

**City of Worcester Amendment #4 to District Improvement Financing (DIF) Development Program  
CitySquare Project**

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<b><u>Exhibit 1:</u></b>	Public Notice Information <ul style="list-style-type: none"><li>• Economic Development Program Director - EACC Director</li><li>• Chief Elected Officers and Chairpersons of Legislative Bodies of Abutting Towns</li><li>• Taxpayers in the District</li><li>• Worcester City Council / Legislators</li><li>• Local Business Associations</li><li>• Downtown Businesses</li><li>• Posting of public notice in City Hall, located at 455 Main Street, Worcester, MA 01608</li></ul>
<b><u>Exhibit 2:</u></b>	Mailing list of all persons and groups who received Public Notice notification
<b><u>Exhibit 3:</u></b>	Publication in Local Newspaper on August 23, 2010 ( <i>Worcester Telegram &amp; Gazette</i> )

## **Section 1**

### **City Manager's Transmittal Letter to EACC**



Michael V. O'Brien  
City Manager

CITY OF WORCESTER

September 8, 2010

Ms. Nayenday Thurman  
Economic Development Program Director  
Massachusetts Office of Business Development  
100 Cambridge Street, Suite 1010  
Boston, MA 02114

Re: City of Worcester Amendment #4 to District Improvement Financing (DIF) Development Program CitySquare Project

Dear Ms. Thurman:

I hereby submit Amendment #4 to the District Improvement Financing (DIF) Development Program for the CitySquare Project in Worcester to the Commonwealth's Economic Assistance Coordinating Council (EACC) for consideration. Amendment #4 is required to address scheduling and cash flow modifications within the project.

Unum, the City's leading employee benefits provider and tremendous corporate citizen, announced on April 1, 2009 that the company would relocate its entire Worcester offices to the new CitySquare development, thus retaining one of the city's top employers in the Downtown and leading to new job creation in addition to the retention of 700 jobs. On June 14, 2010, CitySquare II Development Co. LLC (CitySquare II) announced the purchase of 10.85 acres of CitySquare from Berkeley Investments, Inc. (Berkeley), with the new owners serving as developers of the project while the former owners retained 100 Front Street and 120 Front Street as well as a few smaller abutting sites. On June 17, 2010, CitySquare II and Unum announced the execution of a formal lease, triggering \$35 million in demolition and enabling work as defined under Phase 1A and required per the terms of the General Development Agreement (GDA) and the DIF. Unum will occupy approximately 200,000 square feet in the 214,000 square foot Building H in CitySquare under a seventeen-year agreement with options. The building is expected to be LEED Silver certified and completion is anticipated in 19 to 22 months.

CitySquare, a \$565 million multi-phased redevelopment project in the heart of the downtown, is the largest public-private development project in the Commonwealth outside of the Boston area. Upon completion, the project is anticipated to create more than 2.2 million square feet of commercial, medical, retail, entertainment, and residential space. The approximately \$470 million private investment will be supported by \$94 million public investment in the project area, which was designated a DIF District in 2005, the first such designation in the Commonwealth, and enables the City to utilize tax revenues generated from property within the DIF project area to fund public infrastructure and public project elements in support of this major and pivotal redevelopment project.

The execution of the lease is a significant milestone in the project. Unum's move triggers the public work portion of the development project to commence, including the demolition of the former mall site and sections of the parking garage, construction of the new Mercantile Street, and the re-positioning and refurbishment of Mechanics Plaza. We anticipate a ground breaking on September 13, 2010.

In order to facilitate this activity and make this tremendous investment in the Downtown, a number of modifications must be made in existing agreements and approvals. First, Unum has requested certain



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timing and coverage amendments to its Certified Project designation through the State's Economic Development Incentive Program (EDIP). Second, the City is working with the Commonwealth on an increase of at least \$4 million to its \$7.25 million Growth District Initiative grant. Third, CitySquare II is requesting a delay in the required permit fee payment to the City. Fourth, the result of these requests is a required amendment to the DIF District and Program to reflect a revision in the sources and uses of funds for the project, the cash flow schedule, and the timeline of Phase 1A. EACC review and approval of DIF Amendment #4 is an essential final element to move the CitySquare project from the drawing board into construction.

The City greatly appreciates the ongoing support of the EACC for the CitySquare project. It is my understanding that the EACC will forward this DIF Amendment request to the DIF Review Team for its review. Upon completion of that review and upon the City providing the DIF Review Team with any additional documentation that may be requested as a result of that review, the item will be forwarded to the EACC for its consideration and approval at its September 28, 2010 meeting. We are very appreciative of the EACC's timely action regarding the placement of this item on the agenda for the September meeting.

DIF Amendment #4 and the related items were submitted to the Worcester City Council on September 7, 2010. The City Council hosted a public hearing that same night to solicit public comments. Following the public hearing, the above items were adopted by City Council, with a motion to reconsider the adoption entertained and defeated thereby providing final approval. Certified votes of the City Council are attached. A transcript of the public hearing will be transmitted to the EACC under separate cover.

I respectfully request EACC review and approval of DIF Amendment #4 for CitySquare in Worcester at its September 28, 2010 meeting. On behalf of the City of Worcester, I extend my sincere gratitude to the EACC for its time and consideration. If you have any questions, please do not hesitate to contact me at (508) 799-1175.

Sincerely,



Michael V. O'Brien  
City Manager

Attachments

## **Section 2**

### **A Detailed Description and Reason for the Proposed Amendment**



Michael V. O'Brien  
City Manager

CITY OF WORCESTER

cm2010aug26155608

Attachment for Item # 11.4 C

September 7, 2010

TO THE WORCESTER CITY COUNCIL

COUNCILORS:

I respectfully request City Council's review, deliberation and approval of the following actions that are required to facilitate and support the first phase of development at CitySquare.

Much work is underway to advance the CitySquare project. My Administration and I have worked very closely with the new developer of CitySquare to advance the demolition of the former mall, the construction of a new building to be leased by Unum Group, and the construction of Mercantile Street, a direct connection from Major Taylor Boulevard through to Front Street and Worcester Common. The Developer, CitySquare II Development Co. LLC, a development entity including Opus Investment Management, Inc. (an arm of Hanover Insurance Group) and Leggat McCall Properties, have already begun construction activity at the site.

As Phase 1A construction begins, there are a number of minor but important actions that must be taken to recognize new sources of funding and new timelines for the Tax Increment Financing (TIF) Program and District Improvement Financing (DIF) Program to ensure that Unum's timelines align with the developer's construction plans. All of these amendments will strengthen the project and lay the groundwork for on-site construction activity. All of these required changes maintain and enhance our original goals of measured risk and protections for the taxpayer in this significant public/ private redevelopment effort.

These actions include:

- *Amendment of the existing Certified Project designation for Unum Group and The Paul Revere Life Insurance Company related to timing and coverage.* In order to ensure that the targeted tax payment schedule aligns with the construction and occupation schedule, Unum and CitySquare II have requested to move the commencement date from July 1, 2011 to July 1, 2012.
- *Authorization to file and accept an amendment of no less than \$4 million to the City's existing \$7.25 million Growth District Initiative grant.* The State has agreed to increase our Growth District Initiative grant by \$4 million, on top of the \$7.25 million awarded last year. These funds, which will require City Council



acceptance, are needed to address the construction of the additional public infrastructure and improvements.

- *Authorization to advertise and ultimately approve an amendment to the CitySquare Permit Fee Ordinance.* This action will modify the payment period for the second permit fee payment of \$750,000 from the commencement of the enabling work to the substantial completion of the construction of Building H. This will correspond with the project's budget expenditures and construction schedules.
- *Amendment of the CitySquare District Improvement Financing (DIF) District and Program.* The shift in the timing of the TIF program and the addition of new dollars through the Growth District Initiative grant trigger amendments. The amendment revises the Sources and Uses of the project based on new timelines and additional grant funding sources.

It is important that we work together with the Developer to make these appropriate and reasonable minor adjustments timed with the full commencement of Phase 1A of the project. As you know from past experiences, any changes to the DIF, TIF or GDA require City Council approvals and a public hearing. We will also be required to go before the State's Economic Assistance Coordinating Council (EACC) in order to fulfill these regulatory requirements. Their next meeting is scheduled for September 28, 2010.

It is for these collective reasons that I respectfully request your review, consideration, deliberation and approval of actions, as identified and further detailed within the attachment. Per DIF regulations, we are holding a public hearing on these modifications prior to City Council actions on Tuesday, September 7, 2010 at 7:00 P.M. before the full City Council. This hearing had to be advertised, and all changes made available to the public, to meet all State requirements. Upon adjournment of this DIF public hearing, the City Council will then be able to deliberate on these changes collectively.

The vision for CitySquare is unchanged – intimate street and block patterns, key connections (Front Street), pedestrian friendly, new buildings and new mixed uses, all guided by set design standards to the DIF District. The new developer, CitySquare II, LLC shares our vision for CitySquare. They are proceeding with Phase 1A as per the program and plans per all previous City and State approvals, with the exception of the minor changes to items such as timelines that are now before your Honorable Body.

The original CitySquare development and business plan were shaped by Berkeley Investments in 2005. As the new developer, CitySquare II continues to review all of Berkeley's previous plans and, with their team's extensive financial, real estate, and development expertise, are shaping the CitySquare II development program. My Administration and I are working closely with them as they evaluate the logical next steps of site development beyond Phase 1A. This is inclusive of our mutual goal of the complete reconnection of Front Street through to Washington Square.

Advancing the reconnection of Front Street requires sweeping changes to the original CitySquare plans as prepared by Berkeley Investments and approved by the City and State. These changes then trigger extensive revisions and amendments to our previous City and State approvals. The new Front Street, through the CitySquare site, would be

built as an at-grade road on fill versus a bridge deck that would span over the proposed underground garage. This decision, in turn, substantially reduces the size of this underground garage (and proposed revenues from this garage). This may also require thoughtful modification to the development program (building size, locations, and uses). All these will then affect the projected, net-new City revenues (produced by the development), which are applied to support the City's DIF bonds. The City's DIF bonds are applied to build the public infrastructure (underground garage, roads, streetscape, etc.).

This phased project is complex and requires intensive due diligence and planning to ensure that the vision for CitySquare is maintained, the short-term goal of the reconnection of the new Front Street is attained, and the project's measured risk component and taxpayer protections are intact. All of this is within our reach. We expect to have these comprehensive changes before City Council and the community in late Fall of 2010 for review, discussion, and deliberations to hopefully secure all City and State approvals prior to the end of this calendar year. This approach allows us to achieve the significant goal of the reconnection in the heart of Downtown to Washington Square while concurrently meeting and exceeding all other identified standards.

## **SUMMARY OF MODIFICATIONS AND REQUESTED CITY COUNCIL ACTIONS**

### Tax Increment Financing (TIF)

The first City Council action required is the amendment of the existing Certified Project and TIF Plan. On April 14, 2009, in order to make sure that new construction in Worcester was competitive with existing suburban locations, the City Council authorized a TIF arrangement with The Paul Revere Life Insurance Company, Unum Group, and Worcester Renaissance LLC., whereby the companies would pay specific annual tax payments during the fifteen years of the lease. In addition to the commitment of relocating in CitySquare, the companies agreed to retain 682 full-time jobs and create an additional 50 full-time jobs. Under the original approvals, the eligibility period for these targeted tax payments would begin on July 1, 2011. However, in order to ensure that the targeted tax payment schedule aligns with the construction and occupation schedule, Unum and CitySquare II, successor to Worcester Renaissance LLC, have asked the City to move the commencement date to July 1, 2012.

### Growth District Initiative Grant

The second City Council action required relates to the amendment of the existing Growth District Initiative grant from the Commonwealth to include an additional \$4 million for a total Growth District Initiative award grant of \$11.25 million. The original grant of \$7.25 million was approved by City Council on April 14, 2009 and entered into by the City and the Commonwealth on April 24, 2009. This grant will assist the City in the construction of public infrastructure and improvements under the DIF. These additional grant dollars will be applied towards:

- \$500,000 for site work on the portion of the East Garage property fronting Foster Street that was not completed during the recent re-construction of Foster Street;
- \$2,500,000 for the infill of the site bounded by the to-be-constructed Mercantile Street, Front Street Extension, and the East Garage/Eaton Place and infill of other areas in connection with the enabling work and the site work;

- \$1,100,000 for the creation of green space parkland for the filled site to be bounded by Mercantile Street, Front Street Extension, and the East Garage/Eaton Place.

Therefore, included herein is a Resolution to file and accept a \$4 million amendment to the Growth District Initiative Grant to be used to fund public infrastructure and public improvements. The Commonwealth's Executive Office of Housing and Economic Development is responsible for the Growth District Initiative grant program.

#### Permit Fee Ordinance

As the demolition and construction schedule takes shape and the project's finances become clear, CitySquare II has requested a modification in the payment period for the second permit fee payment of \$750,000 from the commencement of the enabling work to the substantial completion of the construction of the core/shell of Building H. This will delay payment for approximately eighteen (18) months, ensuring it corresponds with project expenditures and construction schedule. An amendment to the permit fee ordinance is attached and requires advertisement and adoption.

#### District Improvement Financing (DIF)

In light of the above financial modifications, the final City Council action required is an amendment to the District Improvement Financing plan. The shift in the timing of the tax increment financing program and the addition of new dollars through the Growth District Initiative grant triggers certain amendments to the timeline and cash flow. Thus, attached herein is a request for City Council to approve Amendment #4 to the DIF Program. Like the preceding Amendment #3, this is a simple amendment which revises the Sources and Uses of the project based on new timelines and funding sources.

The DIF Amendment, like the Certified Project Amendment, must be approved by the City Council and by the state's Economic Assistance Coordinating Council (EACC). In order to fulfill the requirements of 402 CMR 3.04 (2) which states that the City must hold a single public hearing on the proposed Amendment to the CitySquare Development District and Development Program prior to seeking municipal approval of said Amendment, I respectfully request that the City Council hold a public hearing at the start or after the September 7, 2010 City Council meeting in the Esther Howland Council Chamber. The hearing will provide an opportunity for the public to comment on the proposed DIF Amendment. Written testimony will be accepted until 12:00 noon on September 8th. The hearing was advertised on August 23<sup>rd</sup> in the *Worcester Telegram & Gazette* and all required public notifications have been sent per the DIF statute.

#### GDA

The General Development Agreement (GDA) must also be amended to reflect the change in the Sources and Uses and schedule for the project. The attached draft amendment to the GDA is provided for your information. It will be signed upon EACC approval of the above items.

Also, as required, the Inspector General is being provided with the proposed amendment to the GDA for his review. This review is to ensure that the proposed amendment does not affect the fundamental safeguards in the GDA. As the amendment provides for a Revised Cost and Financial Projections chart to increase the State's commitment by \$4 million while maintaining all other significant terms and conditions of the GDA, and the amendment revises the timeline for the project commencement while

implementing the very conditions of the DIF as previously amended, we are confident that we will receive a favorable response from the Inspector General.

**REVISED COST AND FINANCIAL PROJECTIONS**

**Sources**

<b>State Grant</b>	<b>\$25,000,000.00</b>
<b>Growth District Grant</b>	<b>\$11,250,000.00</b>
<b>DIF Bonds</b>	<b>\$ 4,074,058.16</b>
<b>DIF Bond Contributions (To Date)</b>	<b>\$ 6,100,000.00</b>
<b>Total</b>	<b>\$46,424,058.16</b>

**Uses**

<b>Demo/Enabling/Street Work</b>	<b>\$39,100,000.00</b>
<b>Project Costs to Date (1<sup>st</sup> dis.)</b>	<b>\$ 6,100,000.00</b>
<b>Capitalized Interest</b>	<b>\$ 1,224,058.16</b>
<b>Total</b>	<b>\$46,424,058.16</b>

To summarize, I respectfully request the following City Council actions and next steps:

- Hold a public hearing on behalf of the City to solicit public comment on the proposed DIF amendments; scheduled for 7 P.M. on Tuesday, September 7, 2010.
- Vote to adopt the Resolution that approves the Certified Project Application of Unum Group and The Paul Revere Life Insurance Company;
- Vote reconsideration of the vote to approve the Resolution approving the Certified Project Application of Unum Group and The Paul Revere Life Insurance Company;
- Vote to adopt the Resolution to file and accept a Growth District Initiative Grant from the Commonwealth of Massachusetts Executive Office of Housing and Economic Development;
- Vote reconsideration of the Vote to adopt the Resolution to file and accept a Growth District Initiative Grant from the Commonwealth of Massachusetts Executive Office of Housing and Economic Development;
- Vote to advertise the attached Amendment to the CitySquare Permit Fee Ordinance;
- Vote to approve Amendment #4 to the CitySquare DIF District and Program;
- Vote reconsideration of the vote to approve Amendment #4 to the CitySquare DIF District and Program

**Next Steps:**

Following the above Council votes, approvals and adoptions, the following actions will take place:

- September 8<sup>th</sup> – 10<sup>th</sup>: Certified Project, Growth District Initiative Grant Application, DIF Amendment #4 Application, Local Certifications, and Hearing Transcript delivered to Executive Office of Housing and Economic Development and the EACC;
- September 10<sup>th</sup> – 28<sup>th</sup>: Executive Office of Housing and Economic Development approves Growth District Initiative grant amendment;
- September 28<sup>th</sup>: EACC votes final approval of Certified Project, Growth District Grant, and DIF Amendment #4;
- September – Third Quarter 2012: Demolition and Construction;
- Third Quarter 2012: Unum occupies Building H

I must extend my sincere gratitude to the City Council for your understanding of these unique circumstances to maintain key project timelines, for the important City Council actions that will allow for this to occur and for your support for this catalyst project since its inception.

Respectfully submitted,



Michael V. O'Brien  
City Manager

**RESOLUTION  
 APPROVING CERTIFIED PROJECT APPLICATION OF  
 Unum Group and The Paul Revere Life Insurance Company**

**WHEREAS:** Unum Group and The Paul Revere Life Insurance Company (the COMPANIES) have applied for designation as a Certified Project under the Massachusetts Economic Development Incentive Program (EDIP) created by Chapter 23A of Massachusetts General Laws; and

**WHEREAS:** The COMPANIES meet the minimum standards of the EDIP and the local economic development goals and criteria established as part of the documents creating the City of Worcester Economic Target Area (ETA) and the Site Specific Economic Opportunity Area (EOA); and

**WHEREAS:** The proposed Certified Project is located within the boundaries of the new Site Specific EOA at One Mercantile Street, Worcester, MA 01608, City Assessor's Map 02, Block 23B, Lot 00A1A and has a base value of \$500,000; and

**WHEREAS:** The COMPANIES will be investing approximately \$15,000,000 to \$25,000,000 in the property, retaining approximately 682 jobs, and creating at least 50 new, permanent full-time positions at the site of the Certified Project in the calendar years 2010 through 2014 and will make every effort to ensure that the positions will be made available to or taken by residents of the City of Worcester's Economic Target Area; and

**WHEREAS:** The City of Worcester has agreed to offer a Tax Increment Financing (TIF) Agreement to the COMPANIES which will occupy approximately 194,858 square feet of office space at One Mercantile Street through a triple net lease with the property owner. The following is a summary of the amount of taxes to be paid to the City of Worcester through a formulaic TIF Plan:

Tax Target Year	Tax Target Payment
1	\$147,076
2	\$141,594
3	\$138,862
4	\$133,049
5	\$126,541
6	\$123,949
7	\$118,092
8	\$ 85,627
9	\$ 43,299
10	\$ 39,005
11	\$ 66,599
12	\$ 43,344
13	\$ 39,593
14	\$ 64,545
15	\$ 44,480
<b>Total Tax Target Payments</b>	<b>\$1,355,655</b>

; and

**WHEREAS:** The TIF Plan for the COMPANIES will be valid for a period of 20 years beginning July 1, 2012 and in anticipation of an increase in value to the aforementioned parcel as determined by the City of Worcester Assessor's Office. While billing will continue to occur on a quarterly basis, the COMPANIES' exemption for each TIF Year will be calculated annually and will be reflected in the third quarter actual tax bill issued in December upon the realization of an increase in property value; and

**WHEREAS:** The TIF Plan for the COMPANIES will end on June 30, 2032.

**NOW, THEREFORE, BE IT RESOLVED**

1. That the Worcester City Council hereby approves the Certified Project application of the COMPANIES and forwards said application for certification to the Massachusetts Economic Assistance Coordinating Council for its approval and designation;
2. That the City Manager be and is hereby authorized to file the necessary information and application with the Massachusetts Economic Assistance Coordinating Council;
3. That the City Manager be and is hereby authorized to execute any actions necessary to carry out the Site Specific Economic Opportunity Area and Certified Project designation;
4. That this resolution shall take effect upon passage.

