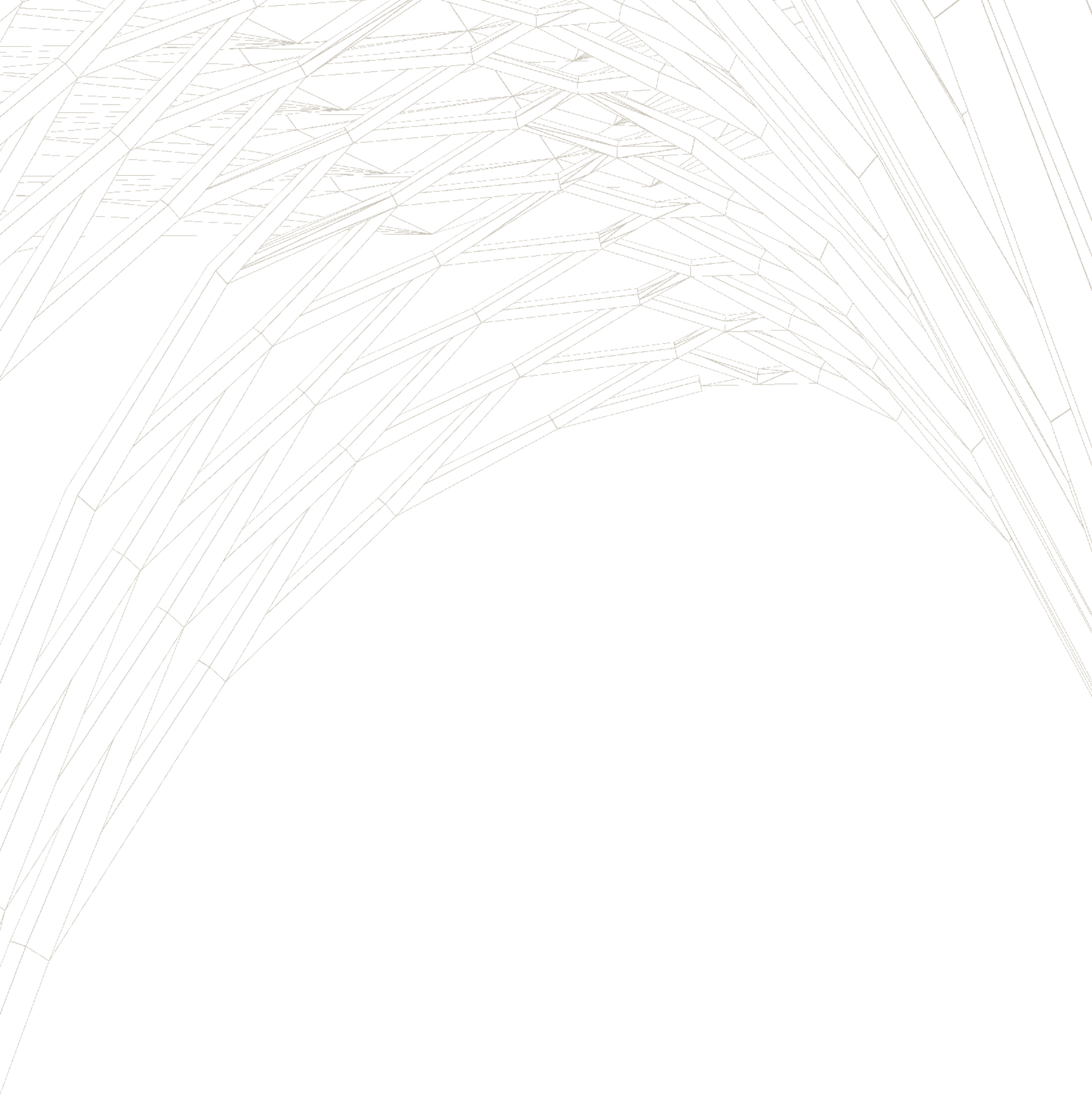
All streets impacted by construction will be repaved, and all abutting sidewalks will be reconstructed to comply with the Complete Street Guidelines, with street trees and pervious pavers.

GROUNDWATER MONITORING AND REPLENISHMENT STRATEGY

While 115 Winthrop is not located within the Groundwater Conservation Overlay District, the project, in cooperation with BWSC, will capture one inch of rainwater for phosphorus removal. This process will be performed using interior storage tanks and some exterior injections. The office component will reuse the rainwater for toilets, as was done in the recent Burnham Building.

