29-K-1

300 Fore St.

Custom Hse. Sq.

Olympia Equity

logged

CITY OF PORTLAND, MAINE
DEVELOPMENT REVIEW APPLICATION
PLANNING DEPARTMENT PROCESSING FORM
Planning Copy

2005-0247
Application I. D. Number

11/9/2005
Application Date

Custom House Square
Project Name/Description

Olympia Equity Investors IVB, LLC
Applicant

280 Fore Street, Suite 202, Portland, ME 04101
Applicant's Mailing Address

Consultant/Agent

300 - 300 Fore Street, Portland, Maine
Address of Proposed Site

Applicant Ph: (207) 874-9990 Agent Fax:
Applicant or Agent Daytime Telephone, Fax

029 K001001
Assessor's Reference: Chart-Block-Lot

Proposed Development (check all that apply): ☑ New Building ☐ Building Addition ☐ Change Of Use ☐ Residential ☐ Office ☐ Retail ☐ Manufacturing ☐ Warehouse/Distribution ☐ Parking Lot ☐ Other (specify)

65,491 s.f.		B3
Proposed Building square Feet or # of Units	Acreage of Site	Zoning

Check Review Required:

☑ Site Plan (major/minor)	☐ Subdivision # of lots	☐ PAD Review	☐ 14-403 Streets Review
☐ Flood Hazard	☐ Shoreland	☐ HistoricPreservation	☐ DEP Local Certification
☐ Zoning Conditional Use (ZBA/PB)	☐ Zoning Variance		☐ Other

Fees Paid: Site Pla $1,000.00 Subdivision Engineer Review Date 11/15/2005

Planning Approval Status:

Reviewer

☐ **Approved** ☐ **Approved w/Conditions** See Attached ☐ **Denied**

Approval Date Approval Expiration Extension to ☐ Additional Sheets Attached

☐ OK to Issue Building Permit signature date

Performance Guarantee ☐ **Required*** ☐ **Not Required**

* No building permit may be issued until a performance guarantee has been submitted as indicated below

☐ Performance Guarantee Accepted	date	amount	expiration date
☐ Inspection Fee Paid	date	amount	
☐ Building Permit Issue	date		
☐ Performance Guarantee Reduced	date	remaining balance	signature
☐ Temporary Certificate of Occupancy	date	☐ Conditions (See Attached)	expiration date
☐ Final Inspection	date	signature	
☐ Certificate Of Occupancy	date		
☐ Performance Guarantee Released	date	signature	
☐ Defect Guarantee Submitted	submitted date	amount	expiration date
☐ Defect Guarantee Released	date	signature	

CITY OF PORTLAND, MAINE
PLANNING BOARD

April 18, 2006

Mr. Tim Levine
Olympia Equity Investors, IVB
280 Fore Street
Portland, Maine 04101

RE: 300 Fore Street, Custom House Square Office and Retail Project

Dear Mr. Levine:

On March 28, 2006, the Portland Planning Board acted upon Olympia Investors IV-B's applications for site plan and subdivision approval, traffic movement permit, and B-3 maximum setback waiver as follows:

A. B-3 Maximum Setback Waiver

In accordance with Site Plan standard 14-526, 16 (b) 2 – *Standards for increasing setback beyond street build-to line in the B-3 zone,* the Planning Board found that the introduction of increased building setbacks at the street level:

(a) Provides substantial and viable publicly accessible open space,

(b) Does not substantially detract from the prevailing street wall character,

(c) Does not detract from existing publicly accessible open space, and

(d) The area of setback is of high quality and character of design and is attractive to pedestrian activity,

and on that basis granted the B-3 maximum setback waiver as depicted on the applicant's site plan. **(6 to 0, Patterson absent)**

B. Traffic Movement Permit

The Planning Board found that the project is in conformance with the standards for granting a Traffic Movement Permit, subject to the following conditions of approval:

i. *That the applicant contributes $15,000 to the implementation of future improvements (including, but not limited to, signalization) at the Middle Street and India Street intersection. The monetary contribution shall be placed in an escrow account and if not used within ten years of the escrow agreement date, shall be returned to the applicant;*

ii. *That any change of the location of parking associated with 300 Fore Street from the site of the proposed Riverwalk, LLC parking garage, at the northwesterly corner of the intersection of Fore and Hancock Streets shall be communicated to the Planning Department, together with a revised and updated Traffic Study, and shall prompt review of the Traffic Movement permit by the Public Works Department and the Planning Authority; and*

iii. *That any change of the use or occupancy of the building proposed to be constructed at 300 Fore Street, which would require a change to the number of parking spaces utilized by the subject project, shall be communicated to the Planning Department, together with a revised and update Traffic Study, and shall prompt a review of the traffic movement permit by the Public Works Department and the Planning Authority.*

(6-0, Patterson absent)

C. **Site Plan**

That the plan is in conformance with the Site Plan Standards of the Land Use Code, subject to the following conditions of approval:

i. *That any additional or changed, proposed lighting and/or signage on the site be communicated to the Planning Department for Planning Authority, Zoning and/or Historic Preservation staff review and approval, as applicable;*

ii. *That a revised design for the alignment of curbing at the Custom House and Fore Streets intersection be submitted for Planning Authority and Public Works review and approval prior to the issuance of a building permit.*

iii. *That the applicant provide the following documents for the review and approval of City of Portland Corporation Counsel prior to the issuance of a building permit:*

   a. *Pedestrian easement granting public access to and use of the privately owned sidewalk located between the Fore Street right-of-way and the building;*
   b. *Final proposed condominium association documents for the development; and*

enclosed), and/or introduced into the record at the March 28, 2006, public hearing.

Please note the following provisions and requirements for all site plan approvals:

1. Where submission drawings are available in electronic form, the applicant shall submit any available electronic Autocad files (*.dwg), release 14 or greater, with seven (7) sets of the final plans.

2. A performance guarantee covering the site improvements as well as an inspection fee payment of 2.0% of the guarantee amount and 7 final sets of plans must be submitted to and approved by the Planning Division and Public Works prior to the release of the building permit. If you need to make any modifications to the approved site plan, you must submit a revised site plan for staff review and approval.

3. The site plan approval will be deemed to have expired unless work in the development has commenced within one (1) year of the approval or within a time period agreed upon in writing by the City and the applicant. Requests to extend approvals must be received before the expiration date.

4. A defect guarantee, consisting of 10% of the performance guarantee, must be posted before the performance guarantee will be released.

5. Prior to construction, a pre-construction meeting shall be held at the project site with the contractor, development review coordinator, Public Work's representative and owner to review the construction schedule and critical aspects of the site work. At that time, the site/building contractor shall provide three (3) copies of a detailed construction schedule to the attending City representatives. It shall be the contractor's responsibility to arrange a mutually agreeable time for the pre-construction meeting.

6. If work will occur within the public right-of-way such as utilities, curb, sidewalk and driveway construction, a street opening permit(s) is required for your site. Please contact Carol Merritt at 874-8300, ext. 8828. (Only excavators licensed by the City of Portland are eligible.)

The Development Review Coordinator must be notified five (5) working days prior to date required for final site inspection. The Development Review Coordinator can be reached at the Planning Division at 874-8632. Please make allowances for completion of site plan requirements determined to be incomplete or defective during the inspection. This is essential as all site plan requirements must be completed and approved by the Development Review Coordinator prior to issuance of a Certificate of Occupancy. Please schedule any property closing with these requirements in mind.

If there are any questions, please contact Bill Needelman, Senior Planner, at 874-8722.

c. *Cross easements between the subject property and 85 Commercial Street for emergency and utility access and maintenance.*

iv. *That site plan approval of the location and minimum amount of vehicular parking required for the development (a minimum of 123 spaces) is directly linked to the specific occupants identified by the applicant at the March 28, 2006, public hearing of the Planning Board (namely CIEE, Inc, for office use of floors 2, 3, 4, 5 and the basement, and OEI IV-B, LLC, for restaurant/retail use of floor 1). If at any time (a) either occupant changes, (b) any portion of the building is sold, subleased, or further divided, or (c) there is any intensification of any use of the building, such change shall, within 60 days, be communicated by or on behalf of the applicant or its successor in interest to the Planning Authority and shall prompt and require an amendment of the parking component of the site plan approval;*

v. *The Site Plan is approved for a minimum of 123 spaces to be located on the property owned by Riverwalk, LLC either within the Longfellow Garage or surface spaces in the vicinity of India Street, Middle Street, Hancock Street and Fore Street. No occupancy permits for the subject project shall be issued prior to the applicant's exercising its rights to lease a minimum of 123 parking spaces owned by Riverwalk, LLC. at this location. It is also required that the applicant make a specific documentation identifying the parking property lease, and the applicant shall provide an inventory of parking spaces on the Riverwalk site and their current use and availability.*

In the event spaces within or at the site of the Longfellow Garage are not yet available as of the completion of the subject project, the applicant shall provide proof of alternative temporary parking arrangements (not to exceed one year) for the review and approval of the Planning Authority at such time.

vi. *That the applicant makes a financial contribution for improvements to the southerly sidewalk along Fore Street between India Street and Franklin Arterial. The amount of the contribution shall cover 25% of the cost of improvements up to $15,000. The contribution shall be held in escrow and returned to the applicant if not used within 10 years. If the location of the project parking changes from the site of the Longfellow Garage, the need for the contribution shall be reassessed by the Public Works Department and the Planning Authority if the project parking location changes prior to spending funds on the Fore Street sidewalk.*

(5 to 1, Silk opposed, Patterson absent)

The approval is based upon and limited to the site plan and information relating to the City of Portland site plan, subdivision, and related standards set forth in Planning Report #20-06 (copy

CITY OF PORTLAND, MAINE
SITE PLAN CHECKLIST

If a provision is not applicable, put "NA"

Exhibit 1. Development Description

1.0 A. Narrative
- 1. Objectives and details
- 2. Total land area
- 3. Total floor area

1.1 B. Easements/Right-of-Way Statement
- 1. Location of existing
- 2. Location of proposed

1.2 C. Natural Resources
- 1. NRPA setbacks

1.3 D. Subsurface Conditions
- 1. USDA Medium Intensity Soils Statement (N/A)
- 2. National Wetland Inventory Statement (Refer to 1.2)

1.4 E. Infrastructure
- 1. Sewer Availability
- 2. Water Availability
- 3. Right-of-Way

1.5 F. Construction Plan
- 1. Outline of construction sequence
- 2. Dates

1.6 G. Figures, Plates and Drawings

Exhibit 2. Title, Right or Interest (copy of document)

2.0 A. Narrative

Exhibit 3. Financial Capacity

3.0 A. Estimated costs

B. Financing

Att. A 1. Letter of commitment to fund

2. Self-financing

N/A a. Annual report

N/A b. Bank statement

Exhibit 4. Technical Ability (description)

4.0 A. Prior experience (statement)

N/A B. Personnel (documents)

5.0 **Exhibit 5. Unusual Natural Areas, Wildlife and Fisheries and Archaeological Sites**

6.0 **Exhibit 6. Review Criteria for Site Plan Approval**

Exhibit 7. Solid Waste

7.0 A. Narrative

7.1 B. Solid wastes during construction

7.2 C. Solid wastes during operation of development

Exhibit 8. Surface Drainage and Runoff

8.0 A. Introduction

8.1 1. Existing conditions

8.2 2. Proposed conditions

8.3 3. Stormwater runoff analysis

8.4 4. Conclusion

9.0 Exhibit 9. Temporary and Permanent Erosion and Sediment Control

10.0 Exhibit 10. Landscape Plan

EXHIBIT 1

DEVELOPMENT DESCRIPTION

1.0 Overview

Olympia Equity Investors IV-B, LLC ("OEI IV-B") is intending to develop a multi-story office complex totaling **68,836** square feet at the corner of Fore Street and Custom House Street. Currently the site consists of a loading area, an external ATM and a single and two-story concrete block structure. The concrete block building will be razed; the existing ATM and electrical transformer will be relocated to the new building and underground respectively. However, this project will not involve resetting the stone or doing any rebuild work on Custom House Street.

This proposed building will directly abut the Fore Street restaurant/Standard Baking Company building from the west and will be situated east of the U.S. Customs House. The proposed building will adjoin with the W.L. Blake building. The proposed building will be located on a ~~23,887~~ 12,486 square foot lot, identified on Chart 29, Block K, and Lot 1 of the City of Portland Assessor's maps. This lot is located in the B-3 Downtown Business Zone for which office buildings are a permitted use.

The proposed building use will primarily be for business on the upper floors, though the basement level and first floor are likely to consist of limited Assembly and Mercantile and retail space. The proposed building will be less than 100,000 square feet and therefore no loading bay will be required. The dimensional requirements of the B-3 zone do not burden the development; there is no minimum lot size, no minimum yard dimensions and lot coverage of up to 100% is allowable. The proposed development will conform to the dimensional requirements of the B-3 zone.

A portion of the proposed building, along the Fore Street and Custom House Street intersection, will not be within 5 feet of the property line as required. The reason for this is further discussed in Section 6.16. City Staff have indicated that this provision should not hinder the proposed development, as the Planning Board may grant a waiver of this provision. It is the intent of the applicant to develop the building as depicted on the proposed site plans and request a waiver from the 5 foot property line provision.

1.1 Existing and Proposed Easements/Rights-of-Way

Refer to executive summary prepared by Pierce Atwood, included in Attachment A of this Exhibit. Certain pedestrian easements will be conveyed to the City of Portland in areas where the proposed sidewalk will extend onto the adjacent property owned by Olympia Equity Investors IV, LLC ("OEI IV").

1.2 Natural Resources

There are no known natural resource areas that would be affected by the proposed development within the project vicinity. No setbacks regulated under the Natural Resources Protection Act (NRPA) are applicable to this proposed development.

1.3 Subsurface Conditions

Subsurface conditions are being extensively evaluated as part of a Geotechnical boring program conducted by S.W. Cole Engineering. It is anticipated that the proposed building will be founded on a "pile" support system, similar to the renovation of the W.L. Blake building, which will adjoin this structure.

An intensive testing and monitoring program will be implemented during the pile driving and foundation phases of construction.

1.4 Infrastructure

The existing 15-inch combined sewer in Fore Street will provide sanitary sewer service to the proposed building, while an existing 8-inch water main in Custom House Street will provide water for domestic use and fire protection. Proposed electrical service to the building will be provided via an underground feed from a subsurface transformer. Final transformer location will be coordinated with Central Maine Power. The proposed development will include the following infrastructure modifications, as shown on the accompanying plan set:

- Construction of new brick sidewalks and granite curbing along Fore Street.
- Closure of an existing 24-foot ingress/egress access drive onto Custom House Street.
- Construction of a new building totaling approximately **68,836** square feet.
- Construction of several new sidewalks that will interconnect the parking and building spaces.

1.5 Construction Plan

Table 1.1 – The proposed schedule developed for this project is as follows:

Item	Site Work	Buildings
Local Site Plan	December 2005	November 2005
Start Construction	April 2006	April 2006
Complete Site Work	May 2006	---
Complete Building	---	May 2007
Building Occupancy	---	May 2007

1.6 Figures, Plates and Drawings

Figure	Description
1	USGS Location Map
2	Zoning Map
3	Tax Assessor's Map

Plan Sheets	Description
1	Cover Sheet
2	General Notes, Index and Legend
3	Existing Conditions Plan
4	Site Layout and Utility Plan
5	Grading & Drainage Plan
6	Miscellaneous Details
7	Boundary Survey

ATTACHMENT A

Executive Summary

Prepared by Pierce Atwood

PIERCE ATWOOD

ATTORNEYS AT LAW

MEMORANDUM

TO: James Brady & Timothy Levine
Olympia Equity Investors

FROM: DCKeeler

RE: Custom House Square Condominium

DATE: November 10, 2005

The purpose of this Memorandum is to set forth the general structure for a condominium regime to be created in connection with the Custom House Square development. The current state of affairs is that Olympia Equity Investors IV LLC owns the parcel bounded on three sides by Fore Street, Custom House Street and Commercial Street. There are existing buildings on the Commercial Street side of the property, commonly referred to as the Blake Building. The Fore Street side of the property is currently occupied by storage buildings and a garage. The proposal is to remove the storage buildings and garage and construct a new office and retail building on the portion of the parcel fronting on Fore Street. The new structure would be known as Custom House Square. Custom House Square would be structured as a condominium, which would allow the sale of portions of the building. The owner of the Custom House Square building would be different from the owner of the Blake Building, both initially and ultimately through resale.

It is currently contemplated that the Custom House Square would be what is commonly referred to as a "leasehold condominium." This would be set up such that the ownership of the ground underlying Custom House Square and the Blake Building would be in the same entity, although the owner of the Custom House Square building and the Blake Building would be different. The owner of the ground will lease that portion of the parcel on which Custom House Square is to be constructed to Olympia Equity Investors IV-B LLC. The Ground Lease will be for an extended term (99 years), with the possibility of future extensions. Olympia Equity Investors IV-B LLC, as the tenant under the Ground Lease, will be the declarant of the Custom House Square Condominium and initially will be the owner of the Units created thereby. The Landlord under the Ground Lease, as well as any lenders having an interest in the property, would join in the Declaration as required by the statute. The tenant's interest created by the Ground Lease would be part of the condominium. The Maine Condominium Act permits leasehold condominiums.

One Monument Square

Portland, Maine
04101-1110

VOICE
207.791.1100

FAX
207.791.1350

E-MAIL
info@pierceatwood.com

WEB SITE
www.pierceatwood.com

There are examples and precedents for leasehold condominiums in the City of Portland, such as the Casco Bay Garage on Commercial Street.

Custom House Square would consist of separate condominium units. The number and configuration of the units still need to be determined based on end user requirements and market conditions. Under the Maine Condominium Act, a Condominium Association would be formed. Although the Association does not own any of the real property, it is charged under the Statute and under the Condominium Declaration for maintaining all of the common areas and enforcing any of the restrictions imposed under the Declaration. Each of the unit owners at Custom House Square would be a member of the Association. The Association would have enforcement rights, including the right to lien a unit, if any unit owner does not pay its share of expenses. A Condominium Association is a standard non-profit corporation and would be set up under Title 13-B of the Maine Corporation Act.

EXHIBIT 2

TITLE, RIGHT AND INTEREST

2.0 Overview

OEI IV owns the proposed development parcel. OEI IV-B will lease the proposed development parcel from OEI IV. A copy of the warranty deed for the OEI IV parcel is included as Attachment A of this Exhibit. A copy of the Agreement to Lease between OEI IV and OEI IV-B with respect to the proposed development parcel is attached as Attachment B of this Exhibit.

