

EXHIBIT 10

TRANSPORTATION DEMAND MANAGEMENT (TDM) PLAN

MIDTOWN TRANSPORTATION DEMAND MANAGEMENT (TDM) PLAN NOVEMBER 2014

Project Description - DRAFT

The **midtown** development seeks to fulfill the Portland planning vision by constructing an urban mixed-use development adjacent to the downtown of Portland. A transformative project, **midtown** seeks to realize and redevelop former industrial sites into a vibrant and urban residential community. The overall project is anticipated to provide about 750 units of residential housing, 100,000 s.f. of retail space, and parking garages to park as many as 1120 vehicles. The design proposes a new neighborhood from Pearl to Elm Streets, and maintains and enhances the adjacent Bayside Trail with stores and pocket parklets along the length.

The master plan for **midtown** will be constructed in three Phases. Phase One is comprised of a 165' high residential tower containing over 40,000 to 45,000 s.f. of retail space on the ground level and about 200 residential units located at the corner of Somerset and extended on Pearl Street, and a 700 space parking garage. The ground floor retail will wrap the buildings. Phase Two is located fronting Somerset Street from Chestnut to Elm Streets and includes two 165' high residential towers for about 370 residential units containing about 45,000 s.f. of retail space over retail podiums with a 420 space parking garage over ground floor retail. Phase 3 will be a 165' high stand-alone 180 unit residential building* condominium above between 10,000 to 15,000 s.f. of retail space located between Elm Street and the trail.

The Federated Companies development team has worked with the City's planning staff and Planning Board to develop the concept for **midtown**. The proposal concentrates development into four towers designed to enhance the City's existing skyline and to preserve prominent views and view corridors to and from City Hall and Portland's Downtown. Similarly, locations of building setbacks and step-backs have been carefully considered to both respect existing zoning ordinances and maintain a vibrant public streetscape, full of natural light and street-level activity. **Midtown's** streetscape has been planned to accommodate new stores and cafés, pedestrian circulation, street trees and parallel parking along Somerset Street. Most importantly, the plan proposes pedestrian walkways that connect Somerset Street to the Bayside Trail. These include a mews located between **midtown 1** and Parking Garage 1, and enhancements to Chestnut Street.

In total, midtown will be a catalyst for the Bayside neighborhood, bringing approximately 100,000 s.f. of retail, and new residents to the heart of the Bayside district with the first phase anticipated to be completed in 2015 along Chestnut Street.

As part of **midtown's** approvals, the City of Portland will require the creation and issuance of a Transportation Demand Management (TDM) Plan. What follows is a Transportation Demand Management Plan that addresses the City's sustainability goals by outlining and committing to a series of measures that encourage and promote bicycling, walking, carpooling, and use of public transit.

Given both the scope of this mixed-use project, and the necessity of having buy-in from prospective tenants, the proposal that follows contemplates a two-tiered approach to the TDM, consisting of:

First Tier – Macro TDM: Consists of an overall approach to TDM for **midtown** including:

- TDM Goals and Methodologies
- **Implementation**
- **Staffing**
- Monitoring and Assessment
- Tenant Specifics Plan

Second Tier – Micro TDM(s): Consists of tenant-specific plans, the “framework” of which is articulated in the Macro TDM but which are to be more fully elaborated in dialogue with **midtown’s** respective tenants (namely, residents, retailers, and parking garage operators). Each of these tenants will have different constituencies with varying travel patterns and habits and will thus require different approaches, which must be well orchestrated. Although it is not practicable to outline these plans in substantive detail until more formal agreements with tenants are in place, it is important to stress that tenants are expected to be active participants in the overall TDM goals and measures elaborated here, and to take active roles in defining their own mechanisms for participating in these goals; this expectation will be outlined in lease arrangements with tenants.

In its utilization of this tiered approach (“macro” and “micro”), the proposed framework effectively functions as a project-wide Transportation Management Association, linking the various residents, retailers, and neighborhood in general, in a set of shared strategies, to be coordinated by the TDM Coordinator, of which is described more below.

