



# OFFICE OF THE CITY CLERK

Rosaria Salerno  
City Clerk

Room 601, Boston City Hall, Boston, Massachusetts 02201, 617-635-4600, Fax: 617-635-4658

March 22, 2010

To the City Council

Dear Councilors:

In compliance with the order passed by your Honorable Body December 6, 1976, this is to inform you that the following was filed by the Boston Redevelopment Authority with the City Clerk on March 22, 2010.

*“Fourth Amendment to Report and Decision on the Transfer of the Medical Area Total Energy Plant Chapter 121A Project by Medical Area Total Energy Plant, Inc. to MATEP Limited Partnership”.*

Respectfully,

Rosaria Salerno  
City Clerk

RS/pf

March 22, 2010

Ms. Rosaria Salerno, City Clerk, City of Boston  
One City Hall Square, Room 601  
Boston, MA 02201

RE: FOURTH AMENDMENT TO REPORT AND DECISION ON THE TRANSFER  
OF THE MEDICAL AREA TOTAL ENERGY PLANT CHAPTER 121A  
PROJECT BY MEDICAL AREA TOTAL ENEREGY PLANT, Inc. TO MATEP  
LIMITED PARTNERSHIP

Dear Ms. Salerno:

Pursuant to Section 13, Chapter 652 of the Acts of 1960, I hereby file with the Office of the City Clerk the following material attested by the undersigned as Secretary..

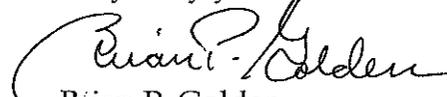
A Certificate of Vote of the Authority adopted on March 16, 2010, approving and adopting the "BOSTON REDEVELOPMENT AUTHORITY FOURTH AMENDMENT TO REPORT AND DECISION ON THE APPLICATION TO ACQUIRE THE MATEP CHAPTER 121 A PROJECT BY MAYFLOWER ENERGY HOLDINGS LLC, ON BEHALF OF MATEP LIMITED PARTNERSHIP UNDER CHAPTER 121A OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS AND CHAPTER 652 OF THE ACTS OF 1960, EACH AS AMENDED" vote of the Authority approving said Application and an executed copy of the Approval by His Honor, Mayor Menino dated March 21, 2010, of the foregoing vote.

Attached to the above-mentioned Certificate of Vote and Approval thereof by His Honor, Mayor Menino, is a copy of the aforementioned "REPORT AND DECISION AMENDMENT...".

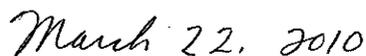
Please acknowledge the filing of the foregoing on the copy of this letter and return the same to the undersigned.

Receipt of the aforementioned is hereby  
acknowledged:

Very truly yours

  
Brian P. Golden  
Secretary

  
\_\_\_\_\_  
City Clerk

  
\_\_\_\_\_  
Date

MEMORANDUM

BOARD APPROVED

MARCH 16, 2010

**TO:** BOSTON REDEVELOPMENT AUTHORITY AND  
JOHN F. PALMIERI, DIRECTOR

**FROM:** BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT  
LINDA KOWALCKY, DEPUTY DIRECTOR FOR INSTITUTIONAL  
SECTOR MANAGEMENT  
SONAL GANDHI, SENIOR PROJECT MANAGER

**SUBJECT:** FOURTH AMENDMENT TO REPORT AND DECISION ON THE  
TRANSFER OF THE MEDICAL AREA TOTAL ENERGY PLANT  
CHAPTER 121A PROJECT BY MEDICAL AREA TOTAL ENERGY  
PLANT, Inc. TO MATEP LIMITED PARTNERSHIP

**SUMMARY:** This Memorandum requests: (1) approval of the transfer of the Chapter 121A Project by Medical Area Total Energy Plant ("MATEP"), Inc. to MATEP Limited Partnership; and (2) the adoption of a Fourth Amendment to Report and Decision that approves such transfer.

**PROJECT BACKGROUND**

The Medical Area Total Energy Plant (MATEP) Project (the "Project") is located at 474 Brookline Avenue, bounded generally by Brookline Avenue to the northwest, Peabody Street to the northeast, Binney Street to the southeast, and Francis Street to the southwest, in the Longwood Medical Area of the City of Boston. The Project presently consists of a cogeneration plant that produces electricity, steam and chilled water that primarily serves the utility needs of the teaching hospitals and other medical institutions in the Longwood Medical and Academic Area. A copy of a map illustrating the Project location is attached hereto as Exhibit A.