## RESOLUTION

### A RESOLUTION TO APPLY FOR, ACCEPT, AMEND, AND EXPEND A GROWTH DISTRICT INITIATIVE GRANT FROM THE COMMONWEALTH OF MASSACHUSETTS EXECUTIVE OFFICE OF HOUSING AND ECONOMIC DEVELOPMENT

WHEREAS: The Patrick/Murray Administration established the Growth District Initiative in February 2008 to target certain areas for significant new growth, whether commercial, residential, or mixed-use; and

WHEREAS: The first announced Growth District was the Innovation Square Growth District in the Lincoln Square area of Worcester; and

WHEREAS: The City of Worcester worked with Administration officials to extend the boundary of the Innovation Square Growth District to include all of Worcester's Downtown, renaming it the Worcester Growth District; and

WHEREAS: CitySquare meets all of the Commonwealth's criteria for Growth District Initiative grants for new growth including job creation, workforce housing, smart growth, and its location within a designated Gateway Plus city; and

WHEREAS: The City of Worcester received a Growth District Initiative grant in the amount of \$7.25 million from the Commonwealth of Massachusetts Executive Office of Housing and Economic Development to enhance economic development efforts within the city; and

WHEREAS: The City of Worcester is now requesting an additional grant of no less than \$4 million to further enhance public investment in its Downtown; and

WHEREAS: The City of Worcester, through this award, will leverage investment in certain public infrastructure to support CitySquare II Development Co. LLC's CitySquare project, a \$563 million public-private partnership.

#### NOW THEREFORE BE IT RESOLVED:

1. That the City Manager be and is hereby authorized to apply for and accept a grant application and/or amendment with the Commonwealth of Massachusetts Executive Office of Housing and Economic Development;
2. That the City Manager be and is hereby authorized to apply for and accept information as required by the Commonwealth of Massachusetts Executive Office of Housing and Economic Development;
3. That the City Manager be and is hereby authorized to accept grant funds and execute contracts and any amendments thereto in order to carry out the terms purposes and

conditions of the Commonwealth of Massachusetts Executive Office of Housing and Economic Development;

4. That the City Manager be and is hereby authorized to take such other actions as are necessary to carry out the terms, purposes, and conditions of the Commonwealth of Massachusetts Executive Office of Housing and Economic Development;
5. That this resolution shall take effect upon passage.

**AN ORDINANCE AMENDING THE PERMIT AND INSPECTION FEE  
ORDINANCE FOR THE CITY SQUARE PROJECT**

Be it Ordained by the City Council of the City of Worcester, as follows:

Section twenty-nine of Chapter two of the Revised Ordinances of 2008 is hereby amended by deleting the words “on the later of June 15, 2009 or the Commencement of the Enabling Work” and replacing them with the words “upon the substantial completion of the construction of the core/shell of Building H”.

## **Section 3**

### **The Costs of the Amendment, if any, and the Methods of Financing such Costs**

- *Schedule #1 – Phase 1A/1B Estimated Tax Revenues.*
- *Schedule #2 – Phase 1A/1B Revenue/Expense Summary*
- *Schedule #3 – Phase 1A/1B Quarterly Bond Anticipation Notes (B.A.N.S.)*
- *Schedule #4 – Phase 1A/1B Capitalized Interest and Bond Issuance Costs*
- *Schedule #5 – Phase 1A/1B Principal Repayment Schedule*

Schedule 1  
Phase 1A/1B Estimated Tax Revenues

BLDG	M/B/L	Original ASSD VALUE	FY09 ASSD VALUE	2007	2008	2009	2010	2011	2012	2013	2014
A	(2/23B/M)	\$19,875,900	\$20,961,200	\$503,258	\$555,883	\$648,254	\$692,038	\$705,879	\$719,996	\$734,396	\$785,804
B	(2/23B/O)	\$9,446,100	\$11,557,100	\$239,175	\$250,123	\$335,390	\$383,219	\$390,883	\$398,701	\$406,675	\$435,142
C	(2/23B/F)	\$1,227,400	\$2,649,200	\$31,078	\$60,312	\$78,085	\$71,559	\$72,990	\$74,450	\$75,939	\$77,458
MALL	(2/23B/1)	\$2,120,200	\$2,329,200	\$53,683	\$55,633	\$66,895	\$32,764	\$33,419	\$34,088	\$34,769	\$35,465
OTHERS		\$1,583,300	\$2,771,300	\$40,089	\$41,482	\$79,592	\$109,144	\$111,327	\$113,554	\$115,825	\$118,141
<b>TOTAL "BASE" BUILDINGS</b>				<b>\$867,283</b>	<b>\$963,433</b>	<b>\$1,206,215</b>	<b>\$1,288,724</b>	<b>\$1,314,499</b>	<b>\$1,340,789</b>	<b>\$1,367,604</b>	<b>\$1,452,010</b>
<b>BASE VALUE</b>		<b>\$31,760,400</b>	<b>\$40,268,000</b>	<b>\$836,340</b>	<b>\$853,067</b>	<b>\$1,009,486</b>	<b>\$938,986</b>	<b>\$957,768</b>	<b>\$978,921</b>	<b>\$996,459</b>	<b>\$1,016,389</b>
<b>NET INCREMENT EXISTING BUILDINGS</b>				<b>\$30,943</b>	<b>\$60,909</b>	<b>\$196,729</b>	<b>\$349,738</b>	<b>\$356,733</b>	<b>\$363,868</b>	<b>\$371,145</b>	<b>\$435,821</b>
<b>H</b>		<b>\$30,000,000</b>							<b>\$147,076</b>	<b>\$141,594</b>	

Schedule 1  
Phase 1A/1B Estimated Tax Revenues

2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
\$801,520	\$817,550	\$833,901	\$850,580	\$867,591	\$884,943	\$902,642	\$920,695	\$939,109	\$957,891	\$977,049	\$996,589	\$1,016,521	\$1,036,852	\$1,057,589
\$443,845	\$452,722	\$461,777	\$471,012	\$480,432	\$490,041	\$499,842	\$509,839	\$520,035	\$530,436	\$541,045	\$551,866	\$562,903	\$574,161	\$585,644
\$79,007	\$80,587	\$82,199	\$83,843	\$85,520	\$87,230	\$88,975	\$90,754	\$92,569	\$94,421	\$96,309	\$98,235	\$100,200	\$102,204	\$104,248
\$36,174	\$36,898	\$37,636	\$38,388	\$39,156	\$39,939	\$40,738	\$41,553	\$42,384	\$43,231	\$44,096	\$44,978	\$45,878	\$46,795	\$47,731
\$120,504	\$122,914	\$125,372	\$127,880	\$130,437	\$133,046	\$135,707	\$138,421	\$141,190	\$144,013	\$146,894	\$149,831	\$152,828	\$155,885	\$159,002
<u>\$1,481,050</u>	<u>\$1,510,671</u>	<u>\$1,540,885</u>	<u>\$1,571,702</u>	<u>\$1,603,136</u>	<u>\$1,635,199</u>	<u>\$1,667,903</u>	<u>\$1,701,261</u>	<u>\$1,735,286</u>	<u>\$1,769,992</u>	<u>\$1,805,392</u>	<u>\$1,841,500</u>	<u>\$1,878,330</u>	<u>\$1,915,896</u>	<u>\$1,954,214</u>
\$1,036,716	\$1,057,451	\$1,078,600	\$1,100,172	\$1,122,175	\$1,144,619	\$1,167,511	\$1,190,861	\$1,214,679	\$1,238,972	\$1,263,752	\$1,289,027	\$1,314,807	\$1,341,103	\$1,367,925
<u>\$444,334</u>	<u>\$453,220</u>	<u>\$462,285</u>	<u>\$471,531</u>	<u>\$480,961</u>	<u>\$490,580</u>	<u>\$500,392</u>	<u>\$510,400</u>	<u>\$520,608</u>	<u>\$531,020</u>	<u>\$541,640</u>	<u>\$552,473</u>	<u>\$563,523</u>	<u>\$574,793</u>	<u>\$586,269</u>
<u>\$138,862</u>	<u>\$133,049</u>	<u>\$126,541</u>	<u>\$123,949</u>	<u>\$118,092</u>	<u>\$85,627</u>	<u>\$43,299</u>	<u>\$39,005</u>	<u>\$66,599</u>	<u>\$43,344</u>	<u>\$39,593</u>	<u>\$64,545</u>	<u>\$44,480</u>	<u>\$1,139,887</u>	<u>\$1,168,384</u>

Schedule 1  
Phase 1A/1B Estimated Tax Revenues

2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	Total
\$1,078,740	\$1,100,315	\$1,122,322	\$1,144,768	\$1,167,663	\$1,191,017	\$1,214,837	\$1,239,134	\$1,263,916	\$1,289,195	\$1,314,979	\$1,341,278	\$1,368,104	\$35,042,796
\$597,357	\$609,304	\$621,490	\$633,920	\$646,599	\$659,531	\$672,721	\$686,176	\$699,899	\$713,897	\$728,175	\$742,739	\$757,593	\$19,284,310
\$106,333	\$108,460	\$110,629	\$112,841	\$115,098	\$117,400	\$119,748	\$122,143	\$124,586	\$127,078	\$129,619	\$132,212	\$134,856	\$3,467,173
\$48,686	\$49,659	\$50,652	\$51,666	\$52,699	\$53,753	\$54,828	\$55,924	\$57,043	\$58,184	\$59,347	\$60,534	\$61,745	\$1,687,011
\$162,182	\$165,426	\$168,735	\$172,109	\$175,551	\$179,062	\$182,644	\$186,297	\$190,023	\$193,823	\$197,699	\$201,653	\$205,687	\$5,193,970
<u>\$1,993,299</u>	<u>\$2,033,165</u>	<u>\$2,073,828</u>	<u>\$2,115,304</u>	<u>\$2,157,610</u>	<u>\$2,200,763</u>	<u>\$2,244,778</u>	<u>\$2,289,673</u>	<u>\$2,335,467</u>	<u>\$2,382,176</u>	<u>\$2,429,820</u>	<u>\$2,476,416</u>	<u>\$2,527,985</u>	<u>\$64,675,259</u>
\$1,395,284	\$1,423,189	\$1,451,653	\$1,480,686	\$1,510,300	\$1,540,506	\$1,571,316	\$1,602,743	\$1,634,797	\$1,667,493	\$1,700,843	\$1,700,843	\$1,700,843	\$45,894,281
<u>\$598,015</u>	<u>\$609,975</u>	<u>\$622,175</u>	<u>\$634,618</u>	<u>\$647,310</u>	<u>\$660,257</u>	<u>\$673,462</u>	<u>\$686,931</u>	<u>\$700,670</u>	<u>\$714,683</u>	<u>\$728,977</u>	<u>\$777,573</u>	<u>\$827,141</u>	<u>\$18,731,521</u>
<u>\$1,197,593</u>	<u>\$1,227,533</u>	<u>\$1,258,222</u>	<u>\$1,289,677</u>	<u>\$1,321,919</u>	<u>\$1,354,967</u>	<u>\$1,388,841</u>	<u>\$1,423,562</u>	<u>\$1,459,151</u>	<u>\$1,495,630</u>	<u>\$1,525,543</u>	<u>\$1,556,054</u>	<u>\$1,587,175</u>	<u>\$21,749,794</u>

Schedule 2  
Phase 1A/1B  
Revenue/Expense Summary

Fiscal Year	Short-Term Debt Payment	Long-Term Debt Payment	Capitalized Interest of State Paid	Total Debt Expenses	Existing Buildings Incremental	Bldg H "New Growth"	Permit Fees	Investment Earnings	Total Project Revenues	Net Cash In/(Out)	Reserve Fund
2006	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2007	\$13,501.39	\$10,436.38	\$0.00	\$23,937.77	\$30,943.43	\$0.00	\$250,000.00	\$327,642.09	\$608,585.52	\$584,647.75	\$584,647.75
2008	\$0.00	\$36,472.75	\$0.00	\$36,472.75	\$60,908.84	\$0.00	\$0.00	\$1,420,523.04	\$1,481,431.88	\$1,444,959.13	\$2,029,606.88
2009	\$674,062.50	\$36,775.25	\$674,062.50	\$36,775.25	\$196,728.92	\$0.00	\$0.00	\$511,370.35	\$708,099.27	\$671,324.02	\$2,700,930.90
2010	\$264,919.10	\$507,777.75	\$264,919.10	\$507,777.75	\$349,738.11	\$0.00	\$0.00	\$102,531.34	\$452,269.45	-\$55,508.30	\$2,645,422.60
2011	\$25,594.97	\$443,627.75	\$25,594.97	\$443,627.75	\$356,732.87	\$0.00	\$0.00	\$50,000.00	\$406,732.87	-\$36,894.88	\$2,608,527.72
2012	\$52,461.11	\$443,702.75	\$52,461.11	\$443,702.75	\$363,867.53	\$0.00	\$750,000.00	\$25,000.00	\$1,138,867.53	\$695,164.78	\$3,303,692.50
2013	\$157,458.92	\$507,878.88	\$157,458.92	\$507,878.88	\$371,144.88	\$147,076.00			\$518,220.88	\$10,342.00	\$3,314,034.50
2014	\$61,792.69	\$572,110.01	\$61,792.69	\$572,110.01	\$435,621.34	\$141,594.00			\$577,215.34	\$5,105.33	\$3,319,139.83
2015		\$724,052.77		\$724,052.77	\$444,333.77	\$138,862.00			\$563,195.77	-\$140,857.00	\$3,178,282.83
2016		\$724,912.27		\$724,912.27	\$453,220.45	\$133,049.00			\$586,269.45	-\$138,642.82	\$3,039,640.01
2017		\$725,078.77		\$725,078.77	\$462,284.86	\$126,541.00			\$588,825.86	-\$136,250.91	\$2,903,389.10
2018		\$777,160.64		\$777,160.64	\$471,530.55	\$123,949.00			\$595,479.55	-\$181,681.09	\$2,721,708.01
2019		\$800,949.51		\$800,949.51	\$480,961.16	\$118,092.00			\$599,053.16	-\$201,896.35	\$2,519,811.66
2020		\$823,244.25		\$823,244.25	\$490,580.39	\$85,627.00			\$576,207.39	-\$247,036.86	\$2,272,774.80
2021		\$831,981.75		\$831,981.75	\$500,391.99	\$43,290.00			\$543,681.99	-\$288,299.76	\$1,984,475.05
2022		\$849,291.75		\$849,291.75	\$510,399.83	\$39,005.00			\$549,404.83	-\$299,886.92	\$1,684,588.13
2023		\$867,097.38		\$867,097.38	\$520,607.83	\$66,599.00			\$587,206.83	-\$279,890.55	\$1,404,697.58
2024		\$882,697.99		\$882,697.99	\$531,019.99	\$43,344.00			\$574,363.99	-\$308,334.00	\$1,096,363.58
2025		\$907,649.00		\$907,649.00	\$541,640.39	\$39,593.00			\$581,233.39	-\$326,415.61	\$769,947.97
2026		\$920,066.25		\$920,066.25	\$552,473.20	\$64,545.00			\$617,018.20	-\$303,048.05	\$466,899.91
2027		\$941,648.75		\$941,648.75	\$563,522.66	\$44,480.00			\$608,002.66	-\$333,646.09	\$133,253.82
2028		\$927,612.50		\$927,612.50	\$574,793.11	\$1,139,886.72			\$1,714,679.83	\$787,067.33	\$920,321.15
2029		\$944,518.75		\$944,518.75	\$586,288.97	\$1,168,383.89			\$1,754,672.86	\$810,154.11	\$1,730,475.27
2030		\$969,581.25		\$969,581.25	\$598,014.75	\$1,197,593.49			\$1,795,608.24	\$826,026.99	\$2,556,502.26
2031		\$980,750.00		\$980,750.00	\$609,975.05	\$1,227,533.32			\$1,837,508.37	\$856,758.37	\$3,413,260.63
2032		\$998,000.00		\$998,000.00	\$622,174.55	\$1,258,221.66			\$1,880,396.21	\$882,396.21	\$4,295,656.83
2033		\$1,012,875.00		\$1,012,875.00	\$634,618.04	\$1,289,677.20			\$1,924,295.24	\$911,420.24	\$5,207,077.07
2034		\$1,025,125.00		\$1,025,125.00	\$647,310.40	\$1,321,919.13			\$1,969,229.53	\$944,104.53	\$6,151,181.60
2035		\$1,044,750.00		\$1,044,750.00	\$660,256.61	\$1,354,967.10			\$2,015,223.72	\$970,473.72	\$7,121,655.32
2036		\$1,061,250.00		\$1,061,250.00	\$673,461.74	\$1,388,841.28			\$2,062,303.03	\$1,001,053.03	\$8,122,708.34
2037		\$1,074,875.00		\$1,074,875.00	\$686,930.98	\$1,423,562.31			\$2,110,493.29	\$1,035,618.29	\$9,158,326.63
2038		\$1,095,125.00		\$1,095,125.00	\$700,669.60	\$1,459,151.37			\$2,159,820.97	\$1,064,695.97	\$10,223,022.60
2039		\$254,000.00		\$254,000.00	\$714,682.99	\$1,495,630.16			\$2,210,313.15	\$1,956,313.15	\$12,179,335.75
2040		\$252,750.00		\$252,750.00	\$728,976.65	\$1,525,542.76			\$2,254,519.41	\$2,001,769.41	\$14,181,105.16
2041		\$251,125.00		\$251,125.00	\$777,573.05	\$1,556,053.62			\$2,333,626.66	\$2,082,501.66	\$16,263,606.82
2042		\$73,500.00		\$73,500.00	\$827,141.37	\$1,587,174.69			\$2,414,316.06	\$2,340,816.06	\$18,604,422.87
	<b>\$1,249,790.67</b>	<b>\$25,300,448.10</b>	<b>\$1,236,289.28</b>	<b>\$25,313,949.49</b>	<b>\$18,731,520.86</b>	<b>\$21,749,784.69</b>	<b>\$1,000,000.00</b>	<b>\$2,437,066.82</b>	<b>\$43,918,372.36</b>		

Schedule 3  
Phase 1A/1B  
Quarterly Bond Anticipation Notes (BANS)

Dated Dated	Amount Required	Due Date	Amount Borrowed	Rate	Tax-Exempt Interest Due	City Portion Total Interest		Taxable Interest Due	Total Interest		Issuance Costs	EOAF Grant Funding	CDI Original Funding	CDI Additional Funding			
						Due	FY		Due	FY							
2/6/2006	\$175,000.00	11/10/2006	\$175,000.00	4.25%	\$5,680.76	\$5,680.76	fy 07	\$0.00	\$0.00	fy 07	\$437.50	\$0.00	\$0.00	\$0.00			
4/27/2008	\$325,000.00	11/10/2006	\$325,000.00	4.50%	\$7,840.63	\$7,840.63	fy 07	\$0.00	\$0.00	fy 07	\$812.50	\$0.00	\$0.00	\$0.00			
7/15/2008	\$0.00	7/15/2008	\$0.00	4.50%	\$0.00	\$0.00	fy 09	\$0.00	\$0.00	fy 09	\$0.00	\$0.00	\$0.00	\$0.00			
11/8/2008	\$7,500,000.00	11/7/2008	\$7,500,000.00	4.50%	\$674,062.50	\$674,062.50	fy 09	\$0.00	\$0.00	fy 09	\$18,750.00	\$0.00	\$0.00	\$0.00			
11/15/2008	\$7,500,000.00	11/15/2009	\$8,174,062.50	3.25%	\$264,919.10	\$264,919.10	fy 10	\$0.00	\$0.00	fy 10	\$20,435.16	\$0.00	\$0.00	\$0.00			
2/18/2010	\$1,295,000.00	11/5/2010	\$1,295,000.00	1.25%	\$11,556.08	\$11,556.08	fy 11	\$0.00	\$0.00	fy 11	\$3,237.50	\$1,165,500.00	\$0.00	\$0.00			
6/3/2010	\$1,900,000.00	11/5/2010	\$1,900,000.00	1.75%	\$14,038.89	\$14,038.89	fy 11	\$0.00	\$0.00	fy 11	\$4,750.00	\$0.00	\$0.00	\$0.00			
9/15/2010	\$1,809,992.00	9/15/2012	\$180,999.20	3.50%	\$0.00	\$0.00	fy 13	\$12,669.94	\$12,669.94	fy 13	\$2,500.00	\$1,628,992.80	fy 11	\$0.00	\$0.00		
11/5/2010	\$155,094.97	9/15/2012	\$155,094.97	1.75%	\$4,945.81	\$4,945.81	fy 13	\$0.00	\$0.00	fy 13	\$0.00	\$0.00	\$0.00	\$0.00			
11/5/2010	\$1,900,000.00	6/3/2012	\$1,900,000.00	1.75%	\$52,461.11	\$52,461.11	fy 12	\$0.00	\$0.00	fy 12	\$0.00	\$0.00	\$0.00	\$0.00			
12/15/2010	\$6,144,513.00	9/15/2012	\$614,461.30	3.50%	\$0.00	\$0.00	fy 13	\$37,635.14	\$37,635.14	fy 13	\$2,500.00	\$5,530,061.70	fy 11	\$0.00	\$0.00		
3/15/2011	\$7,680,968.00	9/15/2012	\$768,096.80	3.50%	\$0.00	\$0.00	fy 13	\$0.00	\$40,325.08	\$40,325.08	fy 13	\$2,500.00	\$6,912,871.20	fy 11	\$0.00	\$0.00	
6/15/2011	\$6,334,828.00	9/15/2012	\$633,482.80	3.50%	\$0.00	\$0.00	fy 13	\$27,714.87	\$27,714.87	fy 13	\$118,345.04	\$2,500.00	\$5,701,345.20	fy 11	\$0.00	\$0.00	
9/15/2011	\$5,582,019.00		\$0.00	3.50%	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 14	\$0.00	\$4,061,229.10	fy 12	\$1,500,789.90	fy 12	\$0.00	
12/15/2011	\$3,878,498.00		\$0.00	3.50%	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 12	\$3,878,498.00	fy 12	\$0.00	
3/15/2012	\$4,063,086.00		\$0.00	3.50%	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 12	\$1,622,712.10	fy 12	\$2,440,373.90	
6/3/2012	\$1,952,461.11	6/3/2013	\$1,952,461.11	1.75%	\$34,168.07	\$34,168.07	fy 13	\$39,113.88	\$0.00	fy 14	\$2,500.00	\$0.00	fy 12	\$0.00	fy 13	\$1,559,628.10	
6/15/2012	\$2,134,315.00	6/15/2014	\$374,668.90	3.50%	\$0.00	\$0.00	fy 14	\$21,564.47	\$21,564.47	fy 14	\$61,792.69	\$2,500.00	\$0.00	fy 13	\$0.00	fy 13	\$0.00
9/15/2012	\$352,073.00	6/15/2014	\$352,073.00	3.50%	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 14	\$0.00	\$0.00	fy 13	\$0.00	fy 13	\$0.00	
<b>\$53,160,948.08</b>		<b>\$28,500,410.58</b>			<b>\$1,069,652.94</b>	<b>\$1,069,652.94</b>		<b>\$1,069,652.94</b>	<b>\$180,137.73</b>	<b>\$180,137.73</b>	<b>\$180,137.73</b>	<b>\$63,422.86</b>	<b>\$25,000,000.00</b>	<b>\$7,000,000.00</b>	<b>\$4,000,000.00</b>		

\$500,000 bonded November 15, 2006 for portion of legal costs.