The **midtown** development will be a major multi use project that will allow tenants to live, work, and/or shop onsite, eliminating the need for daily vehicle travel. In addition, the development’s approach to TDM represents a significant opportunity to reduce the number of Single Occupant Vehicles (SOVs) in the area.

Proximity to Transit

The Bayside area is currently served by the following transit services:

- Ø Metro Route #8: Portland METRO provides the Portland Peninsula loop service that includes the #8 route that has two bus stops on Marginal Way (northbound) and two bus tops on Somerset Street (southbound). This service route passes by the Forest Avenue Hannaford, Congress Street, the Casco Bay Ferry Terminal, Maine Medical Center, Mercy Hospital, and Portland’s West End neighborhood. Additional connections to additional locations throughout the City can be made using other Metro routes including the Portland Transportation Center, Maine Mall, Forest Avenue, North Deering, Westbrook, and Falmouth.

In addition to Metro service, Bayside is 2 miles from the Portland Transportation Center that hosts the following services:

- Ø Downeaster (AMTRAK): This intercity passenger rail service provides connections from Portland to Saco, Old Orchard Beach, and other southerly stops including Boston’s North Station. The service also connects northerly to Freeport and Brunswick, providing a direct link to the Maine Eastern Railroad, which provides seasonal service as far as Rockland in 2012. The service currently runs five round trips to and from North Station and three trips to/from Brunswick.
- Ø Concord Coach (Formerly Concord Trailways): This intercity bus service provides non-stop service to South Station in Boston, and northerly both to Augusta and Bangor, Maine, as well as the mid coast region. During the day, buses arrive and depart about once per hour. This service allows for connections to various intercity buses, Amtrak and MBTA commuter rail services at South Station, as well as direct connections to all terminals at Boston’s Logan International Airport. In addition, the Bangor bus allows for a connection to the Cyr Bus service, providing a once-daily connection to several destinations in Aroostook County.

Given its adjacency to these amenities, **midtown** is uniquely suited to take advantage of non-motorized vehicle trips, especially transit trips.

Purpose of Plan

The City of Portland requires the creation of a Transportation Demand Management Plan for all projects in excess of 50,000 square feet, or with 100 or more employees or students. The **midtown** development meets both of these criteria. A TDM Plan is key to maximizing the synergies between the project and the transit modes (existing and not yet existing) adjacent to it.

To this end, the objectives of the **midtown** TDM Plan are:

- Ø Make maximum use of existing transit infrastructure adjacent to the project
- Ø Propose partnerships with the City, Metro, MDOT and others aimed at increasing transit opportunities and, in the words of MDOT, contribute to providing “a safe, efficient and reliable transportation system that supports economic opportunity and quality of life”.
- Ø Reduce peak hour trip impacts to, and the effects of traffic congestion upon, adjacent roadway infrastructure
- Ø Reduce the amount of needed parking on-site
- Ø Encourage healthy activities such as biking, kayaking, and walking among **midtown** residents and visitors

It is important to note that this Plan should not be viewed as a series of fixed strategies. Rather it is a living document intended to be reviewed and updated on a regular basis as the midtown operators work with tenants to address changes in local transportation patterns, preferences, and prices; by means of effective coordination, goal-setting, and goal-monitoring measures **midtown** will endeavor to reach the goals articulated in this Plan in a way that is not financially or operationally burdensome to the tenants who ultimately must support the Plan. Ultimately, the goal will be to make significant reductions in peak hour single-occupancy vehicle (SOV) activity on the local street network as well as the need for on-site parking in a way that is financially and operationally sustainable for all concerned.