ATTACHMENT A

Copy of Warranty Deed

002764 BK15495PG121

WARRANTY DEED
(Maine Statutory Short Form)

KNOW ALL PERSONS BY THESE PRESENTS, that WLB HOLDING COMPANY, a Maine corporation, with a place of business in Portland, County of Cumberland and State of Maine, for consideration paid, grants to OLYMPIA EQUITY INVESTORS IV, LLC, a Maine limited liability company, whose mailing address is 500 Main Street, Bangor, Maine, with WARRANTY COVENANTS, the land located in Portland, County of Cumberland and State of Maine, described as follows:

A certain lot or parcel of land situated on the northwesterly side of Commercial Street in Portland in Cumberland County, State of Maine bounded and described as follows:

Beginning at a capped 3/4 inch rebar, numbered 492, set in the ground at the intersection of the northwesterly line of Commercial Street, so called, with the northeasterly line of Custom House Street, so called, thence,

North 49° 34' 54" West along the northeasterly line of said Custom House Street, a distance of 173.94 feet to a railroad spike set in the ground in the southeasterly line of Fore Street, so called, thence;

North 28° 09' 02 " East along the southeasterly line of said Fore Street, a distance of 21.27 feet to a railroad spike set in the ground at an angle in said street, thence;

North 18° 36' 32" East along the southeasterly line of said Fore Street, a distance of 109.82 feet to a capped 3/4 inch rebar, numbered 492, set in the ground at the westerly corner of land conveyed to East Brown Cow Limited by Cumberland Oil Company by deed dated March 1, 1995 and recorded in the Registry of Deeds for Cumberland County in Book 11835, Page 088, thence;

South 50° 11' 54" East along the southwesterly line of said East Brown Cow Limited's land, a distance of 139.00 feet to the corner of the brick building on said parcel and at an angle in said line, thence;

South 49° 54' 24" East along the southwesterly line of said East Brown Cow Limited's land, a distance of 67.55 feet to the northwesterly line of said Commercial Street and at easterly corner of the granite column of foundation of said building, thence;

South 32° 53' 06" West along the northwesterly line of said Commercial Street, a distance of 75.62 feet to the southerly corner of the granite column of foundation of said building, thence;

South 37° 11' 06" West along the northwesterly line of said Commercial Street, a distance of 49.73 feet to the point of beginning.

Containing 23,528.43 square feet.

MAINE REAL ESTATE TAX PAID

BK15495PG122

Bearings are True North.

Being all of the same parcel of land conveyed to William L. Blake and George M. Blake by Elias Thomas by deed dated October 19, 1901 and recorded in the Registry of Deeds for Cumberland County in Book 632, Page 53. The Grantor changed its name from W.L. Blake & Co. on December 3, 1998.

IN WITNESS WHEREOF, it, the said WLB HOLDING COMPANY, has caused this instrument to be signed and sealed in its corporate name by Joyce G. Poulin, its Vice President, thereunto duly authorized, this 25th day of May, 2000.

WITNESS:

WLB HOLDING COMPANY

By: Joyce G. Poulin
Its Vice President

STATE OF MAINE
COUNTY OF CUMBERLAND, ss. May 25, 2000

Then personally appeared the above named Joyce G. Poulin, Vice President of said Corporation, as aforesaid, and acknowledged the foregoing instrument to be her free act and deed in her said capacity and the free act and deed of said Corporation.

Before me,

Attorney-at-Law
Walter E. Webber

RECEIVED
RECORDED REGISTRY OF DEEDS
2000 MAY 26 PM 3:53
CUMBERLAND COUNTY
John B O'Brien

ATTACHMENT B

Copy of Agreement to Lease

AGREEMENT TO LEASE

THIS AGREEMENT TO LEASE (this "Agreement"), made as of November 8, 2005 (the "Effective Date"), is by and between **OLYMPIA EQUITY INVESTORS IV, LLC**, a Maine limited liability company with a place of business in Portland, Maine ("Landlord") and **OLYMPIA EQUITY INVESTORS IV-B, LLC**, a Maine limited liability company with a place of business in said Portland ("Tenant"), WHO AGREE AS FOLLOWS:

1. **PRELIMINARY RECITALS.** Landlord is the owner of a certain parcel of land situated in Portland, Cumberland County, Maine, as more particularly described in that certain deed to Landlord dated March 1, 1995 and recorded in the Cumberland County Registry of Deeds in Book 11905, Page 089 (the "Property"). Upon the satisfaction of certain conditions as more particularly set forth herein, Tenant desires to ground lease a portion of the Property identified on the plan attached hereto as **SCHEDULE A** and designated thereon as the "Premises". Tenant intends to construct upon the Premises a multi-story office/retail complex totaling approximately 66,000 square feet (the "Project").

2. **AGREEMENT TO LEASE.** In consideration of Tenant's undertakings and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Landlord and Tenant hereby agree to enter into a Ground Lease for the Premises. The parties shall use their reasonable good faith and diligent efforts to agree upon a form of lease within ninety (90) days after the date hereof. The Lease shall include (i) the terms and conditions set forth on **SCHEDULE B** attached hereto and incorporated herein (the *"Basic Terms"),* (ii) such other terms and conditions, not inconsistent with the Basic Terms, as are customarily included in a commercial ground lease for a in-town office/retail building, subject, however, to the terms and conditions set forth in this Agreement.

3. **TENANT'S LEASE CONDITIONS.** This Agreement and the obligations of Landlord and Tenant hereunder are contingent upon satisfaction of the conditions described in Subsections (a) through (c) of this Section 3 (the "Lease Conditions").

(a) Environmental and Engineering Condition. During the sixty (60) day period following the execution of this Agreement (the "Inspection Period"), Tenant shall have the right, at its expense, to obtain such engineering studies, subsurface tests, test borings, geotechnical studies, water surveys, percolation tests, topographical surveys, utility surveys, sewage disposal surveys, drainage determinations, building inspections and testing, utility surveys, tests for Hazardous Materials, including asbestos tests, test pits and ground water sampling and/or monitoring wells if Tenant shall so desire, and such other tests and assessments as Tenant shall desire (collectively, "Engineering Studies") to determine whether the Premises are suitable for the construction and operation of the Project at a reasonable cost. The results of all Engineering Studies must be acceptable to Tenant, in Tenant's sole discretion. Any Engineering Studies that Tenant shall elect to undertake shall be performed at Tenant's expense. From and after the date of execution of this Agreement, Tenant, its agents, servants and authorized independent contractors shall have a right of entry onto the Premises in order to perform the Engineering Studies, provided that Tenant agrees to restore any material damage caused by such entry.

(b) Title Condition. Tenant, at its expense, shall have the right to obtain a commitment of leasehold title insurance from a title insurance company acceptable to Tenant with respect to the Premises. Tenant's obligations under this Agreement shall be contingent upon Tenant being satisfied, in its good faith judgment, that there are no liens, restrictions, encumbrances or defects in Landlord's title to the Premises. The condition set forth in this paragraph shall be deemed satisfied when Tenant shall have given Landlord written notice that Tenant has received a satisfactory title insurance commitment; provided, however, that (i) if after satisfaction of the Title Condition set forth in this subsection, Tenant shall discover any lien, restriction, defect or other encumbrance arising after the date of Tenant's title insurance commitment or not appearing in such commitment, Tenant shall be permitted to withdraw such notice and the Lease Condition set forth in this subsection shall not be deemed satisfied, and (ii) neither Tenant's obtaining such title insurance commitment nor Tenant's giving such notice shall result in a waiver by Tenant of any of Landlord's obligations, warranties, covenants or agreements under this Agreement or the Lease. If the Premises are subject to any mortgage, deed of trust or other instruments creating a lien upon the Premises that was granted or assumed by Landlord and affecting the Premises (a "Mortgage"), then promptly following the execution of this Agreement, Landlord shall commence and thereafter diligently pursue reasonable efforts to obtain a discharge or release of such Mortgage.

(c) Project Approvals Condition. Tenant's obligations under this Agreement shall be contingent upon Tenant having obtained the Project Approvals as described in Section 4 below. The condition set forth in this paragraph shall be deemed satisfied when Tenant shall have given Landlord written notice that Tenant has obtained the Project Approvals. Tenant shall be deemed to have "obtained" the Project Approvals only (i) after Tenant has obtained all necessary Project Approvals, they are not subject to any challenge or appeal and all periods within which any such challenge or appeal may be made have expired, and (ii) if said Approvals contain no conditions or requirements unacceptable to Tenant.

4. **PERMITTING CONDITION.** Tenant shall have a period of twelve (12) months following the date of this Agreement (the "Permitting Period") to obtain, at its sole cost and expense, all zoning changes and variances, environmental and land use permits, and all other governmental licenses, permits and approvals that shall be necessary for the construction and operation of the Project (collectively, the "Project Approvals"); provided, however, that if Tenant shall be pursuing the Project Approvals with reasonable diligence at the end of the Permitting Period, Tenant shall have the right to extend the Permitting Period for an additional period (not to exceed six (6) months) as necessary to obtain the Project Approvals. Landlord and Tenant shall use their best efforts to cooperate in any and all applications, proceedings and appeals relating to the Project Approvals.

5. **CLOSING.** The consummation of the transaction contemplated hereunder (the "Closing") shall take place at the office of Tenant or Tenant's counsel or in escrow through the offices of Tenant's title agent or other mutually acceptable escrow agent. The Closing shall take place on the first business day (the "Closing Date") that is at least thirty (30) days after the date Tenant obtains all of the Project Approvals as provided in Section 4, provided that all Lease

Agreement may not be modified, except by a written agreement signed by all of the parties. Upon request of Tenant, Landlord agrees to execute a memorandum of this Agreement for recording in the public records.

(b) This Agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, administrators, successors, successors in interest and assigns.

(c) No written waiver by any party at any time of any breach of any provision of this Agreement shall be deemed a waiver of a breach of any other provision herein or a consent to any subsequent breach of the same or any other provisions. If any action by any party shall require the consent or approval of another party, such consent or approval of such action on any occasion shall not be deemed a consent to or approval of such action on any subsequent occasion or a consent to or approval of any other action on the same or any subsequent occasion.

(d) This Agreement shall be governed by and interpreted in accordance with the laws of the State of Maine.

(e) This Agreement may be executed in any number of original counterparts, all of which evidence only one agreement and only one of which need be produced for any purpose.

IN WITNESS WHEREOF, the Landlord and Tenant have executed this Agreement as of the day and year first above set forth.

WITNESS:

LANDLORD:

OLYMPIA EQUITY INVESTORS IV, LLC, a Maine limited liability company

By: _____
Print Name: Kevin Mahaney
Its: CEO

WITNESS:

TENANT:

OLYMPIA EQUITY INVESTORS IV-B, LLC, a Maine limited liability company

By: _____
Print Name: Kevin Mahaney
Its: CEO

SCHEDULE A

PLAN OF PREMISES

[See Attached]

RR TIES
WOOD STEPS AND WALK
OH
PLANTER
(ABUTTING DEED)
S49°49'18"E 206.86'
17 SPACES
S49°54'24"E
67.55'
S50°11'54"E 130.50'
(DEED 139.00')
CORNER OF PLINTH IS LOT CORNER
2 STORY CONC. BLOCK
296-304 FORE STREET
PREMISES
5 STORY BRICK
S32°53'06"W 75.62'
BRICK
11 SPACES
COMMERCIAL STREET
(PAVED - VARIABLE WIDTH)
COBBLE STONE
RIM=109.85
CL INV=101.65
RIM=109.65
TRAR=105.65
TO WATER
FORE STREET
POWER 45' WIDE
1 STORY CONC. BLOCK
(DEED 109.8')
N28°36'52"E
(DEED 109.94')
SIGNS, LIGHTS, ALARM, EAVE OVERHANG
ON STREET LINE
7.1'
RIM=98.81
12"OUT=95.31
12"IN=95.41
73-93 COMMERCIAL ST
5 STORY STONE & METAL
SIGNS EAVE OVERHANG
(DEED 49.73')
S37°11'06"W 50.70'
RR SPIKE FND 0.5'
(DEED 191.00')
N28°17'35"E 91.27'
CONC. WALL
UGE
1-13 CUSTOM HOUSE ST
(DEED 173.94')
EAVE OVERHANGS
PLANTER
GUY
N49°34'54"W 173.90'
BRICK
PARKING METER (TYPICAL)
RIM=100.32
12"IN=95.92
12"IN=95.82
12"OUT=95.72
RIM=99.56
12"OUT=96.47
8"W
CUSTOM HOUSE STREET
COBBLE STONE 50' WIDE
PAVED
CONCRETE ISLAND
RIM=99.84
12"OUT=95.74
STONE FENCE

SCHEDULE B

BASIC LEASE TERMS

1. **Purpose:** For any lawful purpose, including the development, construction, installation, operation, maintenance, repair and removal of a commercial building.

2. **Term:** The initial term of the Lease shall beninety-nine (99) years. Tenant shall have the right to renew the Lease upon its expiration, for up to three (3) extension terms of ninety-nine (99) years each. In addition, Tenant shall have the right to terminate this Lease upon six (6) months prior written notice.

3. **Rent:** The base rent for the initial term shall be Five Hundred Thousand Dollars, which amount shall be paid in full upon the rent commencement date of the lease. Base Rent for each extension term shall be fair market value of the ground, unimproved and unencumbered by this Lease. Tenant shall be responsible for all costs associated with or arising out of the Leased Premises, including taxes and insurance.

4. **Assignment:** (a) Subject to the provisions of subsection (b) below, Tenant shall have the right to assign the Lease, provided that any such assignment shall be subject to Owner's consent, which consent shall not be unreasonably withheld, conditioned or delayed. The foregoing notwithstanding, no such consent shall be required in order for Tenant to assign this Lease to any investor or lender as collateral security or to any future assignment by such investor or lender, or any of their respective successors and assigns. Such lease shall contain standard leasehold mortgagee protection provisions.

(b) The parties acknowledge that Tenant intends to construct a building on the premises and to subject the building to a condominium regime. In connection therewith, Tenant will subject its leasehold interest in the Lease to the Condominium, whereupon it will become part of the common interest of the condominium and owned in common by the unit owners of the condominium. Upon the sale of any condominium unit, a proportionate interest in the leasehold estate shall be conveyed as an appurtenance to the unit. Landlord consents to such condominium regime and agrees to execute the condominium declaration evidencing such consent, whereupon there shall be no restrictions upon the assignability of the Lease.

5. **Default and Remedies:** The Lease shall contain agreed upon default provisions. Notwithstanding such provisions, or any default by Tenant or the condominium owners, the Lease shall not be terminable. Landlord's only remedy in the event of default shall be to sue for specific performance, or to exercise self help, as set forth more fully in the Lease.

EXHIBIT 3

FINANCIAL CAPACITY

3.0 Overview

TDBanknorth has prepared a letter of the applicant's ability to finance the project. A copy of the bank letter is included in Attachment A of this Exhibit.

ATTACHMENT A

Letter from TD Banknorth

Banknorth

TD Banknorth, N.A.
One Portland Square
P.O.Box 9540
Portland, ME 04112-9540
T: 207 761-8500
Toll Free: 800 462-3666
TDBanknorth.com

October 6, 2005

Lee Lowry
Planning Board
City of Portland
c/o Olympia Equity Investors
280 Fore Street, Suite 202
Portland, ME 04101

Re: Kevin Mahaney/Olympia Equity Investors IV B/Custom House Square

To Whom It May Concern:

This letter will confirm that, based on our preliminary due diligence and subject to our standard underwriting requirements, Kevin Mahaney/Olympia Equity Investors IV B/ Custom House Square, will have the financial capacity to complete the proposed development of a class A office building and the accompanying parking at 300 Fore Street, Portland, Maine. Please call me at 207-761-8783, should you have any questions.

Very truly yours,

Lawrence A. Wold
Senior Vice President

EXHIBIT 4

TECHNICAL ABILITY

4.0 Overview

The applicant has contracted the site development design work to DeLuca-Hoffman Associates, Inc., a civil engineering firm located in South Portland, Maine. DeLuca-Hoffman Associates, Inc. was founded in 1986 and has provided engineering services to private, industrial, commercial, municipal and governmental clients for the past 19 years.

PCI Architecture has been retained to complete the architectural designs; a final Contractor for the building construction has not yet been determined.

OEI IV-B, the developer of the project, is affiliated with the Olympia Development Company and the family of Olympia Companies, which have been recognized for successfully completing similar projects of this nature in the City of Portland. Examples of the projects include:

W.L. Blake Building Historic Renovation

42,000 Square Foot Renovation & 25,000 Square Foot Expansion

280 Fore Street

115,000 Square Foot Office Building

Hilton Garden Inn

Downtown 120-room Hotel

50 Sewall Street Medical Office Building

40,000 Square Foot Medical Office Building

EXHIBIT 5

UNUSUAL NATURAL AREAS, WILDLIFE AND FISHERIES HABITATS OR ARCHAEOLOGICAL SITES

5.0 Overview

The existing project site is currently completely developed and due to its current configuration and urban setting is devoid of any unusual natural areas, wildlife habitats or archaeological features.

EXHIBIT 6

REVIEW CRITERIA

City of Portland, Maine Standards
Requirements for Site Approval

6.1 Provisions for Traffic and Pedestrian Circulation Both On and Off The Site

The development proposal includes the construction of a new building and extensive sidewalk reconstruction along Fore Street. Pedestrian circulation will be addressed by new brick sidewalks along the building edges.

A Traffic Movement Permit will be required as part of the associated development. A formal submittal for a scoping session will be provided under separate cover and is anticipated to be acted upon in a concurrent timeline as the site plan review. Refer to Attachment D for a letter from Gorrill-Palmer Consulting Engineers, Inc., which provides some insight into the anticipated trip generation and distribution. This information is the baseline data to be included in the initial pieces of the Traffic Movement Permit.

6.2 Construction of New Structures and Parking Requirements

The proposed building construction will total **68,836** square feet. OEI IV-B intends to procure necessary parking through leasing spaces. Attachment A of this exhibit includes a letter of intent to lease the necessary parking spaces.

6.3 Impact of Bulk, Location or Height of Proposed Buildings and Structures on the Neighbors

The building will be located along the corner of Fore Street and Custom House Street. Surrounding development includes the US Custom House, the renovated W.L. Blake building and the Fore Street restaurant. The proposed building façade has been reviewed with and endorsed by the Historic Preservation Board (see Attachment E).

6.4 Impact on Value of Neighboring Property Due to Proposed Buildings

The proposed building will be similar in character to the abutting structure and should not negatively affect the values of adjacent structures. The proposed project is located in the B-3 zone in which office buildings are a permitted use.

6.5 Effect of Proposed Project on Public Utilities

The proposed project will not adversely affect the public utilities of the City of Portland. The proposed project will not substantially introduce additional flows to the sewer and storm drain systems. A request for an "Ability to Serve" letter was sent to the City of Portland Department of Public Works for the increased flows due to the building construction. To date a response has not been received, but it is not anticipated that there will be any issues with the availability of sanitary sewer service for the proposed development. A copy of this letter of request is included in Attachment B of this Exhibit.

A request for an "Ability to Serve" letter was sent to the Portland Water District for the increased flows due to the building construction. A response has been received, a copy of which is included as part of Attachment C of this Exhibit.

It is anticipated that all other utilities to the site will not be adversely affected by the proposed project. Central Maine Power is currently reviewing various options for potential relocation of electrical service and has indicated it has adequate facilities to accommodate the proposed development.

6.6 On-site Landscaping To Provide A Buffer With Neighboring Uses

Given the density of development and highly urbanized zoning, no landscaping is proposed to buffer the neighboring uses.

6.7 The Site Plan Minimizes, To The Extent Feasible, Any Disturbance or Destruction of Significant Vegetation

This provision is not applicable, as the site does not contain any significant vegetation.

6.8 Site Plan Does Not Create Any Significant Soil or Drainage Problems

The existing site is currently completely impervious and will remain so upon completion of the development, though certain areas of asphalt will be transformed to building. This will not create any significant soil or drainage problems.

6.9 Provision of Appropriate Exterior Lighting

The planned additional exterior lighting will not be hazardous to motorists traveling on adjacent streets, due to the setback of the development from these streets. The lighting proposed will be limited to pedestrian level street lighting along Fore Street only.