INTENDED SITE IMPROVEMENTS AND OFF-SITE IMPROVEMENTS

See Chapter 2: "To Dramatically Enhance Downtown Boston's Public Realm." for a description of intended site and off-site improvements.



Certificates and Supporting Materials

**Appendix II:
Submission Checklist**

This checklist should be completed and included as part of the proposal submission. If items are not included, a written explanation of why they have been omitted, should be included.

DEVELOPMENT AND DESIGN SUBMISSION

1. Development Team

- Letter of Interest
- Résumés and qualifications

2. Development Concept

A. Development Program

- Description of the proposed development program
- Listing and description of each proposed building
- Description of the planned phasing of the project development
- Explanation of the underlying rationale for the program
- A discussion of the required zoning relief and any zoning amendments or variances that would be required for the proposed development.

B. Housing Component

- Description of the types and sizes of all housing units proposed
- Explanation of compliance with the BRA's Inclusionary Development Policy and the affordable housing objectives of this RFP

C. Transportation and Parking

- Description of the parking program associated with each proposed use
- Description of strategies to minimize automobile use
- Description of the methodology for determining necessary parking ratios

D. Infrastructure Provision

- Description of the intended approach to existing utilities and easements
- Description of the intended approach to provision of streets and to the existing public streets
- Explanation of the groundwater monitoring and replenishment strategy
- Description of all intended site improvements and off-site improvements

E. Environmental Remediation and Sustainability

- Intended strategy for environmental remediation

Boston Redevelopment Authority

Request for Proposals,

- Description of sustainable design and green building principles, technologies, and practices to be incorporated into project
- Appropriate LEED Project Checklist(s) and a list of the LEED-accredited professionals on the development team

F. Economic Development Strategy

- Explanation of the project's role in diversifying the Roxbury economy and creating connections to the larger regional economy
- Description of the types of commercial users the project includes or is targeting and the features of the project that support the goal of attracting the target tenants
- Explanation of the project's ability to accommodate a range of uses and to remain adaptable and economically viable over time
- Description of any actual or intended use of financial and technical assistance available for real estate development and business development
- Description of community-based and minority/MBE participation on the development team
- Estimate of the number of construction jobs that will be generated by the proposed project
- Estimate of the number of new permanent full-time jobs and the basis for the estimate
- Estimated occupation characteristics, skill levels, and wages of permanent jobs
- Description of possible and intended strategies for achieving the community goals related to employment in all phases of the project
- Description of the development team's history of meeting hiring and training goals
- Description of potential business partnerships and goods and services contracts, including the estimated amount of such contracts
- A description of possible and intended strategies for achieving the community goals related to business development and subcontracts
- Explanation of other long-term opportunities and benefits for local businesses
- Account of involvement by local businesses and business development specialists in the development of the proposal

G. Urban Design

- Neighborhood plan
- Site plan
- Concept diagrams and illustrations
- Written description of how the proposed development successfully interprets the urban design guidelines
- Diagrams and illustrations of proposed improvements to existing pedestrian and bicycle networks, the local street network, and transit facilities
- Circulation plan
- Building elevations
- Conceptual designs and schematic floor plans of all buildings

- Street elevations
- Perspective drawings
- Digital 3D model

H. Implementation Plan

- Timeline
- Outline of regulatory approvals

I. Certificates and Supporting Materials

- All certificates included in the Appendixes, completed and signed.
- Any other materials deemed necessary to indicate the development team's ability to satisfy the selection criteria outlined in Section VII.

FINANCIAL SUBMISSION

1. Pro Formas

- Development pro forma
- 15-year operating pro forma
- Condominium sales pro forma
- Parking pro forma

2. Financing Statement

- Developer equity statement
- Financing commitments

3. Market Study

- Preliminary market study

4. Forms and Disclosures

- Disclosure Statement Concerning Beneficial Interest (Appendix VI)
- HUD Form 6004 (Appendix VII)
- City of Boston Disclosure Statement (Appendix X)
- Certificate of Tax, Employment Security, and Contract Compliance (Appendix XI)

5. Residential Rental Management Plan

- Residential rental management plan

Boston Redevelopment Authority

Request for Proposals

APPENDIX VIII

Certificate of Compliance With Boston Jobs Policies

Mcaf Winthrop LLC

(Name)

(Title)

c/o Millennium Partners, Joseph Larkin

(Name of Respondent)

whose principal place of business is located at

7 Water St. Boston, MA 02109

hereby certifies that:

The above-named Respondent or any affiliate thereof has no unresolved Boston Jobs Policies issues or violations as determined by the BRA Compliance Department, the Office of Boston Residents Jobs Policy and/or the Boston Employment Commission. The issues or violations can include but are not limited to the Boston Residents Construction Employment Standards, the Boston Residents Jobs Policy, Small and Local Business Enterprise Development Standards, Davis-Bacon Act or any other wage violations, and non-discrimination policy.