9.3.10

\$39,100,000.00 Total Project Costs post 6/10 including contingency  
\$36,000,000 grants

Schedule 4  
Phase 1A/1B  
Capitalized Interest and Bond Issuance Costs

Fiscal Year	Amount Borrowed	City Borrowing		State	
		Interest Rate	Interest Due	Capitalized Interest	Contribution Amount Applied
2007	\$7,500,000.00	4.50%	\$13,501.39	\$0.00	\$0.00
2008	\$0.00		\$0.00	\$0.00	\$0.00
2009	\$7,500,000.00	3.25%	\$674,062.50	\$674,062.50	\$0.00
2010	\$3,195,000.00	1.25%/1.75%	\$264,919.10	\$264,919.10	\$0.00
2011	\$4,252,125.07	3.50%	\$25,594.97	\$25,594.97	\$20,938,770.90
2012	\$2,527,150.01	3.50%	\$52,461.11	\$52,461.11	\$11,081,229.10
2013	\$352,073.00	3.50%	\$157,458.92	\$157,458.92	\$4,000,000.00
2014	\$0.00	3.50%	\$61,792.69	\$61,792.69	
	<u>\$25,326,348.08</u>		<u>\$1,249,790.67</u>	<u>\$1,236,289.28</u>	<u>\$36,000,000.00</u>

Bond Issuance			Taxable	Tax-Exempt
2007	\$500,000.00	4.07%	\$0.00	\$500,000.00
2010	\$8,785,000.00	4.71%	\$0.00	\$8,785,000.00
2011	\$0.00	3.50%	\$0.00	\$0.00
2012	\$0.00	0.00%	\$0.00	\$0.00
2013	\$2,562,045.09	5.00%	\$2,562,045.09	\$0.00
2014	\$988,554.59	5.00%	\$988,554.59	\$0.00
	<u>\$12,835,599.69</u>		<u>\$3,550,599.69</u>	<u>\$9,285,000.00</u>

Assumptions:

Issuance Costs - Notes are 1/4 of 1% (minimum of \$2,500) Bonds are 1% due at time of Issuance and covered by required premium amounts  
\$25MM State Grant received in lump sum payment in FY2007

\$1,900,000 6/3/10 original BAN not incorporated into Phase 1A, 1B pro-forma as repayment will be captured in Phase II

Tax-Exempt Notes and Bonds at Actual Rates except for FY 11 Bonds estimated at 3.50%

Taxable Notes at 3.50% and Bonds at 5%

BAN's issued based on cash flow requirement of Phase IA and Phase 1B. \$268,000 paydown on \$7.5MM prior to bond

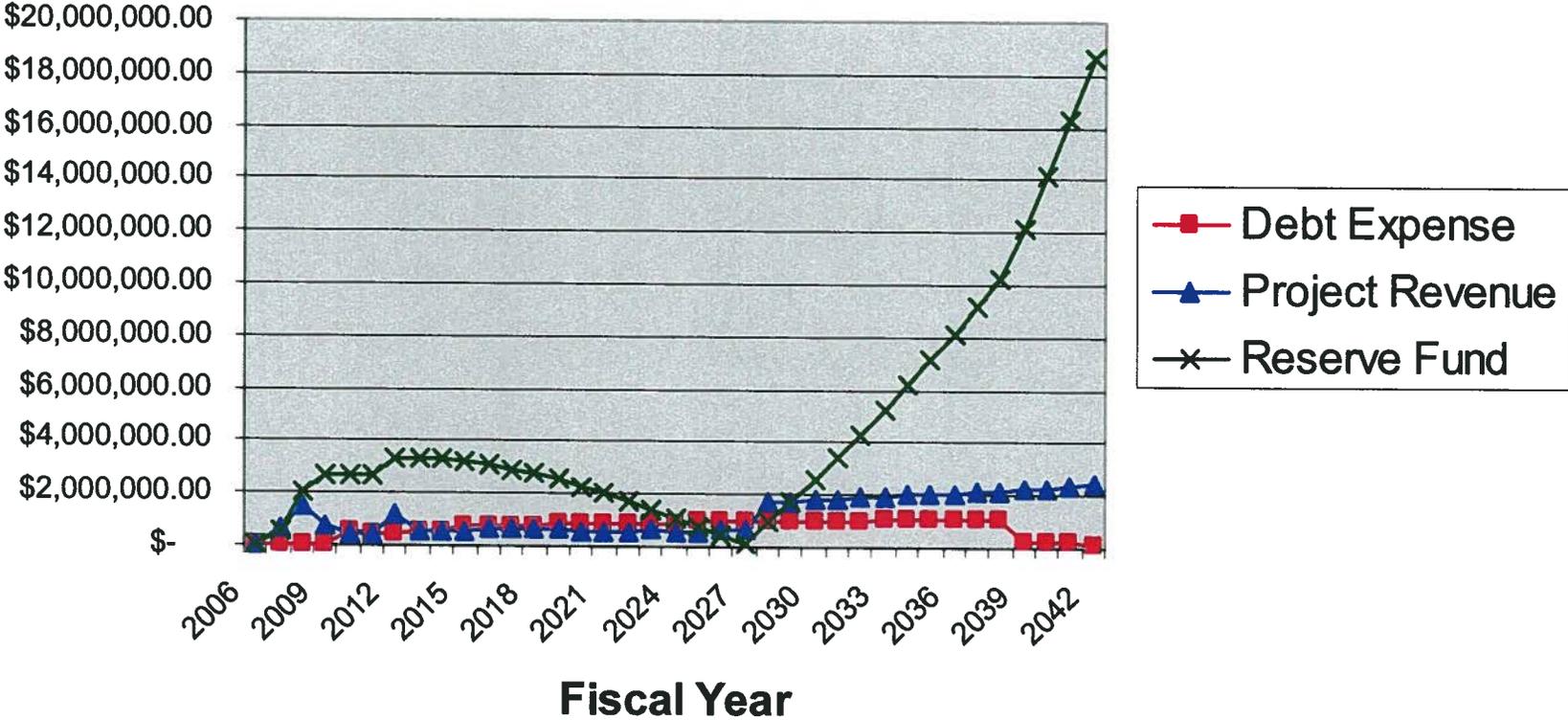
Bonds issued using level payments with 5 year delay of principal payments from date principal payment required, each issue maturing over 30 years

Nov 1 2009 Bonds capitalize interest for fiscal 2010 and 2011 payments for estimated total of \$878,937

Schedule 5  
Phase 1A/1B  
Principal Repayment Schedule

<b>Fiscal Year</b>	<b>Principal Outstanding</b>	<b>Principal Payments</b>	<b>Interest Payments</b>	<b>11/15/2006 Bonding</b>	<b>Total Debt Due</b>
2007	\$0.00	\$0.00	\$0.00	\$10,436.38	\$10,436.38
2008	\$0.00	\$0.00	\$0.00	\$36,472.75	\$36,472.75
2009	\$0.00	\$0.00	\$0.00	\$36,775.25	\$36,775.25
2010	\$8,785,000.00	\$268,000.00	\$203,725.00	\$36,052.75	\$507,777.75
2011	\$8,785,000.00	\$0.00	\$407,450.00	\$36,177.75	\$443,627.75
2012	\$8,785,000.00	\$0.00	\$407,450.00	\$36,252.75	\$443,702.75
2013	\$11,347,045.00	\$0.00	\$471,501.13	\$36,377.75	\$507,878.88
2014	\$12,335,600.00	\$0.00	\$535,552.26	\$36,557.75	\$572,110.01
2015	\$12,230,600.00	\$105,000.00	\$582,355.02	\$36,697.75	\$724,052.77
2016	\$12,120,600.00	\$110,000.00	\$578,080.02	\$36,832.25	\$724,912.27
2017	\$12,005,600.00	\$115,000.00	\$574,130.02	\$35,946.75	\$725,076.77
2018	\$11,833,555.00	\$172,045.00	\$568,128.89	\$36,986.75	\$777,160.64
2019	\$11,630,000.00	\$203,555.00	\$560,427.76	\$36,966.75	\$800,949.51
2020	\$11,395,000.00	\$235,000.00	\$551,337.50	\$36,906.75	\$823,244.25
2021	\$11,140,000.00	\$255,000.00	\$540,175.00	\$36,806.75	\$831,981.75
2022	\$10,855,000.00	\$285,000.00	\$527,625.00	\$36,666.75	\$849,291.75
2023	\$10,540,000.00	\$315,000.00	\$514,650.00	\$37,447.38	\$867,097.38
2024	\$10,195,000.00	\$345,000.00	\$500,550.00	\$37,147.99	\$882,697.99
2025	\$9,810,000.00	\$385,000.00	\$484,875.00	\$37,774.00	\$907,649.00
2026	\$9,395,000.00	\$415,000.00	\$467,750.00	\$37,316.25	\$920,066.25
2027	\$8,940,000.00	\$455,000.00	\$448,862.50	\$37,786.25	\$941,648.75
2028	\$8,440,000.00	\$500,000.00	\$427,612.50	\$0.00	\$927,612.50
2029	\$7,900,000.00	\$540,000.00	\$404,518.75	\$0.00	\$944,518.75
2030	\$7,310,000.00	\$590,000.00	\$379,581.25	\$0.00	\$969,581.25
2031	\$6,680,000.00	\$630,000.00	\$350,750.00	\$0.00	\$980,750.00
2032	\$6,000,000.00	\$680,000.00	\$318,000.00	\$0.00	\$998,000.00
2033	\$5,270,000.00	\$730,000.00	\$282,875.00	\$0.00	\$1,012,875.00
2034	\$4,490,000.00	\$780,000.00	\$245,125.00	\$0.00	\$1,025,125.00
2035	\$3,650,000.00	\$840,000.00	\$204,750.00	\$0.00	\$1,044,750.00
2036	\$2,750,000.00	\$900,000.00	\$161,250.00	\$0.00	\$1,061,250.00
2037	\$1,790,000.00	\$960,000.00	\$114,875.00	\$0.00	\$1,074,875.00
2038	\$760,000.00	\$1,030,000.00	\$65,125.00	\$0.00	\$1,095,125.00
2039	\$540,000.00	\$220,000.00	\$34,000.00	\$0.00	\$254,000.00
2040	\$310,000.00	\$230,000.00	\$22,750.00	\$0.00	\$252,750.00
2041	\$70,000.00	\$240,000.00	\$11,125.00	\$0.00	\$251,125.00
2042	\$0.00	\$70,000.00	\$3,500.00	\$0.00	\$73,500.00
		<b>\$12,603,600.00</b>	<b>\$11,950,462.60</b>	<b>\$746,385.50</b>	<b>\$25,300,448.10</b>

# Debt Expense, Project Revenue & Reserve Fund



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## **Section 4**

### **The Effect of the Amendment on Project Activities**

# CitySquare: Phase 1A Implementation

City of Worcester, Massachusetts

unum

Public Hearing  
September 7, 2010



# From Plan to Reality:

- CitySquare II Development Co. LLC, an entity including Opus Investment Management (an affiliate of The Hanover Insurance Group) and Leggat McCall Properties, Administrative Member and Developer, acquired 10.85 acres of 200 Front Street on June 14, 2010.
- CitySquare II and Unum, with its affiliate The Paul Revere Life Insurance Company, executed lease on June 17, 2010.
- Unum to lease 214,000 SF Building H at One Mercantile Street under a 17-year lease agreement (with options).
- \$85 M in private investment into property; \$70 M from CitySquare II (design and construction of Building H and East Garage renovations) and \$15-\$25 M from Unum (for fit-out).
- Approximately \$40 M in public investment in Phase 1A focused on demolition and street and sidewalk construction; includes Federal, State, and Local contributions.
- Job Growth/Retention: 682 existing jobs and the creation of 50 new, permanent full-time positions in Downtown.
- Over 300 construction jobs and nearly \$14 million in construction wages.

# Unum Tenancy Triggers Phase 1A

- New Tenancy Triggers Phase 1A per City Council Approvals and GDA Amendments in 2008 and 2009
- Included:
  - Demolition of former mall/sections and approximately 2/3 of parking garage.
  - Construction of Mercantile Street, portions of Front Street, sidewalks and plaza areas.
  - Construction of Building H, a 214,000 SF, 8-story structure.
  - 3,000 SF of ground-floor retail.

# CitySquare II - Phase 1A Plan



# City Council Approvals Required to Initiate Demolition and Construction

- Amendment of the existing Certified Project designation for Unum Group and The Paul Revere Life Insurance Company
  - Moves the commencement date to July 1, 2012 from July 1, 2011 and ensures that the targeted tax payment schedule aligns with the construction and occupation schedule.
- Authorization to File and Accept Grant Amendment of no less than \$4 million to the City's existing \$7.25 million Growth District Initiative Award
  - Accommodates State agreement to address the construction of additional public infrastructure and improvements.
- Authorization to advertise and ultimately approve an amendment to the CitySquare Permit Fee Ordinance
  - Modifies the payment period for the second permit fee payment of \$750,000 from the commencement of the enabling work to the substantial completion of Building H to correspond with the project budget expenditures and construction schedule.
- Amendment of DIF
  - Accommodates the above shifts in the timing and the addition of new dollars through the GDI.

# Revised Cost and Financial Projections

## *Sources*

<i>State Grant</i>	<i>\$25,000,000.00</i>
<i>Growth District Grant</i>	<i>\$11,250,000.00</i>
<i>DIF Bonds</i>	<i>\$ 4,074,058.16</i>
<i>DIF Bond Contributions (To Date)</i>	<i>\$ 6,100,000.00</i>
<i>Total</i>	<i>\$46,424,058.16</i>

## *Uses*

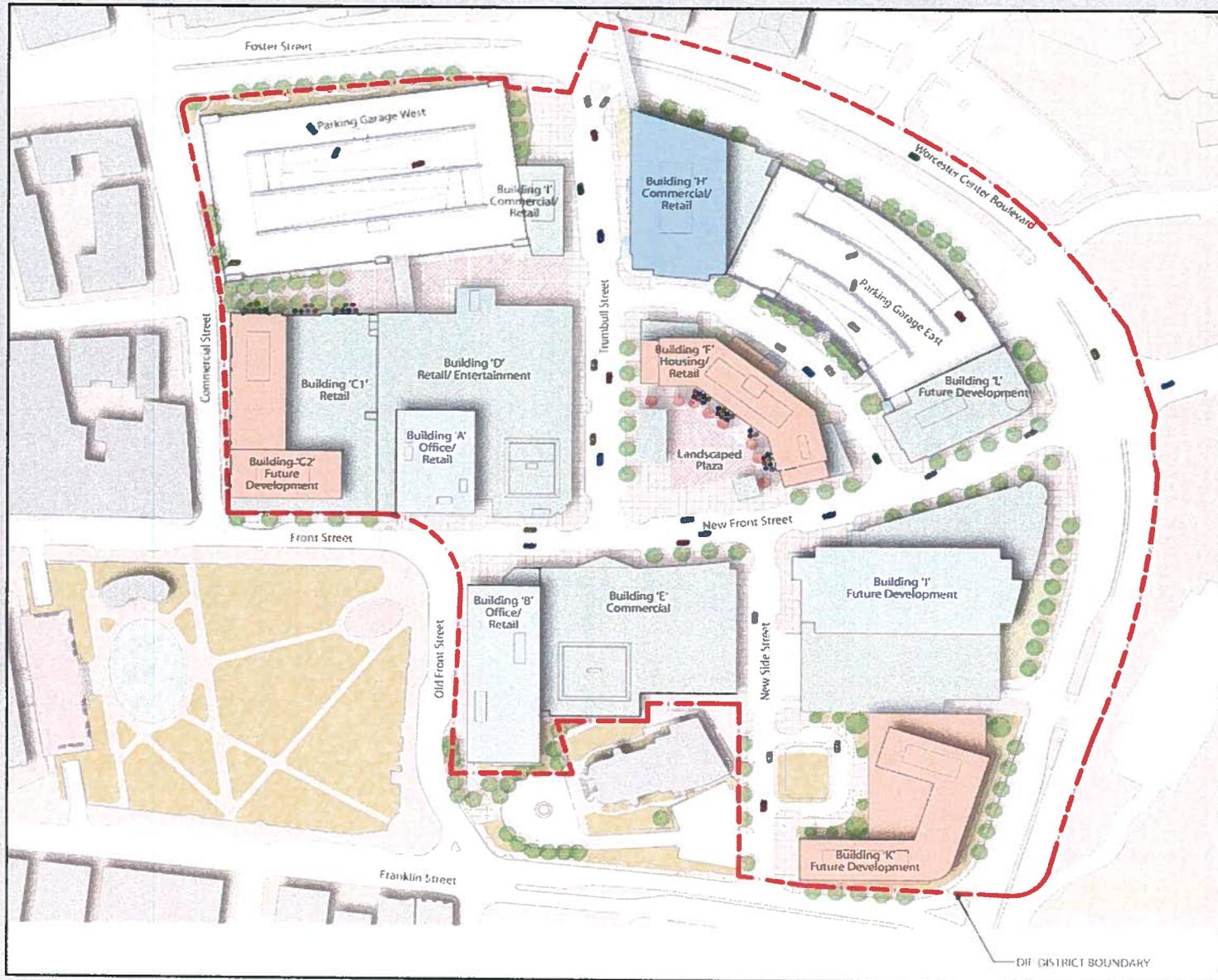
<i>Demo/Enabling/Street Work</i>	<i>\$39,100,000.00</i>
<i>Project Costs to Date (1<sup>st</sup> dis.)</i>	<i>\$ 6,100,000.00</i>
<i>Capitalized Interest</i>	<i>\$ 1,224,058.16</i>
<i>Total</i>	<i>\$46,424,058.16</i>

# Next Steps

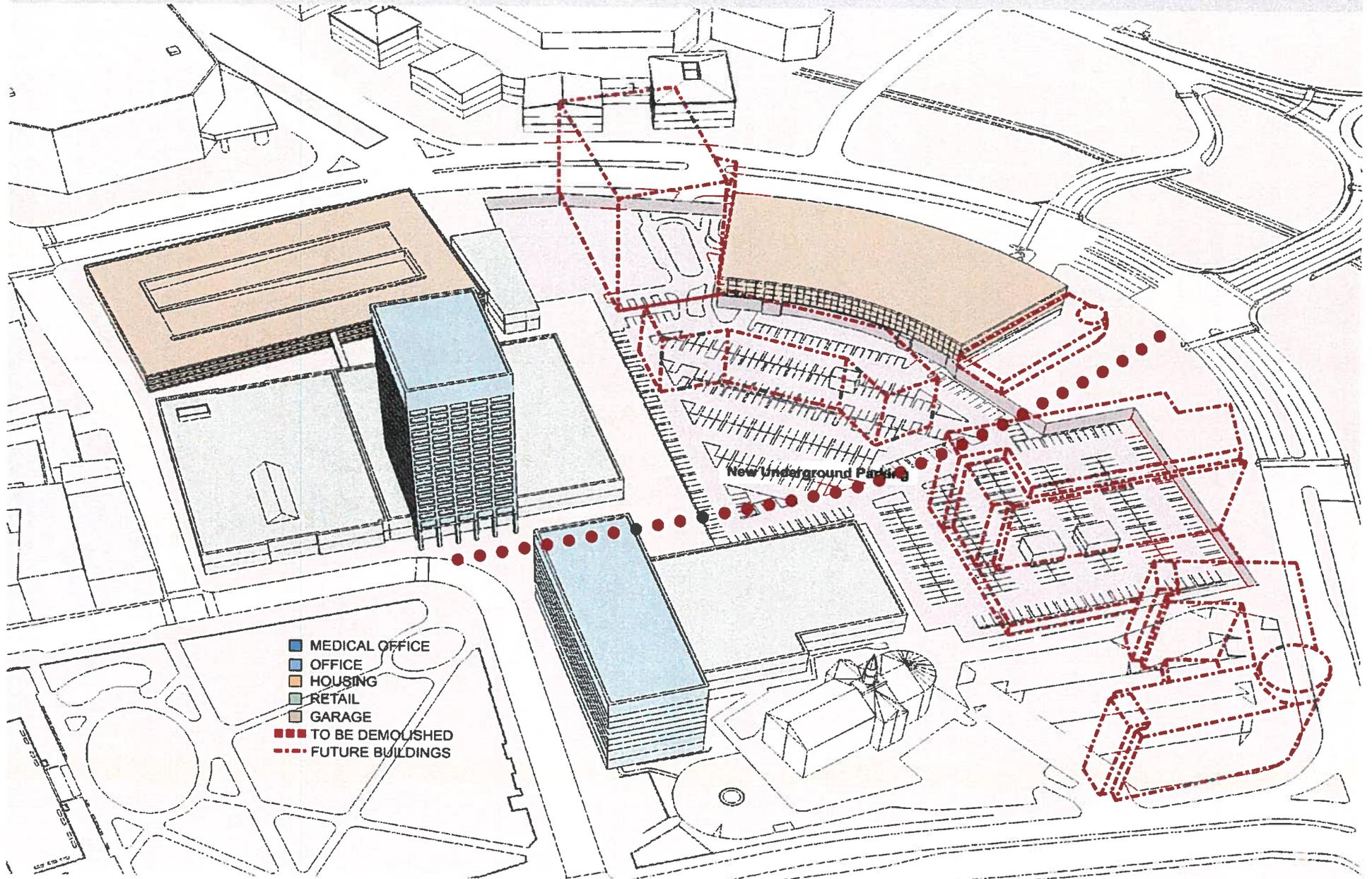
## **With and Upon City Council Deliberation and Approval**

- September 8<sup>th</sup> thru 10<sup>th</sup>: Certified Project, Growth District Initiative Grant Materials, DIF Amendment #4 Application, Local Certifications, and Hearing Transcript delivered to the EOHED and EACC
- September 13<sup>th</sup>: Groundbreaking of Phase 1A
- September 28<sup>th</sup>: EACC votes final approval of Certified Project and DIF Amendment #4
- September 2010 thru Fall 2012: Demolition and Construction
- Fall 2012: Unum occupies Building H

# Original Development Plan



# Infrastructure Challenges



# Advancing Future Phases

- Recognize that the original development and business plan were shaped by Berkeley Investments in 2005.
- CitySquare II is reviewing all previous plans to shape the next logical steps of site development beyond Phase 1A.
- Requires due diligence and planning to maintain vision, project adapts to thrive in current market conditions, and the goal of reconnecting Front Street to Washington Square is achieved.
- Advancing the reconnection of Front Street will require sweeping changes to original plan. The new Front Street would be built as an at-grade road on fill instead of a bridge deck that would span over proposed underground garage.
- Reduces size of underground garage, may modify development program, and affects the projected net-new revenues applied to support the City's DIF Bonds.

