FILE NO. 6217
CITY OF CAMBRIDGE
REAL ESTATE DISPOSITION
REQUEST FOR PROPOSALS

Ames Street (Portion)

SECTION 1. OVERVIEW

The purpose of this Request for Proposals (RFP) is to solicit proposals for the disposition of property owned by the City of Cambridge ("the City") consisting of approximately 8,660 square feet of land. The property available for disposition includes a portion of the existing Ames Street public way bounded by the easterly sideline of Ames Street to the east, a line parallel to and twenty (20) feet west of the easterly sideline of Ames Street to the west, the southerly sideline of Broadway to the north and the northerly sideline of Main Street to the south (the "Property").

The City will consider selling this Property and to discontinuing this portion of Ames Street as a public way in order to allow the development of a residential building with ground floor retail uses on the disposed Property and adjacent parcels. Building design will be subject to review and approval by the Planning Board, based on applicable zoning requirements.

Offerors must meet all minimum evaluation criteria, must complete the enclosed proposal form and price summary form, and must include the requested documents. The City has attempted in this RFP to be as accurate as possible, but is not responsible for any unintentional errors herein. No statement in this document shall imply a guarantee or commitment on the part of the City as to potential relief from state, federal or local regulations.

SECTION 2. INSTRUCTIONS TO OFFERORS

2.1. Failure to complete the attached form, to answer any question, or to provide the documentation required will be deemed non-responsive and result in an automatic rejection of the proposal unless the City determines that such failure constitutes a minor informality, as defined in and pursuant to M.G.L. c.30B.

2.2. All requests for clarification or any questions about information contained in this RFP must be submitted in writing and addressed to Cynthia Griffin, Purchasing Agent, City of Cambridge, City Hall, 795 Massachusetts Avenue, Cambridge, MA 02139 (FAX: 349-4008). No requests or questions will be accepted after **Monday, October 28, 2013 by 4:00 PM.** The name, address, telephone number and FAX number (if available and email address of the person to whom such additional information should be sent must be provided by the offeror. An Addendum with questions and answers will be mailed to all offerors on record and posted to the Purchasing website.

2.3. Five copies of the proposal must be received by Cynthia Griffin, Purchasing Agent, City of Cambridge, Third Floor of City Hall **prior to 10:00 AM on Friday, November 8, 2013** Proposals must be delivered in a sealed package labeled "Proposal for Disposition of Real Estate. "Late proposals will not be considered.

2.4. Offerors may correct, modify or withdraw proposals prior to the proposal opening. An offeror who wishes to withdraw a proposal must make the request in writing. Any corrections or modifications to a proposal must be submitted in writing. Corrections or modifications must be in a sealed envelope when submitted.

2.5. An offeror's proposal will remain in effect for a period of 90 calendar days from the deadline for submission of proposals or until it is formally withdrawn, a contract (Purchase and Sale Agreement) is executed or this RFP is canceled, whichever occurs first.

SECTION 3. EVALUATION OF THE PROPOSALS

All proposals will be reviewed in accordance with M.G.L. c. 30B by an Evaluation Committee, and final selection will be based upon an evaluation and analysis of the information and materials required under this RFP. The bid may be awarded only to an offeror who meets the minimum evaluation criteria, submits the required documents, has the demonstrated experience and resources to fulfill the contract, and best meets the comparative evaluation criteria.

The City may award a bid to only one responsive and responsible, eligible offeror. The City reserves the right to reject any and all proposals if it determines that it is in the best interest of the City to do so. The City also reserves the right to waive any informalities in the proposal process or to accept the proposal deemed to be in the best interest of the City.

SECTION 4. DESCRIPTION OF PROPERTY TO BE DISPOSED

4.1 Overview

The City Property to be disposed consists of approximately 8,660 square feet of land, described as a portion of the existing Ames Street public way bounded by the easterly sideline of Ames Street to the east, a line parallel to and twenty (20) feet west of the easterly sideline of Ames Street to the west, the southerly sideline of Broadway to the north and the northerly sideline of Main Street to the south.

4.2 Ames Street

At present, this segment of Ames Street is used for vehicular, pedestrian and bicycle traffic, providing a through connection from Main Street to Broadway and parking and loading access to the parking garage at Cambridge Center and adjacent uses. Six (6) public on-street metered parking spaces are also present on this segment of Ames Street. This segment of Ames Street is shown on Assessor's Map #44.

The surface of this segment of Ames Street has asphalt paving, brick-pave sidewalks and granite curbing in parts, as well as street lighting, trees, regulatory signage, fire hydrants and safety bollards at curb cuts. There are existing public utilities and conduits below the surface of this segment of Ames Street, including drainage, sewer, water service, electric, telephone, fiber optic and high-pressure gas.

4.3 Zoning Status

The Property to be disposed is located in the Mixed Use Development District: Cambridge Center (MXD), which allows for a mix of uses across a master-planned development area. The regulations for this district are contained within Article 14.000 of the Cambridge Zoning Ordinance.

4.4 Discontinuance of Street as a Public Way

Ames Street is currently a public way; discontinuance of this segment of Ames Street as a public way requires a two thirds vote of the City Council. The City Manager intends to request the discontinuance of this segment of Ames Street as a public way in connection with this disposition. This disposition is contingent on the discontinuance of the specified portion of Ames Street as a public way.

SECTION 5. CONTRACT TERMS & CONDITIONS

5.1 Upon the conditional designation of the successful offeror, the City will enter into a Disposition Agreement with the successful offeror contingent upon matters set forth in this RFP.

5.2 This Agreement will require a $150,000 good faith deposit to be held in escrow in an interest bearing account. The successful offeror will be responsible for obtaining the necessary approvals for all permits for the proposed use of the site and for paying the out of pocket costs incurred by the City in connection with the disposition process, including attorneys' fees, appraisers' feees, and any other consultants' fees. The deposit shall be refunded if the conveyances, discontinuance and permits are not granted by the City Council and other applicable authorities, within 12 months of the conditional designation of the successful offeror. The deposit and interest shall be applied to payment of the City's costs set forth above and any remaining amount of the deposit and interest shall be applied to the full purchase price at the closing.

5.3 Disposition shall be subject to the discontinuance of the specified segment of Ames Street as a public way; this requires a two thirds vote of the City Council.

5.4 Disposition shall be conditioned upon use of the Property, in conjunction with adjacent parcels, for the construction of a new multifamily residential building with retail uses at the ground floor with pedestrian entrances onto Ames Street, as permitted by applicable zoning regulations. No alternate uses or development shall be allowed on the Property.

5.5 Final disposition of the Property shall be subject to the procedural requirements set forth in Section 2.110.010 et. seq. of the Cambridge Municipal Code, titled "Disposition of City Property." Disposition of the Property requires a two-thirds vote of the City Council. Disposition of the Property shall be subject to any further such restrictions that may be deemed reasonable by the City Council and accepted by the successful offeror which may be identified during the public processes necessary for the disposition of the Property.

5.6 The successful offeror must receive a special permit from the Planning Board pursuant to the project review requirements set forth in the Zoning Ordinance applicable to the residential development described above. Nothing in the Disposition Agreement shall prevent the Planning Board from imposing special permit conditions as would be customary to a project of this type.

5.7 Disposition of the Property shall be subject to the agreement by the successful offeror to undertake the following infrastructure reconstruction on Ames Street in conjunction with its development of the site at the successful offeror's sole cost and expense, with final construction plans to be approved in writing by the Cambridge Department of Public Works:

(a) Relocation of all existing utility or sub-surface easements on the Property, as approved by the City, at the successful offeror's own expense in conjunction with its development of the project site.

(b) Full reconstruction of the sidewalks on the eastern side of Ames Street, subject to final plans satisfactory to and approved in writing by the City. Sidewalk improvements shall include tree plantings (in the manner recently installed on Main Street), installation of city standard parking meters, and installation of bicycle racks.

(c) Sidewalks on the western side of Ames Street shall also be reconstructed, but only to the extent that they are disturbed in the course of completing the utility relocation described further above.