The Project was originally approved by the Boston Redevelopment Authority ("Authority") on October 9, 1975 through the adoption of a Report and Decision. Such vote was approved by the Mayor of the City of Boston (the "Mayor") on December 8, 1975 and the vote as so approved was filed with the Clerk of the City of Boston (the "City Clerk") on December 17, 1975 (the date of filing with the City Clerk is the "Project Approval Date"). The Report and Decision was subsequently amended on October 6, 1977 by the adoption of a First Amendment to Report and Decision ("First Report and Decision Amendment"), approved by the Mayor on October 13, 1977 and filed with the City Clerk on October 14, 1977, which authorized an expansion of the Project by

changing the physical dimensions and equipment within the plant facility. The owner and Chapter 121A entity was Medical Area Total Energy Plant, Inc., ("MATEP, Inc.") a Massachusetts corporation that was wholly owned by the President and Fellows of Harvard College ("Harvard").

On April 9, 1998, the Report and Decision was subsequently amended by adoption of a Second Amendment to Report and Decision ("Second Report and Decision Amendment"), approved by the Mayor on April 24, 1998 and filed with the City Clerk on April 29, 1998, which authorized the sale by Harvard and acquisition by Advanced Energy Systems, Inc. ("AES") all of the stock in MATEP, Inc.

On December 6, 2001, the Report and Decision was further amended by a Third Amendment to the Report and Decision ("Third Report and Decision Amendment"), approved by the Mayor on December 13, 2001 and filed with the City Clerk on December 13, 2001. The Third Report and Decision Amendment authorized the expansion of the Project by approving three approximately 12.5 MegaWatt combustion turbine engines that would increase the plant capacity to produce energy by approximately 50% and substantially reduce emissions from diesel fuel engines, installation of three natural gas compressor units on the roof with soundproof enclosures, additional cooling tower, and removal of three retired rooftop electrostatic precipitators and two velocity cones on the flues.

The Report and Decision, as amended by the First Report and Decision Amendment, Second Report and Decision Amendment, and Third Report and Decision Amendment, is hereinafter referred to as the "Amended Report and Decision."

### **APPLICATION TO TRANSFER PROJECT**

On February 5, 2010, Mayflower Energy Holdings LLC, on behalf of MATEP Limited Partnership, (collectively, the "Applicant") filed an "Application by Mayflower Energy Holdings LLC, on behalf of MATEP Limited Partnership for Authorization and Approval To Acquire An Existing Redevelopment Project Under General Laws Chapter 121A and Chapter 652 of the Acts of 1960, as amended" (the "Transfer Application"). Advanced Energy Systems, Inc., on its behalf and on behalf of MATEP, Inc. joined in the Transfer Application for the limited purpose of seeking authorization and approval by the Authority for the transfer of the Project to the Applicant. The Transfer Application requests approval and/or consent to the transfer of the Project by MATEP, Inc. to MATEP Limited Partnership, an entity to be formed as a Massachusetts limited liability partnership whose general partner will be MATEP GP LLC, a Delaware limited liability company, which is wholly owned by Mayflower Energy Holdings LLC, and whose limited partner will be Mayflower Energy Holdings LLC. Mayflower Energy Holdings LLC is a Delaware limited liability company, and is a joint venture between affiliates of Morgan Stanley Infrastructure Partners, LP and Veolia Energy North America

Holdings, Inc. (VENAH"). On February 8, 2010, February 9, 2010 and March 15, 2010, by request of Authority staff, the Applicant filed supplemental information to the Transfer Application. The Transfer Application and supplemental information are hereinafter collectively referred to as the "Application." A copy of the Application is attached hereto as Exhibit B.

VENAH currently serves more than 1,100 customers with energy produced at 29 plants serving fourteen urban centers in the United States. VENAH provides critical utility services to major hospitals throughout its portfolio. VENAH in turn is a wholly owned indirect subsidiary of Veolia Environment ("Veolia"), a multi-national company with 2008 revenues of \$50 billion, a July 2009 market capitalization of \$15 billion, and approximately 330,000 global employees, including more than 30,000 employees in North America. Veolia's energy division manages 800 district and local heating or cooling systems and over 4,900 MW of cogenerated electric capacity worldwide, including extensive facilities serving the health care industry and central utility plant outsourcing at over 5,000 healthcare facilities worldwide. The Applicant will have the requisite ability to carry out the Project.