## **Section 5**

**The Impact of the Amendment on any Program of Tax Increment Financing Implemented by the Municipality**

**CITY OF WORCESTER, MASSACHUSETTS**

**Michael V. O'Brien**  
City Manager



**William J. Ford, IAO AAS**  
City Assessor

**Administration and Finance**  
**Division of Assessing**

**MEMORANDUM**

DATE: August 20, 2010  
TO: Michael V. O'Brien, City Manager  
FROM: William J. Ford, City Assessor   
RE: DIF Application Fourth Amendment

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You have requested an analysis of the impact of the Fourth Amendment on any program of tax increment financing implemented by the City of Worcester.

The Fourth Amendment has no impact on any program of tax increment financing currently implemented by the City of Worcester.

I am available for discussion on any questions you or your staff may have regarding these programs.

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## **Section 6**

**A Certification from the Municipality that it has Complied  
with the Local Approval Requirements**

**Local Approval Process Certificate of Compliance pursuant to 402 CMR 3.06(2)(i) and 402 CMR 3.08(3)(m)**

**CITY SQUARE M.G.L. c.40Q DISTRICT IMPROVEMENT FINANCING  
Application for Amendment to the City of Worcester's Approved Development District & Development Program**

The City of Worcester, acting by and through its Chief Executive Officer, the City Manager, (hereinafter the "City") hereby certifies in accordance with 402 CMR 3.06(2)(i) and 402 CMR 3.08(3)(m) that the City has complied with any and all Local Approval Requirements specified in 402 CMR 3.04 relative to the CitySquare Development District and Development Program, including:

**(1) 402 CMR 3.04(1)**

The public entity designated by the City responsible for developing the proposed Amendment to the City's previously approved CitySquare Development District and Development Program and for seeking local approval for said Amendment.

**(2) 402 CMR 3.04(2)**

The City held a single public hearing on the proposed Amendment to the City's previously approved CitySquare Development District and Development Program prior to seeking municipal approval of such Amendment on September 7, 2010.

The City provided the public with an opportunity to submit written comments to the City on such Amendment to the City's previously approved CitySquare Development District and Development Program in accordance with 402 CMR 3.04. A Copy of the Notice of Public Hearing with notice of the opportunity to provide testimony or submit written comment to the City pursuant to 402 CMR 3.04 is included in this Application under "Section 9 – Exhibits to the Application."

The City has created a written record of said public hearing, which includes a description of the testimony offered by persons at such hearing. Said written record is available for public review at the City Clerk's Office, Room 206, City Hall, 455 Main Street, Worcester, MA 01608. A copy of said written public record is included in this Application under "Section 7 – A Copy of the Record of the Public Hearing."

**(3) 402 CMR 3.04(3)**

The City provided the public with reasonable notice of the public hearing and the opportunity to provide written comments pertaining to a proposed Amendment to the City's previously approved CitySquare Development District and Development Program. The City provided such notice as follows:

- a. to the chief elected officers and the chairpersons of the legislative bodies of abutting cities and/or towns as shown by the copies of the Public Hearing Notice letters attached hereto as part of Exhibit 1;
- b. posting in the municipality's main government building, Worcester City Hall, located at 455 Main Street, Worcester, MA 01608 as shown by a copy of the notice that was posted and attached hereto as part of Exhibit 1;
- c. to all persons and groups of persons who had requested notification as shown by a copy of the Notice and mailing list attached hereto as Exhibit 2;
- d. and publication in one or more local newspapers of general circulation, including the Worcester Telegram & Gazette, on August 23, 2010, as shown by a copy of the legal notice that appeared in the newspaper on said date and attached hereto as Exhibit 3;

The City issued said Notice of Public Hearing with notice of the opportunity to provide testimony or submit written comments to the City on August 23, 2010, which was no less than fourteen (14) days prior to the public hearing or to the close of the comment period on September 8, 2010.

The information to be submitted to the City's governing body, the City Council, pursuant to 402 CMR 3.04(5) and (6) was available to the public upon request prior to the public hearing and written comment period.

**(4) 402 CMR 3.04(4)**

The City has made a reasonable effort to provide all owners of real property that is to be acquired by the municipality as part of the City's previously approved CitySquare Development District and Development Program as Amended, with direct written notice of the public hearing and the opportunity to provide written comments pertaining to such Amendment to the principal contacts for CitySquare II Development Co. LLC, Opus Investment Management Inc., LM Administrative LLC, The Hanover Insurance Group Inc., Worcester Renaissance, LLC, Worcester Renaissance Towers, LLC, and Berkeley Investments, Inc. The principal contacts are listed below and copies of the notice of letters sent are attached hereto within Exhibit 1.

Mr. Young K. Park, CEO and President  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Ms. Barbara Smith-Bacon, Esquire  
Vice President and Project Manager  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Mr. Iain McGill, CFO  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Worcester Renaissance Towers, LLC  
ATTN: Berkeley Investment, Inc.  
121 High Street  
Boston, MA 02110

Worcester Renaissance, LLC  
ATTN: Berkeley Investment, Inc.  
121 High Street  
Boston, MA 02110

Opus Investment Management, Inc.  
Ms. Ann K. Tripp, President  
440 Lincoln Street  
Worcester, MA 01653

CitySquare II Development Co. LLC  
Mr. Michael S. Sophocles, P.C.  
c/o Choate, Hall & Stewart LLP  
Two International Place  
Boston, MA 02110

LM Administrative LLC  
Mr. Donald W. Birch, Manager  
Two International Place  
Boston, MA 02110

Mr. Frederick Eppinger  
President and CEO  
The Hanover Insurance Group Inc.  
440 Lincoln Street  
Worcester, MA 01653

**(5) 402 CMR 3.04(5)**

When the City presented the proposed Amendment to the City's previously approved CitySquare Development District to the City Council for approval, the City submitted all information identified in 402 CMR 3.06(2)(a) through (j) to the City Council as part of such approval process.

**(6) 403 CMR 3.04(6)**

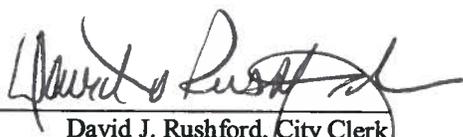
When the City presented the proposed Amendment to the City's previously approved CitySquare Development Program to the City Council for approval, the City submitted all information identified in 402 CMR 3.08(3) to the City Council as part of such approval process.

Certification executed this 8<sup>th</sup> day of September, 2010.

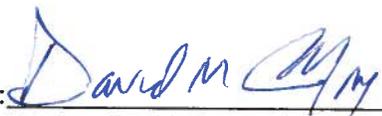
**CITY OF WORCESTER**

By:   
Michael V. O'Brien, City Manager  
City of Worcester

**CERTIFICATION OF THE CITY CLERK**  
I, David J. Rushford, City Clerk of the City of Worcester, hereby  
certify that the information contained herein is true and accurate.

By:   
David J. Rushford, City Clerk  
City of Worcester

**APPROVED AS TO LEGAL FORM:**

By:   
David M. Moore, City Solicitor  
City of Worcester

## **Section 7**

**A Copy of the Record of the Public Hearing**

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CITY OF WORCESTER

CITY COUNCIL MEETING

TUESDAY, SEPTEMBER 7, 2010

CITY HALL, 455 MAIN STREET, WORCESTER, MA

CITY SQUARE PROJECT

PUBLIC HEARING FOR DISTRICT IMPROVEMENT FINANCING  
AMENDMENT #4

The following was transcribed by Lynne Slade, Bay State Reporting Agency, 8 Vineland Street, Worcester, Massachusetts on September 7th, 2010 at Worcester City Hall, 455 Main Street.

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BAY STATE REPORTING AGENCY  
8 VINELAND STREET, WORCESTER, MA 01604  
(508) 753-4121

1           MAYOR JOSEPH O'BRIEN: The City Council  
2 will recess into a public hearing on behalf of the  
3 city seeking public comment on Amendment #4 to the  
4 CitySquare DIF or district and program. In  
5 accordance with Mass General Law, Chapter 40Q and  
6 402 CMR 3, the City of Worcester is holding a  
7 public hearing to seek public input on the  
8 proposed changes to the CitySquare DIF Amendment  
9 #4.

10           We're first going to hear from the  
11 administration, who has a brief presentation.  
12 We'll then ask for any comments from members of  
13 the public. We'll then get -- or any testimony  
14 from members of the public. And then we'll hear  
15 from members of the Council. Mr. Manager.

16           MR. MICHAEL O'BRIEN: Thank you,  
17 Mr. Chairman and members of the City Council for  
18 your flexibility and your willingness to host this  
19 district improvement hearing on the CitySquare  
20 Development as a full City Council. As mentioned  
21 by you, Mr. Mayor, to the Council, this is a state  
22 requirement for modifications of both district  
23 improvement financing proposals as well as tax  
24 increment financing proposals.

1           As you know, we've had to advertise this  
2           some two weeks in advance to meet the legal  
3           requirements to host this public hearing and your  
4           consideration to do that has allowed us to  
5           continue to keep this project and the necessary  
6           approvals moving forward in partnership with so  
7           many.

8           In a moment I'll present to this City  
9           Council, this hearing, as well as to the general  
10          public, some very minor adjustments and changes to  
11          both the district improvement financing program as  
12          well as the tax increment finance program for  
13          CitySquare and for its tenant.

14          First off, I believe I can speak for all  
15          of us here tonight, as well as throughout the  
16          community, that we're grateful and we're thrilled  
17          that this significant catalyst project is set to  
18          proceed, set to proceed in the context of a  
19          national recession, a clear constriction in real  
20          estate market and retraction banking and lending  
21          and the list goes on. It says a great deal about  
22          our community and true and trusted partners; Opus  
23          Investment, a subsidiary of Hanover, as well as  
24          Leggat McCall Properties, both of CitySquare II,

1       LLC. With us here tonight is Don Birch, chief  
2       operating officer of Leggat McCall, and Michael  
3       Sophocles, partner at Choate along with Attorney  
4       Shea, legal counsels. If you guys would just  
5       rise.

6                       (Gentlemen rose.)

7               MR. MICHAEL O'BRIEN: They're with us  
8       here this evening. And then, as you know, no  
9       stranger to any of us here in this room, is the  
10      reality of Unum Group. Here for the better part  
11      of 100 hundred years in our community, previously  
12      as Paul Revere Life and now as Unum Group, their  
13      commitment and strong ties to our community as  
14      well as to our downtown and their reaffirmation of  
15      that commitment in their choice to have their new  
16      regional headquarters here in our city in our  
17      downtown has led to this real progress. With us  
18      here tonight is Chris Collins, senior vice  
19      president and general counsel, as well as senior  
20      vice president, Steve Josephs. If you guys would  
21      obviously both rise.

22                      (Gentlemen rose.)

23               MR. MICHAEL O'BRIEN: It's a great  
24      thanks. You're talking about partnerships. It

1 goes without saying, our partnership with the  
2 state administration, our lieutenant governor, as  
3 well as members of the state administration along  
4 with our state delegation made this evening and  
5 this presentation and the progress that we're  
6 going to see very shortly on the site all  
7 possible; our federal government, Congressman Jim  
8 McGovern, as well as the late Senator Kennedy with  
9 appropriations that were made that will assist us  
10 in public infrastructure; this community that's  
11 supported this catalyst project; and obviously  
12 this City Council has been with us every step of  
13 the way.

14           Bold projects like this everywhere are  
15 stalled or on hold and not here and not in  
16 Worcester. And it's due to an unprecedented true  
17 public-private partnership and all with a  
18 willingness to roll up their sleeves and make it  
19 happen.

20           I'm pleased tonight to be presenting the  
21 current status of Phase 1 under CitySquare II,  
22 LLC, Phase 1A, the minor changes and modifications  
23 required for City Council deliberation and votes  
24 and the next steps. And so with that, I'm going

1 to just present a brief power point presentation.

2 From plan to Reality: I think we're all  
3 aware that CitySquare II Development, LLC, an  
4 entity that includes Opus Investment Management,  
5 which is an affiliate of Hanover Insurance Group,  
6 and Leggat McCall Properties, as the  
7 administrative member and developer, they acquired  
8 the 10.85 acres of 200 Front Street, which is a  
9 developable parcel to CitySquare, on June 14th,  
10 2010, a major milestone in this project.

11 CitySquare II and Unum with its  
12 affiliate, The Paul Revere Life Insurance Company,  
13 executed a lease on June 17th on 2010 which,  
14 again, is a major milestone to make this project  
15 viable and to make it proceed.

16 As you know, Unum is to lease some  
17 214,000 square feet of what is referred to as  
18 Building H at One Mercantile Street under a  
19 17-year lease agreement with options, which is  
20 critical in order to trigger that next public and  
21 private investment. 85 million dollars in private  
22 investment, some 70 million dollars from  
23 CitySquare II, LLC and the design and construction  
24 of Building H, which will be occupied by Unum, as

1 well as the East Garage, the remnants of the  
2 existing garage on site, that will remain and be  
3 renovated to support Building H where Unum will  
4 have its tenancy. And literally some 15 to 25  
5 million dollars from the Unum Group for the tenant  
6 fit-outs for that. Approximately 40 million  
7 dollars in public investment in Phase 1A focused  
8 on the demolition of the existing mall, street and  
9 sidewalk and public works construction throughout  
10 that area. And that investment from the public  
11 comes from federal, state and local contributions  
12 including our own DIF bond supported by projected  
13 net-new revenues.

14 We all know and recognize the job growth  
15 and retention. Some 682 existing jobs remain in  
16 downtown and the creation of 50 new permanent jobs  
17 just at the Building H building, does not include  
18 all the other benefits of demolishing the mall and  
19 any additional public works construction  
20 throughout the site; over 300 construction jobs  
21 and nearly 14 million dollars in construction  
22 wages.

23 It was the Unum tenancy, as I mentioned  
24 earlier in my presentation, that triggered Phase

1 1A. And that Phase 1A was approved in its current  
2 configuration by general development agreement  
3 amendments and approvals to the DIF changes both  
4 in 2008, 2009, so Phase 1A in its current  
5 configuration is really no surprise and doesn't  
6 present any new items or initiatives other than  
7 what's already been approved by City Council,  
8 which includes demolition of the former mall in  
9 sections; approximately two-thirds of the parking  
10 garage that is currently on site gets demolished;  
11 construction of a new Mercantile Street; a portion  
12 of Front Street; new sidewalks and street-scape in  
13 plaza areas; and the construction, as I mentioned,  
14 of a new Building H some 214,000 square feet, an  
15 eight-story structure new construction in our  
16 downtown that will include some 3,000 square feet  
17 of ground-floor retail.

18 This graphic just quickly defines the  
19 development program of Phase 1A. Shown in red in  
20 this outline is the developable parcels that were  
21 acquired by CitySquare II, LLC. In this corner is  
22 the new building that will be occupied by the Unum  
23 Group and its connection to the existing  
24 above-ground garage that remains and has

1 additional improvements to bring it to current  
2 standards.

3 This is Mercantile Street, a new street  
4 that's going to be constructed as a result of this  
5 first phase, Phase 1A, as previously approved by  
6 City Council.

7 This here represents a section of Front  
8 Street that will be constructed as part of Phase  
9 1A to complete the public works street  
10 construction.

11 Mechanics Plaza is a plaza area  
12 constructed as well as other street-scape and  
13 other improvements along the frontages. That  
14 basically embodies Phase 1A.

15 As you can see by this D mark of the  
16 properties that are now owned by CitySquare II,  
17 LLC, the DIF district actually encompasses from  
18 Commercial Street along Foster Street over to  
19 Franklin and then over here to Front Street  
20 including both this existing building, the former  
21 Jordan Marsh, as well as the two towers, Building  
22 A and B.

23 That's the entire DIF district. We do  
24 have two separate ownerships. These existing

1 buildings, Building C1, D, the West Garage, a  
2 future building site here called Building I,  
3 Building B, the Flagship Building, as well as the  
4 Jordan Marsh still under the ownership of Berkeley  
5 Investments.

6 This area here represents in green  
7 represents the former mall to be demolished. And,  
8 as you know from previous presentations to this  
9 City Council, the entire mall site features a  
10 service and truck tunnel that services all the  
11 properties. Upon demolishing this, this would be  
12 probably center of site here approximately a  
13 20-foot difference between the finish surface and  
14 this center of the site. It's far less as you get  
15 down towards Foster Street because of the rapid  
16 change in grade across the site, just to give you  
17 some perspective.

18 The City Council's approvals required  
19 this evening after deliberation to ensure that  
20 this project and Phase 1A mirrors minor changes  
21 that have occurred in the negotiations with Unum  
22 Group as well as with CitySquare II, LLC as well  
23 as to recognize additional state resources that  
24 have come forward through the support of the state

1 administration as well as our delegation are as  
2 follows:

3 We need to amend the existing certified  
4 project designation for the Unum Group and The  
5 Paul Revere Life Insurance Company. And this is,  
6 again, minor. It's to reflect the shifting of  
7 dates because time has elapsed since we secured  
8 the Council's previous approvals. And in those  
9 previous approvals there was expectations of a  
10 project start that has taken more time than  
11 anticipated. So in that amendment it moves the  
12 commencement date from July 1st of 2012 -- to July  
13 1st of 2012 from July 1st of 2011. And it ensures  
14 that those targeted tax payments and that schedule  
15 aligns with the construction and occupation -- the  
16 occupancy of Unum in the new building.

17 The second item that I require Council  
18 deliberation and approval on is to file and accept  
19 a grant amendment from the Commonwealth of no less  
20 than 4 additional million dollars to the city's  
21 existing 7.25 million dollar Growth District  
22 Initiative Award. And we've been working with the  
23 state very closely with the stewardship of the  
24 governor, lieutenant governor. This additional 4

1 million dollars will be used for additional public  
2 improvements, infrastructure throughout the site,  
3 looking at pattern development sites and other  
4 aspects that I'll go into some detail further in  
5 the presentation.

6 The third request to City Council for  
7 your deliberation and approval is the  
8 authorization to advertise an amendment to the  
9 CitySquare permit fee ordinance. It's a million  
10 dollars for all the permit fees required for this  
11 project. There's already been a payment of  
12 \$250,000. We're asking that the second permit fee  
13 payment of \$750,000 for commencement of the  
14 enabling work which is underway now, demolition  
15 that's occurring, enabling will be disconnecting  
16 of utilities, relocating of utilities through to  
17 the substantial completion of Building H, that  
18 that 750 would then be paid. And that would  
19 correspond with other project budget expenditures  
20 and the construction schedule. The project is  
21 still self-supporting. The revenues from the  
22 project and cash flow are still resulting in a  
23 neutral to the city. The city is working with  
24 CitySquare II, LLC and ensuring that from their

1 perspective they're able to manage cash resources  
2 and construction efficiently on their end.