(d) Reconstruction of the Ames Street carriageway, subject to approval of final plans in writing by the City.

(e) Replacement of traffic signals at the intersections of Ames Street and Broadway and Ames Street and Main Street, subject to final written approval by the City.

(f) Installation of new streetlight poles and lamp heads on both sides of Ames Street pursuant to the City's current standards for LED lighting and the final written approval of the City.

5.8 Prior to any construction activities, the successful offeror shall agree to maintain public sidewalk access on the Property at a standard and on terms and conditions acceptable to the City, and during the course of construction, the successful offeror shall agree to provide and maintain pedestrian access routes in accordance with a construction management plan that will be approved in writing by the City.

5.9 The successful offeror shall be responsible for all soil disposal and any associated environmental containment or remediation required as a consequence of any

construction that takes place on the Property. Prior to closing, the successful offeror will have the right to perform its own environmental testing, bearing the costs of any expenses associated with additional testing. If the testing reveals hazardous material or environmental contamination by a substance that has not previously been identified as existing or possibly existing on the Property that would cost more than $500,000 to contain or remediate, the successful offeror will have the right to terminate the Disposition Agreement and receive its deposit back, unless the contamination is determined to be as a result of City operations; in which case, the City shall have the option to contain or remediate the hazardous material or environmental contamination in compliance with the Massachusetts Contingency Plan, Chapter 21E and the successful offeror shall not have the right to terminate the Disposition Agreement or receive its deposit back.

5.10 In order to protect the City's financial interests, the successsful offeror must agree that if any part of the development site is put up for resale in the future, the Property must first be offered to the City on the following terms:

> Until the end of five years from the time the transaction closes, the sale price (received by the City for this sale) plus the seller's costs of acquisition, resale and site improvements, adjusted by the change in the consumer price index over the period.

5.11 **Rule for Award.** The most advantageous proposal from a responsive and responsible offeror, taking into consideration price and all other evaluation criteria set forth in this Request for Proposals will be selected.

SECTION 6. EVALUATION CRITERIA

The purpose of information requested in this section is to assist the City in evaluating each proposal. Each proposal shall be evaluated based upon the price offered for the Property by the offeror in conjunction with the other comparative evaluation criteria set forth herein. Responses to the following areas should be complete and full:

6.1 **Ability to develop:** A proposal shall be evaluated based on the offeror's ability to assemble the Property to be disposed with adjacent properties under the offeror's ownership or control in order to enable the construction of a multifamily residential building of approximately two hundred thousand (200,000) or more square feet with ground floor retail uses.

A rating of Highly Advantageous will be given if the offeror can demonstrate the capability of constructing the project described above.

A rating of Not Advantageous will be given if no sufficient evidence has been provided demonstrating that the offeror can feasibly enable the project to be constructed as described above.

6.2 **Enhancement of the Urban Environment in Kendall Square.** The design concept shall be evaluated against the Citywide Urban Design Objectives set forth in Article 19.000 of the Zoning Ordinance, the Eastern Cambridge Design Guidelines, and the Kendall Square Urban Design Guidelines, and any additional urban design principles established by the City for this area.

A rating of Highly Advantageous will be given for an extraordinarily successful concept that fully conforms to the citywide and area-specific urban design principles.

A rating of Advantageous will be given for a design concept that meets the intent of the citywide and area-specific urban design principles in a better than average manner.

A rating of Not Advantageous will be given for a design concept that only fairly or poorly addresses the citywide and area-specific urban design principles.

A rating of Unacceptable will be given for a design concept that does not at all respond favorably to the citywide and area-specific urban design principles.

SECTION 7. DOCUMENT SUBMISSION REQUIREMENTS

The following documents must accompany the proposal. Failure to provide any of the requested documents may result in the determination that the offeror is non-responsive.

1. Description of development intent and development concept, both in narrative form and sketch plans.

2. Proposal Form

3. Price Summary Form

4. Disclosure of Beneficial Interest pursuant to G.L. c. 7 § 40J

5. Ownership Certificate demonstrating control of adjacent land

6. A copy of the most recent annual financial report (audited or reviewed by a Certified Public Accountant).

7. A list of three financial references, including contact name and telephone number. The City may contact the references in determining whether the offeror is responsible.

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

PROPOSAL FORM FOR THE DISPOSITION OF REAL ESTATE
Ames Street (Portion)

1. Name of person submitting proposal: _____

   Address: _____

   _____

   Telephone: _____

2. Please check one of the following:

   ( ) Corporation, incorporated in the State of: _____

   ( ) Partnership, names of partners are: _____

   _____

   _____

   ( ) Individual

   ( ) Other: _____

Submit this form with your proposal.

3. Minimum Evaluation Criteria

The City of Cambridge will reject any proposal that does not meet the minimum evaluation criteria. A "NO" response or a failure to respond to any of the following minimum evaluation criteria will result in a rejection of your proposal.

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

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

YES ____ NO ____

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

YES ____ NO ____

Submit this form with your proposal.

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

_____
Signature

_____
Name of person signing proposal

_____
Title of officer signing for firm, if applicable

_____
Name of business, if applicable

_____
Address

_____

_____
Signature of all firm partners, if applicable

_____

_____

_____

_____

Submit this form with your proposal.

INSTRUCTIONS for PRICE SUMMARY FORM

The attached price summary form must be submitted with the offeror's proposal. Failure to adhere to this instruction will result in automatic disqualification of your proposal. The price summary form must provide (on the attached worksheet):

a. Your cash offer

b. A gross square foot breakdown of the anticipated use of the Development Site (consisting of the Property along with adjacent properties on which construction will occur), by the categories listed below.

- Multifamily dwellings
- Retail
- Other

c. A plan of adjacent parcels owned or otherwise controlled by the bidder, with ownership certificates, deeds, or other documents evidencing your ability to use the disposed Property, and that will be used in conjunction with the disposed Property, to accommodate the anticipated development.

d. Schematic plans, elevations and other drawings describing the development that is proposed on the Property, along with adjacent properties.

e. A schedule indicating when the anticipated development will be completed.

PRICE SUMMMARY FORM

(A) ***Cash offer*** $_____

in words (_____)

B. ***Anticipated use of Property***

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

Multifamily dwellings _____%
Retail _____%
Other (specify): _____ _____%

Signature of Offeror:_____

Submit this form with your proposal.

City of Cambridge

Purchasing Department

Cynthia H. Griffin
Purchasing Agent

To: All bidders

From: City of Cambridge

Date: October 9, 2013

Re: File No. 6217, Real Estate Disposition Ames Street (Portion), Addendum No. 1

The following question was submitted and answered.

Question
Please provide a site plan with a parcel ID No. which is being offered for redevelopment.

Answer
The site plan is the MAP (included in the Request for Proposal) and the area outlined in red is the portion of Ames Street that the City is disposing of.

Our streets do not have parcel ID #s, and a portion of such a street, if sold, would get a parcel ID# (from Assessing Dept.) at the point it goes from tax exempt to taxable – which occurs once assessing sees it appear on a deed in the registry.

All other details remain the same.

CYNTHIA H. GRIFFIN
PURCHASING AGENT

ADDENDUM NO. 1

City of Cambridge

Purchasing Department

Cynthia H. Griffin
Purchasing Agent

To: All bidders

From: City of Cambridge

Date: October 31, 2013

Re: File No. 6217- Real Estate Disposition Ames Street (Portion), Addendum No. 2

Please add the following language to the Request for Proposal, Section 5. Contract Terms & Conditions.

5.12

Any portion of the Property that is not used for the development of the residential building and associated ground-floor retail shall be maintained for outdoor functions such as publicly beneficial open space, outdoor seating, open-air retail, bicycle parking, public bicycle-sharing services, public art, informational displays or other functions that improve the streetscape and generally benefit the public. The design of outdoor spaces on the Property shall be reviewed and approved by the Planning Board as part of the design review for the residential building.

All other details remain the same. All questions and answers are closed.