6.10 The Development Will Not Create Fire or Other Safety Hazards and Provides Adequate Access to the Site and to the Buildings on the Site for Emergency Vehicles

Although the horizontal alignment of Fore Street will be shifted slightly to accommodate the widened sidewalks, the vehicular access along the roadway network will not be altered and therefore, will not create any fire or safety hazards. Since the building envelope will encompass the entire site and the building will be proximately located to Fore Street and Custom House Street, adequate access will not be an issue.

6.11 The Proposed Development is Designed So As To Be Consistent with Off-Premises Infrastructure, Existing or Planned by the City of Portland

The project will not generate any increases to stormwater runoff and therefore will not impact the capacity of the City of Portland combined sewer system.

6.12 Pertaining to Industrial Development

N/A

6.13 Pertaining to Development in R-P Zone

N/A

6.14 Pertaining to Planned Unit Developments

N/A

6.15 Pertaining to Multi-Family Developments

N/A

6.16 Pertaining to Development in B-3 Zone

The proposed development is consistent with the zoning identified in the B-3 zone and does not conflict with the Bulk & Space or dimensional requirements of this zone, with the exception of the street build-to line provision. The proposed building will be sited approximately 8.35 feet at its further point along the intersection of Custom House Street and Fore Street. This does not meet the street build-to limitation, though this occurs for a very isolated portion of the site and is due to an irregularity in the geometry of the Fore Street right-of-way.

Section 14-220(c) provides a standard for 5-foot maximum setback for the street build-to line, although the Planning Board has the ability to waive this standard in lieu of an alternate dimension provided the requirements of Article V – Site Plan, Standards, Section 14-526 16(a) are met. This proposed development meets the provisions of paragraph 16 of Section 526. Further, subsection 2 of paragraph 16 provides the following:

> *"2. Standards for increasing setback beyond street build-to line: A proposed development may exceed maximum setbacks as required in section 14-220(c) only where the applicant demonstrates to the Planning Board that the introduction of increased building setbacks at the street level:*
>
> > *(a) Provides substantial and viable publicly accessible open space or other amenity at the street level that supports and reinforces pedestrian activity and interest. Such amenities may include without limitation plazas, outdoor eating spaces and cafes, or wider sidewalk circulation areas in locations of substantial pedestrian congestion;*
> >
> > *(b) Does not substantially detract from the prevailing street wall character by introducing such additional setback at critical building locations such as prominent form-defining corners, or create a sense of discontinuity in particularly consistent or continuous settings;*
> >
> > *(c) Does not detract from existing publicly accessible open space by creating an excessive amount of open space in one (1) area or by diminishing the viability or liveliness of that existing open space; and*

(d) The area of setback is of high quality and character of design and of acceptable orientation to solar access and wind impacts as to be attractive to pedestrian activity."

The proposed development as designed will meet the criteria of a-d. The location of the 3.35-foot extension of the setback is at a street corner where pedestrian traffic is likely to both turn the corner from Fore Street onto Custom House Street as well as cross Custom House Street. While the building location is more driven by the spatial dimension of the parcel, the irregularity of the Fore Street right-of-way in the location allows for the construction of a wider sidewalk, which will promote safe pedestrian access and avoid congestion.

6.17 The Applicant Has Submitted All Information Required By This Article and the Development Complies with all Applicable Provisions of this Code

The application compiled, addresses all provisions noted in this code to the best of our knowledge.

6.18 Proximity To Any Landmark, Historic District or Historic Landscape District

The proposed structure is a direct abutter the US Custom House, though no development restrictions adjacent to this landmark are in place. The proposed building has been reviewed and endorsed by the Historic Preservation Committee.

6.19 Pertaining to View Corridors

N/A

6.20 No Adverse Effect on Existing Natural Resources

No adverse effect on existing natural resources is anticipated from the proposed development.

6.21 Pertaining to Discharge to a Significant Groundwater Aquifer

According to the Portland quadrangle map of the Maine Geological Survey, there is no significant aquifer in the vicinity of the project location.

6.22 Pertaining to Signs

A sign is proposed for the new development. All provisions in regards to signage have been addressed according to the City code. The owner will be applying for a sign permit separate from this application.

6.23 Pertaining to Denial of Sign Under Exhibit 14-369.5

N/A

ATTACHMENT A

Parking Management Plan
Memorandum from Gorrill-Palmer

Memorandum

To: Tim Levine
Olympia Equity Investors IVB, LLC

Project: Proposed Office/Restaurant – Custom House Square – Portland, ME
Shared Parking Generation

From: Thomas L. Gorrill, P.E., PTOE, Gorrill-Palmer Consulting Engineers, Inc.

Project Number: 1317

Date: November 22, 2005

Our office completed a parking evaluation for the proposed commercial building on the corner of Fore Street and Custom House Street in Portland, Maine. The site is proposed to contain a 68,174 s.f. building, consisting of 58,114 s.f. of office space and two 5,030 s.f. restaurants. The City of Portland has zoning requirements for parking spaces for various types of uses. According to these zoning requirements, the proposed commercial building is required to provide 214 off-street parking spaces, as summarized below.

Land Use	Zoning Requirement	Parking Spaces Required
10,060 s.f. Restaurant	P = 1 per 150 s.f.	68 spaces
58,114 s.f. Office	P = 1 per 400 s.f.	146 spaces

The City does allow determination of "shared parking" in recognition of daily, hourly and seasonal variation in parking demand for the different types of uses. The ITE publication *Parking Generation, 3rd Edition* provides a table depicting the percentage of the peak hour parking demand generated each hour of the day for several land uses as shown in the attached Table 1. This information was used to prepare an estimate of the hourly demand for each use and the hourly demand for the entire site as shown in the attached Table 2. As shown in the table, a peak parking demand of 183 spaces is forecast to be experienced by the proposed development and is anticipated to occur from 2-3 PM based on published data. However, given that the restaurants will be complimentary uses to the office, drawing tenants and their visitors and clients, and is located adjacent to the Old Port, our office anticipates the majority of the restaurant traffic will be drawn from these areas and will not generate a demand for new parking. Thus, for the purpose of this analysis, we have assumed the restaurant will generate sixty percent of the published estimate, reducing the demand to 167 spaces. After 5:00 PM, when the office is closed, the parking demand will be reduced to 117 parking spaces. The parking demand for the office space is not anticipated to experience a significant seasonal fluctuation component. Therefore, the peak parking demand of the entire site would occur in the summer time when the restaurant experiences its highest demand.

It is our understanding that Olympia Equity Investors IVB, LLC is currently negotiating with a number of parking operators for the required spaces as determined in this Parking Demand study and that they anticipate being able to provide an executed Letter of Intent to Lease or Purchase the required number

of parking spaces prior to final Planning Board Public Hearing. In addition, the project will not receive a Certificate of Occupancy without satisfying the parking requirements set forth by the Planning Board through either a Lease, Purchase or control of off site parking spaces as required by the ordinance. Since the project is not anticipated to be completed until the summer of 2007, it is difficult to project the exact location of the parking lots or garages which will be finalized for either Lease or Purchase prior to building completion and issuance of a Certificate of Occupancy.

Please contact us with any questions.

TLG/rlb/1317/ParkingMemo11-22-05

ATTACHMENT B

Letter Requesting Ability to Serve
Sent to Portland Public Works

(copy of response letter to be provided upon receipt)

DeLUCA-HOFFMAN ASSOCIATES, INC.
CONSULTING ENGINEERS

778 MAIN STREET
SUITE 8
SOUTH PORTLAND, MAINE 04106
TEL. 207 775 1121
FAX 207 879 0896

- SITE PLANNING AND DESIGN
- ROADWAY DESIGN
- ENVIRONMENTAL ENGINEERING
- PERMITTING
- AIRPORT ENGINEERING
- CONSTRUCTION ADMINISTRATION
- TRAFFIC STUDIES AND MANAGEMENT

October 26, 2005

Mr. Frank Brancely
City of Portland
55 Portland Street
Portland, Maine 04101

Subject: **Proposed Office Building**
Fore Street, Portland, Maine
Letter of Ability to Serve

Dear Frank:

DeLuca-Hoffman Associates, Inc. has been retained to prepare plans and permit applications/submissions for a proposed 65,000 square foot office building. As required by the reviewing authorities, we are writing to request a letter indicating the ability of the City of Portland to provide sanitary sewer capacity for the project.

Project Overview

The project will be located at the corner of Fore Street and Custom House Street.

Sanitary Sewer Service

Sanitary service for the project is proposed to be provided by connection to the existing sewer main in Fore Street. An 8-inch sewer line from that main will serve the proposed building.

Water Consumption

The proposed building is intended to be leased as office space, though tenant occupancy has yet to be finalized. Multiple tenants are anticipated and the exact water consumption that will occur is uncertain. It is anticipated between 150 and 200 employees may work in the office. Assuming a water usage rate of fifteen gallons per day per employee, this equates to approximately 2,250 to 3,000 gallons per day of sanitary sewerage from the proposed development. It is expected that the sanitary sewer component will be equivalent to the water usage and no water will be recycled.

ATTACHMENT C

Letter Requesting Ability to Serve Sent to Portland Water District

Letter from Portland Water District

DeLUCA-HOFFMAN ASSOCIATES, INC.
CONSULTING ENGINEERS

778 MAIN STREET
SUITE 8
SOUTH PORTLAND, MAINE 04106
TEL 207 775 1121
FAX 207 879 0896

- SITE PLANNING AND DESIGN
- ROADWAY DESIGN
- ENVIRONMENTAL ENGINEERING
- PERMITTING
- AIRPORT ENGINEERING
- CONSTRUCTION ADMINISTRATION
- TRAFFIC STUDIES AND MANAGEMENT

October 26, 2005

Mr. Dave Coffin
Portland Water District
225 Douglass Street
P.O. Box 3553
Portland, Maine 04104-3553

Subject: Proposed Office Building
300 Fore Street, Portland, Maine
Letter of Ability to Serve

Dear Dave:

DeLuca-Hoffman Associates, Inc. has been retained to prepare plans and permit applications/submissions for a proposed 65,000 square foot office building. As required by the reviewing authorities, we are writing to request a letter indicating the ability of the Portland Water District to serve the project.

Project Overview

The project will be located at the corner of Fore Street and Custom House Street.

Water Supply Service

Water supply service for the project is proposed to be provided by connection to the existing main in Fore Street.

Water Consumption

The proposed building is intended to be leased as office space, though tenant occupancy has yet to be finalized. Multiple tenants are anticipated and it is uncertain as to the exact water consumption that will occur. It is anticipated that between 150 and 200 employees may work in the office. Assuming a water usage rate of fifteen gallons per day per employee, this equates to approximately 2,250 to 3,000 gallons per day for the proposed development.

Letter of Ability to Serve

DeLuca-Hoffman Associates, Inc. is presently preparing design review submissions for City of Portland Site Plan Approval. Accordingly, we are requesting a letter from the District indicating the adequacy of the existing off-site water supply infrastructure to serve this project, and a copy of any new construction specifications that the District requires.

Please contact our office with any questions you may have concerning this letter and request for ability to serve. We would like to include your letter of ability to serve with this submission. We appreciate your assistance in this matter and look forward to your response.

Sincerely,

DeLUCA-HOFFMAN ASSOCIATES, INC.

Christopher J. Osterrieder, P.E.
Senior Engineer

CJO/sq/JN2581/Coffin-10-26-05

Enclosure

c: Matt Wirth, PCI Architecture
Tim Levine, Olympia Equity Investors, Inc.

2581
93

Portland Water District

From Sebago Lake To Casco Bay

October 27, 2005

Mr. Christopher J. Osterrieder, P.E.
DeLuca-Hoffman Assoc., Inc.
778 Main Street
So. Portland, Maine 04106

Re: 300 Fore St, Portland

Dear Sir:

The Portland Water District has a 6" water main in Fore Street and an 8" water main in Custom House Street, Portland, near the proposed site. The water main connects to Franklin Street, runs down Fore Street dead ending at Custom House Street than proceeds down Custom House Street to Commercial Street. A test on a nearby hydrant produced the following results: static pressure 89 psi; pito pressure 47 psi; with a flow of 1150 gpm. With these results in mind, the District feels we have sufficient capacity available to serve this proposed project and meet all normal fire protection and domestic water service demands. **Please notify your plumber of these results so that they can design your system to best fit the available pressure.**

The Districts policy is to have separate fire and domestic services from the water main to the street line and a second valve on the fire service if the water main in the street is over 50 years old (Fore and Custom House are older than 50 years). With certification by the developer that all required permits have been received, we look forward to serving this project.

Sincerely,

PORTLAND WATER DISTRICT

David Coffin

David W. Coffin, PLS
Engineering Supervisor

RECEIVED
OCT 31 2005

225 Douglass Street • P.O. Box 3553 • Portland, Maine 04104-3553
Phone: 207.774.5961 • Fax: 207.761.8307 • Web: www.pwd.org

GP Gorrill-Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services

PO Box 1237
15 Shaker Rd.
Gray, ME 04039

207-657-6910
FAX: 207-657-6912
E-Mail:mailbox@gorrillpalmer.com

November 11, 2005

Mr. Tim Levine
Olympia Equity Investors IVB, LLC
280 Fore Street
Suite 202
Portland, ME 04101

RE: Traffic Narrative
Commercial Building 296-304 Fore Street

Dear Tim:

Gorrill-Palmer Consulting Engineers, Inc. has prepared a traffic narrative for the proposed commercial building to be constructed at the intersection of Fore Street and Customs House Street. This narrative discusses trip generation and assignment, and will be followed up with the full traffic permitting process with the City of Portland, which has delegated review authority from MaineDOT. Our office is in the process of completing the request for a scoping meeting that will be provided under separate cover to the City, which will initiate the permitting process.

Existing and Proposed Site

The proposed site is located on Custom House Street, and therefore has frontage on Fore Street and Commercial Street. The site is identified on Portland Tax Map 29, Block K, Lot 1. A site location map is attached with this letter.

The development area currently consists of several structures, including the following:

- A single-story concrete block structure along Fore Street.
- A two-story concrete block structure facing the parking lot for Fore Street restaurant.
- A five-story brick structure along Commercial Street.
- A five story stone and metal structure at the corner of Commercial Street and Custom House Street.

Proposed for the area would be a five-floor commercial building. The top four floors would be leased for office space, with the remainder for other commercial uses, such as retail. Parking would be provided for the office space at an off-site location; Olympia Equity Investors IVB, LLC is in the process of negotiating parking for the facility and intends to have a letter of intent prior to the public hearing for the project. The two five-story structures on Commercial Street will remain. The site location in shown on Figure 1 enclosed with this letter.

Other Development

Approved projects that are not yet opened as well as projects for which applications have been filed are required to be included in the predevelopment volumes for this project. Gorrill-Palmer Consulting Engineers, Inc. has contacted the City of Portland during the course of other recent projects and has performed traffic permitting for the same projects. Based on this work and prior conversations, our office anticipates that the following projects should be included:

- *Ocean Gateway:* Located near the intersection of Commercial and India Streets, this facility will provide a formalized berth for passenger ships.
- *Former Jordan's Site:* This project, along India Street, will consist of a 185-room hotel and 105 condominiums.
- *Village Café Site:* This site will be reused for a multiuse development, with 160 units of housing, a restaurant, and retail space.
- *Riverwalk:* Bound by Fore Street, India Street, and the proposed extensions of Commercial and Hancock Streets, this project will consist of condominiums, a hotel, retail, health club and restaurant space.
- *Federal Street Town Houses:* Seven units of housing are proposed on Federal Street.

Trip Generation

Gorrill-Palmer Consulting Engineers, Inc. used the Institute of Transportation Engineers (ITE) publication *Trip Generation*, 7th Edition as the source for determining the potential trip generation for the site. The size of the building to be considered for trip generation for the purposes of analysis is 47,000 s.f. of general office space and 11,500 s.f. of specialty retail center; any remaining space will be reserved for building utility and mechanical equipment.

Our office utilized Land Use Code 710, General Office Building and Land Use Code 814, Specialty Retail Center to determine the total trip generation for the site. The trip generation calculations are summarized in Attachment D and are summarized as follows:

Trip Generation for Proposed Commercial Building

Land Use Code	Weekday	AM Peak Hour	PM Peak Hour
710, General Office	746	103	131
814, Specialty Retail	510	9	31
Total	1,256	112	162

It should be noted that the trip generation assumes that the retail will be open during AM hours. If this is not the case, than the AM assumptions are conservative.

Trip Distribution

Gorrill-Palmer Consulting Engineers, Inc. has obtained the ratio of entering and exiting traffic from the Institute of Transportation Engineers publication *Trip Generation*, 7th Edition. For purposes of this study, for the proposed uses, we have assumed that the distribution would be appropriate as follows:

AM Peak Hour: 88% entering, 12% exiting
PM Peak Hour: 21% entering, 79% exiting

Trip Composition and Assignment

Gorrill-Palmer Consulting Engineers, Inc. has estimated the following trip composition based on information obtained from the ITE publication, *Trip Generation Handbook*. This composition is provided on the following table and is based on Land Use Code 710, General Office Building and Land Use Code 820, Shopping Center:

Trip Composition for Proposed Commercial Building

Trip Type	AM Peak Hour			PM Peak Hour		
	Enter	Exit	Total	Enter	Exit	Total
Primary	95	11	106	22	116	138
Pass-by	3	3	6	10	10	20
Diverted	0	0	0	2	2	4
Total	98	14	112	34	128	162

It should be noted that the compositional percentages from LUC 820 are based on surveyed facilities of less than 50,000 s.f.

The trip assignment percentages are based on those established for the traffic impact study for 280 Fore Street, which was previously agreed upon and approved by the City and its Traffic Review Engineer. As the assignment is based on all trips coming to and from the retail being vehicular in nature, it is conservative. The trip distribution and assignment are enclosed with this letter.

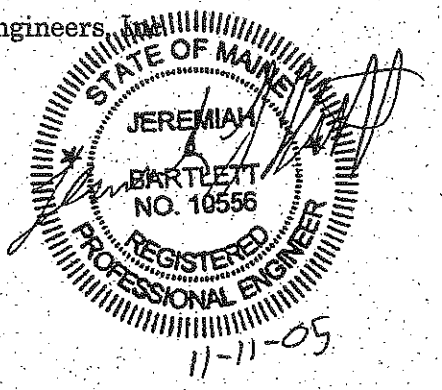
Closing

As previously discussed, our office is also preparing the request for scoping meeting with the City to determine the extent of the traffic impact study. We anticipate submittal of that request later this week.

Please contact our office with any questions regarding this letter.

Sincerely,

Gorrill-Palmer Consulting Engineers, Inc.