#### **TERMS OF THE TRANSFER**

The terms of the proposed acquisition, as more particularly described in the Application, contemplate a purchase price of approximately \$321,000,000.00. Initially, Mayflower Energy Holdings LLC will satisfy the full amount of the purchase price with equity. At a later time, the Applicant intends to finance a portion of the purchase with debt.

There will be no changes to the Project, other than as previously approved, by reason of the acquisition.

In connection with the proposed transfer, the Applicant and MATEP, Inc. were required to hold a community meeting to introduce the Applicant to the community and answer any questions. On February 9, 2010, a community meeting was held at the Best Western in the Longwood Medical Area. Notice for the community meeting was published in the Boston Courant, the Bay State Banner, and the on-line edition of the Mission Hill Gazette. The LMA Forum list was also notified by e-mail about the community meeting.

#### **NO FUNDAMENTAL CHANGE DETERMINATION**

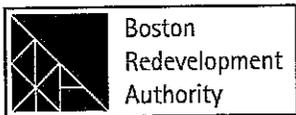
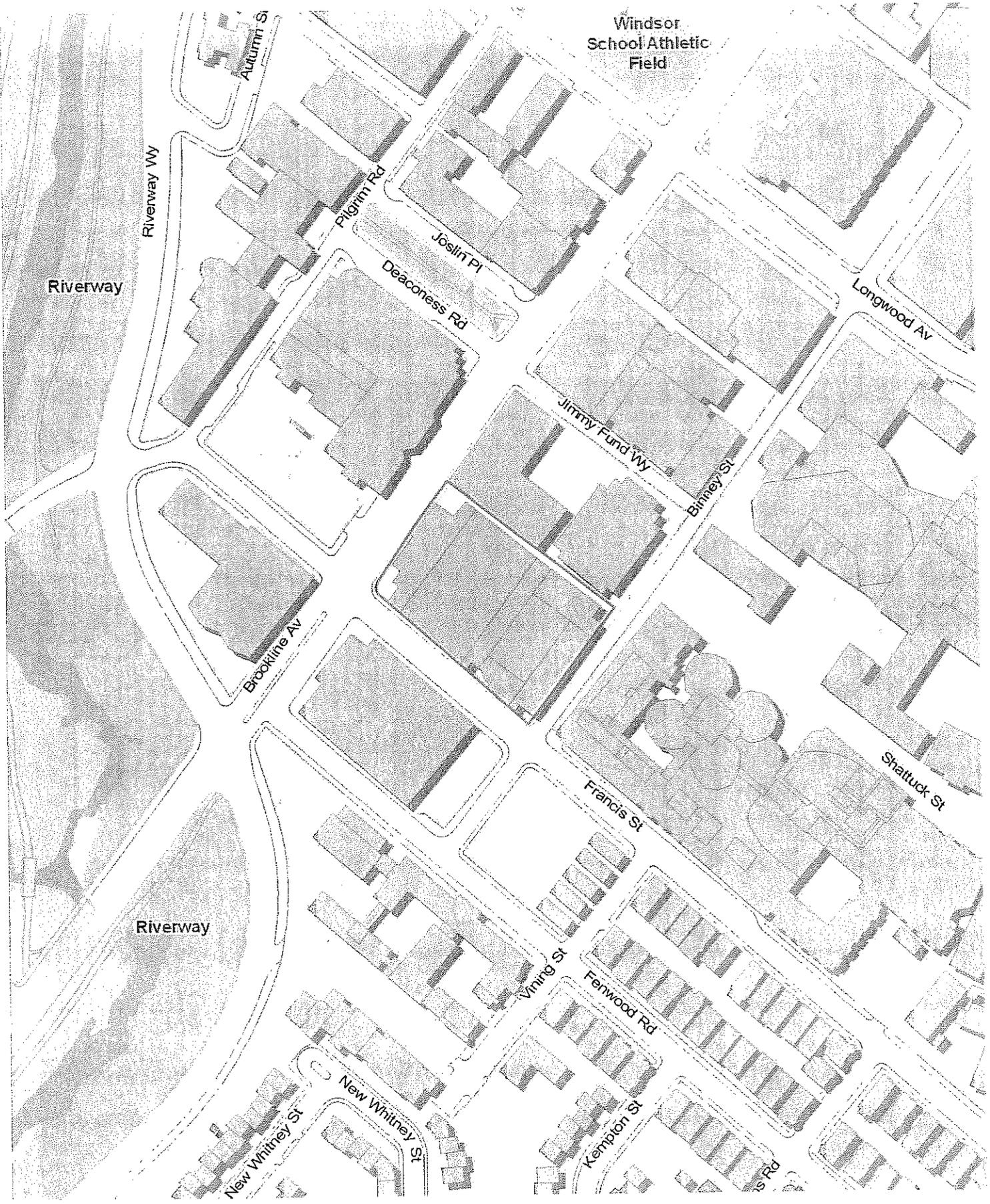
The General Counsel has determined that the proposed sale and transfer of the Project does not constitute a "fundamental change" under the Acts of 1960, Chapter 652, Sections 13 and/or 13A, as amended.

