



The Commonwealth of Massachusetts

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January 19, 2010

Jay Doherty, Chief Executive Officer
Cabot, Cabot, and Forbes of New England, Inc.
125 Summer Street
Boston, MA 02110

Dear Jay:

Thank you for your November 11, 2009 letter outlining CC&F's desire to proceed with the first phase of construction at Westwood Station and its request that the Commonwealth fund certain infrastructure improvements essential to commencement of the project. We understand that CC&F is prepared to begin construction of at least 400,000 sq ft during the 2010 construction season and therefore the Commonwealth is prepared to support your project in a number of ways. This letter will confirm the parameters of the Commonwealth's commitment to your project and our associated expectations.

We understand the relevant public infrastructure improvements to be:

1. Construction of Westwood Station Boulevard;
2. Modifications to the intersection of Canton Street and University Avenue;
3. Modified ramp off I-95 southbound at Blue Hill Drive in Canton; and
4. Widening and reconstruction of the so-called "Dedham Street Corridor" in Canton and construction of a new ramp off I-95 northbound at Dedham Street in Canton.

As your letter indicates, MassDOT has, for the past two years, been working on the development of a design for the reconstruction of the I-95/I-93 interchange in Canton. That work necessarily involves items 3 and 4 above. Preliminary design for these two highway elements is proceeding well, and we understand the preliminary cost estimate for these improvements to be approximately \$36 M. Items 1 and 2 above connect to items 3 and 4 and form an integrated network of access roads for the project. Design of these two items has been undertaken by CC&F in conjunction with design of your project, and the total estimated construction cost of items 1 and 2 is \$19 M.

Below we outline the status of the four improvements listed above and our commitment to moving them forward.

1. Construction of Westwood Station Boulevard

We understand this project to be fully designed and permitted for potential construction during the 2010 construction season. We also understand that private construction of approximately 400,000 sq ft could commence on a parallel track if funding is made available in 2010. Your project team has informed us that the first phase of development could support approximately \$6M in I-Cubed funding. Therefore, the Executive Office of Housing & Economic Development (EOHED) will commit to funding the balance of this work up to \$13M in FY11 and FY12 using economic development resources. As we have advised previously, it is strongly recommended that you resubmit your I-Cubed application at the earliest possible date with your revised project details. We believe that it is in your best interest to commence the process immediately to meet the anticipated constructions timelines.

2. Modifications to the intersection of Canton Street and University Avenue

Similarly as stated in 1. above, EOHED will work with you to combine I-Cubed and up to \$13M in economic development grants in FY11 and FY12 to construct Westwood Station Boulevard and to modify the University Avenue/Canton Street intersection. Again, it is strongly recommended that you resubmit your I-Cubed application at the earliest possible time in order to meet these timelines.

3. Modified ramp off I-95 southbound at Blue Hill Drive in Canton

We understand that CC&F has completed the 25% design for the Blue Hill Drive/I-95 off-ramp and has agreed to advance the design to an appropriate level so that permits can be acquired prior to proceeding to the design/build phase. After reviewing this proposal, MassDOT has determined that the benefits typically derived from a design-build procurement would not be realized for this design. There are no structures involved in the project, and as a result there is limited opportunity for innovative construction techniques and schedule savings.

However, we feel as though the desired outcome can be reached within the same timeframe through an aggressive Design-Bid-Build process. If CC&F will commit to producing a fully designed and permitted project for a traditional design-bid-build procurement, MassDOT will work with the Metropolitan Planning Organization (MPO) to seek programming of Blue Hill Drive on the Transportation Improvement Program (TIP) in a manner that would support advertising the work for construction in October of 2010. MassDOT believes that this can be achieved through programming some funds through the MPO in FFY11 (beginning October 1, 2010) and some funds in FFY12 (beginning October 1, 2011). Your assistance in providing all necessary input and materials to the MPO members will be necessary.

4. Widening and reconstruction of the so-called "Dedham Street Corridor" in Canton and construction of a new ramp off I-95 northbound at Dedham Street in Canton

As you have discussed with MassDOT representatives, design and permitting of the Dedham Street I-95 off-ramp and Dedham Street Corridor will continue to be advanced toward final design and permitting so that construction may occur in FFY 2012 and FFY 2013. MassDOT commits to work independently and with CC&F and its design team to achieve this result and to program the improvements with the MPO on the TIP to accommodate this schedule.

As we have discussed, with regards to the schedule and funding of Blue Hill Drive and Dedham Street improvements discussed above, MassDOT plans to file a joint federal (NEPA) and state (MEPA) Environmental Assessment(EA)/Draft Environmental Impact Report (DEIR) in early spring, 2010, which will include a request for a Phase I Waiver that MEPA must approve. In addition, FHWA must review and approve the Environmental Assessment (EA) and issue a Finding of No Significant Impact (FONSI) prior to MassDOT advertising the Blue Hill Drive Ramp project for construction bids.

The proposal set forth above is contingent upon the following understandings:


1. CC&F committing to commence construction of not less than 400,000 sq ft of new development during the 2010 construction season;
2. CC&F filing a Notice of Project Change (NPC) with MEPA that reflects a first project phase not to exceed 1 million sq ft of new development (not more than 500,000 sq ft of retail) until the I-95 and Dedham Street Corridor improvements are constructed; and
3. CC&F committing to design and permit Westwood Station Boulevard, improvements at the intersection of Canton Street and University Avenue, and the Blue Hill Drive ramp as set forth in this letter.

In addition, a negotiated settlement of the outstanding litigation among the Town of Canton, CC&F and its partners and the Commonwealth would remove an important obstacle to achieving the objectives set forth above, including the target dates for commencement of roadway and project construction. In our opinion, completion of the infrastructure described above will provide regional benefits, and open up new economic development opportunities in Canton and other towns as well as your project's host town of Westwood. This should provide a context for productive negotiations among the parties. Provided Canton is willing to enter into such discussions, we expect CC&F to participate in good faith and work actively to achieve settlement. In addition, as has been discussed, we expect CC&F to be willing to contribute to any mitigation agreed to by the parties as part of any such settlement.

We realize that implementing these objectives will take a large amount of coordination and cooperation between all of the parties involved in the process. Our agencies will commit MassDOT's Chief Engineer, Frank Tramontozzi, and the State Permit Ombudsman, April Anderson Lamoureux at EOHEd to continue to serve as your direct points of contact for this project.

In closing, we ask that you please respond to this letter as soon as possible if you are prepared to accept the Commonwealth's infrastructure commitments. As we noted above, there are a number of immediate actions that must take place if we are to realize 2010 construction on either Westwood Station Boulevard or the private development project.

Sincerely,


Jeffrey B. Mullan
Secretary and CEO
Massachusetts Department of
Transportation


Gregory Bialecki
Secretary
Executive Office of Housing & Economic
Development