Signed under the penalties of perjury this 31st day of March, 2011: 2016

Joseph Larkin

81-1956611

(Name)

(Federal Identification Number)

By:

Joseph Larkin

Title:

Principal duly authorized

I/WE certify that as of the above date, the respondent and any named affiliate thereof has no known unresolved issues or violations of the standards or policies or wage act violations named herein:

Cathy M. [Signature]
BRA Compliance Department

April 7, 2016
Date:

Office of Boston Residents Jobs Policy

Date:

and/or

Boston Employment Commission

Date:

Boston Redevelopment Authority

Request for Proposal

Appendix XI
Certificate of Compliance With Fair Housing Policies

Joseph A Larkin Principal
(Name) (Title)

MCAF WINTHROP LLC
(Name of Respondent)

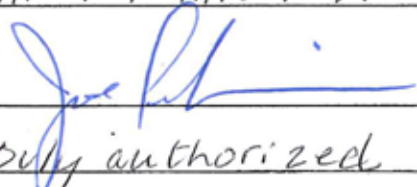
whose principal place of business is located at d/o Millennium Partners,
1995 Broadway, Fl 3, New York, NY 10023-5882

hereby certifies that:

The above-named Respondent or any affiliate thereof has no unresolved fair housing complaints as determined by the Boston Fair Housing Commission.

Signed under the penalties of perjury this 13th day of April, ²⁰¹⁶2005.

MCAF WINTHROP LLC 81-195661
(Name) (Federal Identification Number)

By: 

Title: fully authorized

Please see the attached letter from the City of Boston Office of Fair Housing and Equity, dated July 13, 2016, confirming Millennium Partners' compliance. Note that as MCAF Winthrop LLC is a single-purpose entity, we made this request to the Fair Housing Office on behalf of all of Millennium Partners' entities that developed residential-use properties in the City of Boston.



Office of Fair Housing and Equity

Martin J. Walsh, Mayor

April 13, 2016

Via Fax Only to 617-451-5065

Millennium Partners – Boston
c/o Raffi R. Berberian
7 Water Street, Suite 200
Boston, MA 02109-4106

Re: Public Records Request

Dear Mr. Berberian,

Pursuant to your public records request on April 1, 2016, please allow this to certify that as of the above listed date, our office does not have any open complaints against your company and its affiliates. This affirmation relates to the following properties:

1. The Ritz-Carlton Towers, 1, 2 and 3 Avery Street
2. One Charles Condominium, 1 Charles Street South
3. Millennium Place, 580 Washington Street

The cost of processing this request is \$10.50. The research took approximately 30 minutes to complete and our office printed 0 pages at a rate of \$21.00 per hour. Fortunately, we were able to waive the fee for your request.

If this information does not satisfy the scope of your request, please do not hesitate to contact the office at (617)-635-2500.

Sincerely,


Rebecca G. De Chellis
Legal Intern

BOSTON CITY HALL • ROOM 966 • ONE CITY HALL SQUARE • BOSTON • MASSACHUSETTS • 02201
617-635-2500 • Fax: 617-635-3290 • TTY: 617-635-2541 • www.boston.gov/fairhousing

ADDITIONAL EXPERIENCE INCORPORATING PUBLIC ART



Project: "Reflecting Absence"

Location: National September 11 Memorial, New York, NY

Artist: Michael Arad



Project: "Promised Land"

Location: NEMA Residences, San Francisco, CA

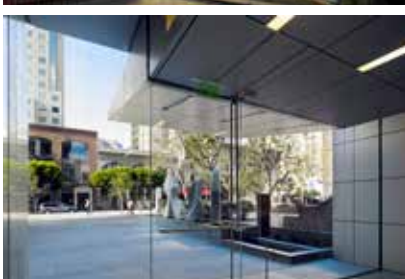
Artist: Topher Delaney



Project: "Art on the Plaza 6: Air gets into everything even nothing and Get up girl a sun is running the world"