CYNTHIA H. GRIFFIN
PURCHASING AGENT

ADDENDUM NO. 2

795 Massachusetts Avenue, Cambridge, Massachusetts 02139 Voice: 617.349.4310 Fax: 617.349.4008 TTY: 617.349.4242 Web: www.cambridgema.gov

Boston Properties

MICHAELA CANTALUPA
Senior Vice President - Development

November 8, 2013

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

BOSTON, MA
NEW YORK, NY
PRINCETON, NJ
SAN FRANCISCO, CA
WASHINGTON, D.C.

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

Dear Ms. Griffin:

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

PROPOSED DEVELOPMENT CONCEPT

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

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

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

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

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

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

The anticipated project schedule is as follows:

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

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

ABOUT THE DEVELOPER

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

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

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

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

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

ENHANCEMENT OF THE URBAN ENVIRONMENT IN KENDALL SQUARE

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

ECONOMIC TERMS OF OFFER

The economic terms of our offer are as follows:

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

ADDITIONAL DOCUMENTATION

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

Exhibit A – Property Description

Exhibit B –Development Concept Plans

Boston Properties

Exhibit C – Conceptual Plans for Ames Street Reconfiguration

Exhibit D – Proposal Form

Exhibit E – Price Summary Form

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

Exhibit G – Ownership Certificate Demonstrating Control of Adjacent Land

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

Exhibit I – Financial References

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

Sincerely,

Michael A. Cantalupa

Attachments

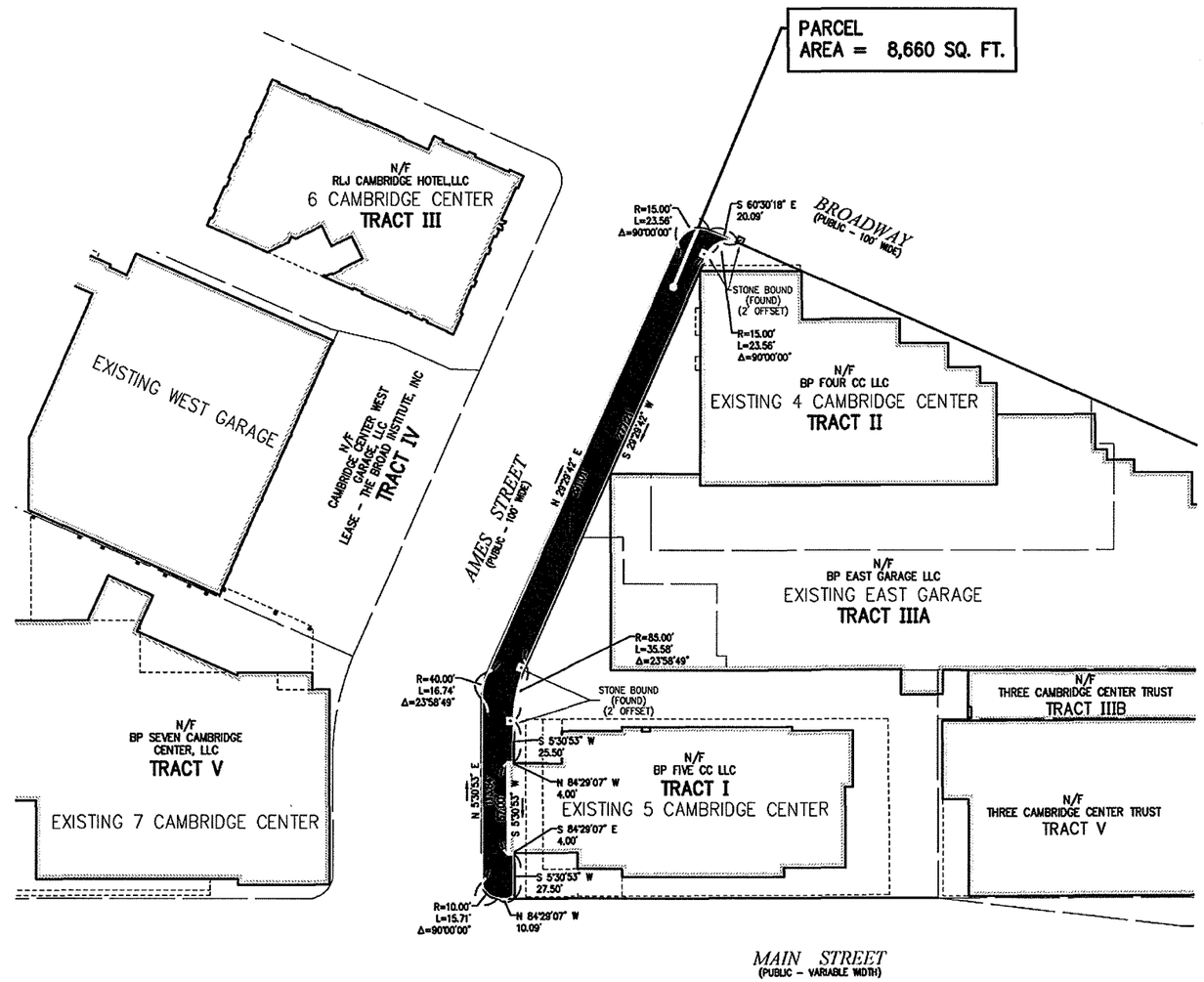
EXHIBIT A

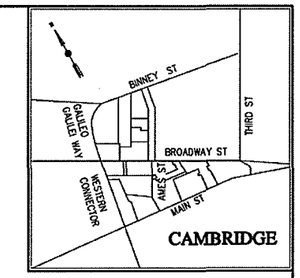
RESERVED FOR REGISTRY USE ONLY

N

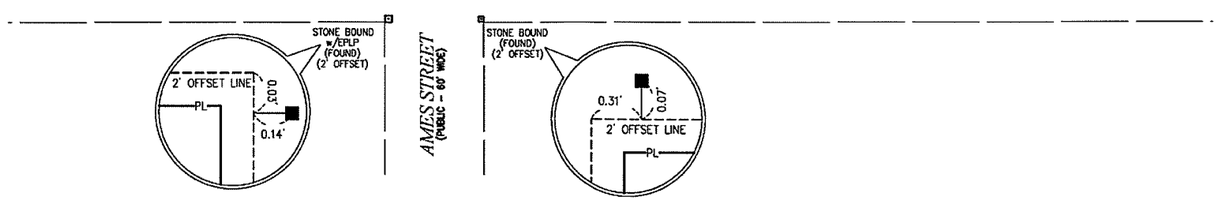
PLAN 621 OF 1980

PROGRESS PRINT
(FOR REVIEW 12/21/12)





Locus Map
(NOT TO SCALE)



Plan References

1) L.C.C. 30711 A-L
2) L.C.C. 4356 A-C
3) PLAN 298 OF 1977
4) PLAN 621 OF 1980
5) PLAN 1407 OF 1981
6) PLAN 1463 OF 1983
7) PLAN 1334 OF 1986 (4 SHEETS)
8) PLAN 155 OF 1986 (11 SHEETS)
9) PLAN 1316 OF 1987
10) PLAN 1183 OF 1997
11) PLANS 262 OF 1998
12) PLANS 435 OF 2005
13) PLAN 452 OF 2010

General Notes

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

Certification

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

DATE PROFESSIONAL LAND SURVEYOR

PLAN OF LAND
IN
CAMBRIDGE
MASSACHUSETTS

PREPARED FOR: BOSTON PROPERTIES, INC.