Jeremiah J. Bartlett, P.E.
Project Engineer

11-11-05

Enclosure

Copy: Chris Osterrieder, DeLuca Hoffman
Tom Errico, Wilbur Smith

JJB/JN1317/Levine11-08-05.doc

Location Map

Figure No. 1

OFFICE BUILDING CORNER OF FORE STREET AND CUSTOM HOUSE STREET
PORTLAND, MAINE

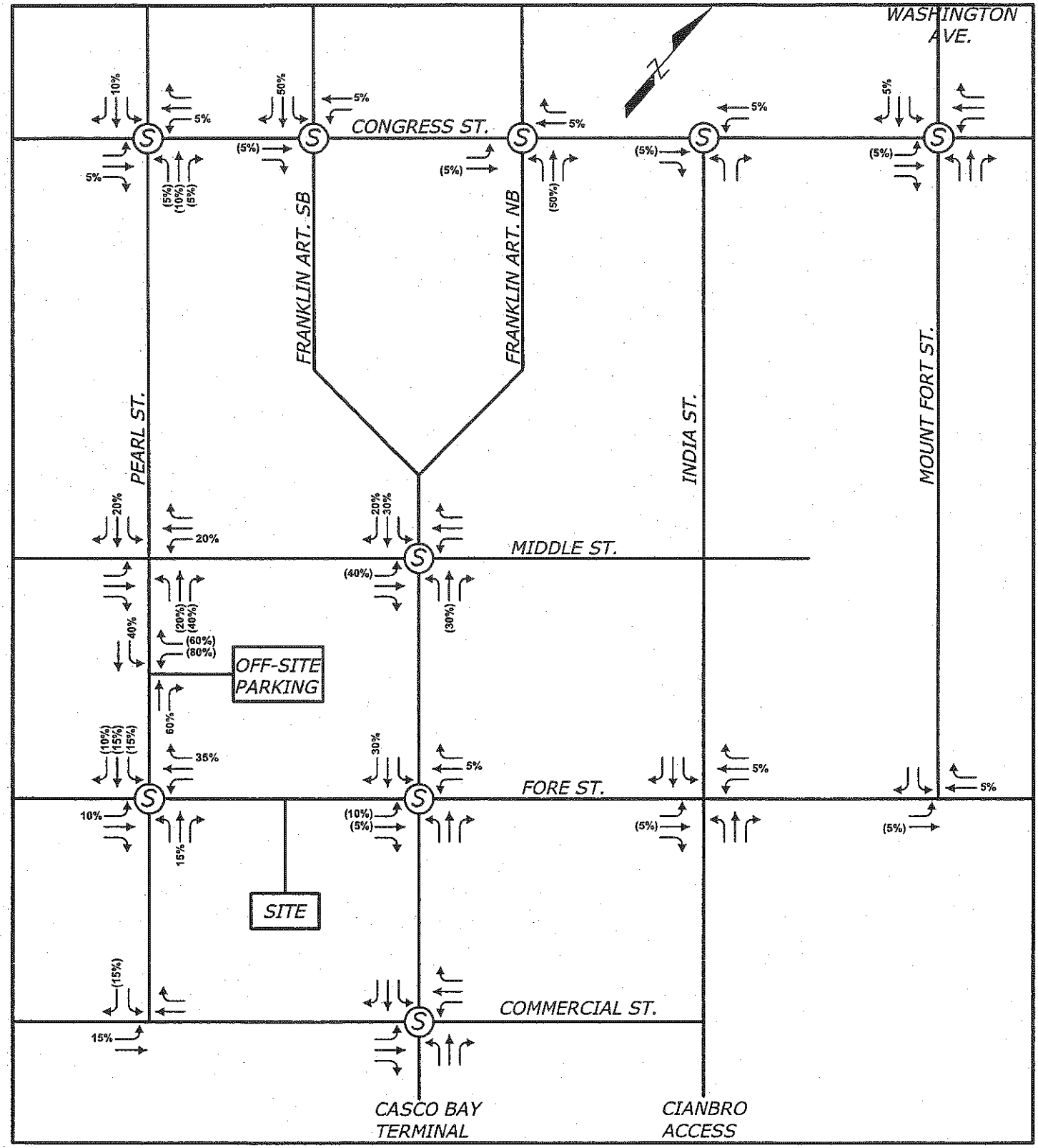
Feet
500 0 500 1,000

GP Gorrill-Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services
PO Box 1237
15 Shaker Road
Gray, ME 04039
207-657-6910
Fax: 207-657-6912
mailbox@gorrillpalmer.com
www.gorrillpalmer.com

JN: 1317
DATE:OCT 2005
SOURCE: MAINE GIS WEBSITE

Primary Trip Distribution

Figure No. 2



PROPOSED OFFICE BUILDING, PORTLAND, MAINE

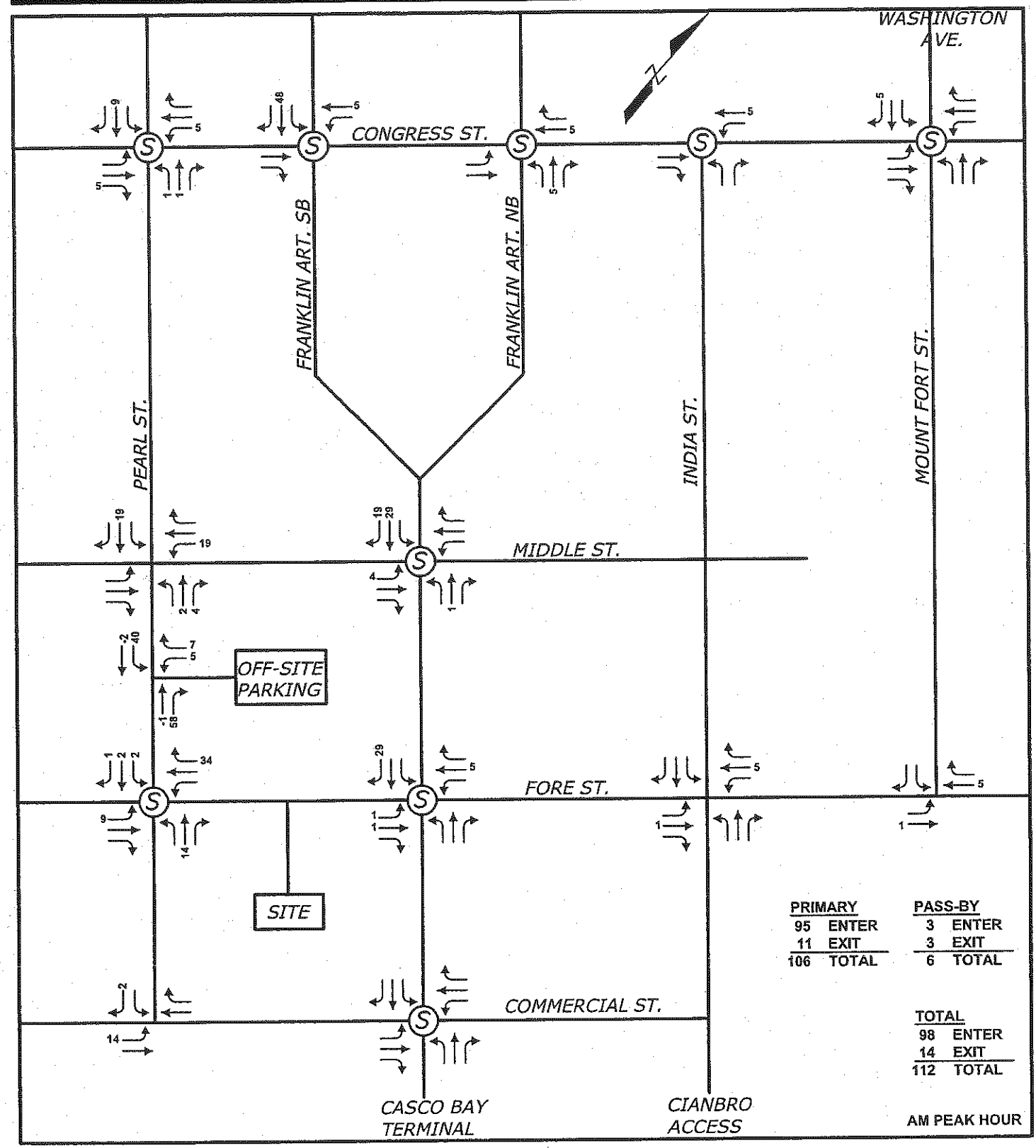
Gorrill–Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services
PO Box 1237
15 Shaker Road
Gray, ME 04039
207-657-6910
Fax: 207-657-6912
mailbox@gorrillpalmer.com
www.gorrillpalmer.com

Design: JJB
Draft: ZRJ
Checked: JDP

Date: OCTOBER 2005
File Name: 1317_TRAF.dwg

AM Trip Assignment

Figure No. 3



PROPOSED OFFICE BUILDING, PORTLAND, MAINE

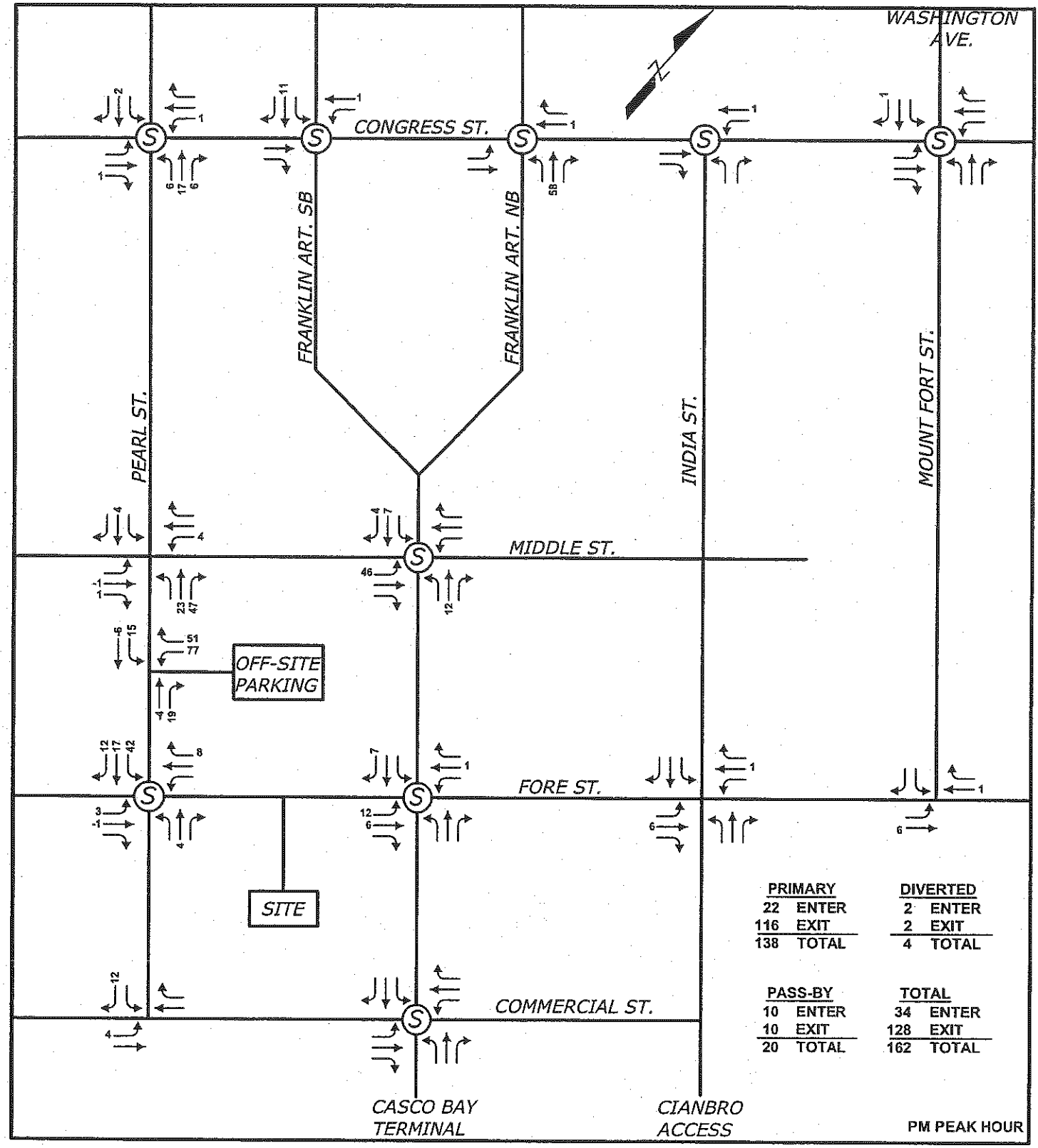
Gorrill-Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services
PO Box 1237
15 Shaker Road
Gray, ME 04039
207-657-6910
Fax: 207-657-6912
mailbox@gorrillpalmer.com
www.gorrillpalmer.com

Design: JJB
Draft: ZRJ
Checked: JDP

Date: OCTOBER 2005
File Name: 1317_TRAF.dwg

PM Trip Assignment

Figure No. 4



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Design: JJB
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Checked: JDP

Date: OCTOBER 2005
File Name: 1317_TRAF.dwg

ATTACHMENT E

Letter from Historic Preservation Board

CITY OF PORTLAND, MAINE
HISTORIC PRESERVATION BOARD

June 15, 2005

Jim Brady
Olympia Equity Investors Inc.
50 Monument Square
Portland, Maine 04101

Re: Proposed Addition to Blake Block Complex–corner of Fore and Custom House Streets

Dear Mr. Brady:

On June 1, 2005, the City of Portland's Historic Preservation Board voted 6-0 (Pitman absent) to approve your application for a Certificate of Appropriateness for a building addition to the existing Blake Block complex, to be located at the corner of Fore and Custom House Streets.

Board approval was made subject to the following condition:

- Final plans and specifications for HVAC equipment, lighting and building and/or tenant signage to be submitted to staff for review and approval. At staff's discretion, these items may be forwarded to the Board for review.

All improvements shall be carried out as shown on the plans and specifications submitted for the 6/1/05 public hearing and/or as described above. Changes to the approved plans and specifications and any additional work that may be undertaken must be reviewed and approved by this office prior to construction, alteration, or demolition. If, during the course of completing the approved work, conditions are encountered which prevent completing the approved work, or which require additional or alternative work, you must apply for and receive a Certificate of Appropriateness or Non-Applicability PRIOR to undertaking additional or alternative work.

This Certificate is granted upon condition that the work authorized herein is commenced within twelve (12) months after the date is issuance. If the work authorized by this Certificate is not commenced within twelve (12) months after the date of issuance or if such work is suspended in significant part for a period of one year after the time the work is commenced, such Certificate shall expire and be of no further effect; provided that, for cause, one or more extensions of time for periods not exceeding ninety (90) days each may be allowed in writing by the Department.

Sincerely,

Cordelia Pitman

Cordelia Pitman, Chair
Historic Preservation Board

cc: Tim Levine, Olympia Equity
David Lloyd, Archetype

EXHIBIT 7

SOLID WASTE

7.0 Overview

This Exhibit provides the estimates, the use of recycling, the transport and disposal of solid waste which will be generated by the construction and operation of the proposed development.

7.1 Solid Wastes Generated During Construction of the Site Work

Minimal solid wastes are anticipated during construction of the proposed building renovations and additions.

The contractor will be provided the following options for waste disposal:

- Transport to Riverside Transfer Station in Portland, Maine or another licensed facility.

7.2 Solid Wastes Generated from the Operation of the Development

Cardboard from packaging will be compressed and privately hauled off. A trash room will be provided for miscellaneous office wastes and will be maintained by a private waste hauler on a regular basis. The development is expected to generate less than 3 cubic yards of solid waste per week.

EXHIBIT 8

SURFACE DRAINAGE AND RUNOFF

8.0 Introduction

DeLuca-Hoffman Associates, Inc. has completed a rudimentary summary of stormwater runoff and its impacts as a result of the proposed improvements. The development includes the construction of a new building in place of areas of existing pavement. Currently, a catch basin structure exists within the paved area of the project site. This will be removed as a result of the building construction, though the proposed roof drain system will likely utilize the existing drainage network. This proposed development should result in no impact to the volume of runoff leaving the site. As a result, no specific measures for quantity control are offered in the current proposal.

No water quality measures are proposed as part of this project since no parking will be provided and runoff from rooftop surfaces is generally not considered to be a significant source of stormwater pollution.

8.1 Existing Conditions

The site is located at the intersection of Fore Street and the easterly side of Custom House Street in Portland, Maine and consists of a concrete block structures, an access driveway, and existing pavement at the rear of the existing W.L. Blake building. All of the runoff from the site drains to a catch basin which enters a closed storm drain system on the adjacent property to the east.

The site is 100% impervious so any hydrological characteristics of the surficial soils would not factor into the runoff potential of the site.

Based on the National Wetlands Inventory for Portland, Maine (north) region, there are no mapped wetlands shown in this area.

8.2 Proposed Conditions

The proposed project consists of the construction of new building which will occupy the balance of the available land of the OEI IV parcel. The proposed building development not will result any new impervious surface. Reconstruction of the adjacent sidewalks will not affect the existing drainage patterns.

8.3 Conclusion

The proposed development will not increase the volume of runoff from the site and therefore will not impact stormwater quantity or adjacent facilities. No new parking will be created and the existing paved surface will be replaced by building rooftop, which will not have impacts on stormwater quality. The proposed development will not have any impacts on surface drainage or runoff.

EXHIBIT 9

TEMPORARY AND PERMANENT EROSION AND SEDIMENTATION CONTROL

9.0 Overview

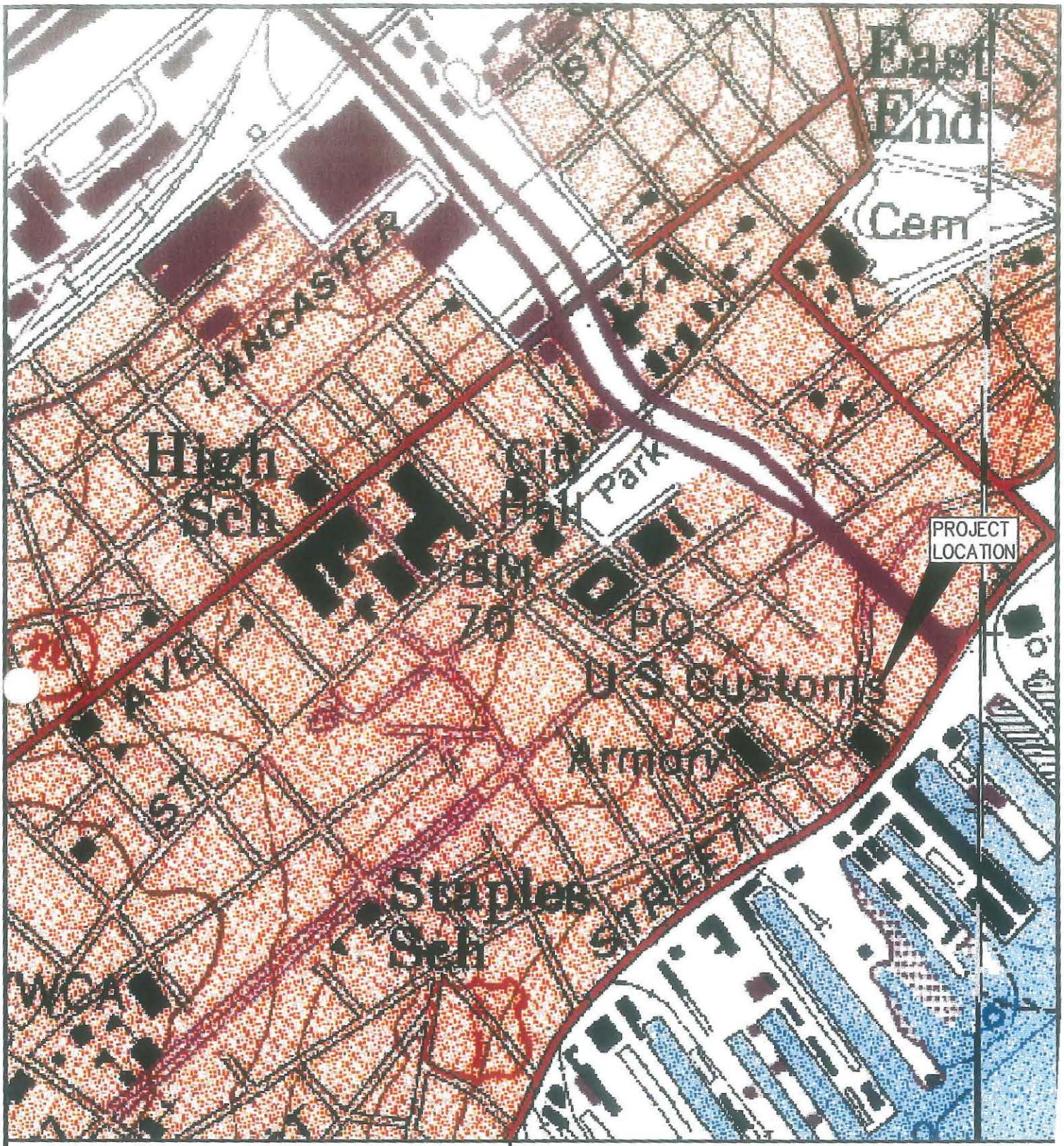
In general the only necessary temporary erosion control measure necessary will be the limited use of a Dirtbag™ for construction dewatering. The existing site is impervious and will predominantly remain so through construction. The potential for erosion and sedimentation from the project site will not be a factor, given the density and limited potential for exposure of denude surfaces.