Location: Ritz-Carlton, New York City

Artist: Rondinone



Project: "Fragments"

Location: San Francisco, CA

Artist: Richard Deutsch

EXPERIENCE LEADING PUBLIC CHARRETTES AND INVOLVING PUBLIC PARTICIPATION

The majority of Handel Architects' experience is with buildings in dense, urban environments. The firm has become highly adept at fitting complex programmatic requirements into limited sites. The very nature of this work has given the firm considerable experience organizing design workshops and community meetings to present various design concepts and schemes to solicit public input and feedback. Handel Architects has developed a strong reputation for successfully completing complex projects with numerous stakeholders and interest groups.

Few projects better illustrate an ability to manage multiple stakeholders than the new National September 11 Memorial which recently opened in Lower Manhattan. Architect Michael Arad initially won the competition to design the World Trade Center Memorial in 2004, and joined Handel Architects as a Partner shortly after, bringing the skills and talents of the office and its partners to assist him in developing the project. Working initially for the Lower Manhattan Development Corporation, and subsequently for the World Trade Center Memorial Foundation (WTCMF), Handel Architects shepherded the project through an immensely difficult political process. The firm has acted as the guardian of the Memorial's design, and has negotiated with multiple parties to advocate for the interests of the project in face of other competing agendas for the site. Stakeholders included the Mayor's office, the Governor's office, the LMDC, the WTCMF, the Port Authority of New York and New Jersey, private developers, non-profit groups, as well as community board members, family members and survivor groups. It has been a long process, but ultimately a very rewarding one.

Projects that Partners Gary Handel and Blake Middleton have led through public approvals processes include:

- Parcel 13, Boston
- Hemenway Building at The Boston Conservatory, Boston
- Ipswich Studios at The Boston Conservatory, Boston
- Filene's Department Store Renovation, Boston
- National September 11 Memorial, New York City
- Pier 57, New York City
- Cornell Residential Tower at Cornell Tech, New York City
- West 37th Port Authority Site, New York City
- 400 Park Avenue South, New York City
- Idlewild Park Nature Center, New York City
- Flushing Meadows-Corona Park Natatorium and Ice Rink, New York City
- 150 Amsterdam, New York City
- 525 West 52nd Street, New York City
- Ritz-Carlton Central Park South, New York City
- Greenpoint Landing Master Plan, New York City
- Pier 92-94, New York City
- 205 East 92nd Street, New York City
- Studio Village, Brooklyn, New York City
- Ritz-Carlton Hotel & Residences, Georgetown, Washington, DC
- Asbury Park Hotel & Residences, Asbury Park, NJ
- Millennium Hollywood, Los Angeles, CA
- Santa Barbara Bowl, Santa Barbara, CA

Hon. Gifford Miller
108 East 82nd Street, Apt. 2B
New York, NY 10028

April 18th, 2016

Martin J. Walsh, Mayor
Brian P. Golden, Director
Teresa Polhemus, Executive Director/Secretary
Boston Redevelopment Authority
One City Hall Square, Room 910
Boston, MA 02201-1007

Dear Mayor Walsh, Director Golden and Executive Director/Secretary Polhemus,

I am writing with respect to the application of Millennium Partners to become the designated developer of 115 Winthrop Square, a development project to be undertaken under the direction of the City of Boston and the Boston Redevelopment Authority.

Through my ten years of service on the New York City Council, and particularly as Speaker of the New York City Council from 2002 – 2005, I am very familiar with city government-led development site disposition processes and public review processes. I had the opportunity to work Millennium Partners on the redevelopment of the High Line, an elevated linear park in New York that the City Council provided the initial funding for. Phil Aarons was the founding board chair and Mario Palumbo was the founding treasurer and is current co-chair of the organization. Together with the founders they shepherded that controversial project through several community and stakeholder reviews and delivered a final product that dramatically surpassed the city's highest expectations and rejuvenated an entire neighborhood. Their interaction with key stakeholders was always collaborative and perhaps most importantly, they always delivered more than they promised, which, in my experience, is the opposite of what usually happens.

After leaving office in 2006, I joined the board of Friends of the High Line with Phil and Mario and I have gotten to know the entire senior Millennium organization in New York. I can highly recommend them as developers for the Winthrop Square project. In addition to Phil and Mario's work on the High Line, I have watched all seven projects that Millennium Partners has built in New York - two of which were built during my tenure as Speaker - and I can assure you that the integrity, thoughtfulness and diligence that they have brought to every project in our city will be replicated in Boston.