Employee Transportation Coordinator (TDM Coordinator)

The **midtown** developer will employ a TDM Coordinator, charged with coordinating the TDM plan. The TDM coordinator will liaise with resident representatives as well as the retailer/shop owners in order to create an effective overall approach to the following goals:

- Ø Coordinate and promote rideshare opportunities
- Ø Coordinate and promote the use of the following alternatives to SOV travel:
 - METRO
 - AMTRAK
 - Concord Coach and other bus lines as may be applicable
 - U Car Share
 - Car rental companies
 - Bicycle rentals
- Ø Monitoring parking usage in conjunction with parking facility management
- Ø Encouraging the greater use of bicycling, walking, and bus-based transit
- Ø Overseeing ongoing monitoring and updating of the plan
- Ø Convening a committee, ideally comprised of decision-makers representing each of the tenants/users in **midtown**, who will assist the coordinator in TDM planning and assessment
- Ø Filing annual reports with the City

The TDM Coordinator will work with tenants at the MICRO TDM level to explore how to create effective partnerships and incentive packages with AMTRAK, Concord Coach, and METRO; the Coordinator will liaise with tenants and help them identify strategies such as incentives (free or subsidized bus passes for tenants and employees, gift coupons or periodic prize drawings to foster use of alternative modes) and how to establish subsidies and payroll deductions for employee transit passes where this is appropriate for a retail tenant.

Surveys – Employees

Six months after initial occupancy of the **midtown** facilities, and annually thereafter, **midtown** residents and retail employees will be surveyed regarding their transportation choices such as automobile/bicycle/ motorcycle-scooter ownership, parking demand, and the frequency of trips using bicycling, walking, U Car Share, carpool/vanpool, and the bus. The survey will follow the format of the “TDM2go Employee Survey”, a copy of which is attached hereto, but may be expanded from time to time by the TDM Coordinator. The surveys will be conducted to determine:

- Ø Mode of travel to and from work (car/carpool/biking/walking/bus)
- Ø Preferences or concerns with mode of travel
- Ø The flexibility and receptivity of employees and residents to utilize various travel modes to access **midtown** (and, crucially, to ascertain whether individuals make use of multiple modes during the course of a given year, or a given season)

Various questions will be created in the survey to determine which measures will encourage increased use of transit, for example, either via costs for parking or stronger subsidies of METRO passes, etc. The TDM Coordinator may seek to partner with the academic and/or the public sector, and public funding, to increase the efficacy of these surveys and mine the information contained therein.

Surveys – Visitors

For visitors to **midtown**, surveys will also be included. These will be provided in the following manner:

- Ø With ticket receipt for parking garage users and retail visitors

The surveys will be conducted to determine:

- Ø Mode of travel to and from midtown (car/carpool/biking/walking/bus)
- Ø Preferences or concerns with mode of travel
- Ø The flexibility and receptivity of visitors to utilizing various travel modes to access **midtown** and the Bayside area in general

Surveys will need to be simple and convenient; they could be filled out in-store, or completed with a link on-line (such as Survey Monkey) to do it afterward. Various questions will be created in the survey to determine measures to encourage increased use of transit, for example, either via costs for parking or greater promotion of transit uses. The TDM Coordinator will work with the residents and retail tenants at the MICRO TDM level to determine what kinds of incentives could elicit consistent and engaged participation in these surveys.

Car Pooling and Sharing

Through various promotional strategies (flyers, email blasts, web updates, social media, and occasional gatherings), the midtown TDM Coordinator will make visitors, workers and guests aware of and encourage use of these services.

U Car Share/Rental Cars

Portland is one of 38 cities in the United States served by U Car Share. In Portland, the service currently provides four vehicles. These vehicles are available on an hourly or daily basis. It is recommended that the **midtown** team negotiate the use of two additional vehicles with U Car Share for visitors to use on an as-needed basis, as well as traditional rental cars. This will allow for the use of a car for certain trips, which can aid in a traveler to or from the **midtown** to choose transit for a mode. Information will be provided to residents, retail workers, and parking garage users. Following the first survey, additions to U Car Share may be made if residents or retail employees desire their use in significant numbers; U-Car share may be an attractive option for local residents who are employed by one of the various tenants at **midtown**.