EXHIBIT 10

LANDSCAPE PLAN

10.0 Overview

Given the proposed intensity of the development, no formal landscaping is proposed for this project. A plan to provide several street trees will be prepared upon completion of the CMP design for the existing and proposed underground electrical duct banks.

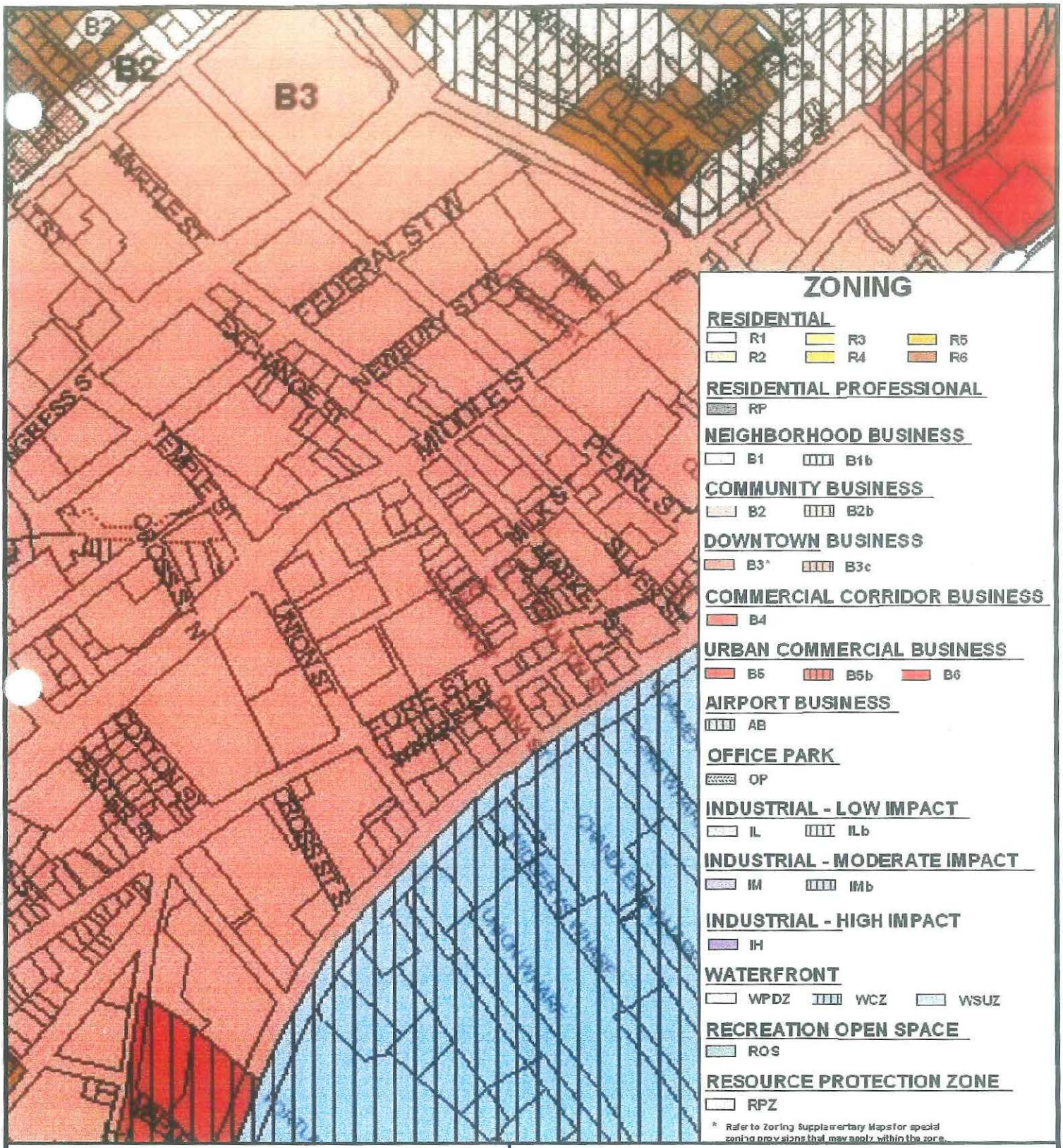


FORE ST & CUSTOM HOUSE ST OFFICE BUILDING

USGS LOCATION MAP

DeLuca-Hoffman Associates, Inc.
778 MAIN STREET, SUITE 8
SOUTH PORTLAND, ME 04106
207.775.1121
WWW.DELUCAHOFFMAN.COM

DRAWN:	LECJ	DATE:	11.03.05	FIGURE
DESIGNED:	CJO	SCALE:	1"=500'	1
CHECKED:	CJO	JOB NO.	2581	
FILE NAME:	2581-USGS			

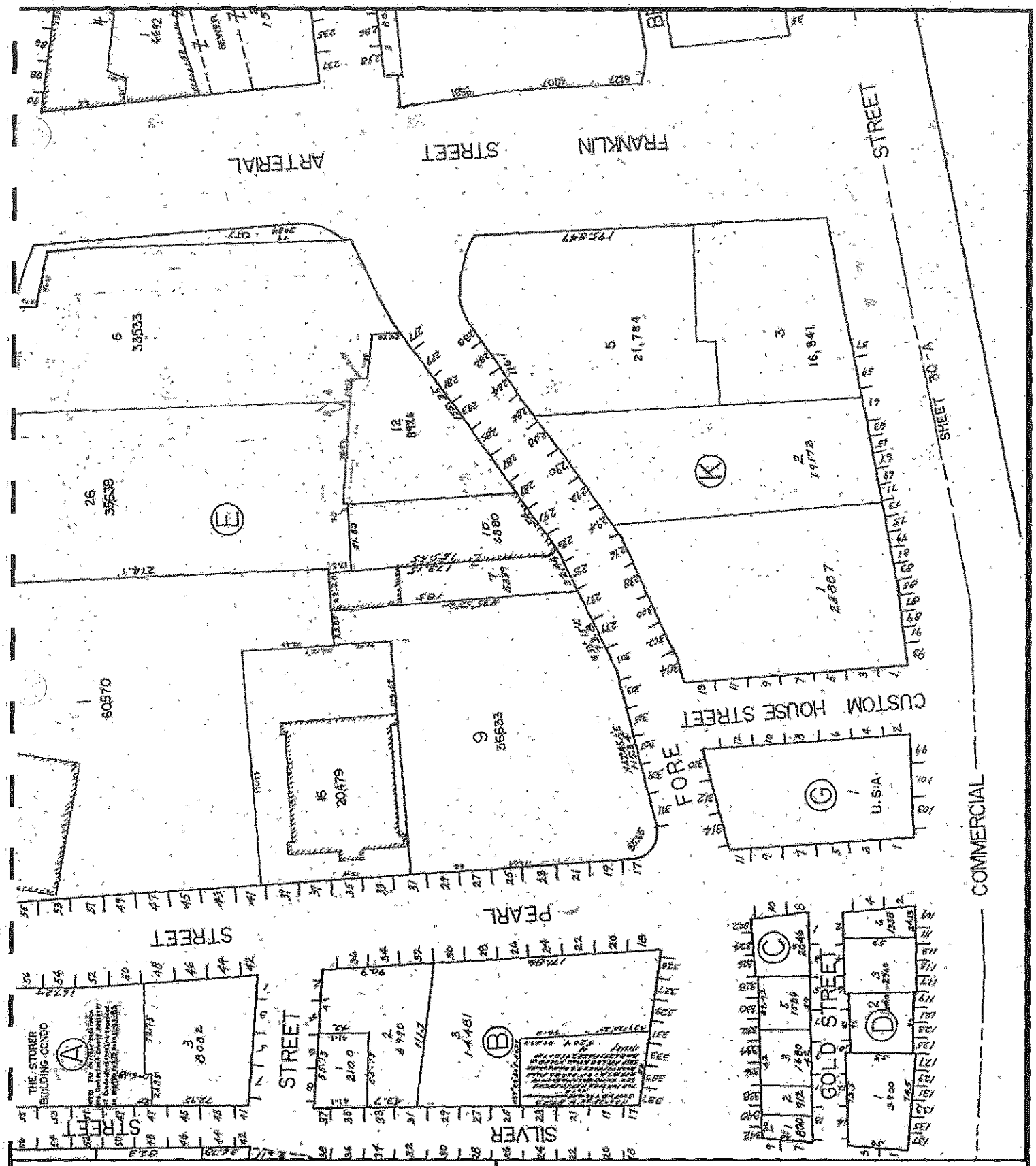


FORE ST & CUSTOM HOUSE ST OFFICE BUILDING

ZONING MAP

DeLuca-Hoffman Associates, Inc.
778 MAIN STREET, SUITE 8
SOUTH PORTLAND, ME 04106
207.775.1121
WWW.DELUCAHOFFMAN.COM

DRAWN:	LECJ	DATE:	11.07.05	FIGURE
DESIGNED:	CJO	SCALE:	N.T.S.	2
CHECKED:	CJO	JOB NO.	2581	
FILE NAME:	2581-ZONING			



CUSTOM HOUSE SQUARE OFFICE BUILDING

ASSESSOR'S MAP

DeLuca-Hoffman Associates, Inc.
778 MAIN STREET, SUITE 8
SOUTH PORTLAND, ME 04106
207.775.1121
WWW.DELUCAHOFFMAN.COM

DRAWN:	LECJ	DATE:	11.07.05
DESIGNED:	CJO	SCALE:	1"=100'
CHECKED:	CJO	JOB NO.	2581
FILE NAME:	2581-ASSESSOR		

FIGURE 3

CITY OF PORTLAND, MAINE
DEVELOPMENT REVIEW APPLICATION
PLANNING DEPARTMENT PROCESSING FORM
DRC Copy

2005-0247
Application I. D. Number

Olympia Equity Investors IVB, LLC
Applicant

11/9/2005
Application Date

280 Fore Street, Suite 202, Portland, ME 04101
Applicant's Mailing Address

Custom House Square
Project Name/Description

Consultant/Agent

300 - 300 Fore Street, Portland, Maine
Address of Proposed Site

Applicant Ph: (207) 874-9990 Agent Fax:
Applicant or Agent Daytime Telephone, Fax

029 K001001
Assessor's Reference: Chart-Block-Lot

Proposed Development (check all that apply): ☑ New Building ☐ Building Addition ☐ Change Of Use ☐ Residential ☐ Office ☐ Retail ☐ Manufacturing ☐ Warehouse/Distribution ☐ Parking Lot ☐ Other (specify)

65,491 s.f.
Proposed Building square Feet or # of Units

Acreage of Site

B3
Zoning

Check Review Required:

☑ Site Plan (major/minor)
☐ Subdivision # of lots
☐ PAD Review
☐ 14-403 Streets Review
☐ Flood Hazard
☐ Shoreland
☐ HistoricPreservation
☐ DEP Local Certification
☐ Zoning Conditional Use (ZBA/PB)
☐ Zoning Variance
☐ Other

Fees Paid: Site Pla $1,000.00 Subdivision Engineer Review Date 11/15/2005

DRC Approval Status:

Reviewer

☐ **Approved**
☐ **Approved w/Conditions** See Attached
☐ **Denied**

Approval Date Approval Expiration Extension to ☐ Additional Sheets Attached

☐ Condition Compliance signature date

Performance Guarantee ☐ **Required*** ☐ **Not Required**

* No building permit may be issued until a performance guarantee has been submitted as indicated below

☐ Performance Guarantee Accepted — date / amount / expiration date
☐ Inspection Fee Paid — date / amount
☐ Building Permit Issue — date
☐ Performance Guarantee Reduced — date / remaining balance / signature
☐ Temporary Certificate of Occupancy — date
☐ Conditions (See Attached) — expiration date
☐ Final Inspection — date / signature
☐ Certificate Of Occupancy — date
☐ Performance Guarantee Released — date / signature
☐ Defect Guarantee Submitted — submitted date / amount / expiration date
☐ Defect Guarantee Released — date / signature

300 Fore St.
#2005-0247
notice sent
to 500'
major SP

We appreciate your efforts in review of this project and look forward to presenting it to the Portland Planning Board.

Sincerely,

DeLUCA-HOFFMAN ASSOCIATES, INC.

Christopher J. Osterrieder, P.E.
Senior Engineer

CJO/sq/JN2581/Hopkins-11-8-05

Enclosures – stated

c: Tim Levine, Olympia Equity Investors, IVB, LLC – with enclosures
Matt Wirth, PCI Architecture – with enclosures

City of Portland Site Plan Application

If you or the property owner owes real estate taxes, personal property taxes or user charges on any property within the City, payment arrangements must be made before permit applications can be received by the Inspections Division.

Address of Proposed Development: 300 Fore Street		**Zone:** B-3
Total Square Footage of Proposed Structure: 65,491	**Square Footage of Lot:** 23,887	
Tax Assessor's Chart, Block & Lot: Chart# 29 Block# K Lot# 1	**Property owner's mailing address:** Olympia Equity Investors IVB, LLC 280 Fore Street, Suite 202 Portland, Maine 04101	**Telephone #:** 207-874-9990 207-874-9993
Consultant/Agent, mailing address, phone # & contact person: DeLuca-Hoffman Assoc., Inc. 778 Main St., Ste. 8 So. Portland, ME 04106 Chris Osterrieder, ph 775-1121	**Applicant's name, mailing address, telephone #/Fax#/Pager#:** Olympia Equity Investors IVB, LLC 280 Fore Street Portland, ME 04101 (Phone & Fax above)	**Project name:** Custom House Square

Fee For Service Deposit (all applications) X **($200.00)**

Proposed Development (check all that apply)

X New Building ___ Building Addition ___ Change of Use ___ Residential ___ Office ___ Retail
___ Manufacturing ___ Warehouse/Distribution ___ Parking lot
___ Subdivision ($500.00) + amount of lots____ ($25.00 per lot) $_____ + major site plan fee if applicable
___ Site Location of Development ($3,000.00)
(except for residential projects which shall be $200.00 per lot_____)
___ Traffic Movement ($1,000.00) ___ Storm water Quality ($250.00)
___ Section 14-403 Review ($400.00 + $25.00 per lot)
___ Other_____

Major Development (more than 10,000 sq. ft.)

___ Under 50,000 sq. ft. ($500.00)
X 50,000 - 100,000 sq. ft. ($1,000.00)
___ Parking Lots over 100 spaces ($1,000.00)
___ 100,000 - 200,000 sq. ft. ($2,000.00)
___ 200,000 - 300,000 sq. ft. ($3,000.00)
___ Over 300,000 sq. ft. ($5,000.00)
___ After-the-fact Review ($1,000.00 + applicable application fee)

Minor Site Plan Review

___ Less than 10,000 sq. ft. ($400.00)
___ After-the-fact Review ($1,000.00 + applicable application fee)

Plan Amendments

___ Planning Staff Review ($250.00)
___ Planning Board Review ($500.00)

~ Please see next page ~

Who billing will be sent to: (Company, Contact Person, Address, Phone #)

Mr. James Brady
Olympia Equity Investors IVB, LLC
280 Fore Street, Suite 202
Portland, Maine 04101
PH: 207-874-9990

Submittals shall include (9) separate **folded** packets of the following:

a. copy of application
b. cover letter stating the nature of the project
c. site plan containing the information found in the attached sample plans checklist
d. 1 set of 11 x 17 plans

Amendment to Plans: **Amendment applications should include 6 separate packets of the above (a, b, & c)**

ALL PLANS MUST BE FOLDED NEATLY AND IN PACKET FORM

Section 14-522 of the Zoning Ordinance outlines the process which is available on our web site: **portlandmaine.gov**

I hereby certify that I am the Owner of record of the named property, or that the owner of record authorizes the proposed work and that I have been authorized by the owner to make this application as his/her authorized agent. I agree to conform to all applicable laws of this jurisdiction. In addition, if a permit for work described in this application is issued, I certify that the Code Official's authorized representative shall have the authority to enter all areas covered by this permit at any reasonable hour to enforce the provisions of the codes applicable to this permit.

Signature of applicant: James N Brady	**Date:** 11/9/05

This application is for site review ONLY; a building Permit application and associated fees will be required prior to construction.

CITY OF PORTLAND, MAINE
SITE PLAN CHECKLIST

If a provision is not applicable, put "NA"

Exhibit 1. Development Description

1.0 A. Narrative
- 1. Objectives and details
- 2. Total land area
- 3. Total floor area

1.1 B. Easements/Right-of-Way Statement
- 1. Location of existing
- 2. Location of proposed

1.2 C. Natural Resources
- 1. NRPA setbacks

1.3 D. Subsurface Conditions
- 1. USDA Medium Intensity Soils Statement (N/A)
- 2. National Wetland Inventory Statement (Refer to 1.2)

1.4 E. Infrastructure
- 1. Sewer Availability
- 2. Water Availability
- 3. Right-of-Way

1.5 F. Construction Plan
- 1. Outline of construction sequence
- 2. Dates

1.6 G. Figures, Plates and Drawings

Exhibit 2. Title, Right or Interest (copy of document)

2.0 A. Narrative

Exhibit 3. Financial Capacity

3.0 A. Estimated costs

B. Financing

Att. A 1. Letter of commitment to fund

2. Self-financing

N/A a. Annual report

N/A b. Bank statement

Exhibit 4. Technical Ability (description)

4.0 A. Prior experience (statement)

N/A B. Personnel (documents)

5.0 **Exhibit 5. Unusual Natural Areas, Wildlife and Fisheries and Archaeological Sites**

6.0 **Exhibit 6. Review Criteria for Site Plan Approval**

Exhibit 7. Solid Waste

7.0 A. Narrative

7.1 B. Solid wastes during construction

7.2 C. Solid wastes during operation of development

Exhibit 8. Surface Drainage and Runoff

8.0 A. Introduction

8.1 1. Existing conditions

8.2 2. Proposed conditions

8.3 3. Stormwater runoff analysis

8.4 4. Conclusion

9.0 Exhibit 9. Temporary and Permanent Erosion and Sediment Control

10.0 Exhibit 10. Landscape Plan

EXHIBIT 1

DEVELOPMENT DESCRIPTION

1.0 Overview

Olympia Equity Investors IV-B, LLC ("OEI IV-B") is intending to develop a multi-story office complex totaling 65,941 square feet at the corner of Fore Street and Custom House Street. Currently the site consists of a loading area, an external ATM and a single-story concrete block structure. The concrete block building will be razed; the existing ATM and electrical transformer will be relocated to the new building and underground respectively. However, this project will not involve resetting the stone or doing any rebuild work on Custom House Street.