## RECOMMENDATION

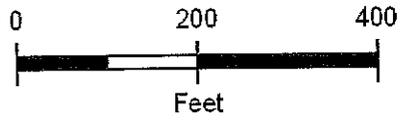
Enclosed is a proposed Fourth Amendment to Report and Decision that approves the transfer of the Project to the Applicant. After due consideration of the documents or materials presented, it is recommended that the Authority vote to adopt the foregoing Fourth Amendment to Report and Decision.

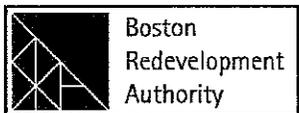
Appropriate vote follows:

**VOTED:** That the document presented at this meeting entitled "BOSTON REDEVELOPMENT AUTHORITY FOURTH AMENDMENT TO REPORT AND DECISION ON THE APPLICATION TO ACQUIRE THE MATEP CHAPTER 121 A PROJECT BY MAYFLOWER ENERGY HOLDINGS LLC, ON BEHALF OF MATEP LIMITED PARTNERSHIP UNDER CHAPTER 121A OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS AND CHAPTER 652 OF THE ACTS OF 1960, EACH AS AMENDED" be and hereby is approved and adopted in all respects.

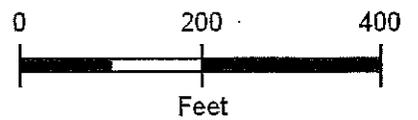


MATEP CHAPTER 121A PROJECT



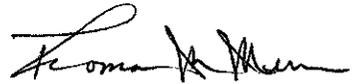


MATEP CHAPTER 121A PROJECT



**APPROVED:**

Including, without limiting the generality of the foregoing, the "FOURTH AMENDMENT TO THE TRANSFER OF THE MEDICAL AREA TOTAL ENERGY PLANT CHAPTER 121A PROJECT" and the March 16, 2010 vote of the Authority approving said Report and Decision Application.



\_\_\_\_\_  
Mayor of the City of Boston

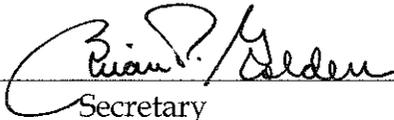
3-21-10

\_\_\_\_\_  
Date

**Attest:**



\_\_\_\_\_  
City Clerk  
City of Boston



\_\_\_\_\_  
Secretary  
Boston Redevelopment Authority

March 16, 2010

**BOSTON REDEVELOPMENT AUTHORITY  
FOURTH AMENDMENT TO REPORT AND DECISION ON THE APPLICATION  
TO ACQUIRE THE MATEP CHAPTER 121A PROJECT BY MAYFLOWER ENERGY  
HOLDINGS LLC, ON BEHALF OF MATEP LIMITED PARTNERSHIP UNDER  
CHAPTER 121A OF THE GENERAL LAWS OF THE COMMONWEALTH OF  
MASSACHUSETTS AND CHAPTER 652 OF THE ACTS OF 1960, EACH AS  
AMENDED**

A. Prior Proceedings and Actions. Reference is made to the following:

1. On October 9, 1975, the Boston Redevelopment Authority (the "Authority") voted to adopt a Report and Decision (the "Initial Report and Decision") on a project known as the Medical Area Total Energy Plant Chapter 121A Project (the "Project"). Such vote was approved by the Mayor of the City of Boston (the "Mayor") on December 8, 1975 and the vote as so approved was filed with the Clerk of the City of Boston (the "City Clerk") on December 17, 1975 (the date of filing with the City Clerk is the "Project Approval Date"). The Initial Report and Decision was amended on October 6, 1977, approved by the Mayor on October 13, 1977 and filed with the City Clerk on October 14, 1977 (the Initial Report and Decision, as amended, shall hereinafter be referred to as the "Report and Decision"). The Project, as more particularly described in the Report and Decision and as constructed, consists of the maintenance and operation of a total energy plant and related office building and other appurtenant and incidental facilities, located at 474 Brookline Avenue, Boston, Massachusetts. Medical Area Total Energy Plant, Inc. ("MATEP, Inc."), a Massachusetts corporation, in accordance with General Laws Chapter 121A, as then amended ("Chapter 121A"), was designated in the Report and Decision as the Chapter 121A entity to own, operate and manage the Project.