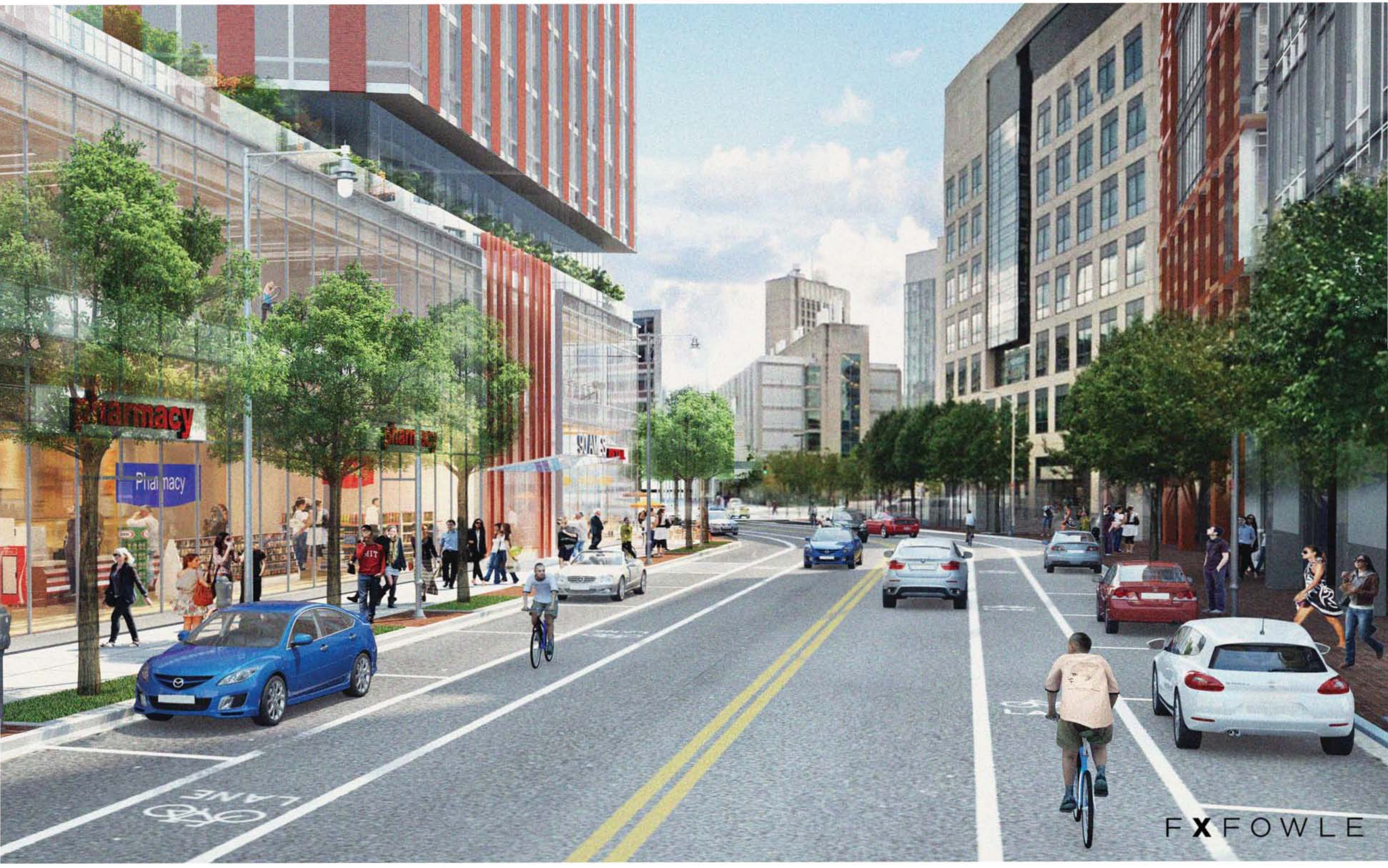
PREPARED BY: Vanasse Hangen Brustlin, Inc.
Transportation, Land Development & Environmental Services
101 Walnut Street, P.O. Box 9151
Watertown, MA 02471-9151
(617) 924-1770

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

40 0 40 80
SCALE IN FEET

\\mabos\projects\12168.00\cad\sr\planset\12168.00-PL-DISC.dwg

EXHIBIT B


Pharmacy
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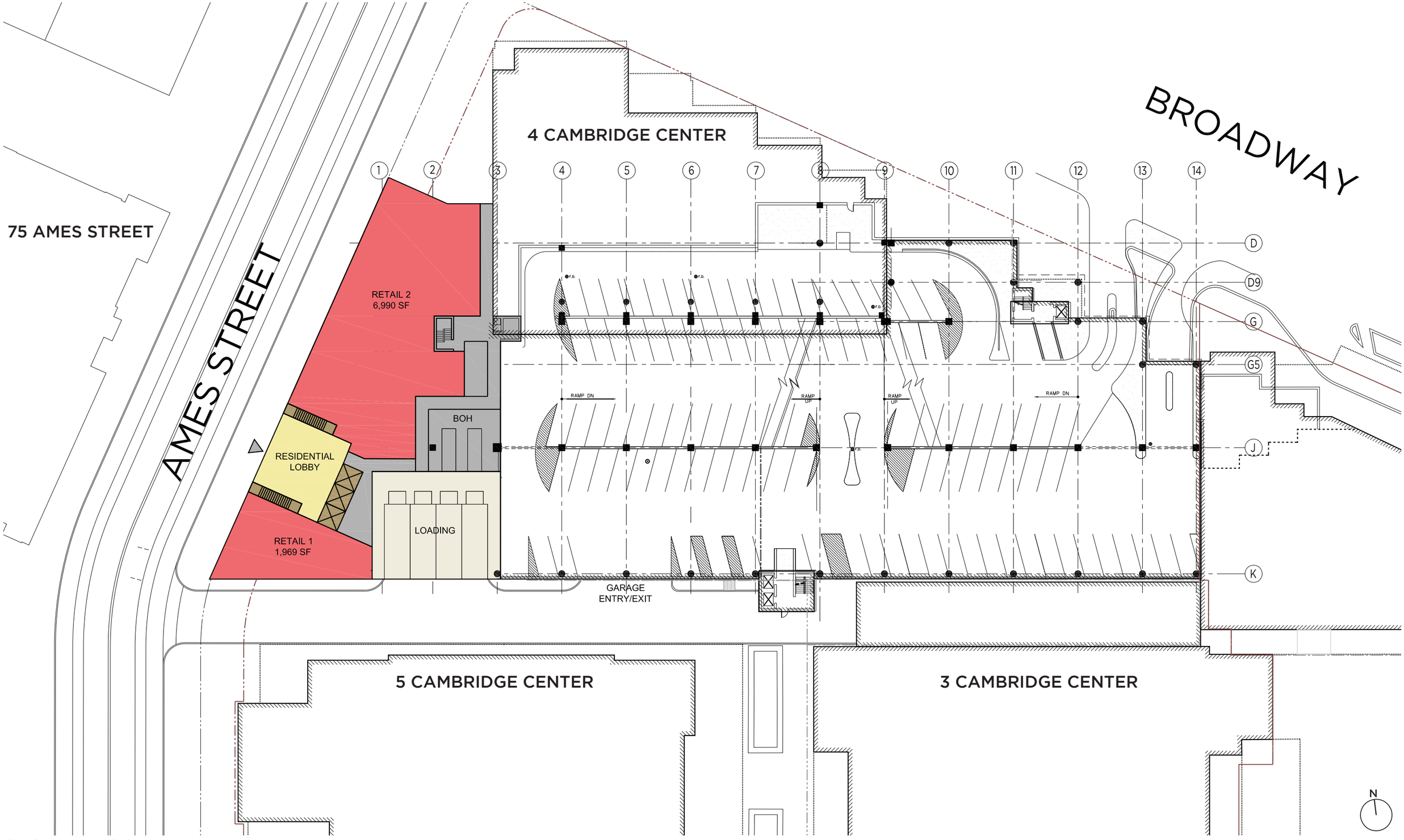