This proposed building will directly abut the Fore Street restaurant/Standard Baking Company building from the west and will be situated east of the U.S. Customs House. The proposed building will adjoin with the W.L. Blake building. The proposed building will be located on a 23,887 square foot lot, identified on Chart 29, Block K, and Lot 1 of the City of Portland Assessor's maps. This lot is located in the B-3 Downtown Business Zone for which office buildings are a permitted use.

The proposed building use will primarily be for business on the upper floors, though the basement level and first floor are likely to consist of limited Assembly and Mercantile and retail space. The proposed building will be less than 100,000 square feet and therefore no loading bay will be required. The dimensional requirements of the B-3 zone do not burden the development; there is no minimum lot size, no minimum yard dimensions and lot coverage of up to 100% is allowable. The proposed development will conform to the dimensional requirements of the B-3 zone.

A portion of the proposed building, along the Fore Street and Custom House Street intersection, will not be within 5 feet of the property line as required. The reason for this is further discussed in Section 6.16. City Staff have indicated that this provision should not hinder the proposed development, as the Planning Board may grant a waiver of this provision. It is the intent of the applicant to develop the building as depicted on the proposed site plans and request a waiver from the 5 foot property line provision.

1.1 Existing and Proposed Easements/Rights-of-Way

Refer to executive summary prepared by Pierce Atwood, included in Attachment A of this Exhibit. Certain pedestrian easements will be conveyed to the City of Portland in areas where the proposed sidewalk will extend onto the adjacent property owned by Olympia Equity Investors IV, LLC ("OEI IV").

1.2 Natural Resources

There are no known natural resource areas that would be affected by the proposed development within the project vicinity. No setbacks regulated under the Natural Resources Protection Act (NRPA) are applicable to this proposed development.

1.3 Subsurface Conditions

Subsurface conditions are being extensively evaluated as part of a Geotechnical boring program conducted by S.W. Cole Engineering. It is anticipated that the proposed building will be founded on a "pile" support system, similar to the renovation of the W.L. Blake building, which will adjoin this structure.

An intensive testing and monitoring program will be implemented during the pile driving and foundation phases of construction.

1.4 Infrastructure

The existing 15-inch combined sewer in Fore Street will provide sanitary sewer service to the proposed building, while an existing 8-inch water main in Custom House Street will provide water for domestic use and fire protection. Proposed electrical service to the building will be provided via an underground feed from a subsurface transformer. Final transformer location will be coordinated with Central Maine Power. The proposed development will include the following infrastructure modifications, as shown on the accompanying plan set:

- Construction of new brick sidewalks and granite curbing along Fore Street.
- Closure of an existing 24-foot ingress/egress access drive onto Custom House Street.
- Construction of a new building totaling approximately 65,941 square feet.
- Construction of several new sidewalks that will interconnect the parking and building spaces.

1.5 Construction Plan

Table 1.1 – The proposed schedule developed for this project is as follows:

Item	Site Work	Buildings
Local Site Plan	December 2005	November 2005
Start Construction	April 2006	April 2006
Complete Site Work	May 2006	---
Complete Building	---	May 2007
Building Occupancy	---	May 2007

1.6 Figures, Plates and Drawings

Figure	Description
1	USGS Location Map
2	Zoning Map
3	Tax Assessor's Map

Plan Sheets	Description
1	Cover Sheet
2	General Notes, Index and Legend
3	Existing Conditions Plan
4	Site Layout and Utility Plan
5	Grading & Drainage Plan
6	Miscellaneous Details
7	Boundary Survey

ATTACHMENT A

Executive Summary

Prepared by Pierce Atwood

PIERCE ATWOOD

ATTORNEYS AT LAW

MEMORANDUM

TO: James Brady & Timothy Levine
Olympia Equity Investors

FROM: DCKeeler

RE: Custom House Square Condominium

DATE: November 10, 2005

The purpose of this Memorandum is to set forth the general structure for a condominium regime to be created in connection with the Custom House Square development. The current state of affairs is that Olympia Equity Investors IV LLC owns the parcel bounded on three sides by Fore Street, Custom House Street and Commercial Street. There are existing buildings on the Commercial Street side of the property, commonly referred to as the Blake Building. The Fore Street side of the property is currently occupied by storage buildings and a garage. The proposal is to remove the storage buildings and garage and construct a new office and retail building on the portion of the parcel fronting on Fore Street. The new structure would be known as Custom House Square. Custom House Square would be structured as a condominium, which would allow the sale of portions of the building. The owner of the Custom House Square building would be different from the owner of the Blake Building, both initially and ultimately through resale.

It is currently contemplated that the Custom House Square would be what is commonly referred to as a "leasehold condominium." This would be set up such that the ownership of the ground underlying Custom House Square and the Blake Building would be in the same entity, although the owner of the Custom House Square building and the Blake Building would be different. The owner of the ground will lease that portion of the parcel on which Custom House Square is to be constructed to Olympia Equity Investors IV-B LLC. The Ground Lease will be for an extended term (99 years), with the possibility of future extensions. Olympia Equity Investors IV-B LLC, as the tenant under the Ground Lease, will be the declarant of the Custom House Square Condominium and initially will be the owner of the Units created thereby. The Landlord under the Ground Lease, as well as any lenders having an interest in the property, would join in the Declaration as required by the statute. The tenant's interest created by the Ground Lease would be part of the condominium. The Maine Condominium Act permits leasehold condominiums.

One Monument Square

Portland, Maine
04101-1110

VOICE
207.791.1100

FAX
207.791.1350

E-MAIL
info@pierceatwood.com

WEB SITE
www.pierceatwood.com

There are examples and precedents for leasehold condominiums in the City of Portland, such as the Casco Bay Garage on Commercial Street.

Custom House Square would consist of separate condominium units. The number and configuration of the units still need to be determined based on end user requirements and market conditions. Under the Maine Condominium Act, a Condominium Association would be formed. Although the Association does not own any of the real property, it is charged under the Statute and under the Condominium Declaration for maintaining all of the common areas and enforcing any of the restrictions imposed under the Declaration. Each of the unit owners at Custom House Square would be a member of the Association. The Association would have enforcement rights, including the right to lien a unit, if any unit owner does not pay its share of expenses. A Condominium Association is a standard non-profit corporation and would be set up under Title 13-B of the Maine Corporation Act.

EXHIBIT 2

TITLE, RIGHT AND INTEREST

2.0 Overview

OEI IV owns the proposed development parcel. OEI IV-B will lease the proposed development parcel from OEI IV. A copy of the warranty deed for the OEI IV parcel is included as Attachment A of this Exhibit. A copy of the Agreement to Lease between OEI IV and OEI IV-B with respect to the proposed development parcel is attached as Attachment B of this Exhibit.

ATTACHMENT A

Copy of Warranty Deed

002763 BK15495PG127

WARRANTY DEED
(Maine Statutory Short Form)

KNOW ALL PERSONS BY THESE PRESENTS, that WLB HOLDING COMPANY, a Maine corporation, with a place of business in Portland, County of Cumberland and State of Maine, for consideration paid, grants to OLYMPIA EQUITY INVESTORS IV, LLC, a Maine limited liability company, whose mailing address is 500 Main Street, Bangor, Maine, with WARRANTY COVENANTS, the land located in Portland, County of Cumberland and State of Maine, described as follows:

A certain lot or parcel of land situated on the northwesterly side of Commercial Street in Portland in Cumberland County, State of Maine bounded and described as follows:

Beginning at a capped 3/4 inch rebar, numbered 492, set in the ground at the intersection of the northwesterly line of Commercial Street, so called, with the northeasterly line of Custom House Street, so called, thence,

North 49° 34' 54" West along the northeasterly line of said Custom House Street, a distance of 173.94 feet to a railroad spike set in the ground in the southeasterly line of Fore Street, so called, thence;

North 28° 09' 02 " East along the southeasterly line of said Fore Street, a distance of 21.27 feet to a railroad spike set in the ground at an angle in said street, thence;

North 18° 36' 32" East along the southeasterly line of said Fore Street, a distance of 109.82 feet to a capped 3/4 inch rebar, numbered 492, set in the ground at the westerly corner of land conveyed to East Brown Cow Limited by Cumberland Oil Company by deed dated March 1, 1995 and recorded in the Registry of Deeds for Cumberland County in Book 11835, Page 088, thence;

South 50° 11' 54" East along the southwesterly line of said East Brown Cow Limited's land, a distance of 139.00 feet to the corner of the brick building on said parcel and at an angle in said line, thence;

South 49° 54' 24" East along the southwesterly line of said East Brown Cow Limited's land, a distance of 67.55 feet to the northwesterly line of said Commercial Street and at easterly corner of the granite column of foundation of said building, thence;

South 32° 53' 06" West along the northwesterly line of said Commercial Street, a distance of 75.62 feet to the southerly corner of the granite column of foundation of said building, thence;

South 37° 11' 06" West along the northwesterly line of said Commercial Street, a distance of 49.73 feet to the point of beginning.

Containing 23,528.43 square feet.

MAINE REAL ESTATE TAX PAID

BK15495PG122

Bearings are True North.

Being all of the same parcel of land conveyed to William L. Blake and George M. Blake by Elias Thomas by deed dated October 19, 1901 and recorded in the Registry of Deeds for Cumberland County in Book 832, Page 33. The Grantor changed its name from W.L. Blake & Co. on December 3, 1998.

IN WITNESS WHEREOF, it, the said WLB HOLDING COMPANY, has caused this instrument to be signed and sealed in its corporate name by Joyce O. Poulin, its Vice President, thereunto duly authorized, this 25th day of May, 2000.

WITNESS:

WLB HOLDING COMPANY

By: Joyce O. Poulin
Its Vice President

STATE OF MAINE
COUNTY OF CUMBERLAND, ss. May 25, 2000

Then personally appeared the above named Joyce O. Poulin, Vice President of said Corporation, as aforesaid, and acknowledged the foregoing instrument to be her free act and deed in her said capacity and the free act and deed of said Corporation.

Before me,

Attorney-at-Law
Walter E. Webber

RECEIVED
RECORDED REGISTRY OF DEEDS
2000 MAY 26 PM 3:53
CUMBERLAND COUNTY
John B O'Donnell

ATTACHMENT B

Copy of Agreement to Lease

AGREEMENT TO LEASE

THIS AGREEMENT TO LEASE (this "Agreement"), made as of November 8, 2005 (the "Effective Date"), is by and between **OLYMPIA EQUITY INVESTORS IV, LLC**, a Maine limited liability company with a place of business in Portland, Maine ("Landlord") and **OLYMPIA EQUITY INVESTORS IV-B, LLC**, a Maine limited liability company with a place of business in said Portland ("Tenant"), WHO AGREE AS FOLLOWS:

1. **PRELIMINARY RECITALS.** Landlord is the owner of a certain parcel of land situated in Portland, Cumberland County, Maine, as more particularly described in that certain deed to Landlord dated March 1, 1995 and recorded in the Cumberland County Registry of Deeds in Book 11905, Page 089 (the "Property"). Upon the satisfaction of certain conditions as more particularly set forth herein, Tenant desires to ground lease a portion of the Property identified on the plan attached hereto as **SCHEDULE A** and designated thereon as the "Premises". Tenant intends to construct upon the Premises a multi-story office/retail complex totaling approximately 66,000 square feet (the "Project").

2. **AGREEMENT TO LEASE.** In consideration of Tenant's undertakings and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Landlord and Tenant hereby agree to enter into a Ground Lease for the Premises. The parties shall use their reasonable good faith and diligent efforts to agree upon a form of lease within ninety (90) days after the date hereof. The Lease shall include (i) the terms and conditions set forth on **SCHEDULE B** attached hereto and incorporated herein (the *" Basic Terms"),* (ii) such other terms and conditions, not inconsistent with the Basic Terms, as are customarily included in a commercial ground lease for a in-town office/retail building, subject, however, to the terms and conditions set forth in this Agreement.

3. **TENANT'S LEASE CONDITIONS.** This Agreement and the obligations of Landlord and Tenant hereunder are contingent upon satisfaction of the conditions described in Subsections (a) through (c) of this Section 3 (the "Lease Conditions").

(a) Environmental and Engineering Condition. During the sixty (60) day period following the execution of this Agreement (the "Inspection Period"), Tenant shall have the right, at its expense, to obtain such engineering studies, subsurface tests, test borings, geotechnical studies, water surveys, percolation tests, topographical surveys, utility surveys, sewage disposal surveys, drainage determinations, building inspections and testing, utility surveys, tests for Hazardous Materials, including asbestos tests, test pits and ground water sampling and/or monitoring wells if Tenant shall so desire, and such other tests and assessments as Tenant shall desire (collectively, "Engineering Studies") to determine whether the Premises are suitable for the construction and operation of the Project at a reasonable cost. The results of all Engineering Studies must be acceptable to Tenant, in Tenant's sole discretion. Any Engineering Studies that Tenant shall elect to undertake shall be performed at Tenant's expense. From and after the date of execution of this Agreement, Tenant, its agents, servants and authorized independent contractors shall have a right of entry onto the Premises in order to perform the Engineering Studies, provided that Tenant agrees to restore any material damage caused by such entry.

(b) Title Condition. Tenant, at its expense, shall have the right to obtain a commitment of leasehold title insurance from a title insurance company acceptable to Tenant with respect to the Premises. Tenant's obligations under this Agreement shall be contingent upon Tenant being satisfied, in its good faith judgment, that there are no liens, restrictions, encumbrances or defects in Landlord's title to the Premises. The condition set forth in this paragraph shall be deemed satisfied when Tenant shall have given Landlord written notice that Tenant has received a satisfactory title insurance commitment; provided, however, that (i) if after satisfaction of the Title Condition set forth in this subsection, Tenant shall discover any lien, restriction, defect or other encumbrance arising after the date of Tenant's title insurance commitment or not appearing in such commitment, Tenant shall be permitted to withdraw such notice and the Lease Condition set forth in this subsection shall not be deemed satisfied, and (ii) neither Tenant's obtaining such title insurance commitment nor Tenant's giving such notice shall result in a waiver by Tenant of any of Landlord's obligations, warranties, covenants or agreements under this Agreement or the Lease. If the Premises are subject to any mortgage, deed of trust or other instruments creating a lien upon the Premises that was granted or assumed by Landlord and affecting the Premises (a "Mortgage"), then promptly following the execution of this Agreement, Landlord shall commence and thereafter diligently pursue reasonable efforts to obtain a discharge or release of such Mortgage.

(c) Project Approvals Condition. Tenant's obligations under this Agreement shall be contingent upon Tenant having obtained the Project Approvals as described in Section 4 below. The condition set forth in this paragraph shall be deemed satisfied when Tenant shall have given Landlord written notice that Tenant has obtained the Project Approvals. Tenant shall be deemed to have "obtained" the Project Approvals only (i) after Tenant has obtained all necessary Project Approvals, they are not subject to any challenge or appeal and all periods within which any such challenge or appeal may be made have expired, and (ii) if said Approvals contain no conditions or requirements unacceptable to Tenant.

4. PERMITTING CONDITION. Tenant shall have a period of twelve (12) months following the date of this Agreement (the "Permitting Period") to obtain, at its sole cost and expense, all zoning changes and variances, environmental and land use permits, and all other governmental licenses, permits and approvals that shall be necessary for the construction and operation of the Project (collectively, the "Project Approvals"); provided, however, that if Tenant shall be pursuing the Project Approvals with reasonable diligence at the end of the Permitting Period, Tenant shall have the right to extend the Permitting Period for an additional period (not to exceed six (6) months) as necessary to obtain the Project Approvals. Landlord and Tenant shall use their best efforts to cooperate in any and all applications, proceedings and appeals relating to the Project Approvals.

5. CLOSING. The consummation of the transaction contemplated hereunder (the "Closing") shall take place at the office of Tenant or Tenant's counsel or in escrow through the offices of Tenant's title agent or other mutually acceptable escrow agent. The Closing shall take place on the first business day (the "Closing Date") that is at least thirty (30) days after the date Tenant obtains all of the Project Approvals as provided in Section 4, provided that all Lease

Conditions shall have been fully satisfied (or waived by Tenant in writing). On the Closing Date, Landlord shall deliver exclusive possession of the Premises to the Tenant free and clear of all liens, encumbrances, and title defects, and Landlord and Tenant shall execute and deliver the following:

(a) Landlord and Tenant shall execute and deliver the Lease in two original counterparts.

(b) Landlord and Tenant shall execute and deliver a Memorandum of Lease in recordable form.

(c) Landlord and Tenant shall each deliver to the other such evidence of its existence and due authority to execute and deliver the Lease, as the other may reasonably request.

(d) Landlord and Tenant shall each deliver such transfer tax forms, affidavits and other documents as may be customary and reasonably necessary.

6. **NOTICE.** All notices to be given hereunder shall be sent by registered or certified mail, return receipt requested, with postage prepaid, or by a national overnight carrier requesting acknowledgment of receipt, to the parties at the notice addresses set forth in the Lease (or to such other or additional addresses as the parties may hereafter designate by like notice similarly sent). Any notice given hereunder shall be deemed given on the date and at the time received or, if delivery is refused, the notice will be deemed given on the date, of such refusal. The parties' attorneys may give notice on behalf of their clients.

7. **DEFAULT.** In the event either party fails or refuses to consummate the Closing in accordance with the provisions of this Agreement for any reason other than those reasons specified in this Agreement as giving rise to a right of such party to terminate this Agreement, and the other party shall have performed all of its obligations under this Agreement, then such other party may bring an action for specific performance of this Agreement and/or seek whatever other remedies may be available at law or in equity.

8. **BROKERS.** Tenant and Landlord each represents and warrants to the other that it has not had any dealings with any broker or finder in connection with this transaction. Each party agrees to indemnify, defend and save the other harmless from and against any and all other claims, demands or causes of action or other liability, damage, cost or expense (including, without limitation, reasonable attorneys, fees) resulting from claims by any broker or other person in connection with this transaction made by or through the indemnifying party. The provisions of this Section shall survive the Closing and/or the termination of this Agreement.