2. On September 21, 1977, MATEP, Inc. entered into with the City of Boston (the "City") an Agreement under Chapter 121A, Section 6A (the "6A Contract"), pursuant to which President and Fellows of Harvard College ("Harvard") agreed to guarantee MATEP Inc.'s obligations to make payments to the City of Boston under Subparagraph 1(c) of the 6A Contract.

3. On June 9, 1983, the Authority approved certain revisions to the Minimum Standards for Financing, Maintenance and Management of the Medical Area Total Energy Plant, Inc., as outlined by letter dated April 22, 1983, from MATEP, Inc. and Harvard.

4. On April 9, 1998, the Report and Decision was amended by a Second Amendment to the Report and Decision ("Second Report and Decision Amendment"), approved by the Mayor on April 24, 1998 and filed with the City Clerk on April 29,

1998. The Second Report and Decision Amendment, in part, authorized and approved the sale of all of the stock in MATEP, Inc. by Harvard to Advanced Energy Systems, Inc. ("AES").

5. On May 28, 1998, as required by the Second Report and Decision Amendment, MATEP, Inc., Harvard and the City entered into an amendment to the 6A Contract (the "Amended 6A Contract").

6. On December 6, 2001, the Report and Decision was further amended by a Third Amendment to the Report and Decision ("Third Report and Decision Amendment"), approved by the Mayor on December 13, 2001 and filed with the City Clerk on December 13, 2001. The Third Report and Decision Amendment authorized the expansion of the Project by approving three approximately 12.5 MegaWatt combustion turbine engines that would increase the plant capacity to produce energy by approximately 50% and substantially reduce emissions from diesel fuel engines, installation of three natural gas compressor units on the roof with soundproof enclosures, additional cooling tower, and removal of three retired rooftop electrostatic precipitators and two velocity cones on the flues.

7. On February 25, 2002, as required by the Third Report and Decision Amendment, MATEP, Inc. and the City entered into an Amended and Restated 6A Contract for the Project, which replaced the Amended 6A Contract. On February 14, 2003, MATEP, Inc. and the Authority entered into a Regulatory Agreement for the Project.

8. In October, 2009, MATEP, Inc. requested Authority approval for certain design changes to the Project. Such changes are consistent with the approvals granted in the Third Report and Decision Amendment as MATEP, Inc. had not completed all of the expansion previously approved. The Authority granted design review approval by letter to the City of Boston Inspectional Services Department dated December 16, 2009 and accompanying plans as stamped by Authority staff (collectively, the "Pending Project").

9. The Report and Decision, as amended by the Second Report and Decision Amendment and Third Report and Decision Amendment shall hereinafter be referred to as the "Amended Report and Decision."

B. Application to Transfer Project. On February 5, 2010, Mayflower Energy Holdings LLC, on behalf of MATEP Limited Partnership, (collectively, the "Applicant") filed an "Application by Mayflower Energy Holdings LLC, on behalf of MATEP Limited Partnership for Authorization and Approval To Acquire An Existing Redevelopment Project Under General Laws Chapter 121A and Chapter 652 of the Acts of 1960, as amended" (the "Transfer Application"). The Transfer Application requests approval and/or consent to the transfer of the Project by MATEP, Inc. to MATEP Limited Partnership, an entity to be formed as a Massachusetts limited partnership. On February 2, 2010, February 5,

2010 and March 15, 2010, by request of Authority staff, the Applicant filed supplemental information to the Transfer Application. The Transfer Application and supplemental information are hereinafter collectively referred to as the "Application." The Application is incorporated herein by reference.

Advanced Energy Systems, Inc., on its behalf and on behalf of MATEP, Inc. joined in the Transfer Application for the limited purpose of seeking authorization and approval by the Authority for the transfer of the Project to the Applicant.