GROUND FLOOR PLAN

21 NOVEMBER 2012

RESIDENCES AT CAMBRIDGE CENTER
BOSTON PROPERTIES

FXFOWLE

12053.L00

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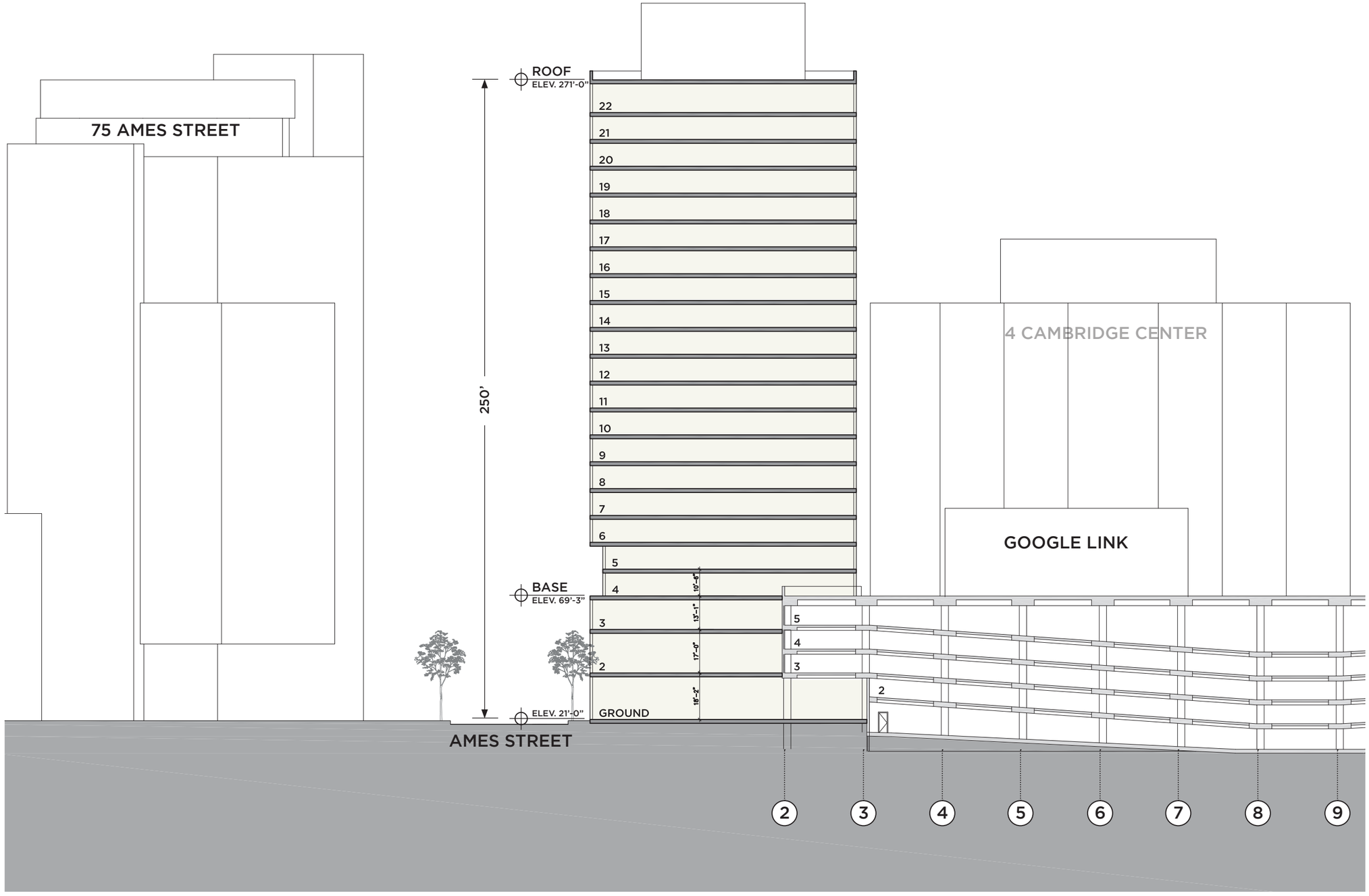

SECTION

21 NOVEMBER 2012

RESIDENCES AT CAMBRIDGE CENTER
BOSTON PROPERTIES

FXFOWLE

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EXHIBIT C

\\MABOS\PROJECTS\12168.00\CAD\LD\PLANSET\12168LM

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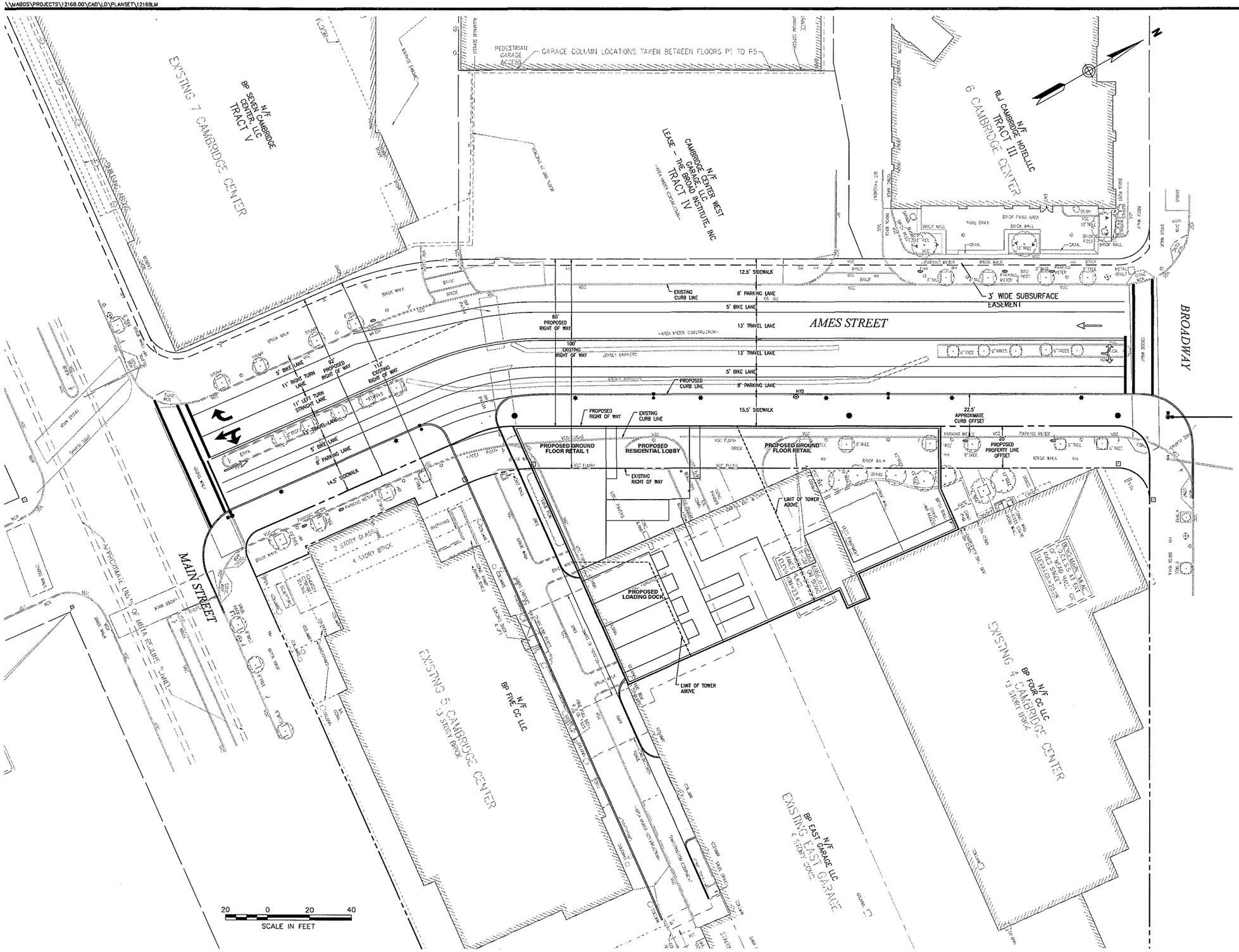

Vanasse Hangen Brustlin, Inc.

Transportation
Land Development
Environmental Services

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

No.	Revision	Date	Appvd.