3 And then an amendment to the district  
4 improvement financing zone that's required to  
5 accompany all the things I've just described, the  
6 shifts in timing, an addition of net-new dollars  
7 through the Growth District Initiative.

8 And that's what is before you. There are  
9 separate packets on your desk with those approvals  
10 and those amendments for your ease. I know this  
11 information has been distributed previously so the  
12 Council has had time to review it all, but I  
13 wanted to make sure that the actual actions that  
14 you'll need to take are before you in a separate  
15 submission.

16 The revised cost and financial  
17 projections included in your package will be  
18 included in the district improvement requirements  
19 at the state level for approvals as well as  
20 Council approvals shows sources and uses as we  
21 have in all previous submissions to you. The  
22 difference in this one to you tonight is the fact  
23 that there's the additional 4 million dollars of  
24 state grants that have been added. And if you see

1 the item that's highlighted in blue here, that is  
2 the \$11,250,000 figure, that was previously  
3 \$7,250,000. That additional 4 million dollars  
4 represents the Growth District Award, or pending  
5 award, and that is now added to the total sources  
6 and uses so that's the modification there.

7 Next steps, and this would be with and  
8 upon City Council's deliberation and approvals of  
9 what I've just mentioned, for the next two days,  
10 Wednesday and Thursday, we'll be submitting all  
11 the necessary forms to the Commonwealth in order  
12 to get on their agenda for the Economic Assistance  
13 Coordinating Council for their September 28th  
14 meeting. They need to have that information  
15 before them as approved by City Council in order  
16 to deliberate on the necessary state approvals to  
17 make all these changes official.

18 This September 13th, as this Council and  
19 community have been notified, they'll be an  
20 official groundbreaking ceremony for the  
21 CitySquare project, a long awaited and much  
22 anticipated CitySquare project for Phase 1A.

23 Why we're asking the Council to take on  
24 these actions tonight is a measure of good faith

1 with the new developer. Knowing that these are  
2 minor changes, but rightfully so we want to be  
3 supportive and make sure that these types of  
4 things are in place before a lineature of work  
5 begins to show that we intend to work in  
6 partnership going forward.

7 On September 28th, as I mentioned, the  
8 Economic Assistance Coordinating Council will take  
9 up this information, deliberate and hopefully vote  
10 on final approval of both the certified project  
11 and DIF Amendment #4.

12 As you all know, demolition has already  
13 begun on the site. The existing garage ramp  
14 across from Union Station has been removed and  
15 demolished. The CitySquare II, LLC team continues  
16 with their internal environmental work as well as  
17 their demo and enabling interior, enabling  
18 relocation utilities, cutting utilities. And that  
19 work of demolition and construction is expected to  
20 continue from this September through to the fall  
21 of 2012 for Phase 1A. And then in the fall of  
22 2012, the Unum Group will occupy the new Building  
23 H, so it's all real and it's all happening and  
24 obviously all of us are grateful.

1           This is just important to just talk about  
2           the original development plan real quickly. I  
3           touched on it before. This limit here is the  
4           approvals that were granted by Council previously  
5           which is the red line is the DIF district, that  
6           was done under Berkeley Investments, stewardship  
7           and ownership.

8           Obviously since that time much has  
9           changed. We now have a new dynamic development  
10          group, CitySquare II, LLC. They are reviewing and  
11          analyzing that entire development program  
12          determining based on current marketplace, as well  
13          as future marketplace, how they believe this  
14          project is viable and doing much analysis and due  
15          diligence, extremely talented team from a  
16          marketplace, real estate marketplace perspective,  
17          from a financial perspective. And that due  
18          diligence we expect to continue over the next  
19          couple of months as they begin to look at what's  
20          viable beyond Phase 1A and how to go about  
21          undertaking that work.

22                 But I did want to show this because it  
23                 just shows what was originally approved, but  
24                 rightfully so with the new developer we are now

1 analyzing this and looking forward to bringing  
2 some new information before Council during the  
3 fall of this year.

4 This just gives you some idea, both the  
5 developer, CitySquare II, LLC, and the city share  
6 the goal of having a new Front Street constructed  
7 as part of this initial phase of work. Sharing  
8 the desired vision is important, but in the end I  
9 talked about the previous approvals granted to  
10 Berkeley Investments and they were based on  
11 different financials, different time real estate  
12 wise and otherwise, so as we evaluate putting  
13 Front Street through at grade versus being built  
14 as a bridge deck over this formally proposed  
15 underground garage, it takes quite a bit of work  
16 from both the development perspective and a  
17 financial perspective to see what works and how it  
18 works. If this were to be built on grade so that  
19 you would prevent the ability to build 1,000-car  
20 underground garage, which was the previous  
21 approvals granted to Berkeley, and in putting  
22 Front Street through as a initial phase of work  
23 and changing the dynamic of what that underground  
24 garage would look like, rightfully so, the

1 CitySquare II, LLC is looking at what the building  
2 massing might be, how other urban design  
3 principles will be brought to bear, what uses may  
4 be brought to bear that are relevant to the  
5 current economy and future economy that may be  
6 different from Berkeley, so there's much of that  
7 underway now.

8 And as I mentioned, we expect to come  
9 forward with those changes during the fall of 2010  
10 with a goal, again, a goal of having all these  
11 changes before Council this fall for approval  
12 before the end of this calendar year.

13 There is an EACC, Economic Assistance  
14 Coordinating Council, meeting in late December of  
15 2010. We'd like to be before them, if this all  
16 can fall into place. So we'd have to get Council  
17 approvals prior to that, then be before them for  
18 the December meeting.

19 So I touched on most of this for  
20 advancing future phases, rightfully so, that we  
21 have to recognize that the original development  
22 business plan was shaped by Berkeley Investments  
23 back in 2005. CitySquare II, as I mentioned, the  
24 talented team with the expertise is reviewing all

1 previous plans to shape the next logical steps of  
2 what could be site development beyond phase 1A.  
3 Their due diligence and our due diligence are  
4 planning to maintain the vision I think that  
5 everybody in this community share as well as this  
6 Council and adapt the project to thrive in current  
7 market conditions. And obviously the goal of  
8 reconnecting Front Street to Washington Square,  
9 all of those on the table with the goal of  
10 achieving all of those.

11 Advancing the reconnection of Front  
12 Street, as I described, would require sweeping  
13 changes to the original plan that was adopted by  
14 Council. The new Front Street would be built as  
15 an at-grade road on fill instead of a bridge deck  
16 that would span over the previously proposed  
17 underground garage. As mentioned in your packets  
18 tonight, that would reduce the size of the  
19 underground garage, may modify development program  
20 for a variety of factors and affect projected  
21 net-new revenues applied to the city to support  
22 those DIF bonds.

23 And so in doing so, all that needs to be  
24 reviewed in order to bring that back to City

1 Council in a way that gets us before the EACC by  
2 early winter.

3 I do want to take a moment, Mr. Chairman,  
4 just to express my appreciation for why we're here  
5 tonight to CitySquare II Development Company, LLC,  
6 obviously the parent company is Hanover Insurance  
7 and the participation of Fred Eppinger, the  
8 president and CEO of Hanover Insurance Group as  
9 well as the board of Hanover; Ann Tripp, the  
10 president of Opus Investment Management; Don Birch  
11 is here with us tonight, the chief operating  
12 officer of Leggat McCall Properties and the Leggat  
13 McCall team. To the Unum Group, to Chris Collins,  
14 general counsel and senior vice president, as well  
15 as to Steven Josephs, senior vice president, Kevin  
16 McCarthy, president and CEO of Unum US, to the  
17 Patrick Murray administration, Governor Deval  
18 Patrick, Lieutenant Governor Murray and Secretary  
19 Bialecki, for their support and resources. We  
20 wouldn't be here tonight if it wasn't for their  
21 constant attention and working with us to make  
22 sure we can make this viable in this current  
23 economy.

24 Our state delegation, our congressman and

1 obviously to this City Council, each and every one  
2 of you. You've been there every step of the way  
3 through the ebbs and flows and we're here tonight  
4 to talk about a project finally moving forward.  
5 Tishman Construction, our construction management  
6 firm, Bob Poitrast.

7           And last but certainly not least is all  
8 the city staff that's been working on this day in  
9 and day out trying to get us to this point of  
10 these approvals; Julie Jacobson, the assistant  
11 city manager; Tom Zidelis, my chief financial  
12 officer; David Moore, city solicitor; Rick  
13 Trifero, project manager; Bob Moylan, commissioner  
14 of public works; Paul Moosey, assistant  
15 commissioner of public works for capital projects;  
16 Joe Borbone, director of traffic and engineering;  
17 Joel Fontane, director of planning; Paul Morano  
18 from business attraction and retention; Heather  
19 Gould, staff assistant from economic development;  
20 as well as Tim McGourthy, director of economic  
21 development.

22           All of those folks coming together  
23 working together to make sure that this was  
24 possible to bring this proposal before you tonight

1        requesting your deliberation and approvals and all  
2        of us looking forward to and anticipating the  
3        ground-breaking as well as progress at the  
4        CitySquare site. Thank you, Mr. Chairman.

5                    MAYOR JOSEPH O'BRIEN: Thank you, Mr.  
6        Manager. And thank you for all those who have  
7        gathered here and for your work on this project.  
8        As the next part of this public hearing, we will  
9        take public testimony. Maybe Council Smith, you  
10       may want to take the computer off so we can have  
11       folks -- we have five people that have actually  
12       signed up. I will read your name in the order;  
13       Thomas O'Neil, John McGrail, Jo Hart, David  
14       Scherer and Robert Branca. And what we would ask  
15       if anyone else would like to make public  
16       testimony, that after these five who signed up  
17       speak, just raise your hand and we'll have you  
18       approach the microphone. This is specific -- I  
19       recognize a lot of folks are also here for the Pit  
20       Bull stuff. Sorry about the process here. As  
21       we're going through, we will get to that issue,  
22       but we're going to have the public hearing here  
23       for the CitySquare project. So Mr. O'Neil, if you  
24       would approach. Mr. O'Neil, are you here? Do you

1 want to speak?

2 MR. O'NEIL: I don't want to speak. I  
3 just signed in.

4 MAYOR JOSEPH O'BRIEN: Okay. You just  
5 signed in. Okay. Great. John McGrail. And for  
6 the rest of the speakers, you actually don't need  
7 to come in. You can just come in right on the  
8 other side of the rail there. That's great.

9 MR. MCGRAIL: John McGrail, Mayo Group.  
10 I'm having technical problems here tonight.

11 MAYOR JOSEPH O'BRIEN: I think you're  
12 still all right there. I think the mike is  
13 picking up.

14 MR. MCGRAIL: Mr. Mayor, Council  
15 Chairman, Council, my name is John McGrail, the  
16 Mayo Group and I wanted to come here tonight to  
17 speak on behalf of on support of the CitySquare  
18 project. We have been waiting a long, long time  
19 here. It's something we at the Mayo Group are  
20 extremely excited with. One of the primary  
21 reasons why we initially decided to make our  
22 investment in downtown Worcester was because of  
23 this CitySquare project so it's been a long time  
24 coming, but finally we're here.

1           I also wanted to take this opportunity to  
2 congratulate the city manager and his whole team  
3 on a job well done. And having witnessed what's  
4 gone on in the City of Boston and obviously all  
5 over the Commonwealth with projects of this size  
6 and magnitude, where they sit here today, it's no  
7 small feat and congratulations.

8           The Mayo Group has had and has today  
9 great faith in downtown Worcester. We've enjoyed  
10 great success in many urban areas such as Lynn,  
11 other areas in Boston itself, Springfield, but  
12 Worcester is one that, you know, has far surpassed  
13 all of those investments for us. We have spent  
14 significant sums of money to improve a number of  
15 buildings, as you know, on Franklin and Portland  
16 Street and today we're starting to reap the reward  
17 of that. We have been able to attract hundreds of  
18 young urban professionals, college students,  
19 professional jobs and today they occupy our  
20 buildings on Portland and Franklin Street.  
21 CitySquare will be a valuable partner for us in  
22 all our efforts as we continue this transformation  
23 of the downtown, new jobs obviously, new retail  
24 opportunities in and about the path and the

1 amenities that they reap all within walking  
2 distance.

3           Additionally, the demolition of the  
4 former mall will improve all connection to  
5 commuter rail, which is huge. The access in and  
6 out, in and out of the City of Worcester.

7           Finally, these connections also to  
8 Shrewsbury Street and Canal Street will make that  
9 much more part of downtown leveraging existing  
10 investments we have in these areas. CitySquare is  
11 an important part of downtown success and an  
12 important reason why we are here in Worcester.  
13 And, again, we look forward to that. We look  
14 forward to working with the CitySquare II and  
15 their team, Unum, and the city to continue these  
16 investments into downtown and building our and  
17 their many, many successes. Thank you, ladies and  
18 gentlemen. I really appreciate the opportunity.

19           MAYOR JOSEPH O'BRIEN: Thank you  
20 Mr. McGrail. Jo Hart.

21           MS. HART: Hi, Jo Hart, Worcester. Well,  
22 of course, I'm very glad that something is  
23 happening, but I'm not quite sure exactly what's  
24 happening. It seems that twice the amount of the

1 original garage is going to stay; is that correct?

2 MAYOR JOSEPH O'BRIEN: Ms. Hart, just so  
3 you know, this is a --

4 MS. HART: I know it's a hearing but  
5 nonetheless.

6 MAYOR JOSEPH O'BRIEN: In a hearing  
7 you're allowed to give testimony but you're  
8 actually not allowed to ask questions.

9 MS. HART: No one is going to answer  
10 that, okay.

11 MAYOR JOSEPH O'BRIEN: Right.

12 MS. HART: Well, at some point could you  
13 answer me because I'd like to know? It's hard to  
14 tell from this. It looks like there's twice as  
15 much garage. And, of course, I'm highly opposed  
16 to that. I told Young Park years ago that he  
17 should demolish the whole thing because a lot of  
18 it is perception. People look at the garage and  
19 they think jee, it's the same old business,  
20 nothing is changing. It's an eyesore. No matter  
21 the cost, and I'm a very conservative person, no  
22 matter the cost, get rid of it, get rid of the  
23 whole thing, do something different. And also I'm  
24 very grateful to Unum, don't misunderstand me, I'm

1 very glad you're doing this and something is  
2 happening, but let's make this pedestrian  
3 friendly. If you just have to cut a path of  
4 rubble like a sidewalk through, do it. Don't wait  
5 for a proper street. Let's get movement going  
6 through. If maybe Unum and Young Park and CSX,  
7 all three people together or maybe the city as a  
8 fourth person, get a flying buttress over it, do  
9 something. Let's get something moving. It is  
10 very important. Perception is everything. Thank  
11 you.

12 MAYOR JOSEPH O'BRIEN: Thank you very  
13 much, Ms. Hart. David Scherer from Acorn  
14 Management. Forgive me if I butchered your name,  
15 sir.

16 MR. SCHERER: No. No, you didn't. It's  
17 David Scherer.

18 MAYOR JOSEPH O'BRIEN: Scherer.

19 MR. SCHERER: I think you did a very good  
20 job. I'm pleased to see that there are other  
21 people here tonight with white hair or  
22 salt-and-pepper hair. It always makes me feel  
23 good. And it is my pleasure to be here at the  
24 invitation of Tim McGourthy and his staff in

1 support of the CitySquare project.

2 My name is David Scherer. I'm director  
3 of development for Acorn Management. We're a  
4 sizeable development company and have done a  
5 number of historic mill renovations. Lately we've  
6 been specializing in historic renovation and are  
7 very familiar with the process.

8 A special thank you to Tim McGourthy,  
9 Paul Morano, Julie Jacobson, Heather Gould. They  
10 took me on a tour of the city and it was not only  
11 a tour that was well done, but it was informative,  
12 it was humorous and it was attractive and it  
13 really got my attention. My associate and I,  
14 Steven Ricciardi, have been looking for another  
15 city to start doing this sort of thing we've done  
16 elsewhere and I'm convinced that Worcester is  
17 certainly the place to be.

18 As a result of our tour, I found the Boys  
19 Club, which we have under agreement with the city.  
20 We are going to call it Lincoln Square Lofts.  
21 It's going to be a 28-unit market rate apartment  
22 development with very adequate parking. We're  
23 really proud to be one of the latest entrants in  
24 the redevelopment of downtown Worcester. Clearly

1 the city has taken a very proactive role in its  
2 own redevelopment. And we certainly recognize the  
3 commitment of the City Council. And I reached out  
4 to Phil Palmieri and he was nice enough to meet  
5 with me so he knew way in advance of our plans.

6 And we are very excited to be part of  
7 Worcester's bright future. We were attracted to  
8 your city because of its historic buildings, it's  
9 wealth of colleges and universities and the  
10 diversity of its residents.

11 It has a special place in my heart  
12 because my daughter just graduated from Holy Cross  
13 and I spent many a great night at the Flying Rhino  
14 and also at the Sole Proprietor. I was fortunate  
15 enough to be the designated dad who took the girls  
16 out to dinner, which was always a lot of fun.  
17 It's amazing how kids at that age have just such  
18 original thoughts and it was a great deal of fun.

19 Interestingly enough, you may or may not  
20 be aware, but the Brookings Institute recently  
21 reported that the Worcester metro area had the  
22 greatest increase in both educational attainment  
23 and median household income levels in the country.  
24 Worcester clearly is a great place to invest in

1 and we see it as the next great marketplace in New  
2 England.

3 We recently had an excellent experience  
4 in New Bedford where we redeveloped about a  
5 million square feet of historic mills. My latest  
6 project there is the redevelopment of an historic  
7 mill to artists' lofts, which is a great deal of  
8 fun, and it's also being very well received by the  
9 City of New Bedford. We just finished a 500,000  
10 square foot development called the Lofts at  
11 Wamsutta Place, which are upscale loft apartments,  
12 and we're just about fully rented. We expect to  
13 have a similar success with the Boys Club. And we  
14 are pleased that the CitySquare Development is  
15 obviously going forward.

16 Unum's relocation and expansion into  
17 CitySquare is a real testament to the viability of  
18 Worcester's positive business development.

19 We also believe strongly that  
20 CitySquare's focus on pedestrian connections will  
21 allow residents at Lincoln Square Lofts to be able  
22 to walk down Main Street to CitySquare and  
23 eventually right through Union Station. This will  
24 be a wonderful example and a real example of

1 sustainable redevelopment.

2 We look forward to working with the City  
3 of Worcester and its partners to grow the  
4 CitySquare. And we are going to be looking for  
5 other opportunities in your city and in particular  
6 have our eye on the aud, which is quite shocking  
7 to many people, but we have some ideas for it.  
8 Thank you for asking me in. It's my pleasure to  
9 support what you're doing here in Worcester.

10 MAYOR JOSEPH O'BRIEN: Thank you, sir.  
11 And sounds good in the aud. I saw kind of a  
12 rumble through the crowd. The next speaker is  
13 Robert Branca. Mr. Branca.

14 MR. BRANCA: Thank you. My name is  
15 Robert Branca. I am the CEO of Batista Management  
16 Corporation. We own and operate over a dozen  
17 properties in the city and we employ hundreds of  
18 people in the City of Worcester. We also operate  
19 in four other states where we have developed  
20 projects from commercial, residential, retail and  
21 industrial.

22 And we believe in the City of Worcester.  
23 We've invested accordingly. One of our projects  
24 is Harrington Corner, which is right by City Hall.

1 We believe that the extension of the DIF is  
2 important for the City of Worcester and for all of  
3 us and for all of the residents. We believe that  
4 it is going to be an economic engine. I grew up  
5 in Providence, Rhode Island. I'm also an attorney  
6 and I practiced law there for a number of years  
7 along with here. And I had the privilege of  
8 representing many of the people that redeveloped  
9 Providence, that turned it into what it is from  
10 what it was. And we believe that the City of  
11 Worcester can do the same thing that it did with  
12 its downtown. We have the same economic engines.  
13 We have universities. We have the insurance  
14 industry. We have medical. And literally  
15 students who, if we can attract them to stay here,  
16 can transform the face of the city.

17 Worcester is not the capital of the state  
18 as Providence is in Rhode Island, but we play a  
19 major role in politics and the private-public  
20 partnership that's represented by the  
21 public-private component of CitySquare is an  
22 important engine to people like me and to people  
23 like the people that I've represented in Rhode  
24 Island.

1           It sends a serious message, message to  
2 folks like me, that you share our vision and that  
3 you'll support our vision. And I know that the  
4 Economic Development Department, Director  
5 McGourthy, Paul Morano and the Planning Department  
6 with Mr. Fontane do put the rubber to the road  
7 when it comes to helping people navigate the  
8 permitting process. And I seriously believe that  
9 this is the right way to go and it's the right  
10 movement and frankly people like me would like to  
11 see more of this, but thank you.

12           MAYOR JOSEPH O'BRIEN: Thank you, sir.  
13 Is there anyone else who would like to speak? I  
14 see a gentleman there and then Mr. Irish. Sir.

15           MR. LYONS: Thank you, Mr. Mayor and City  
16 Manager O'Brien and members of the Council. My  
17 name is Dennis Lyons and I'm vice president of the  
18 Massachusetts College of Pharmacy and Health  
19 Sciences, Worcester campus. MCPHS just is proud  
20 to be a resident institution in downtown  
21 Worcester. Since 2000 when we first opened our  
22 campus at 19 Foster Street, we have grown from 90  
23 to over 800 students and now our campus includes  
24 facilities at 19, 25, 40 Foster Streets and our

1 newest addition at 10 Lincoln Square, the site of  
2 the former Crowne Plaza Hotel.