Reference is made to the manner in which the Applicant will acquire the Project. Mayflower Energy Holdings LLC intends to purchase the ownership interest in the Project through the merger of MATEP, Inc. with and into MATEP Limited Partnership, a wholly owned subsidiary of Mayflower Energy Holdings LLC, and the acquisition of all of the equity interests of MATEP LLC, a Delaware limited liability company affiliated with the current owner. Upon completion of the acquisition MATEP Limited Partnership will succeed MATEP, Inc. as the Chapter 121A entity, and will thereafter own the Project. MATEP LLC will not have the right to purchase MATEP Limited Partnership, and accordingly, MATEP LLC will not be subject to the provisions of Chapter 121A, Chapter 652 or the approval of the Authority.

C. The Applicant. MATEP Limited Partnership, will be an entity formed as a Massachusetts limited partnership, whose general partner will be MATEP GP LLC, a Delaware limited liability company, which is wholly owned by Mayflower Energy Holdings LLC, and whose limited partner will be Mayflower Energy Holdings LLC. Mayflower Energy Holdings LLC is a Delaware limited liability company, and is a joint venture between affiliates of Morgan Stanley Infrastructure Partners, LP and Veolia Energy North America Holdings, Inc. (VENAH"). Information provided by the Applicant indicates that the Applicant is experienced in the ownership and operation of power plants similar to the Project and permits the Authority to find that the Applicant possesses the requisite ability to perform the obligations and carry out the duties imposed by Chapter 121A with respect to the operation and maintenance of the Project.

D. Authority Action. The Authority is acting hereunder pursuant to the Acts of 1960, Chapter 652, as amended and applicable ("Chapter 652"), specifically Section 13 thereof, all applicable provisions of Massachusetts General Laws Chapter 121A ("Chapter 121A") and the Authority's Rules and Regulations. Further, the Authority in acting hereunder has considered the Application and all documents or exhibits filed therewith or attached thereto, and the presentation and all documents or other materials presented on this date, sufficient in its judgment to enable it to act as hereinafter set forth.

E. Decision. The Authority hereby acts as follows:

1. Approval. The Application is hereby approved to the extent set forth herein and the Amended Report and Decision is further amended to the extent hereinafter set forth. If there is any conflict or inconsistency between the provisions of the Application and the terms and conditions of this document (the "Fourth Report and Decision Amendment"), the terms and conditions of this Fourth Report and Decision Amendment shall apply and govern.
  
2. Transfer of Project Ownership. The Authority hereby approves that transfer of the Project to the Applicant, as described in Section B above, who will acquire and own the Project for the remainder of its term under Chapter 121A. In accordance with Chapter 652, Section 13A, the Authority hereby finds and determines that MATEP Limited Partnership has the requisite ability to perform the obligations and carry out the duties and obligations imposed under Chapters 121A and 652 and this Fourth Report and Decision Amendment. MATEP Limited Partnership shall submit to the Authority, prior to the closing on the sale and transfer of the Project or at such other time as may be determined by the Authority's Director, copies of the following documents: (a) any supplemental information requested by the Authority, specifically regarding the disclosure statement for MATEP Limited Partnership, MATEP GP LLC and of Mayflower Energy Holdings LLC; (b) any changes or updated information regarding the terms and conditions of the financing for the Project; (c) a copy of the MATEP Limited Partnership's limited partnership agreement; and (d) a copy of the executed Master Lease/Operating Agreement as referenced in Section E.5 below.
  
3. Cost of the Project Acquisition/Financing. The total cost of the Project acquisition shall be approximately \$321,000,000.00, which amount invested shall be reduced by the amount of any future debt financing incurred by MATEP Limited Partnership for the Project. Initially, Mayflower Energy Holdings LLC will satisfy the full amount of the purchase price with equity. At a later time, MATEP Limited Partnership intends to finance a portion of the purchase with debt. The Applicant will comply with the debt limitations imposed by Chapter 121A and the Minimum Standards for Financing, Construction, Maintenance and Management of the Project (the "Minimum Standards") as amended by this Fourth Report and Decision Amendment.
  
4. No Project Changes. It is not proposed that by reason of the acquisition of the Project by the Applicant that there be any changes to the Project as authorized and approved by the Authority. The acquisition of the Project by the Applicant will not change the Project's physical boundaries, or affect the objectives, standards, requirements and restrictions as set forth in the Amended Report and Decision or the obligations and duties to be performed and carried out with respect to the Project. There is no construction (other than as approved by the Third Report and Decision Amendment and further reviewed and approved under A.5 above) associated or change of use with the proposed transfer of the Project. MATEP Limited Partnership will complete the Pending Project after the closing of the acquisition described herein

and shall submit a report and follow-up noise survey regarding the Project's post-upgrade net ambient noise levels to the City of Boston Air Pollution Control Commission ("BAPCC") as required by the Third Report and Decision Amendment, and comply with any other BAPCC requirements therein.