115 Winthrop Square is an exciting opportunity for the City of Boston. I sincerely hope that you give Millennium Partners' application positive consideration. Please let me know if I can provide any further information or assistance in this matter.

Sincerely,



Gifford Miller



April 14, 2016

Martin J. Walsh, Mayor
Brian P. Golden, Director
Timothy J. Burke, Chairman
Carol Downs, Member
Priscilla Rojas, Member
Dr. Theodore C. Landsmark, Member
Michael P. Monahan, Member
Teresa Polhemus, Executive Director/Secretary
Boston Redevelopment Authority
One City Hall Square, Room 910
Boston, MA 02201-1007

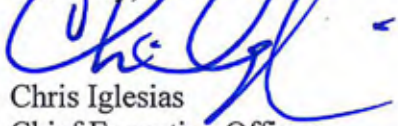
Dear Mayor Walsh, Director Golden, Chairman Burke, BRA Board Members and Executive Director/Secretary Polhemus,

I am writing with respect to the application of Millennium Partners to become the designated developer of 115 Winthrop Square, a development project to be undertaken under the direction of the City of Boston and the Boston Redevelopment Authority.

I am currently Chief Executive Officer of The Unity Council in Oakland, California. We are a 52 year old community development corporation and Millennium Partners has been a key advisor on many of our projects here in Oakland. Prior to running The Unity Council I worked for over 20 years for the City & County of San Francisco in a variety of roles including Executive Director of the Human Rights Commission for then mayor Gavin Newsom. I had the opportunity to work with Millennium Partners on several of their projects including Metreon, the Four Seasons Hotel and condominium and 301 Mission.

Millennium Partners and its principals were always collaborative and Millennium was always willing to respond to concerns raised by neighborhood stakeholders which are a major part of the San Francisco approval process. Millennium Partners has been a great addition to the San Francisco development community and are a vital supporter of the many non-profits and local businesses that call San Francisco home. I would highly recommend Millennium Partners.

Sincerely,



Chris Iglesias
Chief Executive Officer



The Unity Council
Executive Office
1900 Fruitvale Ave, Suite 2A, Oakland, CA 94601
Tel: 510-535-6900 • Fax: 510-534-7771 • www.unitycouncil.org

LOGRANDE & CO.

Land Use Consultants

April 18, 2016

Martin J. Walsh, Mayor
Brian P. Golden, Director
Timothy J. Burke, Chairman
Carol Downs, Member
Priscilla Rojas, Member
Dr. Theodore C. Landsmark, Member
Michael P. Monahan, Member
Teresa Polhemus, Executive Director/Secretary
Boston Redevelopment Authority
One City Hall Square, Room 910
Boston, MA 02201-1007

Dear Mayor Walsh, Director Golden, Chairman Burke, BRA Board Members and Executive Director/Secretary Polhemus,

I am writing with respect to the application of Millennium Partners to become the designated developer of 115 Winthrop Square, a development project to be undertaken under the direction of the City of Boston and the Boston Redevelopment Authority. As Planning Director of the City of Los Angeles from 2010 – 2016 and as a member of its senior planning staff for a decade prior to that, I had the opportunity to work with Millennium Partners on a complex mixed use project proposed for downtown Hollywood. Millennium Partners and its principals approached the development of this vacant site adjacent to one of Los Angeles' most iconic buildings with a willingness to understand and thoroughly integrate the planning goals the Department had established - density near transit and pedestrian and bike friendly public plazas while skillfully designing an elegant pair of towers which preserved views of their historic neighbor and added critical population growth to an underserved area. Their interaction with the Department was always collaborative and Millennium was always willing to respond to concerns raised by neighborhood stakeholders which is a major part of the Los Angeles approval process.

After an extensive review process that Millennium navigated thoughtfully, the project of over 1,000,000 sq. ft. was unanimously approved by both the Los Angeles Planning Commission and Los Angeles City Council. Unfortunately, now tied up by litigation against the City, I have every reason to believe that the project, once completed, will be a tremendous addition to the physical landscape of Hollywood and Los Angeles. The City of Los Angeles holds Millennium Partners in very high regard. They serve as a vital partner in developing our City.

Sincerely,



Michael LoGrande
LoGrande & Co. 213.500.5067
Former Director of Planning, City of Los Angeles