3 As of now, we have 200 students that  
4 reside in downtown area and we are quite happy, we  
5 just brought them back the other day. And I'm  
6 sure some of you have begun to notice the activity  
7 around our campus. We were dormant for a few  
8 mouths, but now we're back in action.

9 MCPHS has been pleased to work with the  
10 city to promote the redevelopment of the downtown  
11 and bring new vitality back to the streets.  
12 CitySquare will further the revitalization of the  
13 downtown and leverage MCPHS' investment. It will  
14 create retail, residential and even job  
15 opportunities for our graduates and improve their  
16 quality of life. We know that the CitySquare will  
17 make MCPHS a more attractive alternative for our  
18 incoming students.

19 Over the past ten years, the college's  
20 capital investment of over 80 million dollars has  
21 helped to revitalize the inner core of this major  
22 urban area through the introduction of an academic  
23 center, conference facilities and student housing  
24 that have created a 24 hour, seven day presence in

1 downtown area. Many people around comment on the  
2 white coats worn by our students around the  
3 downtown area.

4 CitySquare will also improve our  
5 students' connection to the nightlife and other  
6 activity. Shrewsbury Street and the Canal  
7 District and Union Station become a ten-minute  
8 walk. It would reduce our students' need for cars  
9 and parking and it will make the downtown a great  
10 accessible buzz of activity for our students.

11 On behalf of our president, Charlie  
12 Monahan, the administration of the college and our  
13 students, we look forward to working with the city  
14 and its partners to grow with CitySquare and find  
15 new opportunities in the future. Thank you.

16 MAYOR JOSEPH O'BRIEN: Thank you, sir.  
17 Mr. Irish.

18 MR. IRISH: Thank you, Mr. Mayor. Dennis  
19 Irish, Worcester resident. And I'm here  
20 representing Vanguard Health Systems, the  
21 owner/operator of Saint Vincent Hospital. Before  
22 there was a CitySquare II project, before there  
23 was the Mass College of Pharmacy and Health  
24 Sciences, there was the new Saint Vincent

1 Hospital, Worcester Medical Center and it too was  
2 a public sector, public-private partnership under  
3 the leadership on the city side, then Mayor Levy  
4 was a real advocate for the construction of this  
5 facility in downtown as opposed to the hospital  
6 going outside of the City of Worcester possibly.  
7 And there were at least one or two members of the  
8 Council here who were then -- who were on that  
9 city Council that saw that project through to its  
10 fruition.

11 Saint Vincent today is -- Saint Vincent  
12 Hospital is thriving. We have about slightly over  
13 2,000 employees. We will be celebrating, like the  
14 Mass College of Pharmacy, we will be celebrating  
15 our tenth year in downtown Worcester too in the  
16 coming weeks. And we will be on October 2nd, we  
17 will be returning the original bell that rang the  
18 Angelus at Saint Vincent Hospital on Vernon Hill  
19 to downtown Worcester. And that reflects our  
20 commitment not only to the catholicity of the  
21 hospital but also to its presence in the downtown  
22 region, so we certainly -- and I regret that while  
23 I was a member of this body, because we were an  
24 abutter to this project, I never could testify or

1 support it because there was an inherent conflict  
2 of interest in that. However, now that I'm not a  
3 member of this body, I can enthusiastically urge  
4 your favorable consideration of the items before  
5 you this evening. Thank you.

6 MAYOR JOSEPH O'BRIEN: Thank you very  
7 much, Mr. Irish. Our friends from Bay State  
8 Savings Bank are up next.

9 MR. LEWIS: Good evening, Mr. Mayor,  
10 Council members. My name is Bob Lewis. I'm  
11 president of Bay State Savings Bank. Bay State  
12 has been in this city since its founding in 1895.  
13 Our headquarters, our world headquarters, as I  
14 affectionally like to call them, are right across  
15 the street at Franklin Street, 28 Franklin.

16 Since 1895 we have been helping both  
17 individuals and business people in this community  
18 and we are actively doing that today. The  
19 footprint that Bay Stay has is very small. We  
20 have a total of seven branches, five of which are  
21 right here in Worcester so the success of  
22 Worcester is a direct function of the success of  
23 the bank.

24 Needless to say, we totally support the

1 CitySquare project for a number of reasons. But  
2 before I get to that, I just want to just mention  
3 one thing. We've seen a number of public and  
4 private investments occur in the city over the  
5 past years. I look at the Hanover Theatre as an  
6 example, the building right behind my bank. And  
7 not only is it a beautiful restoration, but it has  
8 also brought literally hundreds of thousands of  
9 people into the city for the many great  
10 performances that have been held there. I also  
11 look at the common right across the street from my  
12 bank and the investments and improvements that  
13 have been made in the common and the tremendous  
14 positive impact that has had in terms of bringing  
15 pedestrians to that beautiful space. I also look  
16 at venues such as the DCU Center and Mechanics  
17 Hall and the traffic that they bring into this  
18 city on an ongoing basis.

19 We also look at some of the improvements  
20 that have occurred. I look at the Mayo  
21 Properties, as was mentioned earlier today, this  
22 evening. There's been a large increase in  
23 downtown residents as a result of those very  
24 significant and terrific improvements. I look at

1 the Harrington corner, which we just heard a  
2 gentleman speak. That is a tremendous investment  
3 that has been made in this city. And we like to  
4 spend a few dollars on our building too to keep it  
5 looking nice because we are truly committed to the  
6 city.

7 As we look at the CitySquare project, we  
8 feel that that's a very valuable addition to the  
9 transformation of the downtown. We'll be seeing  
10 new commercial, retail and residential uses being  
11 introduced to that property.

12 There's also a tremendous focus on  
13 pedestrian activity which in my opinion is  
14 absolutely critical to a vibrant downtown. So we  
15 feel very strongly that CitySquare is an intricate  
16 part of the downtown success and Bay State looks  
17 forward to working with the folks of CitySquare,  
18 Unum and the city, not only on this project but on  
19 other projects as we look forward as this project  
20 begins to get going and other opportunities  
21 develop as a result of this very important  
22 project. Thank you very much.

23 MAYOR JOSEPH O'BRIEN: Thank you, sir. I  
24 believe we have one more speaker who wanted to get

1 recognized. Sir.

2 MR. O'BRIEN: Good evening, Mr. Mayor,  
3 Mr. Manager, Mr. Clerk, members of the Council, my  
4 name is Jimmy O'Brien. I'm a partner in the  
5 Worcester law firm of Mountain, Dearborn and  
6 Whiting, but I stand before you tonight not in my  
7 professional capacity but my other full-time job  
8 and that is chairman of the board of the Worcester  
9 Center for Performing Arts, the nonprofit  
10 organization that proudly owns and operates the  
11 Hanover Theatre.

12 For those of you, and many of you do  
13 because many of you made significant contributions  
14 to its evolution, for those of you who know the  
15 history of the Hanover Theatre and how it  
16 developed, needless to say, one really had to  
17 believe in downtown Worcester to believe in the  
18 Hanover, but that belief is going to be rewarded  
19 this fall when we welcome our 400,000th patron  
20 since we opened in March of 2008. Needlessly, we  
21 are a success. We need to be better. We need to  
22 retire our debt. But some months ago I came with  
23 Troy Siebels, our executive director, and Ed  
24 Maddaus, to meet with the manager and to volunteer

1 what can we at the Hanover do to help serve as a  
2 catalyst to downtown Worcester and other projects  
3 because obviously there had to be a lot of  
4 believers and there were a lot of believers in the  
5 theatre and our vision and our goal.

6 And we're lucky to be here today so  
7 that's why we're more than pleased and happy to  
8 support Unum and Chris Collins and the CitySquare  
9 project because we know that we will grow and we  
10 will develop and we will hopefully achieve our  
11 goal that we recently established to be the finest  
12 performing arts center in New England. We believe  
13 we can reach that goal, but we will reach it by  
14 seeing a vibrant downtown with mixed use  
15 properties, with expanded business opportunities,  
16 with the connection with the Canal district and  
17 the Shrewsbury Street. And I'm very much  
18 encouraged by the other white-haired fellow in the  
19 hall tonight who talked about doing something with  
20 the Lincoln Square Boys Club. So we're at one  
21 end, he may be at another, but we're all here  
22 together and we're all here to -- we at the  
23 Hanover feel we are very much a part of this  
24 community and we owe this community a lot so we

1 stand shoulder to shoulder with the Council, the  
2 mayor, the manager and those with CitySquare and  
3 Unum and Hanover Insurance to support this project  
4 as being a catalyst for further development in  
5 downtown Worcester. Thank you for your time.

6 MAYOR JOSEPH O'BRIEN: Thank you,  
7 Mr. O'Brien. Seeing no other hands, I don't think  
8 we see any other hands, we actually will now close  
9 the public hearing on DIF Amendment #4. We thank  
10 you for your input. Written testimony will be  
11 accepted until 12:00 noon tomorrow, September 8th,  
12 2010 at the city clerk's office and the Office of  
13 Economic Neighborhood and Workforce Development.  
14 So we will now close the public hearing.

15 (The public hearing on DIF Amendment #4  
16 was then closed.)

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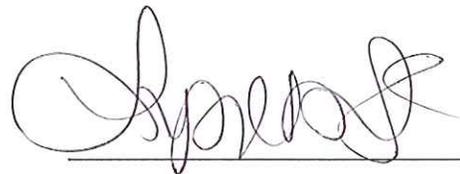
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COMMONWEALTH OF MASSACHUSETTS

WORCESTER, SS.

I, Lynne Marie Slade, a Notary Public, do hereby certify that the foregoing testimony is true and accurate to the best of my knowledge and ability.

WITNESS MY HAND, this 9th day of September, 2010.



Lynne Marie Slade

My Commission Expires  
September 12, 2014

<p><b>#</b></p>	<p>25 [2] - 7:4, 33:24 28 [1] - 37:15 28-unit [1] - 28:21 28th [2] - 14:13, 15:7 2nd [1] - 36:16</p>	<p><b>A</b></p>	<p>agreement [3] - 6:19, 8:2, 28:19 aligns [1] - 11:15 allow [1] - 30:21 allowed [3] - 3:4, 26:7, 26:8 alternative [1] - 34:17 amazing [1] - 29:17 amend [1] - 11:3 AMENDMENT [1] - 1:9 amendment [4] - 11:11, 11:19, 12:8, 13:3 Amendment [5] - 2:3, 2:8, 15:11, 42:9, 42:15 amendments [2] - 8:3, 13:10 amenities [1] - 25:1 amount [1] - 25:24 analysis [1] - 16:14 analyzing [2] - 16:11, 17:1 Angelus [1] - 36:18 Ann [1] - 20:9 answer [2] - 26:9, 26:13 anticipated [2] - 11:11, 14:22 anticipating [1] - 22:2 apartment [1] - 28:21 apartments [1] - 30:11 applied [1] - 19:21 appreciate [1] - 25:18 appreciation [1] - 20:4 approach [2] - 22:18, 22:24 appropriations [1] - 5:9 approval [4] - 11:18, 12:7, 15:10, 18:11 approvals [16] - 3:6, 8:3, 10:18, 11:8, 11:9, 13:9, 13:19, 13:20, 14:8, 14:16, 16:4, 17:9, 17:21, 18:17, 21:10, 22:1 approved [5] - 8:1, 8:7, 9:5, 14:15, 16:23 area [8] - 7:10, 9:11, 10:6, 29:21, 34:4, 34:22, 35:1, 35:3 areas [4] - 8:13, 24:10, 24:11, 25:10 artists' [1] - 30:7 Arts [1] - 40:9 arts [1] - 41:12 aspects [1] - 12:4 assist [1] - 5:9 Assistance [3] - 14:12, 15:8, 18:13 assistant [3] - 21:10, 21:14, 21:19 associate [1] - 28:13</p>	<p>at-grade [1] - 19:15 attainment [1] - 29:22 attention [2] - 20:21, 28:13 attorney [1] - 32:5 Attorney [1] - 4:3 attract [2] - 24:17, 32:15 attracted [1] - 29:7 attraction [1] - 21:18 attractive [2] - 28:12, 34:17 aud [2] - 31:6, 31:11 authorization [1] - 12:8 awaited [1] - 14:21 Award [2] - 11:22, 14:4 award [1] - 14:5 aware [2] - 6:3, 29:20</p>
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**Section 8**

**A Certified Copy of a Formal, Duly Enacted Order  
of the City Council**

cm2010aug26155608

**City of Worcester, Massachusetts**

**Fourth Amendment to DIF Development Program**

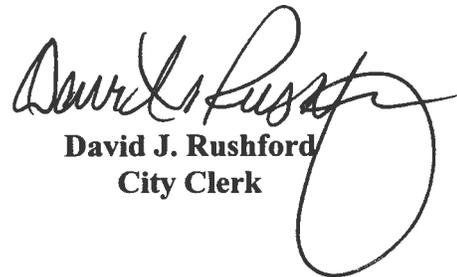
**Be it Ordered that**, pursuant to Chapter 40Q, Section 2(b) of the General Laws, the City Council of the City of Worcester hereby approves the amendment of the CitySquare District Improvement Financing Plan previously provided, and subsequently amended, by the City to the State's Economic Assistance Coordinating Council ("EACC"), as contained in the materials submitted to the City Council by the City Manager on September 7, 2010 as item 11.4C.

**In City Council**

**September 7, 2010**

**Resolution adopted by a yea and nay vote of Eleven Yeas and No Nays**

**A Copy. Attest:**

  
**David J. Rushford**  
**City Clerk**

## **Section 9**

### **Exhibits to the Application**

**Exhibit 1**

**Public Notice Information  
(Copies of Letters Sent)**



Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

**TO WHOM IT MAY CONCERN:**

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40Q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the “CitySquare” Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

You are cordially invited to attend said hearing at which time you may be given an opportunity to provide testimony. In addition, you may submit additional written comments to the City at any time until final action is taken by the Worcester City Council. Details on the proposed amendment to the “CitySquare” Development Program will be available for review by the public on or after Monday, August 23, at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development, Suite 520, 44 Front Street, Worcester, MA. The documents will also be available at the Worcester Senior Center, the Worcester Public Library, the Worcester Police Department Headquarters, and the Worcester Regional Chamber of Commerce, and can also be viewed on the City’s web site at <http://www.worcesterma.gov/city-manager/citysquare/>.

Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

TELEPHONE (508) 799-1175 | FAX (508) 799-1208

EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

August 20, 2010

VIA ELECTRONIC MAIL

Ms. Nayenday Thurman  
Director of Economic Development Programs  
1 Ashburton Place, Suite 2101  
Boston, MA 02108

Dear Ms. Thurman:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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TELEPHONE (508) 799-1175 | FAX (508) 799-1208

EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Paxton  
697 Pleasant Street  
Paxton, MA 01612

To Whom It May Concern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608  
TELEPHONE (508) 799-1175 | FAX (508) 799-1208  
EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Frederick Goodrich, Chairman  
Board of Selectmen  
Town of Paxton  
697 Pleasant Street  
Paxton, MA 01612

Dear Mr. Goodrich:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the "CitySquare" Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk's Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City's Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

TELEPHONE (508) 799-1175 | FAX (508) 799-1208

EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Charles Blanchard  
Town Administrator  
Town of Paxton  
697 Pleasant Street  
Paxton, MA 01612

Dear Mr. Blanchard:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the “CitySquare” Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608  
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EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Millbury  
127 Elm Street  
Millbury, MA 01527

To Whom It May Concern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. E. Bernard Plante, Chairman  
Board of Selectmen  
Town of Millbury  
127 Elm Street  
Millbury, MA 01527

Dear Mr. Plante:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Robert Spain  
Town Manager  
Town of Millbury  
127 Elm Street  
Millbury, MA 01527

Dear Mr. Spain:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Auburn  
104 Central Street  
Auburn, MA 01501

To Whom It May Concern::

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Timothy Hicks, Chairman  
Board of Selectmen  
Town of Auburn  
104 Central Street  
Auburn, MA 01501

Dear Mr. Hicks:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Charles O'Connor  
Town Manager  
Town of Auburn  
102 Central Street  
Auburn, MA 01501

Dear Mr. O'Connor:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of West Boylston  
127 Hartwell Street, Suite 100  
West Boylston, MA 01583

To Whom It May Concern:

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CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Kevin McCormick  
Board of Selectmen  
Town of West Boylston  
127 Hartwell Street, Suite 100  
West Boylston, MA 01583

Dear Mr. McCormick:

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CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Leon Gaumond  
Town Administrator  
Town of West Boylston  
127 Hartwell Street  
West Boylston, MA 01583

Dear Mr. Gaumond:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Holden  
Starbard Building  
1204 Main Street  
Holden, MA 01520

To Whom It May Concern:

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. David White, Chairman  
Board of Selectmen  
Town of Holden  
Starbard Building  
1204 Main Street  
Holden, MA 01520

Dear Mr. White:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Ms. Nancy Galkowski  
Town Manager  
Town of Holden  
Starbard Building  
1204 Main Street  
Holden, MA 01520

Dear Ms. Galkowski:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

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Michael V. O'Brien  
City Manager



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EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Leicester  
3 Washburn Square  
Leicester, MA 01524

To Whom It May Concern::

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the “CitySquare” Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Ms. Dianna Provencher, Chair  
Board of Selectmen  
Town of Leicester  
3 Washburn Square  
Leicester, MA 01524

Dear Ms. Provencher:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Robert Reed  
Town Administrator  
Town of Leicester  
3 Washburn Square  
Leicester, MA 01524

Dear Mr. Reed:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Grafton  
30 Providence Road  
Grafton, MA 01519

To Whom It May Concern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Brook Padgett, Chairman  
Board of Selectmen  
Town of Grafton  
30 Providence Road  
Grafton, MA 01519

Dear Mr. Padgett:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Timothy McInerney  
Town Administrator  
Town of Grafton  
30 Providence Road  
Grafton, MA 01519

Dear Mr. McInerney:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Board of Selectmen  
Town of Shrewsbury  
100 Maple Avenue  
Shrewsbury, MA 01545

To Whom It May Concern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Ms. Moira Miller, Chair  
Board of Selectmen  
Town of Shrewsbury  
100 Maple Avenue  
Shrewsbury, MA 01545

Dear Ms. Miller:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Daniel Morgado  
Town Manager  
Town of Shrewsbury  
100 Maple Avenue  
Shrewsbury, MA 01545

Dear Mr. Morgado:

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CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Young K. Park, CEO and President  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Dear Mr. Park:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Ms. Barbara Smith-Bacon, Esquire  
Vice President and Project Manager  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Dear Ms. Smith-Bacon:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Iain McGill, CFO  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Dear Mr. McGill:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Worcester Renaissance Towers, LLC  
ATTN: Berkeley Investment, Inc.  
121 High Street  
Boston, MA 02110

To Whom It May Concern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608  
TELEPHONE (508) 799-1175 | FAX (508) 799-1208  
EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Worcester Renaissance, LLC  
ATTN: Berkeley Investment, Inc.  
121 High Street  
Boston, MA 02110

To Whom It May Concern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Opus Investment Management, Inc.  
Ms. Ann K. Tripp, President  
440 Lincoln Street  
Worcester, MA 01653

Dear Ms. Tripp:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

CitySquare II Development Co. LLC  
Mr. Michael S. Sophocles, P.C.  
c/o Choate, Hall & Stewart LLP  
Two International Place  
Boston, MA 02110

Dear Mr. Sophocles:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

LM Administrative LLC  
Mr. Donald W. Birch, Manager  
Two International Place  
Boston, MA 02110

Dear Mr. Birch:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Mr. Frederick Eppinger  
President and CEO  
The Hanover Insurance Group Inc.  
440 Lincoln Street  
Worcester, MA 01653

Dear Mr. Eppinger:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Joseph C. O'Brien  
Mayor  
17 Oread Place  
Worcester, MA 01610

Dear Mayor O'Brien:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

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Michael V. O'Brien  
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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Michael J. Germain  
City Councilor  
65 Lake Avenue  
Worcester, MA 01604

Dear Councilor Germain:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Joseph M. Petty  
City Councilor  
2 Grove Heights Drive  
Worcester, MA 01605

Dear Councilor Petty:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Konstantina B. Lukes  
City Councilor  
24 Hadwen Road  
Worcester, MA 01602

Dear Councilor Lukes:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Frederick C. Rushton  
City Councilor  
24 Stonehouse Lane  
Worcester, MA 01609

Dear Councilor Rushton:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

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EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Kathleen M. Toomey  
City Councilor  
50 Ideal Road  
Worcester, MA 01609

Dear Councilor Toomey:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Joffrey A. Smith  
City Councilor  
37 Barry Road  
Worcester, MA 01609

Dear Councilor Smith:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Philip P. Palmieri  
City Councilor  
247 Shrewsbury Street  
Worcester, MA 01604

Dear Councilor Palmieri:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the “CitySquare” Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608  
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EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Paul P. Clancy  
City Councilor  
62 Miscoe Road  
Worcester, MA 01604

Dear Councilor Clancy:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Barbara G. Haller  
City Councilor  
34 Castle Street  
Worcester, MA 01610

Dear Councilor Haller:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

William J. Eddy  
City Councilor  
3 Barrows Road  
Worcester, MA 01610

Dear Councilor Eddy:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

James P. McGovern  
Congressman  
34 Mechanics Street  
Worcester, MA 01608

Dear Congressman McGovern:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Harriette L. Chandler  
Senator  
State House, Room 312D  
Boston, MA 02133

Dear Senator Chandler:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Michael O. Moore  
Senator  
State House, Room 518  
Boston, MA 02133

Dear Senator Moore:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the “CitySquare” Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

John J. Binienda  
Representative  
State House, Room 166  
Boston, MA 02133

Dear Representative Binienda:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

John P. Fresolo  
Representative  
State House, Room 156  
Boston, MA 02133

Dear Representative Fresolo:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

James J. O'Day  
Representative  
State House, Room 254  
Boston, MA 02133

Dear Representative O'Day:

**CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT**

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Vincent A. Pedone  
Representative  
State House, Room 540  
Boston, MA 02133

Dear Representative Pedone:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Robert P. Spellane  
Representative  
State House, Room 254  
Boston, MA 02133

Dear Representative Spellane:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

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EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

Scott Brown  
Senator  
2400 Kennedy Federal Office Building  
Boston, MA 02203

Dear Senator Brown:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

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Michael V. O'Brien  
City Manager



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Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

John Kerry  
Senator  
One Bowdoin Square  
Boston, MA 02114

Dear Senator Kerry:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the “CitySquare” Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

You are cordially invited to attend said hearing at which time you may be given an opportunity to provide testimony. In addition, you may submit additional written comments to the City at any time until final action is taken by the Worcester City Council. Details on the proposed amendment to the “CitySquare” Development Program will be available for review by the public on or after Monday, August 23, at the City Clerk’s Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City’s Office of Economic, Neighborhood & Workforce Development, Suite 520, 44 Front Street, Worcester, MA. The documents will also be available at the Worcester Senior Center, the Worcester Public Library, the Worcester Police Department Headquarters, and the Worcester Regional Chamber of Commerce, and can also be viewed on the City’s web site at <http://www.worcesterma.gov/city-manager/citysquare/>.

Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

TELEPHONE (508) 799-1175 | FAX (508) 799-1208

EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

The Honorable Deval L. Patrick  
Governor  
State House, Room 280  
Boston, MA 02113

Dear Governor Patrick:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the "CitySquare" Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk's Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City's Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

You are cordially invited to attend said hearing at which time you may be given an opportunity to provide testimony. In addition, you may submit additional written comments to the City at any time until final action is taken by the Worcester City Council. Details on the proposed amendment to the "CitySquare" Development Program will be available for review by the public on or after Monday, August 23, at the City Clerk's Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City's Office of Economic, Neighborhood & Workforce Development, Suite 520, 44 Front Street, Worcester, MA. The documents will also be available at the Worcester Senior Center, the Worcester Public Library, the Worcester Police Department Headquarters, and the Worcester Regional Chamber of Commerce, and can also be viewed on the City's web site at <http://www.worcesterma.gov/city-manager/citysquare/>.

Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

TELEPHONE (508) 799-1175 | FAX (508) 799-1208

EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)





Michael V. O'Brien  
City Manager

CITY OF WORCESTER

VIA FIRST CLASS MAIL

August 20, 2010

The Honorable Timothy P. Murray  
Lieutenant Governor  
State House, Room 280  
Boston, MA 02113

Dear Lt. Governor Murray:

CITY OF WORCESTER – NOTICE OF PUBLIC HEARING  
CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT

The City of Worcester hereby provides notice that the City will conduct a Public Hearing on **Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA** on a proposed amendment to the previously approved District Improvement Finance Program for the "CitySquare" Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. **The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk's Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City's Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA.**

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Michael V. O'Brien  
City Manager



OFFICE OF THE CITY MANAGER, CITY HALL, WORCESTER, MA 01608

TELEPHONE (508) 799-1175 | FAX (508) 799-1208

EMAIL: [citymanager@worcesterma.gov](mailto:citymanager@worcesterma.gov)



**Exhibit 2**

**Mailing List of all Persons and Groups Who Received  
Public Notice Notification**

EACC Notification

Ms. Nayenday Thurman  
Director of Economic Development  
Programs  
1 Ashburton Place, Suite 2101  
Boston, MA 02108

Chief Elected Officers/Chairpersons of Legislative Bodies of Abutting Towns

Mr. Charles O'Connor  
Town Manager  
Town of Auburn  
102 Central Street  
Auburn, MA 01501

Board of Selectmen  
Town of Auburn  
104 Central Street  
Auburn, MA 01501

Mr. Timothy Hicks, Chairman  
Board of Selectmen  
Town of Auburn  
104 Central Street  
Auburn, MA 01501

Mr. Timothy McInerney  
Town Administrator  
Town of Grafton  
30 Providence Road  
Grafton, MA 01519

Board of Selectmen  
Town of Grafton  
30 Providence Road  
Grafton, MA 01519

Mr. Brook Padgett, Chairman  
Board of Selectmen  
Town of Grafton  
30 Providence Road  
Grafton, MA 01519

Ms. Nancy Galkowski, Town Manager  
Town of Holden  
Starbard Building  
1204 Main Street  
Holden, MA 01520

Board of Selectmen  
Town of Holden  
Starbard Building  
1204 Main Street  
Holden, MA 01520

Mr. David White, Chairman  
Board of Selectmen  
Town of Holden  
Starbard Building  
1204 Main Street  
Holden, MA 01520

Mr. Robert Reed  
Town Administrator  
Town of Leicester  
3 Washburn Square  
Leicester, MA 01524

Board of Selectmen  
Town of Leicester  
3 Washburn Square  
Leicester, MA 01524

Ms. Dianna Provencher, Chair  
Board of Selectmen  
Town of Leicester  
3 Washburn Square  
Leicester, MA 01524

Mr. Robert Spain  
Town Manager  
Town of Millbury  
127 Elm Street  
Millbury, MA 01527

Board of Selectmen  
Town of Millbury  
127 Elm Street  
Millbury, MA 01527

Mr. E. Bernard Plante, Chairman  
Board of Selectmen  
Town of Millbury  
127 Elm Street  
Millbury, MA 01527

Mr. Charles Blanchard  
Town Administrator  
Town of Paxton  
697 Pleasant Street  
Paxton, MA 01612

Board of Selectmen  
Town of Paxton  
697 Pleasant Street  
Paxton, MA 01612

Mr. Frederick Goodrich, Chairman  
Board of Selectmen  
Town of Paxton  
697 Pleasant Street  
Paxton, MA 01612

Mr. Daniel Morgado  
Town Manager  
Town of Shrewsbury  
100 Maple Avenue  
Shrewsbury, MA 01545

Board of Selectmen  
Town of Shrewsbury  
100 Maple Avenue  
Shrewsbury, MA 01545

Ms. Moira Miller, Chair  
Board of Selectmen  
Town of Shrewsbury  
100 Maple Avenue  
Shrewsbury, MA 01545

Mr. Leon Gaumond  
Town Administrator  
Town of West Boylston  
127 Hartwell Street  
West Boylston, MA 01583

Board of Selectmen  
Town of West Boylston  
127 Hartwell Street, Suite 100  
West Boylston, MA 01583

Mr. Kevin McCormick  
Board of Selectmen  
Town of West Boylston  
127 Hartwell Street, Suite 100  
West Boylston, MA 01583

Taxpayers Located in the District

Mr. Young K. Park, CEO and President  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Ms. Barbara Smith-Bacon, Esquire  
Vice President and Project Manager  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Mr. Iain McGill, CFO  
Berkeley Investments, Inc.  
121 High Street  
Boston, MA 02110

Worcester Renaissance Towers, LLC  
ATTN: Berkeley Investment, Inc.  
121 High Street  
Boston, MA 02110

Worcester Renaissance, LLC  
ATTN: Berkeley Investment, Inc.  
121 High Street  
Boston, MA 02110

Opus Investment Management, Inc.  
Ms. Ann K. Tripp, President  
440 Lincoln Street  
Worcester, MA 01653

CitySquare II Development Co. LLC  
Mr. Michael S. Sophocles, P.C.  
c/o Choate, Hall & Stewart LLP  
Two International Place  
Boston, MA 02110

LM Administrative LLC  
Mr. Donald W. Birch, Manager  
Two International Place  
Boston, MA 02110

Mr. Frederick Eppinger  
President and CEO  
The Hanover Insurance Group Inc.  
440 Lincoln Street  
Worcester, MA 01653

Worcester City Council / Legislators

Joseph C. O'Brien  
Mayor  
17 Oread Place  
Worcester, MA 01610

Michael J. Germain  
City Councilor  
65 Lake Avenue  
Worcester, MA 01604

Joseph M. Petty  
City Councilor  
2 Grove Heights Drive  
Worcester, MA 01605

Konstantina B. Lukes  
City Councilor  
24 Hadwen Road  
Worcester, MA 01602

Frederick C. Rushton  
City Councilor  
24 Stonehouse Lane  
Worcester, MA 01609

Kathleen M. Toomey  
City Councilor  
50 Ideal Road  
Worcester, MA 01609

Joffrey A. Smith  
City Councilor  
37 Barry Road  
Worcester, MA 01609

Philip P. Palmieri  
City Councilor  
247 Shrewsbury Street  
Worcester, MA 01604

Paul P. Clancy  
City Councilor  
62 Miscoe Road  
Worcester, MA 01604

Barbara G. Haller  
City Councilor  
34 Castle Street  
Worcester, MA 01610

William J. Eddy  
City Councilor  
3 Barrows Road  
Worcester, MA 01610

James P. McGovern  
Congressman  
34 Mechanics Street  
Worcester, MA 01608

Harriette L. Chandler  
Senator  
State House, Room 312D  
Boston, MA 02133

Michael O. Moore  
Senator  
State House, Room 518  
Boston, MA 02133

John J. Binienda  
Representative  
State House, Room 166  
Boston, MA 02133

John P. Fresolo  
Representative  
State House, Room 156  
Boston, MA 02133

James J. O'Day  
Representative  
State House, Room 254  
Boston, MA 02133

Vincent A. Pedone  
Representative  
State House, Room 540  
Boston, MA 02133

Robert P. Spellane  
Representative  
State House, Room 254  
Boston, MA 02133

Scott Brown  
Senator  
2400 Kennedy Federal Office Building  
Boston, MA 02203

John Kerry  
Senator  
One Bowdoin Square  
Boston, MA 02114

The Honorable Deval L. Patrick  
Governor  
State House, Room 280  
Boston, MA 02113

The Honorable Timothy P. Murray  
Lieutenant Governor  
State House, Room 280  
Boston, MA 02113

Local Business Associations (General Public Notice)

Tom Herald  
Worcester Business Resource Alliance  
237 Chandler Street  
Worcester, MA 01609

Ed Bourgault  
North Worcester Business Association  
29 East Mountain Street East  
Worcester, MA 01606

Jim Finnegan  
Webster Square Business Association  
49 Monroe Avenue  
Worcester, MA 01602

Michael Carrigan  
Shrewsbury Street Merchants  
Association  
14 Shrewsbury Street  
Worcester, MA 01604

George Kerxhalli  
Grafton Hill Business Association  
338 Coburn Avenue  
Worcester, MA 01604

Bill Randell  
Chandler Street Business Association  
78 Pleasant Street  
Worcester, MA 01609

Nigel Belgrave  
Worcester Minority Business Association  
279 East Main Street  
Marlboro, MA 01752

John Giangregorio  
Canal District Business Association  
152 Millbury Street  
Worcester, MA 01610

Steve D'Agostino  
Worcester Local First  
Tatnuck Postal & Business Center Box  
840 / 1102 Pleasant Street  
Worcester, MA 01609

Downtown Businesses (General Public Notice)

Chamber of Commerce List (updated 7-1-09)

FirstName	LastName	Title	Company	Address	City	State	Zip
Robbin	Ahlquist	Owner	Sole Proprietor, Inc.	118 Highland Street	Worcester	MA	01609
Dale H.	Allen	Vice President for Community Engagement	Quinsigamond Community College	670 West Boylston Street	Worcester	MA	01606
John T.	Andreoli	President & CEO	Sullivan Group	One Chestnut Place	Worcester	MA	01608
Michael	Angelini	Chairman	Bowditch & Dewey	311 Main Street	Worcester	MA	01608
Janelle C.	Ashley, Ph.D.	President	Worcester State College	486 Chandler Street	Worcester	MA	01602-2597
Joseph F.	Barbato, Jr.	President	Millbury Federal Credit Union	50 Main Street	Millbury	MA	01527
Joseph W.	Bascuas, Ph.D.	Interim President	Becker College	61 Sever Street	Worcester	MA	01609
John E.	Bassett, Ph.D.	President	Clark University	950 Main Street	Worcester	MA	01610
Karen	Beaupre	Business Development Manager	Digital Federal Credit Union	220 Donald Lynch Blvd.	Marlborough	MA	01752
Edward D.	Bednarcik	CEO	Wright Line LLC	160 Gold Star Blvd.	Worcester	MA	01606
Stacey A.	Belculfini		Artful Appraisals LLC	P.O. Box 295	Princeton	MA	01541
Dennis D.	Berkey, Ph.D.	President	WPI	100 Institute Road	Worcester	MA	01609
Mark P.	Bilotta	CEO	Colleges of Worcester Consortium	484 Main Street, Suite 500	Worcester	MA	01608
Susan	Black		Susan Black Associates	P.O. Box 20796	Worcester	MA	01602
Craig L.	Blais	Executive Vice President	Worcester Business Development Corp.	89 Shrewsbury Street, Suite 300	Worcester	MA	01604
Maurice J.	Boisvert	President and CEO	Youth Opportunities Upheld, Inc.	81 Plantation Street	Worcester	MA	01604
Michael J.	Bollus	Partner	Bollus Lynch LLP	10 Mechanic Street, Suite 301	Worcester	MA	01608
Karin I.	Branscombe	Vice President	Quaker Special Risk, Inc.	51 Harvard Street	Worcester	MA	01609-1946
Lawrence A.	Brodeur	Partner	Ahalt, Ball & Brodeur, P.C.	38 Front Street, Suite 300	Worcester	MA	01608
Brian	Buckley	Partner	Fletcher, Tilton & Whipple, P.C.	370 Main Street, Suite 1200	Worcester	MA	01608
Michael F.	Buckley	V.P./Corporate Communications	The Hanover Insurance Group Inc.	440 Lincoln Street	Worcester	MA	01653
John H.	Budd	Of Counsel	Mirick O'Connell	100 Front Street, 17th Floor	Worcester	MA	01608
Richard P.	Burke	Division President/Sr. Care Services	Fallon Community Health Plan	10 Chestnut Street	Worcester	MA	01608
Nancy B.	Cabalen	President & CEO	Better Business Bureau of Central N.E.,	340 Main Street, 8th Floor	Worcester	MA	01608
William J.	Cahill	Counsel	The Hanover Insurance Group Inc.	440 Lincoln Street	Worcester	MA	01653
Jack P.	Calareso, Ph.D.	President	Anna Maria College	50 Sunset Lane	Paxton	MA	01612
Dr. Gail	Carberry	President	Quinsigamond Community College	670 West Boylston Street	Worcester	MA	01606
Ann E.	Carlson	Sr. Vice President/Market Manager	Sovereign Bank	446 Main Street	Worcester	MA	01608
Alexander J.	Carpp	President & CEO	Choose Worcester, Inc.	446 Main Street	Worcester	MA	01608
Francis R.	Carroll	Chairman	Small Business Service Bureau	554 Main Street/P.O. Box 15014	Worcester	MA	01615-0014
Lisa M.	Carroll	V.P./Health Services	Small Business Service Bureau	554 Main Street/P.O. Box 15014	Worcester	MA	01615-0014
Francesco C.	Cesareo, Ph.D.	President	Assumption College	500 Salisbury Street	Worcester	MA	01615-0005
Brian M.	Chandley	Vice President	Southbridge Savings Bank	253-257 Main Street, P.O Box 370	Southbridge	MA	01550
Louis M.	Ciavarra	Managing Partner	Bowditch & Dewey	311 Main Street	Worcester	MA	01608
James W.	Coghlin	President	Coghlin Companies	17 Briden Street	Worcester	MA	01605
J. Christopher	Collins	Sr. V.P. & Deputy General Counsel	Unum Group	18 Chestnut Street	Worcester	MA	01608
James	Collins	Executive V.P. & Treasurer	Clark University	950 Main Street	Worcester	MA	01610
Michael F.	Collins, M.D.	Chancellor	UMass Medical School	55 Lake Avenue, No.	Worcester	MA	01655
P. Kevin	Condron	President	The Granite Group	12 E. Worcester Street	Worcester	MA	01604

Scott	Conti	President	Providence & Worcester Railroad Co.	75 Hammond Street	Worcester	MA	01610
Mark C.	Crandall	State President & CEO	TD Banknorth	370 Main Street	Worcester	MA	01608
Timothy P.	Crimmins, Jr.	President & CEO	Flagship Bank & Trust Company	120 Front Street	Worcester	MA	01608
Ralph D.	Crowley, Jr.	President	Polar Beverages	P.O. Box 15011	Worcester	MA	01615-0011
Ellen M.	Cummings	Regional Director of External Affairs	Verizon Communications	251 Locke Drive, S3D06A	Marlborough	MA	01752
James T.	Curran	Sr. Vice President	Sovereign Bank	446 Main Street	Worcester	MA	01608
Phillips S.	Davis	Partner	Fletcher, Tilton & Whipple, Inc.	370 Main Street, Suite 1200	Worcester	MA	01608
Stacey	DeBoise Luster	Human Resources Manager	Worcester Public Schools	20 Irving Street	Worcester	MA	01609
David C.	Degon, CPA	Partner	Stowe & Degon	95A Turnpike Road	Westborough	MA	01581
John J.	DiPietro	Managing Partner	Advanced Business Concepts/DiPietro	672 Main Street	Holden	MA	01520
Mark L.	Donahue	Partner	Fletcher, Tilton & Whipple, P.C.	370 Main Street, Suite 1200	Worcester	MA	01608
Caron	Dooley	Branch Manager	Southbridge Savings Bank	1073 Main Street	Holden	MA	01520
Karen E.	Duffy	President	Worcester Credit Union	520 West Boylston Street	Worcester	MA	01606
Sandy L.	Dunn	Senior General Manager	DCU Center	50 Foster Street	Worcester	MA	01608
William R.	Durgin	V.P./Business Affairs & Treasurer	College of the Holy Cross	One College Street	Worcester	MA	01610
Jack	Dutzar, M.D.	President & CEO	Fallon Clinic	100 Front Street, 14th Floor	Worcester	MA	01608
Frederick H.	Eppinger, Jr.	President & CEO	The Hanover Insurance Group Inc.	440 Lincoln Street	Worcester	MA	01653
Walter	Ettinger, M.D.	President	UMass Memorial Medical Center	55 Lake Avenue, No.	Worcester	MA	01655
Mary P.	Fandel	Vice President	Fidelity Investments	300 Puritan Way, MM1H	Marlborough	MA	01752
Aleta M.	Fazzone	Vice President, Business Services	National Grid	939 Southbridge Street	Worcester	MA	01610
Dennis H.	Fitzgerald	President & CEO	Allegro MicroSystems, Inc.	115 Northeast Cutoff	Worcester	MA	01615-0036
James S.	Fleming	President	Park Place Financial	72 Park Avenue	Worcester	MA	01609
Warner	Fletcher	Partner	Fletcher, Tilton & Whipple, P.C.	370 Main Street, Suite 1200	Worcester	MA	01608
Dr. Terence R.	Flotte	Dean & Executive Deputy Chancellor	University of Mass. Medical School	55 Lake Avenue, North	Worcester	MA	01655
Jack L.	Foley	Executive Assistant to the President	Clark University	950 Main Street	Worcester	MA	01610
David P.	Forsberg	President	Worcester Business Development Corp.	89 Shrewsbury Street, Suite 300	Worcester	MA	01604
Mark W.	Fuller	Chairman	The George F. and Sybil H. Fuller	370 Main Street, Suite 660	Worcester	MA	01608
Thomas W.	Gardner	President	Curry Printing	165 Southbridge Street	Worcester	MA	01608
Timothy J.	Garvin	President & CEO	United Way of Central Mass.	484 Main Street	Worcester	MA	01608
Bruce	Gaultney	Publisher	Worcester Telegram & Gazette	20 Franklin Street/P.O. Box 15012	Worcester	MA	01615-0012
David R.	Glispin	President	Sunshine Sign Company, Inc.	121 Westboro Road	No. Grafton	MA	01536
Judy	Gorlick		Shaklee Distributor	3503 Knightsbridge Close	Worcester	MA	01609
Stephen	Grant	Vice President	Bay State Savings Bank	28 Franklin Street	Worcester	MA	01608
Paula	Green	Director of Marketing and Communications	Anna Maria College	50 Sunset Lane	Paxton	MA	01612
Rhian	Gregory	Director, Marketing & Communications	Fallon Clinic	100 Front Street	Worcester	MA	01608
Brian	Hawley		3D Asset Management	300 W. Main Street, Bldg. B	Northborough	MA	01532
John J.	Healy	Director	Manufacturing Advancement Center	100 Grove Street	Worcester	MA	01605
Jeannie	Hebert	President & CEO	Blackstone Valley Chamber of Commerce	110 Church Street	Whitinsville	MA	01588
David W.	Hillis	President	AdCare Hospital of Worcester, Inc.	107 Lincoln Street	Worcester	MA	01605
Eleanor	Houbre	Director of Affiliate Chamber Services	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
J. Kendall	Huber	Sr. Vice President / General Counsel	The Hanover Insurance Group Inc.	440 Lincoln Street, E-10	Worcester	MA	01653
Patrick	Hughes	President & CEO	Fallon Community Health Plan	10 Chestnut Street	Worcester	MA	01608-2810