5. Master Lease/Operating Agreement. The Authority acknowledges that MATEP Limited Partnership may in the future lease the Project, or employ or contract with one or more parties to operate, manage and maintain the Project, or any portion thereof pursuant to a master lease or ground lease, or an operating or management agreement or other similar agreement (the "Master Lease/Operating Agreement") pursuant to which a master tenant or any other party under a master lease or ground lease or an operating or management agreement or other similar agreement (the "Master Tenant/Operator") may enter into various third party tenant leases for space in the Project or operation of the Project. Promptly after the execution of any Master Lease/Operating Agreement, MATEP Limited Partnership shall notify the Authority of the execution thereof, provide copies of such Master Lease/Operating Agreement and provide such additional information in connection therewith, initially or at later dates, that the Authority's Director may request. In no event shall either the Master Lease/Operating Agreement or the Master Tenant/Operator be subject to the provisions of Chapter 121A, Chapter 652 or the approval of the Authority.

6. Limited Liability. The Authority agrees that none of the members, managers, partners, shareholders, beneficiaries, officers, directors, employees or agents of MATEP Limited Partnership or MATEP LLC shall have any personal liability hereunder or under any agreement or undertaking related hereto specifically set out herein or in any agreements entered into as required hereby.

7. Governmental Approvals. The Applicant expects that additional approvals and other filings will be completed as soon as reasonably possible after the closing. These approvals include: United States Department of Justice Anti-Trust Division (under the Hart-Scott-Rodino Antitrust Improvements Act of 1976); Federal Energy Regulatory Commission; Federal Communications Commission; Massachusetts Department of Environmental Protection; Massachusetts Water Resources Authority; U.S. Environmental Protection Agency; U.S. Department of Transportation; Boston Water and Sewer Commission; City of Boston Inspectional Services Department; Boston Fire Department; and City of Boston Air Pollution Control Commission (collectively, the "Governmental Approvals"). The Applicant shall file with the Authority copies of all notices of final approvals from governmental approvals listed above and shall, if requested by the Authority, provide copies of submissions, or portions thereof, regarding the Governmental Approvals.

8. Accumulated Return. The Authority consents to the Applicant's assumption of MATEP, Inc.'s accumulated and unpaid allowable 8% return on amounts invested in the Project, which amount as of the date hereof is \$35,394,480.00, calculated

as shown on Exhibit C attached to the Application and verified by Advanced Energy Systems, Inc., and MATEP, Inc.

9. Amendments to Minimum Standards. The Authority adopts and further amends the Minimum Standards applicable to the Project to: (a) allow MATEP Limited Partnership, with notice to the Authority but without further Authority approval, to borrow funds up to 75% of the amount originally invested in the Project, as set forth in Section 3 above, at any time with any Recognized Lender (defined below); (b) allow MATEP Limited Partnership, with notice to the Authority but without further Authority approval, whether or not it is the borrowing entity, to grant liens, mortgages, deeds of trust or other security interests in the Project as collateral for borrowed funds up to 50% of the amount originally invested in the Project, as set forth in Section 3 above, that is approximately \$321,000,000, and (c) adopt the following definition: "Recognized Lender" shall mean an insurance company, bank, pension fund, real estate investment trust, real estate investment vehicle directed by an investment advisor (including without limitation securitized loans), investment banker, venture capital company, MATEP Limited Partnership, MATEP LLC, or any Affiliate ("Affiliate" shall mean any person or entity that, directly controls, is controlled by, or is under common control with MATEP Limited Partnership), stockholder, partner, member or manager thereof, any government agency or authority, or any other recognized lender."

10. General Findings and Determinations. The Authority hereby finds and determines that: (a) the transfer of the Project as approved in this Fourth Report and Decision Amendment does not constitute a "fundamental change" in accordance with Chapter 652, Section 13A; (b) except to the extent inconsistent with or contrary to, the provisions of this Fourth Report and Decision Amendment, all of the findings, determinations, approvals and consents contained in the Amended Report and Decision, as previously amended, including all zoning deviations and Noise Regulation deviations granted therein, are hereby ratified and confirmed in all respects; (c) any zoning deviations and Noise Regulation deviations granted shall survive the termination of the Project under Chapter 121A; and (d) any procedural or other requirements of applicable statutes and rules and regulations, which may not have been complied with regarding the Application or the Authority's proceedings in connection therewith, are hereby waived.