- Ø Primary User: Residents and Employees
- Ø Responsibility: **midtown**

Education for Residents and Visitors

As discussed, **midtown's** TDM coordinator will provide transit route maps, schedules, and ticket information in packets for residents and visitors. There will also be a travel kiosk(s) in the residence towers offering interactive Google-based travel planning with various vehicular modes; in addition, maps, routes, and ticket information will be posted clearly in the entry areas in each residence tower and the retail spaces. The TDM coordinator will be available, in person and/or virtually, to assist residents, visitors and employees who have questions about travel tips and ideas.

- Ø Primary User: Residents and Employees
- Ø Responsibility: **midtown**

Submission of Monitoring Information/Updated TDM Plan

Based upon the results of the monitoring, the **midtown** team will update the TDM Plan and submit a draft plan to the City's TDM Manager for review and comments.

The primary goal would be to reduce residents, retail, employee and visitor SOV trips by at least 7 percent, which is the level identified in the project's Traffic Impact Study. This level is considered conservative and a greater reduction in SOV trips may be realized. An ultimate goal of greater than 10 percent will be established.

The secondary goal for the initial year will be to reduce the parking demand from the calculated demand, with additional annual reductions targeted, until parking demand is reduced by a minimum of seven percent. This aggregate targeted reduction shall also include individual targets, shared equally, for the following alternative modes: increase use of transit by residents,

retail, employees and visitors; increase carpooling and vanpooling by residents, retail, employees and visitors; and increase bicycle and pedestrian trips by residents and visitors until the overall goal of a 7-10% reduction is reached. The goal will be to achieve this overall 10% reduction by the end of the fifth operating year. At this point, it would be appropriate to reassess the ways in which the TDM plan should be recast in order to set additional goals for the sixth operating year and beyond. Each monitoring period will be accompanied by a parking count of **midtown's** facilities, in accordance with the methodology discussed in the parking count section.

An important responsibility for the TDM Coordinator will be to discuss future options as they become available with the City of Portland and GO MAINE, an organization charged with finding transportation options for the state.

Additional Transit Opportunities

The **midtown** development will generate substantial tax revenue that will be used by the City for transit funding and future opportunities. The **midtown** team looks forward to exploring and benefiting from these opportunities.

- Ø Primary User: Residents and Retail Employees
- Ø Responsibility: **midtown**

Scooter/Motorcycle Parking

Twenty spaces are recommended within the garages for this use, with the potential for more in the future. Those using scooters or motorcycles will also obtain a ticket to be matched with a specific space in the garages. These spaces may be subject to random compliance checks.

- Ø Primary User: Residents and Retail Employees
- Ø Responsibility: **midtown**

Bus Shelter

The **midtown** team is willing to locate a bus shelter on site, for those coming on and off the #8 Bus (discussed above), which will further encourage use of buses by residents, visitors and employees alike. Metro and the City need to establish the final Metro stop locations along Somerset Street.

Monitoring

Parking Counts

As part of its TDM Plan monitoring program, the **midtown** TDM Coordinator will oversee assessment of the use of its various operational components, starting one month after the opening of the first residential tower and annually thereafter. As one critical component of the

TDM program will be to reduce parking demand, the first part of each monitoring effort will include an hourly parking count of the facility from 11:00 AM to 11:00 PM on a weekday and a Saturday.

Timetable for Action Items

Action Item	Timeframe for Implementation
Provide update to City regarding progress on TDM plan implementation and status of TMA (“macro TDM”)	Fall 2015
Appoint/Confirm TDM Coordinator	6 months prior to opening of residential towers
Assemble “Micro TDM” plans with tenants and create TDM Packets; share complete TDM plan, including Micro-TDM targets and proposed monitoring, with City	Early 2019
TDM Plan Implementation/On-site Parking Monitoring	Assuming final occupancy
Assess success of first six months of TDM Program and Report to City on initial effectiveness	End of 2016
Submit Year Two TDM Program with needed modifications (and annually thereafter)	End of 2017

*Prepared by FST
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