Kathryn Zingg	Hunter	President/CEO	YMCA of Greater Worcester	766 Main Street	Worcester	MA	01610
Peter C.	Isakson, Ph.D.	Divisional Vice President	Abbott Bioresearch Center	100 Research Drive	Worcester	MA	01605
Steven G.	Joseph	Vice President, Underwriting	Unum Group	18 Chestnut Street	Worcester	MA	01608
Amar V.	Kapur	President	Aimtek, Inc.	201 Washington Street	Auburn	MA	01501-3224
William D.	Kelleher, Jr.	Principal	Kelleher & Sadowsky Associates, Inc.	446 Main Street, Suite 2200	Worcester	MA	01608
Richard B.	Kennedy	President and CEO	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
Robert M.	Kennedy	Executive Director	Worcester County Mechanics Assn.	321 Main Street	Worcester	MA	01608
Philip C.	Kosch, D.V.M.	Dean	Tufts University Cummings School of	200 Westboro Road	North Grafton	MA	01536
Michael S.	Lanava	Business Resource Manager	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
Alan	Lavine	Vice President	Percy's, Inc.	19 Glennie Street	Worcester	MA	01605
Paula A.	Lawrence	Director of Sales	Crowne Plaza Worcester	10 Lincoln Square	Worcester	MA	01608
Richard T.	Leahy	President	Webster Five Cents Savings Bank	136 Thompson Road	Webster	MA	01570
Michael T.	Lehr	President	Worcester Sharks	DCU Center, 50 Foster Street	Worcester	MA	01608
Jordan	Levy	President/CEO	Parker Affiliated Companies, Inc.	P.O. Box 15052	Worcester	MA	01615-0052
Robert J.	Lewis	President & CEO	Bay State Savings Bank	28-32 Franklin Street	Worcester	MA	01608
Ann T.	Lisi	Executive Director	Greater Worcester Community Foundation	370 Main Street, Suite 650	Worcester	MA	01608-1738
Linda C.	Looft	Director, External & Government Affairs	WPI	100 Institute Road	Worcester	MA	01609
F. Patrick	Lynch, Jr.	Executive Director	Destination Worcester	446 Main Street	Worcester	MA	01608
Meghan M.	Maceiko	Manager, Employee & Community Relations	Unum Group	18 Chestnut Street	Worcester	MA	01608
Susan	Mailman	President	Coghlin Electrical Contractors, Inc.	100 Prescott Street	Worcester	MA	01605
Michael J.	Malloy	Dean	Mass. College of Pharmacy & Health	19 Foster Street	Worcester	MA	01608
Thomas D.	Manning	Vice Chancellor	University of Mass. Medical School	100 Century Drive	Worcester	MA	01606
Peter M.	Mantegazza	President/CEO	Fairlawn Rehabilitation Hospital	189 May Street	Worcester	MA	01602
Edward F.	Manzi, Jr.	President	Fidelity Bank	675 Main Street, P.O. Box 438	Fitchburg	MA	01420
David G.	Massad	Chairman	Commerce Bank & Trust Company	386 Main Street/P.O. Box 15020	Worcester	MA	01615-0020
Donna J.	McCabe	President	Central Mass. Convention & Visitors	30 Elm Street	Worcester	MA	01609
Neil	McDonough	President	FLEXcon Company, Inc.	1 FLEXcon Industrial Park	Spencer	MA	01562
Catheryn	McEvoy-	Dir./Community Relations & Development	Fallon Community Health Plan	10 Chestnut Street	Worcester	MA	01608
Rev. Michael	McFarland, S.J.	President	College of the Holy Cross	One College Street	Worcester	MA	01610
Alexandra E.	McNitt	Executive Director	Central Mass. South Chamber	380 Main Street	Sturbridge	MA	01566
John F.	Merrill	Market President	Sovereign Bank	446 Main Street	Worcester	MA	01608
Christine	Miller	Owner	Oceans Promotions	Box 161	Charlton	MA	01507
Deanna	Mills	Vice President	Hometown Bank	31 Sutton Avenue	Oxford	MA	01540
Frederick M.	Misilo, Esq.	Partner	Fletcher, Tilton & Whipple, P.C.	370 Main Street, Suite 1200	Worcester	MA	01608-1779
Charles F.	Monahan	President	Mass College of Pharmacy and Health	179 Longwood Avenue	Boston	MA	02115
Rita A.	Moran	Vice President, Customer Focus	National Grid	55 Bearfoot Road	Northborough	MA	01532
Philip R.	Morgan	President	Morgan Construction Company	15 Belmont Street	Worcester	MA	01605
Demitrios M.	Moschos	Partner	Mirick O'Connell	100 Front Street, 17th Floor	Worcester	MA	01608
James	Moughan	Asst. General Manager/Director of Sales	DCU Center	50 Foster Street	Worcester	MA	01608
Frederic	Mulligan	President	Cutler Associates, Inc.	43 Harvard Street	Worcester	MA	01609
Kathy A.	Mullen	Account Manager	Fallon Community Health Plan	10 Chestnut Street	Worcester	MA	01608
Bruce R.	Nable	President	SER Exposition Services	35B New Street	Worcester	MA	01605

Charlene L.	Nemeth	Director of Foundations and Alumni/Parents	UMass Memorial Foundation	365 Plantation Street, One Biotech	Worcester	MA	01605
Philip J.	Niddrie		Worcester Regional Airport	375 Airport Drive	Worcester	MA	01602
Douglas I.	Nixon	Vice President & General Manager	Saint-Gobain Abrasives, Inc.	One New Bond Street/P.O. Box	Worcester	MA	01615
James D.	O'Brien, Jr.	Partner	Mountain, Dearborn & Whiting	370 Main Street	Worcester	MA	01608
John G.	O'Brien	President & CEO	UMass Memorial Health Care	365 Plantation Street, One Biotech	Worcester	MA	01605
Andrew B.	O'Donnell	Partner	Mirick O'Connell	100 Front Street, 17th Floor	Worcester	MA	01608
Stephen F.	O'Neil	Administrator	Worcester Regional Transit Authority	287 Grove Street	Worcester	MA	01605
Kevin	O'Sullivan	President & CEO	Massachusetts Biomedical Initiatives	Biotech Three, One Innovation	Worcester	MA	01605
Dennis	Otmaskin	President	Harleysville Worcester Insurance Company	120 Front Street, Suite 500	Worcester	MA	01608-1408
Young	Park	President	Berkeley Investments, Inc.	121 High Street	Boston	MA	02110
James F.	Paulhus	President	UniBank	49 Church Street	Whitinsville	MA	01588
Deborah	Penta	Founder & CEO	Penta Communications, Inc.	182 Turnpike Road	Westborough	MA	01581
Linda Salem	Pervier	Director of Administration and Member Services	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
Ed	Piette	President & General Manager	CBS 4	1170 Soldiers Field Road	Boston	MA	02134
Brenda	Pizzo	Marketing Services	Harvard Pilgrim Health Care	93 Worcester Road	Wellesley	MA	02481
Robert H.	Rauh	President	Pepsi-Cola Bottling Company	40 Industrial Drive	Holden	MA	01520
K. Michael	Robbins	President & CEO	Spencer Savings Bank	176 Main Street/P.O. Box 912	Spencer	MA	01562
Bernie	Rotman	Vice President	Rotman's	725 Southbridge Street	Worcester	MA	01610
Brett L.	Salmonson	Community Relations Manager	Hamon Home Health, Inc.	51 Union Street, Suite 202	Worcester	MA	01608
R. Joseph	Salois	President	Atlas Distributing, Inc.	44 Southbridge Street	Auburn	MA	01501
Mark	Sarkisian, Jr.	Sales Manager	Capitol Siding Company	30 Auburn Street	Auburn	MA	01501
John V.	Sbrogna	Financial Advisor	Baystate Financial Services	One West Boylston Street, Suite	Worcester	MA	01605
Roberta R.	Schaefer, Ph.D.	Executive Director	Worcester Regional Research Bureau	319 Main Street	Worcester	MA	01608
Joseph	Scheinfeldt	President	Rauker, Scheinfeldt & Co., Inc.	206 Southbridge Street/P.O. Box	Auburn	MA	01501
J. Robert	Seder	Partner	Seder & Chandler	339 Main Street	Worcester	MA	01608
Edwin T.	Shea, Jr.	Market President	Bank of America	100 Front Street	Worcester	MA	01608
Mark	Shelton	Associate Vice Chancellor for University Relations	UMass Medical School	55 Lake Avenue, North	Worcester	MA	01655
Daniel F.	Shimkus, Jr.	Senior Vice President	TD Banknorth	370 Main Street	Worcester	MA	01608
Cynthia J.	Skowyra	Director of Programs & Events	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
Michael D.	Sleeper	President	Imperial Distributors, Inc.	33 Sword Street	Auburn	MA	01501
Barbara	Smith-Bacon		Berkeley Investments, Inc.	121 High Street	Boston	MA	02110
John E.	Smithhisler	President & CEO	St. Vincent Hospital	123 Summer Street	Worcester	MA	01608
Howard	Sobel	General Manager	Crowne Plaza Worcester	10 Lincoln Square	Worcester	MA	01608
John J.	Spillane	Partner	Spillane & Spillane, LLP	23 Institute Road	Worcester	MA	01609
Peter R.	Stanton	CEO	New England Business Media LLC	172 Shrewsbury Street	Worcester	MA	01604
Jennifer	Stanovich	Executive Director	Holden Area Chamber of Commerce	1174 Main Street	Holden	MA	01520
William C.	Stock	Vice President, Advancement	Seven Hills Foundation	81 Hope Avenue	Worcester	MA	01603
Michael D.	Stowe, CPA	Partner	Stowe & Degon	95A Turnpike Road	Westborough	MA	01581
Robert L.	Thomas	Executive Director	Martin Luther King, Jr. Business	237 Chandler Street	Worcester	MA	01609
George W.	Tetler, III	Partner	Bowditch & Dewey	311 Main Street	Worcester	MA	01608
Brian W.	Thompson	President & CEO	Commerce Bank & Trust Company	386 Main Street/P.O. Box 15020	Worcester	MA	01615-0020
Ben	Ticho		Big Brothers Big Sisters	484 Main Street, Suite 360	Worcester	MA	01608

Sumner B.	Tilton, Jr.	Partner	Fletcher, Tilton & Whipple, P.C.	370 Main Street, Suite 1200	Worcester	MA	01608
Debra M.	Townsley	President	Nichols College	Dudley Hill	Dudley	MA	01571
Francis J.	Trapasso	President	Francis J. Trapasso & Associates	47 Harvard Street	Worcester	MA	01609
Gerald N.	Tuori	V.P./Institutional Advancement	Becker College	61 Sever Street	Worcester	MA	01609
John D.	Vaillancourt		Paula K. Aberman Associates, Inc.	2086 Main Street	Lancaster	MA	01523
Charles R.	Valade	President	Commonwealth National Bank	33 Waldo Street	Worcester	MA	01608
Laurie	Ufland	Events Manager	Tufts Health Plan	705 Mount Auburn Street	Watertown	MA	02472
Robert J.	Vaudreuil	President	Protector Group Insurance Agency	100 Front Street, Suite 800	Worcester	MA	01608-1435
Daniel E.	Vinton	Director of Membership Development	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
Mark	Waxler	General Manager	Beechwood Hotel	363 Plantation Street	Worcester	MA	01605
Andrea J.	White	Sr. Vice President	Commonwealth National Bank	33 Waldo Street	Worcester	MA	01608
Harry T.	Whitin	Editor	Telegram & Gazette	P.O. Box 15012	Worcester	MA	01615-0012
Daniel	Wiechec	General Manager	Saint-Gobain Abrasives, Inc.	One New Bond Street/Box 15008	Worcester	MA	01615-0008
Deborah H.	Wilczynski	Asst. Vice President	Webster Five Cents Savings Bank	400 Southbridge Street	Auburn	MA	01501
Sharyn T.	Williams	Director of Marketing and Communications	Worcester Regional Chamber of Commerce	446 Main Street, Suite 200	Worcester	MA	01608
Stephen	Yerdon	Executive Director	Devereux Foundation	P.O. Box 219	Rutland	MA	01543-0219
Donna D.	Zaluskas, MS	Manager, Communications & Community	Saint-Gobain Abrasives, Inc.	One New Bond Street/Box 15008	Worcester	MA	01615-0008

City of Worcester, Boards and Commissions - Mailing List

Last	First	Board	Street	City	State	Zip
Daring	William	Parks Commission	6 Monmouth Road	Worcester	MA	01609
Goldstein	Eric	Parks Commission	54 Whisper Drive	Worcester	MA	01609
Gunnerson	Paul	Parks Commission	512 Mill Street	Worcester	MA	01602
Hennigan, Jr.	Robert	Parks Commission	1 Chesterfield Road	Worcester	MA	01609
Kowalcheck	David	Parks Commission	17 Huntington Avenue	Worcester	MA	01606
Labossiere	Lisa	Parks Commission	25 Pointe Rok Drive	Worcester	MA	01604
Swerzenski	Jared	Parks Commission	160 Freemont Street, Unit 224	Worcester	MA	01603
Constantine	James	Historical Commission	14 Sun Valley Drive	Worcester	MA	01609
Crowley	James	Historical Commission	23 Waconah Road	Worcester	MA	01609
Gibli	Duaiye	Historical Commission	74 Providence Street	Worcester	MA	01604
McCann	Timothy	Historical Commission	5 Truro Road	Worcester	MA	01603
Merrill	Janet	Historical Commission	14 Oxford Street	Worcester	MA	01609
Schneider	Peter	Historical Commission	42 Drury Lane	Worcester	MA	01609
Budd	John	Civic Center Commission	17 Drury Lane	Worcester	MA	01609
Capone	Joseph	Civic Center Commission	4 Emerson Street	Worcester	MA	01604
Najarian	Scott	Civic Center Commission	3 Westwood Drive	Worcester	MA	01609
Paquette	Francis	Civic Center Commission	19 Green Farms Road	Worcester	MA	01605
Pietrewicz	Edward Jr.	Civic Center Commission	86 Wildwood Avenue	Worcester	MA	01603
Cashman	Scott	Planning Board	330 Sunderland Road #12	Worcester	MA	01604
Mitra	Satya	Planning Board	6 Westport Road	Worcester	MA	01605
O'Connor	Ann	Planning Board	60 Salisbury Street	Worcester	MA	01609
Rolle	Stephen	Planning Board	36 Commodore Road	Worcester	MA	01602
Truman	Andrew	Planning Board	10 Schussler Road	Worcester	MA	01609
Diaz	Robert	Worcester Redevelopment Authority	12 Intervale Road	Worcester	MA	01602
Donahue, Jr.	John	Worcester Redevelopment Authority	11 Butler Street	Worcester	MA	01607
Eid	Richard	Worcester Redevelopment Authority	1 Blackthorn Drive	Worcester	MA	01609
Mcintire	Samuel	Worcester Redevelopment Authority	7 Belvidere Avenue	Worcester	MA	01605
Thomas	Robert	Worcester Redevelopment Authority	25 Bjorklund Avenue	Worcester	MA	01604
Abramoff	Lawrence	Zoning Board of Appeals	34 Chiltern Hill Drive	Worcester	MA	01602
Akindede	Kol	Zoning Board of Appeals	5 Maurice Street	Worcester	MA	01604
Bilotta, Jr.	William	Zoning Board of Appeals	20 Dallas Street	Worcester	MA	01604
Freilich	Andrew	Zoning Board of Appeals	38 Aylesbury Road	Worcester	MA	01609
George	David	Zoning Board of Appeals	146A June Street #1	Worcester	MA	01602
Loew	Timothy	Zoning Board of Appeals	1 Envelope Terrace #203	Worcester	MA	01604
Michajlow	Vadim	Zoning Board of Appeals	169 Ingleside Avenue	Worcester	MA	01604

## Downtown Businesses

<b>Company</b>	<b>Address</b>	<b>Floor/Suite #</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
Bank of America	100 Front Street	Floors 19, 20	Worcester	MA	01608
The Protector Group	100 Front Street	Floors 6,8	Worcester	MA	01608
Thomson Reuters	100 Front Street	Floor 7	Worcester	MA	01608
Super Media	100 Front Street	Floor 10	Worcester	MA	01608
Fallon Clinic	100 Front Street	Floors 4,11,12, 14	Worcester	MA	01608
Citygroup/Smith Barney	100 Front Street	Floor 15	Worcester	MA	01608
Milton, Laurence & Dixon	100 Front Street	Floor 15	Worcester	MA	01608
Athletic Quest	100 Front Street	Floor 15	Worcester	MA	01608
Mirick, O'Connell, DeMallie & Lougee	100 Front Street	Floors 16, 17, 18	Worcester	MA	01608
Flagship Bank	120 Front Street	Floors 1, 2	Worcester	MA	01608
Mass Behavioral Health Partnership	120 Front Street	315	Worcester	MA	01608
Fred Shuster/Newbury Investments	120 Front Street	320	Worcester	MA	01608
Law Office of Michael Garland	120 Front Street	400	Worcester	MA	01608
Worcester Insurance/Harleysville	120 Front Street	400/500	Worcester	MA	01608
Protocol Integrated Services	120 Front Street	700	Worcester	MA	01608
Larence R. McCoy	120 Front Street	800	Worcester	MA	01608
Registry of Deeds	90 Front Street	Level 2 / C201	Worcester	MA	01608
CVS	90 Front Street	Level 1 / C102	Worcester	MA	01608
YMCA Daycare	90 Front Street	Level 1 / D104	Worcester	MA	01608
Quinsigamond Community College	90 Front Street	Level 2 / D203	Worcester	MA	01608
Southern New England Title	90 Front Street	Level 2 / C202	Worcester	MA	01608
Peter J. Adams	90 Front Street	Level 2 / C202	Worcester	MA	01608
Mass Title and Abstract	90 Front Street	Level 2 / C202	Worcester	MA	01608
Metropolitan Title	90 Front Street	Level 2 / C202	Worcester	MA	01608
Fletcher, Tilton & Whipple	90 Front Street	Level 2 / C202	Worcester	MA	01608
Gould Title	90 Front Street	Level 2 / C202	Worcester	MA	01608
Jean Plante	90 Front Street	Level 2 / C202	Worcester	MA	01608
Worcester County Abstract	90 Front Street	Level 2 / C202	Worcester	MA	01608
Taylor Abstract	90 Front Street	Level 2 / C202	Worcester	MA	01608
DCU Center	50 Foster Street		Worcester	MA	01608
Webster Five Cents Savings Bank	200 Commercial Street		Worcester	MA	01608
Vanasse Hangen Brustlin, Inc.	2 Washington Square		Worcester	MA	01608
CMRPC	2 Washington Square		Worcester	MA	01608
Bay State Savings Bank	30 Franklin Street		Worcester	MA	01608
MAYO Group	24 Portland Street		Worcester	MA	01608
Viva Bene Restaurant	144 Commercial Street		Worcester	MA	01608

**Exhibit 3**

**Publication in Local Newspaper on August 23, 2010  
(Telegram & Gazette)**

## Worcester Telegram & Gazette - Marketplace

CITY OF WORCESTER - NOTICE OF PUBLIC HEARING CITY SQUARE M.G.L. C. 40q; CITY SQUARE DISTRICT PROGRAM AMENDMENT The City of Worcester hereby provides notice that the City will conduct a Public Hearing on Tuesday, September 7, at 7:00 pm in the City Council Chambers at City Hall, 455 Main Street, Worcester, MA on a proposed amendment to the previously approved District Improvement Finance Program for the "CitySquare" Development Project. CitySquare, as developed by Berkeley Investments and CitySquare II Development Co. LLC, will utilize District Improvement Financing under M.G.L. c. 40Q to finance the portion of the public improvements associated with the demolition of the former Worcester Common Outlets Mall and the redevelopment of that property into commercial office, housing, entertainment and retail establishments. This hearing will be conducted in accordance with 402 C.M.R. 3.04. The City will accept written comments until 12 p.m. on September 8, 2010 at the City Clerk's Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City's Office of Economic, Neighborhood & Workforce Development at 44 Front Street, Suite 520, Worcester, MA. You are cordially invited to attend said hearing at which time you may be given an opportunity to provide testimony. In addition, you may submit additional written comments to the City at any time until final action is taken by the Worcester City Council. Details on the proposed amendment to the "CitySquare" Development Program will be available for review by the public on or after Monday, August 23, at the City Clerk's Office, City Hall, Room 206, 455 Main Street, Worcester, MA and at the City's Office of Economic, Neighborhood & Workforce Development, Suite 520, 44 Front Street, Worcester, MA. The documents will also be available at the Worcester Senior Center, the Worcester Public Library, the Worcester Police Department Headquarters, and the Worcester Regional Chamber of Commerce, and can also be viewed on the City's web site at <http://www.worcesterma.gov/city-manager/citysquare/>. Michael V. O'Brien, City Manager August 23, 2010

Legals / Legal Notices 08/23/2010

<http://telegram.shopmountain.com/Default.aspx?itemid=87361936&itemtype=ld&...> 8/23/2010