Designed by | Drawn by | Checked by
CAD checked by | Approved by
Scale 1"=20' | Date November 21, 2012

Project Title

Residences at Cambridge Center

Ames Street
Cambridge, Massachusetts

Issued for

Not Approved for Construction

Drawing Title

Preliminary Layout Plan

Drawing Number

Sheet of

Project Number
12168.00

12168LM.DWG

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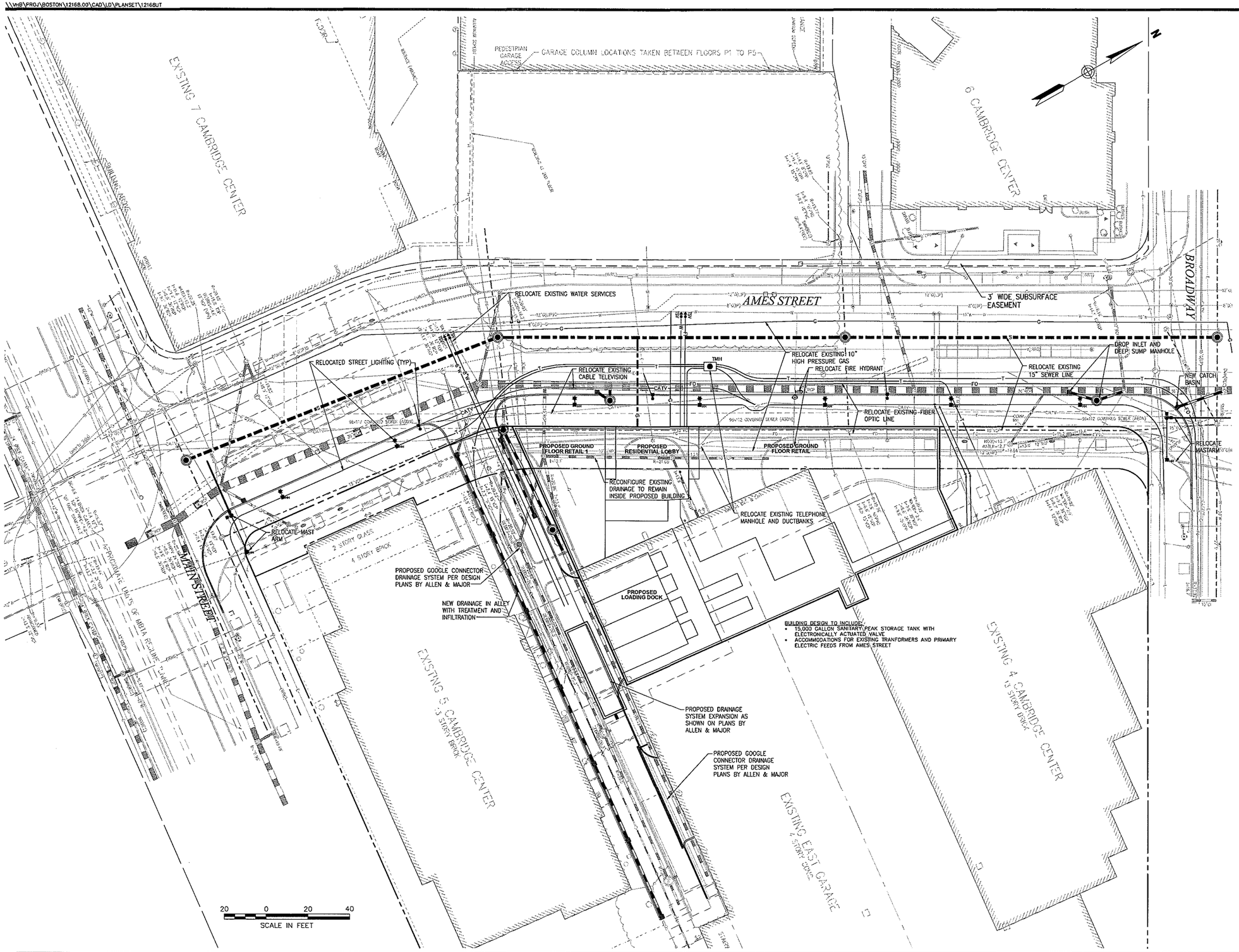


VHB

Vanasse Hangen Brustlin, Inc.

Transportation
Land Development
Environmental Services

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

No.	Revision	Date	Apprvd.

Designed by | Drawn by | Checked by

CAD checked by | Approved by

Scale 1"=10' | Date November 21, 2012

Project Title

Residences at Cambridge Center

Ames Street
Cambridge, Massachusetts

Issued for

Not Approved for Construction

Drawing Title

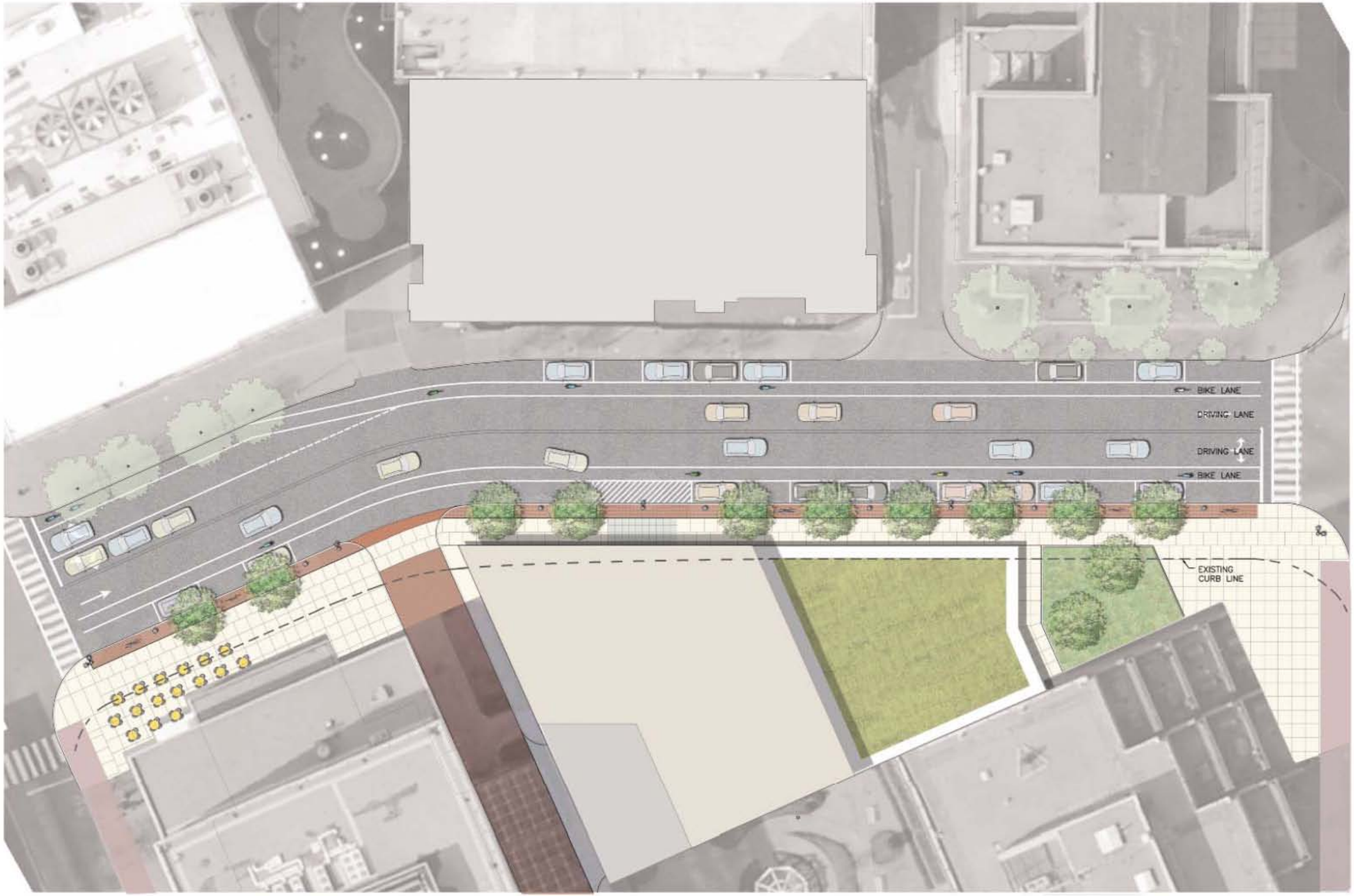
Preliminary Utility Plan

Drawing Number

Sheet of

Project Number
12168.00

12168UT.DWG



CBA | Landscape Architects LLC
24 THORNDIKE STREET | CAMBRIDGE MA 02141
phone 617.945.9760 | www.cbaland.com | cba@cbaland.com