9. **MISCELLANEOUS.**

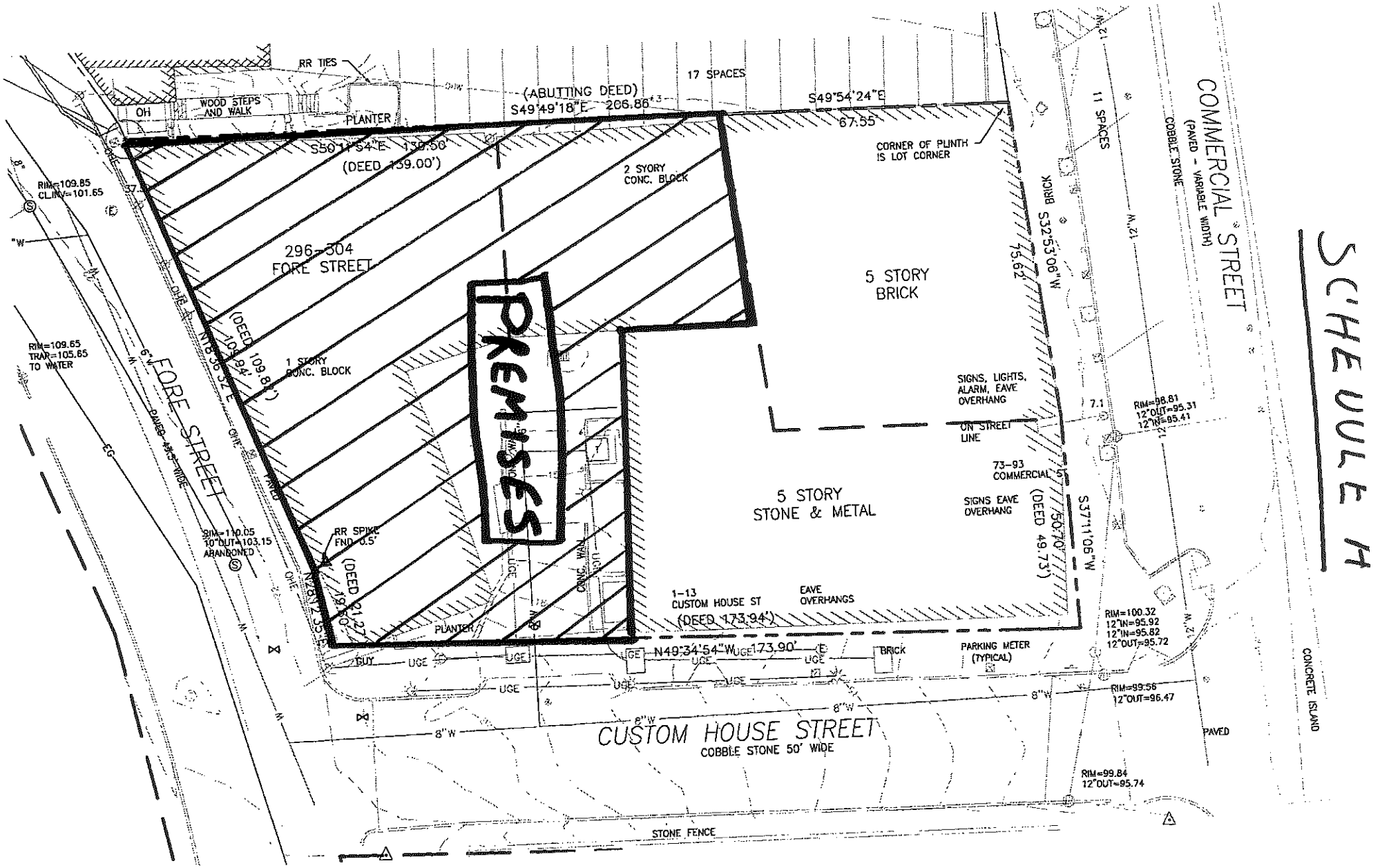
(a) This Agreement and the Schedules attached hereto embody the entire agreement between the parties in connection with this lease transaction and there are no oral agreements, representations or inducements existing between the parties relating to this transaction. This

SCHEDULE A

PLAN OF PREMISES

[See Attached]

SCHEDULE H


PREMISES
296-304 FORE STREET
2 STORY CONC. BLOCK
1 STORY CONC. BLOCK
5 STORY BRICK
5 STORY STONE & METAL
73-93 COMMERCIAL
1-13 CUSTOM HOUSE ST
(DEED 173.94')
SIGNS, LIGHTS, ALARM, EAVE OVERHANG
SIGNS EAVE OVERHANG
EAVE OVERHANGS
ON STREET LINE
CORNER OF PLINTH IS LOT CORNER
RR TIES
WOOD STEPS AND WALK
PLANTER
(ABUTTING DEED) S49°49'18"E 206.86'
S49°54'24"E
67.55'
17 SPACES
11 SPACES
S50°14'54"E 150.50'
(DEED 139.00')
N39°45'06"W 109.94'
(DEED 109.8')
N49°34'54"W 173.90'
S32°53'06"W 46.62'
S37°11'06"W 50.70'
(DEED 49.73')
RR SPIKE FND 0.5'
(DEED 21.27')
N39°24'35"E 19.0'
CONC. WALL
BRICK
PARKING METER (TYPICAL)
COMMERCIAL STREET
(PAVED - VARIABLE WIDTH)
COBBLE STONE
CONCRETE ISLAND
FORE STREET
PAVED 45' WIDE
CUSTOM HOUSE STREET
COBBLE STONE 50' WIDE
PAVED
STONE FENCE
RIM=109.85
CLINV=101.65
RIM=109.65
TRAP=105.65
TO WATER
RIM=110.05
10"OUT=103.15
ABANDONED
RIM=98.81
12"OUT=95.31
12"IN=95.41
RIM=100.32
12"IN=95.92
12"IN=95.82
12"OUT=95.72
RIM=99.56
12"OUT=96.47
RIM=99.84
12"OUT=95.74
OHE
UGE
UGT
GE
BUY
8"W
6"W
12"W
FG

SCHEDULE B

BASIC LEASE TERMS

1. **Purpose:** For any lawful purpose, including the development, construction, installation, operation, maintenance, repair and removal of a commercial building.

2. **Term:** The initial term of the Lease shall beninety-nine (99) years. Tenant shall have the right to renew the Lease upon its expiration, for up to three (3) extension terms of ninety-nine (99) years each. In addition, Tenant shall have the right to terminate this Lease upon six (6) months prior written notice.

3. **Rent:** The base rent for the initial term shall be Five Hundred Thousand Dollars, which amount shall be paid in full upon the rent commencement date of the lease. Base Rent for each extension term shall be fair market value of the ground, unimproved and unencumbered by this Lease. Tenant shall be responsible for all costs associated with or arising out of the Leased Premises, including taxes and insurance.

4. **Assignment:** (a) Subject to the provisions of subsection (b) below, Tenant shall have the right to assign the Lease, provided that any such assignment shall be subject to Owner's consent, which consent shall not be unreasonably withheld, conditioned or delayed. The foregoing notwithstanding, no such consent shall be required in order for Tenant to assign this Lease to any investor or lender as collateral security or to any future assignment by such investor or lender, or any of their respective successors and assigns. Such lease shall contain standard leasehold mortgagee protection provisions.

(b) The parties acknowledge that Tenant intends to construct a building on the premises and to subject the building to a condominium regime. In connection therewith, Tenant will subject its leasehold interest in the Lease to the Condominium, whereupon it will become part of the common interest of the condominium and owned in common by the unit owners of the condominium. Upon the sale of any condominium unit, a proportionate interest in the leasehold estate shall be conveyed as an appurtenance to the unit. Landlord consents to such condominium regime and agrees to execute the condominium declaration evidencing such consent, whereupon there shall be no restrictions upon the assignability of the Lease.

5. **Default and Remedies:** The Lease shall contain agreed upon default provisions. Notwithstanding such provisions, or any default by Tenant or the condominium owners, the Lease shall not be terminable. Landlord's only remedy in the event of default shall be to sue for specific performance, or to exercise self help, as set forth more fully in the Lease.

Agreement may not be modified, except by a written agreement signed by all of the parties. Upon request of Tenant, Landlord agrees to execute a memorandum of this Agreement for recording in the public records.

(b) This Agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, administrators, successors, successors in interest and assigns.

(c) No written waiver by any party at any time of any breach of any provision of this Agreement shall be deemed a waiver of a breach of any other provision herein or a consent to any subsequent breach of the same or any other provisions. If any action by any party shall require the consent or approval of another party, such consent or approval of such action on any occasion shall not be deemed a consent to or approval of such action on any subsequent occasion or a consent to or approval of any other action on the same or any subsequent occasion.

(d) This Agreement shall be governed by and interpreted in accordance with the laws of the State of Maine.

(e) This Agreement may be executed in any number of original counterparts, all of which evidence only one agreement and only one of which need be produced for any purpose.

IN WITNESS WHEREOF, the Landlord and Tenant have executed this Agreement as of the day and year first above set forth.

WITNESS:

LANDLORD:

OLYMPIA EQUITY INVESTORS IV, LLC, a Maine limited liability company

By: _____
Print Name: Kevin Mahaney
Its: CEO

WITNESS:

TENANT:

OLYMPIA EQUITY INVESTORS IV-B, LLC, a Maine limited liability company

By: _____
Print Name: Kevin Mahaney
Its: CEO

EXHIBIT 3

FINANCIAL CAPACITY

3.0 Overview

Project costs for the project are currently anticipated as follows:

- Site Development $ 700,000
- Building Construction $7,000,000

These costs are based on preliminary budget estimates and are generally considered within 20%.

TDBanknorth has prepared a letter of the applicant's ability to finance the project. A copy of the bank letter is included in Attachment A of this Exhibit.

ATTACHMENT A

Letter from TD Banknorth

TD Banknorth, N.A.
One Portland Square
P.O.Box 9540
Portland, ME 04112-9540
T: 207 761-8500
Toll Free: 800 462-3666
TDBanknorth.com

October 6, 2005

Lee Lowry
Planning Board
City of Portland
c/o Olympia Equity Investors
280 Fore Street, Suite 202
Portland, ME 04101

Re: Kevin Mahaney/Olympia Equity Investors IV B/Custom House Square

To Whom It May Concern:

This letter will confirm that, based on our preliminary due diligence and subject to our standard underwriting requirements, Kevin Mahaney/Olympia Equity Investors IV B/ Custom House Square, will have the financial capacity to complete the proposed development of a class A office building and the accompanying parking at 300 Fore Street, Portland, Maine. Please call me at 207-761-8783, should you have any questions.

Very truly yours,

Lawrence A. Wold
Senior Vice President

EXHIBIT 4

TECHNICAL ABILITY

4.0 Overview

The applicant has contracted the site development design work to DeLuca-Hoffman Associates, Inc., a civil engineering firm located in South Portland, Maine. DeLuca-Hoffman Associates, Inc. was founded in 1986 and has provided engineering services to private, industrial, commercial, municipal and governmental clients for the past 19 years.

PCI Architecture has been retained to complete the architectural designs; a final Contractor for the building construction has not yet been determined.

OEI IV-B, the developer of the project, is affiliated with the Olympia Development Company and the family of Olympia Companies, which have been recognized for successfully completing similar projects of this nature in the City of Portland. Examples of the projects include:

W.L. Blake Building Historic Renovation

42,000 Square Foot Renovation & 25,000 Square Foot Expansion

280 Fore Street

115,000 Square Foot Office Building

Hilton Garden Inn

Downtown 120-room Hotel

50 Sewall Street Medical Office Building

40,000 Square Foot Medical Office Building

EXHIBIT 5

UNUSUAL NATURAL AREAS, WILDLIFE AND FISHERIES HABITATS OR ARCHAEOLOGICAL SITES

5.0 Overview

The existing project site is currently completely developed and due to its current configuration and urban setting is devoid of any unusual natural areas, wildlife habitats or archaeological features.

A request for an "Ability to Serve" letter was sent to the Portland Water District for the increased flows due to the building construction. A response has been received, a copy of which is included as part of Attachment C of this Exhibit.

It is anticipated that all other utilities to the site will not be adversely affected by the proposed project. Central Maine Power is currently reviewing various options for potential relocation of electrical service and has indicated it has adequate facilities to accommodate the proposed development.

6.6 On-site Landscaping To Provide A Buffer With Neighboring Uses

Given the density of development and highly urbanized zoning, no landscaping is proposed to buffer the neighboring uses.

6.7 The Site Plan Minimizes, To The Extent Feasible, Any Disturbance or Destruction of Significant Vegetation

This provision is not applicable, as the site does not contain any significant vegetation.

6.8 Site Plan Does Not Create Any Significant Soil or Drainage Problems

The existing site is currently completely impervious and will remain so upon completion of the development, though certain areas of asphalt will be transformed to building. This will not create any significant soil or drainage problems.

6.9 Provision of Appropriate Exterior Lighting

The planned additional exterior lighting will not be hazardous to motorists traveling on adjacent streets, due to the setback of the development from these streets. The lighting proposed will be limited to pedestrian level street lighting along Fore Street only.

6.10 The Development Will Not Create Fire or Other Safety Hazards and Provides Adequate Access to the Site and to the Buildings on the Site for Emergency Vehicles

Although the horizontal alignment of Fore Street will be shifted slightly to accommodate the widened sidewalks, the vehicular access along the roadway network will not be altered and therefore, will not create any fire or safety hazards. Since the building envelope will encompass the entire site and the building will be proximately located to Fore Street and Custom House Street, adequate access will not be an issue.

6.11 The Proposed Development is Designed So As To Be Consistent with Off-Premises Infrastructure, Existing or Planned by the City of Portland

The project will not generate any increases to stormwater runoff and therefore will not impact the capacity of the City of Portland combined sewer system.

6.12 Pertaining to Industrial Development

N/A

6.13 Pertaining to Development in R-P Zone

N/A

6.14 Pertaining to Planned Unit Developments

N/A

6.15 Pertaining to Multi-Family Developments

N/A

6.16 Pertaining to Development in B-3 Zone

The proposed development is consistent with the zoning identified in the B-3 zone and does not conflict with the Bulk & Space or dimensional requirements of this zone, with the exception of the street build-to line provision. The proposed building will be sited approximately 8.35 feet at its further point along the intersection of Custom House Street and Fore Street. This does not meet the street build-to limitation, though this occurs for a very isolated portion of the site and is due to an irregularity in the geometry of the Fore Street right-of-way.

Section 14-220(c) provides a standard for 5-foot maximum setback for the street build-to line, although the Planning Board has the ability to waive this standard in lieu of an alternate dimension provided the requirements of Article V – Site Plan, Standards, Section 14-526 16(a) are met. This proposed development meets the provisions of paragraph 16 of Section 526. Further, subsection 2 of paragraph 16 provides the following:

> *"2. Standards for increasing setback beyond street build-to line: A proposed development may exceed maximum setbacks as required in section 14-220(c) only where the applicant demonstrates to the Planning Board that the introduction of increased building setbacks at the street level:*
>
> > *(a) Provides substantial and viable publicly accessible open space or other amenity at the street level that supports and reinforces pedestrian activity and interest. Such amenities may include without limitation plazas, outdoor eating spaces and cafes, or wider sidewalk circulation areas in locations of substantial pedestrian congestion;*
> >
> > *(b) Does not substantially detract from the prevailing street wall character by introducing such additional setback at critical building locations such as prominent form-defining corners, or create a sense of discontinuity in particularly consistent or continuous settings;*
> >
> > *(c) Does not detract from existing publicly accessible open space by creating an excessive amount of open space in one (1) area or by diminishing the viability or liveliness of that existing open space; and*

(d) The area of setback is of high quality and character of design and of acceptable orientation to solar access and wind impacts as to be attractive to pedestrian activity."

The proposed development as designed will meet the criteria of a-d. The location of the 3.35-foot extension of the setback is at a street corner where pedestrian traffic is likely to both turn the corner from Fore Street onto Custom House Street as well as cross Custom House Street. While the building location is more driven by the spatial dimension of the parcel, the irregularity of the Fore Street right-of-way in the location allows for the construction of a wider sidewalk, which will promote safe pedestrian access and avoid congestion.

6.17 The Applicant Has Submitted All Information Required By This Article and the Development Complies with all Applicable Provisions of this Code

The application compiled, addresses all provisions noted in this code to the best of our knowledge.

6.18 Proximity To Any Landmark, Historic District or Historic Landscape District

The proposed structure is a direct abutter the US Custom House, though no development restrictions adjacent to this landmark are in place. The proposed building has been reviewed and endorsed by the Historic Preservation Committee.

6.19 Pertaining to View Corridors

N/A

6.20 No Adverse Effect on Existing Natural Resources

No adverse effect on existing natural resources is anticipated from the proposed development.

6.21 Pertaining to Discharge to a Significant Groundwater Aquifer

According to the Portland quadrangle map of the Maine Geological Survey, there is no significant aquifer in the vicinity of the project location.

6.22 Pertaining to Signs

A sign is proposed for the new development. All provisions in regards to signage have been addressed according to the City code. The owner will be applying for a sign permit separate from this application.

6.23 Pertaining to Denial of Sign Under Exhibit 14-369.5

N/A

6.24 **Pertaining to Major or Minor Businesses**

N/A

6.25 **Pertaining to Development in Industrial Zones**

N/A

6.26 **Pertaining to Development in B-5 and B-5b Zones**

N/A

ATTACHMENT A

Letter of Intent to Lease
Necessary Parking Spaces

THE OLYMPIA
COMPANIES

November 9, 2005

Ms. Sarah Hopkins
Planning Department
City of Portland
389 Congress Street, 4th Floor
Portland, Maine 04101

Subject: **Proposed Custom House Square Office Building – 300 Fore Street Major Site Plan Application. Letter of Intent re: Parking Spaces Lease.**

Dear Ms. Hopkins:

Olympia Equity Investors IVB, LLC is currently in the process of negotiating a Letter of Intent for the 150 parking spaces which we anticipate will be required for the occupants of the office space, planned for the upper four floors of 300 Fore Street. The first floor is anticipated to be retail/restaurant and so we do not believe that additional parking spaces need to be reserved exclusively for that use.

While we have not yet concluded our negotiations, we recognize that a Letter of Intent for Lease of Parking Spaces will ultimately be a requirement for final site plan approval. We anticipate being able to present a signed Letter of Intent for Lease of Parking Spaces to you prior to our final public hearing before the Planning Board.

Sincerely Yours,
Olympia Equity Investors IVB, LLC

Tim Levine
Its Senior Project Manager

280 Fore Street, Suite 202
Portland, ME 04101
www.theolympiacompanies.com
207-874-9990 phone
207-874-9993 fax

ATTACHMENT B

Letter Requesting Ability to Serve
Sent to Portland Public Works

(copy of response letter to be provided upon receipt)

DeLUCA-HOFFMAN ASSOCIATES, INC.
CONSULTING ENGINEERS

778 MAIN STREET
SUITE 8
SOUTH PORTLAND, MAINE 04106
TEL 207 775 1121
FAX 207 879 0896

- SITE PLANNING AND DESIGN
- ROADWAY DESIGN
- ENVIRONMENTAL ENGINEERING
- PERMITTING
- AIRPORT ENGINEERING
- CONSTRUCTION ADMINISTRATION
- TRAFFIC STUDIES AND MANAGEMENT

October 26, 2005

Mr. Frank Brancely
City of Portland
55 Portland Street
Portland, Maine 04101

Subject: **Proposed Office Building**
Fore Street, Portland, Maine
Letter of Ability to Serve

Dear Frank:

DeLuca-Hoffman Associates, Inc. has been retained to prepare plans and permit applications/submissions for a proposed 65,000 square foot office building. As required by the reviewing authorities, we are writing to request a letter indicating the ability of the City of Portland to provide sanitary sewer capacity for the project.

Project Overview

The project will be located at the corner of Fore Street and Custom House Street.

Sanitary Sewer Service

Sanitary service for the project is proposed to be provided by connection to the existing sewer main in Fore Street. An 8-inch sewer line from that main will serve the proposed building.

Water Consumption

The proposed building is intended to be leased as office space, though tenant occupancy has yet to be finalized. Multiple tenants are anticipated and the exact water consumption that will occur is uncertain. It is anticipated between 150 and 200 employees may work in the office. Assuming a water usage rate of fifteen gallons per day per employee, this equates to approximately 2,250 to 3,000 gallons per day of sanitary sewerage from the proposed development. It is expected that the sanitary sewer component will be equivalent to the water usage and no water will be recycled.