11. Rules and Regulations. The Authority hereby imposes as rules and regulations on the Project, and requires that MATEP Limited Partnership shall (1) enter into an amendment to the existing Section 6A Contract or a new Section 6A Contract with the City of Boston, as determined by the Commissioner of Assessing of the City of Boston, that contains such terms and conditions as may be acceptable to, or required by, the Commissioner of Assessing of the City of Boston, in his discretion; and (2) the Authority hereby imposes as additional rules and regulations on the Project, and requires that MATEP Limited Partnership shall enter into a new Regulatory Agreement

with the Authority that contains such terms and conditions as may be acceptable to, or required by, the Director of the Authority, in his discretion; and (3) upon completion of the Pending Project, MATEP Limited Partnership shall submit a report and follow-up noise survey regarding the Project's post-upgrade net ambient noise levels to the City of Boston Air Pollution Control Commission ("BAPCC") as required by the Third Report and Decision Amendment, and comply with any other BAPCC requirements therein. Notwithstanding the approval of this Fourth Report and Decision Amendment by the Mayor and the filing of the same with the City Clerk (as required by Chapter 652, Sections 12, 13 and 13A), the Fourth Report and Decision Amendment shall not be effective unless and until the new or amendment to the 6A Contract and the new Regulatory Agreement are executed by the respective parties and original counterparts of the documents are filed with the City Clerk.

F. Report and Decision. All provisions of the Amended Report and Decision not specifically amended, revised by or inconsistent with, this Fourth Report and Decision Amendment, shall remain in full force and effect.

G. Authorization to Execute Documents. The Authority's Director is hereby authorized to execute, in the name and on behalf of the Authority, the Regulatory Agreement and any and all agreements, instruments or documents required or authorized by this Fourth Report and Decision Amendment including without limitation any estoppel certificate or like instruments to and for governmental bodies, lenders or other interested parties, at this discretion, that confirm matters covered by this Fourth Report and Decision Amendment.

H. Severability. In the event any provisions of this Fourth Report and Decision Amendment shall be held to be invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provisions thereof, or of the Amended Report and Decision.

March 18, 2010

Honorable Thomas M. Menino  
Mayor of Boston  
One City Hall Square  
Boston, Massachusetts 02201

SUBJECT: FOURTH AMENDMENT TO REPORT AND DECISION ON THE TRANSFER OF THE MEDICAL AREA TOTAL ENERGY PLANT CHAPTER 121A PROJECT BY MEDICAL AREA TOTAL ENEREGY PLANT, Inc. TO MATEP LIMITED PARTNERSHIP

Dear Mayor Menino:

At the regular meeting of March 16, 2010, the Boston Redevelopment Authority (the "Authority") approved and adopted a document entitled "AMENDMENT TO REPORT AND DECISION ON THE APPLICATION TO ACQUIRE THE MATEP CHAPTER 121 A PROJECT BY MAYFLOWER ENERGY HOLDINGS LLC, ON BEHALF OF MATEP LIMITED PARTNERSHIP UNDER CHAPTER 121A OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS AND CHAPTER 652 OF THE ACTS OF 1960, EACH AS AMENDED". The adoption of this document constitutes approval by the Authority.

Enclosed herewith for your review are four copies of the "FOURTH REPORT AND DECISION AMENDMENT...". Attached to each copy of the Application is a Certificate of Vote executed by the Secretary.

Section 12 of Chapter 652 of the Acts of 1960 provides as follows: "...provided, however, that no vote of the Authority approving a project or any change therein, or making or amending any rule, regulation or standard therefor, shall be in force until approved by the Mayor of said City." Your approval pursuant to Section 12 is respectfully requested.

The Approval Form, which is attached to each set of the aforementioned documents, is in the form previously approved by the City of Boston Law Department.

If the vote of the Authority approving the "FOURTH REPORT AND DECISION AMENDMENT..." meets with your approval, please sign all four copies of the Approval Certificate, one copy of which I am required as Secretary to file with the City Clerk pursuant to Chapter 652 of the Acts of 1960.

Very truly yours,  
  
Brian P. Golden  
Executive Director/Secretary

Attachment