0 8 16 32 48 64

EXHIBIT D

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

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

1. Name of person submitting proposal:
   Michael A. Cantalupa
   Senior Vice President - Development
   Boston Properties
   800 Boylston Street
   Boston, Massachusetts 02199
   617-236-3342

2. Please check one of the following:

   ( ) Corporation, incorporated in the State of: Massachusetts

   (X) Partnership, names of partners are:

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

   ( ) Individual:

   ( ) Other

3. Minimum Evaluation Criteria

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

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

YES _X[1]_ NO ___

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

YES _X_ NO ___

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

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

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc.
Its sole general partner

By: _____
Name: Michael A. Cantalupa
Title: Senior Vice President – Development
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199

EXHIBIT E

PRICE SUMMARY FORM

(A) Cash Offer $2,010,000.00

In words (Two Million Ten Thousand Dollars)

B. Anticipated Use of Property

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

Multifamily dwellings	95.7%
Retail	4.3%
Other (specify) _____	_____%

Signature of Offeror: _____

EXHIBIT F

STATEMENT

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

(1) Real Property: Portion of Ames Street, Cambridge, Massachusetts

(2) Seller: City of Cambridge
City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

(3) Offeror: BP Cambridge Center Residential LLC
c/o Boston Properties
800 Boylston Street, Suite 1900
Boston, Massachusetts 02199-8103

(4) Names and Addresses of all persons who have or will have had a direct or indirect beneficial interest in the property:

See attachment.

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

None.

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

BP CAMBRIDGE CENTER RESIDENTIAL LLC

By: Boston Properties Limited Partnership, its sole member

By: Boston Properties, Inc., its general partner

By: _____
Name: Michael A. Cantalupa
Title: Senior Vice President, Development

ATTACHMENT TO CHAPTER 7, SECTION 40J DISCLOSURE STATEMENT

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

Name and Address of Sole Member of Offeror:

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

Name and Address of General Partner of Sole Member:

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

Name and Address of Limited Partners of sole member:

See following pages.

[Remainder of Page Intentionally Left Blank]

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Mitchell Blankstein, trustee of the Lee Antonelli Trust, dated May 12, 2009	1725 DeSales Street, NW	Washington	DC	20036
Monopoli, Richard T.	78 Warren Street	Charlestown	MA	02129
Morken, Steven P.	4000 Westgate Drive	Alexandria	VA	22309-2931
MZ Burnside Holdings, LP	c/o Wayne Osborne, Boston Properties 599 Lexington Avenue, Suite 1800	New York	NY	10022
MZ Longstreet Holdings, LP	c/o Wayne Osborne, Boston Properties 599 Lexington Avenue, Suite 1800	New York	NY	10022
MZ Meade Holdings, LP	c/o Wayne Osborne, Boston Properties 599 Lexington Avenue, Suite 1800	New York	NY	10022
Nina Louise Boyd Breen, trustee of the William J. Boyd Trust, dated October 4, 1999	3703 Moss Brooke Court	Fairfax	VA	22031
Norville, E. Mitchell	224 Hidden Hills Drive	Greenville	SC	29605
O'Connor, Thomas J.	13 Overlook Drive	Southborough	MA	01772
Oodgod, LLC	c/o Benjamin R. Jacobs 6619 Elgin Lane	Bethesda	MD	20817
Osbourne, Bill F.	441 San Domingo Way	Los Altos	CA	94022
Otteni, Peter V.	4516 37th Street N	Arlington	VA	22207
Owen, Roberts B.	3122 Newark Street, N.W.	Washington	DC	20008-3343
Patricia E. Coupard Revocable Trust	699 Deer Valley Road	San Rafael	CA	94903-5556
Patricof, Alan J.	830 Park Avenue Apt 11C	New York	NY	10021
Penn, Edward D.	5 Abby Drive	Lawrenceville	NJ	08648
Pergola, David L.	7 Tyler Road	Belmont	MA	02478
Pester, Robert E.	406 Ponderosa Court	Lafayette	CA	94549
Phaneuf, Jeffrey S.	14 Oakdale Road	Canton	MA	02021
Pierce, James L.	1502 Middlebury Drive	Alexandria	VA	22307-1722
Pierce, Robert A.	7704 Stoney Creek Court	Fairfax Station	VA	22039-2973
Pierce, Stephen C.	2251 Eisenhower Ave. #521	Alexandria	VA	22314
Pierce, William H.	6133 Sherborn Lane	Springfield	VA	22152
Pigott, David	1 Josiah Drive	Upton	MA	01568
Portman Family Trust	c/o Mr. Bruce MacEwen, Portman Holdings 303 Peachtree Center Avenue, N.E., Suite 575	Atlanta	GA	30303
Pounds, William F.	1010 Waltham Street, Apt 597	Lexington	MA	02421-8093
Provost, David C.	20 Kato Drive	Sudbury	MA	01776
R.W. Claxton, Inc.	c/o Mark Claxton 824 Antiqua Dr	Myrtle Beach	SC	unknown
Ralaks Equity Partners	P.O. Box 67	Whiting	NJ	08759
Randall, Jonathan S.	61 Old Orchard Road	Sherborn	MA	01770
RAR Ritchey LLC	1138 Langley Lane	McLean	VA	22101
RAR/BP LLC	c/o Raymond A. Ritchey 1138 Langley Lane	McLean	VA	22001
Richard I. Linde Revocable Trust	11100 Mandalay Way	Boynton Beach	FL	33437

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

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

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

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

EXHIBIT G

OWNERSHIP CERTIFICATE

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc., its general partner

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

THE COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss. November 8, 2013

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

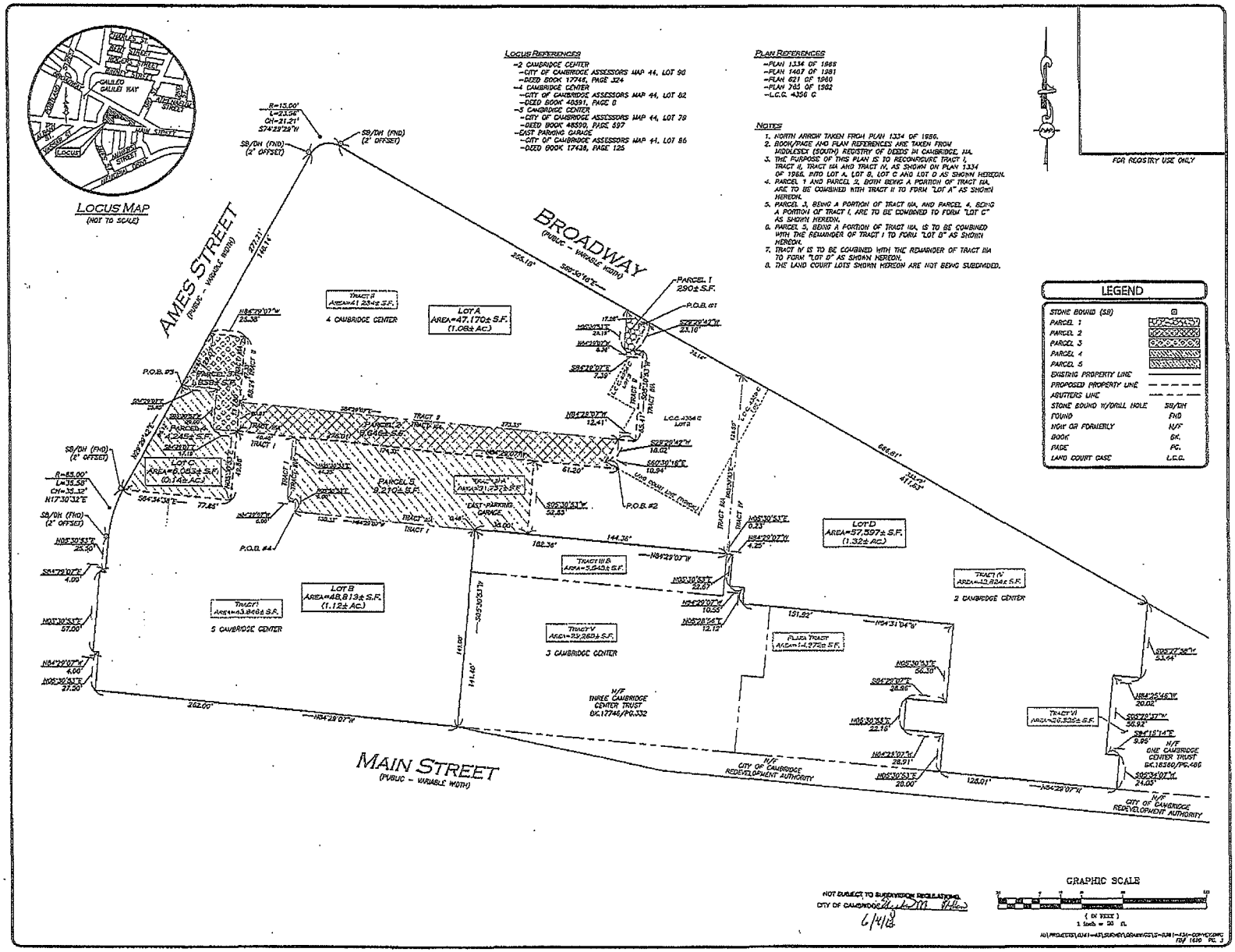
_____
Notary Public
My Commission Expires: 3-21-19

ELAINE TVEEKREM
MY COMMISSION EXPIRES MARCH 21, 2019
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS

EXHIBIT A

Conveyancing Plan

[see attached]



LOCUS REFERENCES

- 2 CAMBRIDGE CENTER
  - CITY OF CAMBRIDGE ASSESSORS MAP 44, LOT 90
  - DEED BOOK 17746, PAGE 324
- 4 CAMBRIDGE CENTER
  - CITY OF CAMBRIDGE ASSESSORS MAP 44, LOT 82
  - DEED BOOK 40591, PAGE 8
- 5 CAMBRIDGE CENTER
  - CITY OF CAMBRIDGE ASSESSORS MAP 44, LOT 78
  - DEED BOOK 48590, PAGE 597
- EAST PARKING GARAGE
  - CITY OF CAMBRIDGE ASSESSORS MAP 41, LOT 86
  - DEED BOOK 17438, PAGE 125

PLAN REFERENCES

- PLAN 1334 OF 1986
- PLAN 1467 OF 1981
- PLAN 621 OF 1960
- PLAN 765 OF 1962
- L.C.C. 4356 C

NOTES

1. NORTH ARROW TAKEN FROM PLAN 1334 OF 1986.
2. BOOK/PAGE AND PLAN REFERENCES ARE TAKEN FROM MIDDLESEX (SOUTH) REGISTRY OF DEEDS IN CAMBRIDGE, MA.
3. THE PURPOSE OF THIS PLAN IS TO RECONFIGURE TRACT I, TRACT II, TRACT IIIA AND TRACT IV, AS SHOWN ON PLAN 1334 OF 1986, INTO LOT A, LOT B, LOT C AND LOT D AS SHOWN HEREON.
4. PARCEL 1 AND PARCEL 2, BOTH BEING A PORTION OF TRACT IIA, ARE TO BE COMBINED WITH TRACT II TO FORM "LOT A" AS SHOWN HEREON.
5. PARCEL 3, BEING A PORTION OF TRACT IIA, AND PARCEL 4, BEING A PORTION OF TRACT I, ARE TO BE COMBINED TO FORM "LOT C" AS SHOWN HEREON.
6. PARCEL 5, BEING A PORTION OF TRACT IIA, IS TO BE COMBINED WITH THE REMAINDER OF TRACT I TO FORM "LOT B" AS SHOWN HEREON.
7. TRACT IV IS TO BE COMBINED WITH THE REMAINDER OF TRACT IIA TO FORM "LOT D" AS SHOWN HEREON.
8. THE LAND COURT LOTS SHOWN HEREON ARE NOT BEING SUBDIVIDED.

LEGEND

STONE BOUND (SB)	
PARCEL 1	
PARCEL 2	
PARCEL 3	
PARCEL 4	
PARCEL 5	
EXISTING PROPERTY LINE	
PROPOSED PROPERTY LINE	
ABUTTERS LINE	
STONE BOUND W/DRILL HOLE	SB/DH
FOUND	FND
NOW OR FORMERLY	N/F
BOOK	BK.
PAGE	PG.
LAND COURT CASE	L.C.C.

NOT SUBJECT TO SUBDIVISION REGULATIONS
CITY OF CAMBRIDGE
6/4/13

GRAPHIC SCALE
(IN FEET)
1 inch = 20 ft.

I/WE HEREBY CERTIFY THAT:

THIS PLAN IS THE RESULT OF AN ACTUAL (IN) THE GROUND SURVEY PERFORMED ON OR BETWEEN JULY 27, 1978 AND MAY 24, 2013.

THE CITY OF CAMBRIDGE HAS NOT ADOPTED THE SUBDIVISION CONTROL LAW.

THIS PLAN WAS PREPARED IN ACCORDANCE WITH THE RULES AND REGULATIONS OF THE REGISTERS OF DEEDS DATED JANUARY 1, 1976 AND REVISED JANUARY 12, 1990.

OWNERS OF ADJOINING PROPERTIES ARE SHOWN ACCORDING TO CURRENT CITY OF CAMBRIDGE ASSESSOR'S INFORMATION.

THE ABOVE IS CERTIFIED TO THE BEST OF MY PROFESSIONAL KNOWLEDGE, INFORMATION AND BELIEF.

ALLEN & MAJOR ASSOCIATES, INC.

KJK 6/4/13

PROFESSIONAL LAND SURVEYOR FOR ALLEN & MAJOR ASSOCIATES, INC.

REV	DATE	DESCRIPTION

APPLICANT/OWNER:
BOSTON PROPERTIES
800 BOYLSTON STREET, SUITE 1900
BOSTON, MA 02199-8103

PROJECT:
2 CAMBRIDGE CENTER
4 CAMBRIDGE CENTER
5 CAMBRIDGE CENTER
EAST PARKING GARAGE
CAMBRIDGE, MA

PROJECT NO.	0301-43A	DATE:	05/30/13
SCALE:	1" = 20'	DWG. NAME:	0301-43A-CONV.DWG
DRAFTED BY:	CDB	CHECKED BY:	KJK

PREPARED BY:

ALLEN & MAJOR ASSOCIATES, INC.
civil & structural engineering • land surveying
environmental consulting • landscape architecture
www.allen-major.com
100 COMMERCE WAY
P.O. BOX 3116
WOBURN, MA 01801-0116
TEL: (781) 935-6889
FAX: (781) 935-2604
WOBURN, MA • LAKEVILLE, MA • MANCHESTER, NH

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DRAWING TITLE: CONVEYANCING PLAN

SHEET NO. 1

EXHIBIT H
(INCLUDED SEPARATELY)

EXHIBIT I

FINANCIAL REFERENCES

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C: 617-435-7160

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Senior Vice President, Team Leader – CRE
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