Letter of Ability to Serve

DeLuca-Hoffman Associates, Inc. is presently preparing design review submissions for City of Portland Site Plan Approval. Accordingly, we are requesting a letter from the City of Portland indicating the adequacy of the existing sanitary sewer infrastructure to serve this project.

Please contact our office with any questions you may have concerning this letter and request for ability to serve. We would like to include your letter of ability to serve with this submission. We appreciate your assistance in this matter and look forward to your response.

Sincerely,

DeLUCA-HOFFMAN ASSOCIATES, INC.

Christopher J. Osterrieder, P.E.
Senior Engineer

CJO/sq/JN2581/Brancely-10-26-05

Enclosure

c: Matt Wirth, PCI Architecture
Tim Levine, Olympia Equity Investors, Inc.

ATTACHMENT C

Letter Requesting Ability to Serve Sent to Portland Water District

Letter from Portland Water District

DeLUCA-HOFFMAN ASSOCIATES, INC.
CONSULTING ENGINEERS

778 MAIN STREET
SUITE 8
SOUTH PORTLAND, MAINE 04106
TEL. 207 775 1121
FAX 207 879 0896

- SITE PLANNING AND DESIGN
- ROADWAY DESIGN
- ENVIRONMENTAL ENGINEERING
- PERMITTING
- AIRPORT ENGINEERING
- CONSTRUCTION ADMINISTRATION
- TRAFFIC STUDIES AND MANAGEMENT

October 26, 2005

Mr. Dave Coffin
Portland Water District
225 Douglass Street
P.O. Box 3553
Portland, Maine 04104-3553

Subject: **Proposed Office Building**
300 Fore Street, Portland, Maine
Letter of Ability to Serve

Dear Dave:

DeLuca-Hoffman Associates, Inc. has been retained to prepare plans and permit applications/submissions for a proposed 65,000 square foot office building. As required by the reviewing authorities, we are writing to request a letter indicating the ability of the Portland Water District to serve the project.

Project Overview

The project will be located at the corner of Fore Street and Custom House Street.

Water Supply Service

Water supply service for the project is proposed to be provided by connection to the existing main in Fore Street.

Water Consumption

The proposed building is intended to be leased as office space, though tenant occupancy has yet to be finalized. Multiple tenants are anticipated and it is uncertain as to the exact water consumption that will occur. It is anticipated that between 150 and 200 employees may work in the office. Assuming a water usage rate of fifteen gallons per day per employee, this equates to approximately 2,250 to 3,000 gallons per day for the proposed development.

Movement	EBL	EBT	EBR	WBL	WBT	WBR	NBL	NBT	NBR	SBL	SBT	SBR
Lane Configurations												
Ideal Flow (vphpl)	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Total Lost time (s)	4.0	4.0	4.0		4.0	4.0		4.0	4.0	4.0	4.0	4.0
Lane Util. Factor	1.00	1.00	1.00		1.00	1.00		0.95	1.00	1.00	1.00	1.00
Frt	1.00	1.00	0.85		1.00	0.85		1.00	0.85	1.00	1.00	0.85
Flt Protected	0.95	1.00	1.00		1.00	1.00		0.98	1.00	0.95	1.00	1.00
Satd. Flow (prot)	1787	1881	1407		1876	1599		3512	1599	1787	1881	1599
Flt Permitted	0.95	1.00	1.00		0.97	1.00		0.98	1.00	0.95	1.00	1.00
Satd. Flow (perm)	1787	1881	1407		1823	1599		3512	1599	1787	1881	1599
Volume (vph)	252	279	88	13	210	33	54	98	25	18	155	237
Peak-hour factor, PHF	0.90	0.90	0.90	0.83	0.83	0.83	0.81	0.81	0.81	0.90	0.90	0.90
Adj. Flow (vph)	280	310	98	16	253	40	67	121	31	20	172	263
RTOR Reduction (vph)	0	0	38	0	0	32	0	0	21	0	0	228
Lane Group Flow (vph)	280	310	60	0	269	8	0	188	10	20	172	35
Parking (#/hr)			4									
Turn Type	Prot		custom	Perm		Perm	Split		Perm	Split		Perm
Protected Phases	7	4			8		2	2		1	1	
Permitted Phases			4 7	8		8			2			1
Actuated Green, G (s)	19.9	43.2	43.2		19.3	19.3		31.4	31.4	13.4	13.4	13.4
Effective Green, g (s)	19.9	43.2	43.2		19.3	19.3		31.4	31.4	13.4	13.4	13.4
Actuated g/C Ratio	0.20	0.43	0.43		0.19	0.19		0.31	0.31	0.13	0.13	0.13
Clearance Time (s)	4.0	4.0			4.0	4.0		4.0	4.0	4.0	4.0	4.0
Vehicle Extension (s)	3.0	3.0			3.0	3.0		3.0	3.0	3.0	3.0	3.0
Lane Grp Cap (vph)	356	813	608		352	309		1103	502	239	252	214
v/s Ratio Prot	c0.16	0.16						c0.05		0.01	c0.09	
v/s Ratio Perm			0.04		c0.15	0.00			0.01			0.02
v/c Ratio	0.79	0.38	0.10		0.76	0.02		0.17	0.02	0.08	0.68	0.16
Uniform Delay, d1	38.0	19.3	16.8		38.2	32.7		24.9	23.7	37.9	41.3	38.3
Progression Factor	1.00	1.00	1.00		1.00	1.00		1.00	1.00	0.91	0.95	2.07
Incremental Delay, d2	10.9	0.3	0.1		9.5	0.0		0.3	0.1	0.1	6.5	0.3
Delay (s)	48.9	19.6	16.9		47.7	32.8		25.2	23.7	34.6	45.9	79.7
Level of Service	D	B	B		D	C		C	C	C	D	E
Approach Delay (s)		31.2			45.8			25.0			64.9	
Approach LOS		C			D			C			E	

Intersection Summary			
HCM Average Control Delay	42.2	HCM Level of Service	D
HCM Volume to Capacity ratio	0.53		
Actuated Cycle Length (s)	100.0	Sum of lost time (s)	16.0
Intersection Capacity Utilization	52.2%	ICU Level of Service	A
Analysis Period (min)	15		

c Critical Lane Group

Movement	EBL	EBT	EBR	WBL	WBT	WBR	NBL	NBT	NBR	SBL	SBT	SBR
Lane Configurations												
Ideal Flow (vphpl)	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900	1900
Total Lost time (s)	4.0	4.0	4.0		4.0	4.0		4.0	4.0	4.0	4.0	4.0
Lane Util. Factor	1.00	1.00	1.00		1.00	1.00		0.95	1.00	1.00	1.00	1.00
Frt	1.00	1.00	0.85		1.00	0.85		1.00	0.85	1.00	1.00	0.85
Flt Protected	0.95	1.00	1.00		1.00	1.00		0.98	1.00	0.95	1.00	1.00
Satd. Flow (prot)	1787	1881	1407		1876	1599		3512	1599	1787	1881	1599
Flt Permitted	0.95	1.00	1.00		0.97	1.00		0.98	1.00	0.95	1.00	1.00
Satd. Flow (perm)	1787	1881	1407		1824	1599		3512	1599	1787	1881	1599
Volume (vph)	255	281	88	13	216	33	54	98	25	18	155	244
Peak-hour factor, PHF	0.90	0.90	0.90	0.83	0.83	0.83	0.81	0.81	0.81	0.90	0.90	0.90
Adj. Flow (vph)	283	312	98	16	260	40	67	121	31	20	172	271
RTOR Reduction (vph)	0	0	38	0	0	32	0	0	21	0	0	235
Lane Group Flow (vph)	283	312	60	0	276	8	0	188	10	20	172	36
Parking (#/hr)			4									
Turn Type	Prot		custom	Perm		Perm	Split		Perm	Split		Perm
Protected Phases	7	4			8		2	2		1	1	
Permitted Phases			4 7	8		8			2			1
Actuated Green, G (s)	20.1	43.6	43.6		19.5	19.5		31.0	31.0	13.4	13.4	13.4
Effective Green, g (s)	20.1	43.6	43.6		19.5	19.5		31.0	31.0	13.4	13.4	13.4
Actuated g/C Ratio	0.20	0.44	0.44		0.20	0.20		0.31	0.31	0.13	0.13	0.13
Clearance Time (s)	4.0	4.0			4.0	4.0		4.0	4.0	4.0	4.0	4.0
Vehicle Extension (s)	3.0	3.0			3.0	3.0		3.0	3.0	3.0	3.0	3.0
Lane Grp Cap (vph)	359	820	613		356	312		1089	496	239	252	214
v/s Ratio Prot	c0.16	0.17						c0.05		0.01	c0.09	
v/s Ratio Perm			0.04		c0.15	0.00			0.01			0.02
v/c Ratio	0.79	0.38	0.10		0.78	0.02		0.17	0.02	0.08	0.68	0.17
Uniform Delay, d1	37.9	19.1	16.6		38.2	32.6		25.2	23.9	37.9	41.3	38.4
Progression Factor	1.00	1.00	1.00		1.00	1.00		1.00	1.00	0.90	0.95	2.12
Incremental Delay, d2	10.9	0.3	0.1		10.1	0.0		0.3	0.1	0.1	6.5	0.3
Delay (s)	48.9	19.4	16.7		48.3	32.6		25.5	24.0	34.2	45.5	81.7
Level of Service	D	B	B		D	C		C	C	C	D	F
Approach Delay (s)		31.0			46.3			25.3			66.2	
Approach LOS		C			D			C			E	

Intersection Summary			
HCM Average Control Delay	42.8	HCM Level of Service	D
HCM Volume to Capacity ratio	0.54		
Actuated Cycle Length (s)	100.0	Sum of lost time (s)	16.0
Intersection Capacity Utilization	52.6%	ICU Level of Service	A
Analysis Period (min)	15		

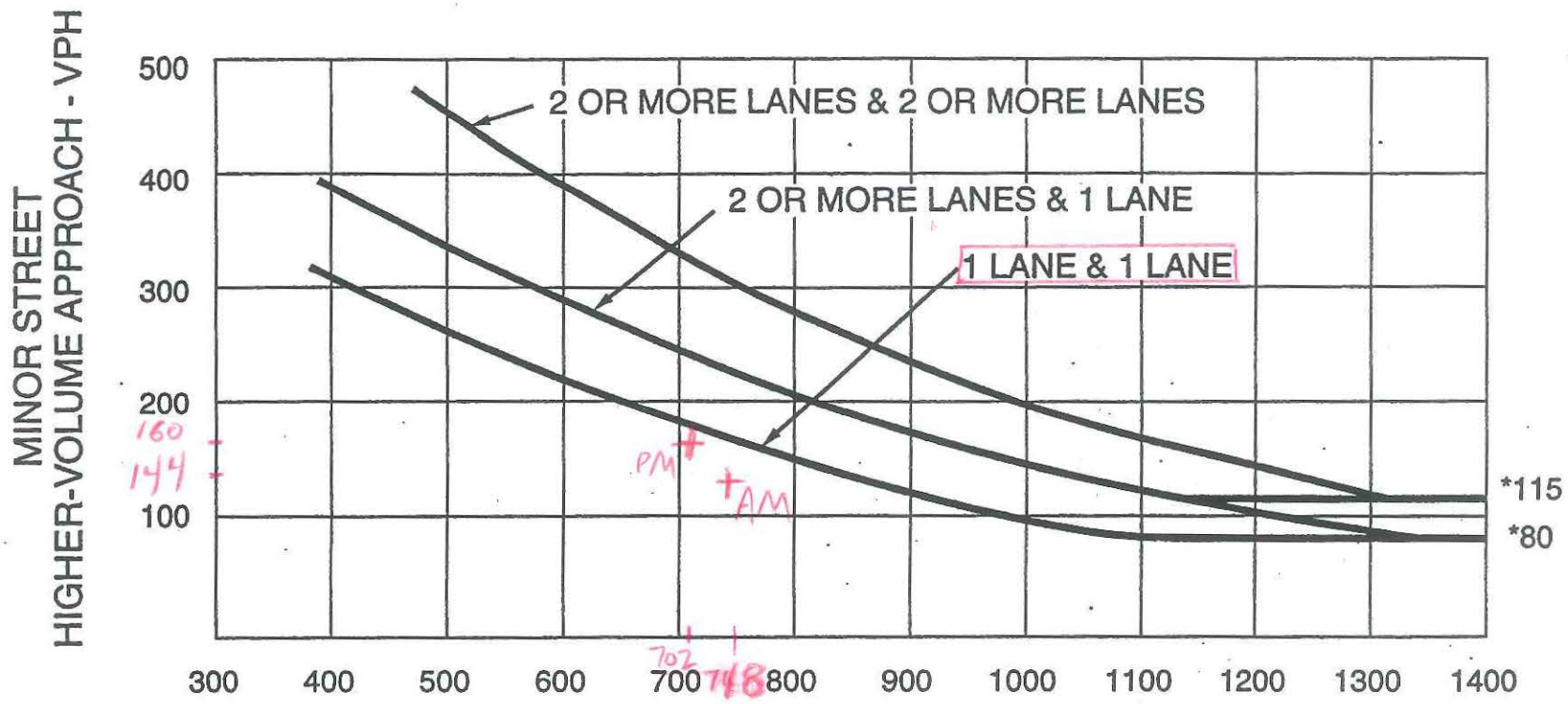
c Critical Lane Group

JN 1307
March 2006

Portland, ME

Figure 4C-1. Warrant 2, Four-Hour Vehicular Volume

India at Middle



RT discount; see Warrant 3 sheet

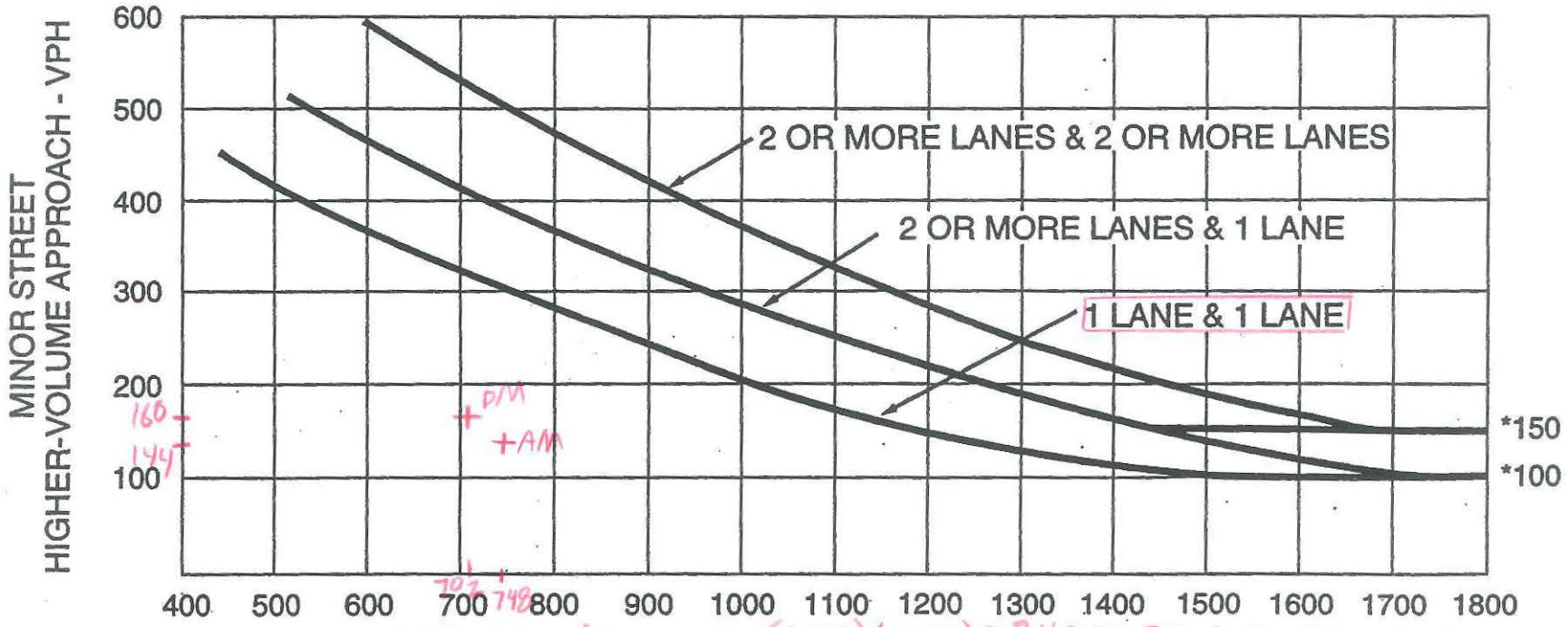
*Note: 115 vph applies as the lower threshold volume for a minor-street approach with two or more lanes and 80 vph applies as the lower threshold volume for a minor-street approach with one lane.

N 1311
March 2006

100 Ioir St
Portland, ME

Figure 4C-3. Warrant 3, Peak Hour

India at Middle



AM RT discount (0.85)(285) = 242 > 79 ∴ No RT vols in minor vol

PM RT discount = (0.85)(237) = 201 > 169 ∴ No RT vols in minor vol

*Note: 150 vph applies as the lower threshold volume for a minor-street approach with two or more lanes and 100 vph applies as the lower threshold volume for a minor-street approach with one lane.

Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: Portland
Counter: EB
DB-400
Weather: Clear

File Name : India@Middle_am
Site Code : 00001317
Start Date : 1/24/2006
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	INDIA ST From North					MIDDLE ST From East					INDIA ST From South					MIDDLE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
07:00 AM	2	30	1	2	35	0	0	1	0	1	2	10	3	1	16	2	0	3	1	6	58
07:15 AM	8	53	1	0	62	0	1	0	2	3	2	11	2	3	18	4	1	5	6	16	99
07:30 AM	23	70	0	2	95	0	1	0	4	5	1	22	4	2	29	3	3	9	3	18	147
07:45 AM	29	62	2	3	96	0	0	2	4	6	2	23	4	2	31	4	3	9	0	16	149
Total	62	215	4	7	288	0	2	3	10	15	7	66	13	8	94	13	7	26	10	56	453
08:00 AM	27	85	2	2	116	1	0	0	1	2	1	35	1	6	43	6	1	8	2	17	178
08:15 AM	26	69	0	1	96	0	2	1	3	6	1	26	5	4	36	9	4	12	0	25	163
08:30 AM	23	75	1	1	100	1	2	2	4	9	0	38	5	1	44	11	3	14	1	29	182
08:45 AM	15	63	1	0	79	0	1	1	0	2	2	48	3	3	56	13	3	14	1	31	168
Total	91	292	4	4	391	2	5	4	8	19	4	147	14	14	179	39	11	48	4	102	691
Grand Total	153	507	8	11	679	2	7	7	18	34	11	213	27	22	273	52	18	74	14	158	1144
Apprch %	22.5	74.7	1.2	1.6		5.9	20.6	20.6	52.9		4	78	9.9	8.1		32.9	11.4	46.8	8.9		
Total %	13.4	44.3	0.7	1	59.4	0.2	0.6	0.6	1.6	3	1	18.6	2.4	1.9	23.9	4.5	1.6	6.5	1.2	13.8	
Cars	152	490	7	11	660	0	6	7	18	31	10	199	26	21	256	51	17	71	13	152	1099
% Cars	99.3	96.6	87.5	100	97.2	0	85.7	100	100	91.2	90.9	93.4	96.3	95.5	93.8	98.1	94.4	95.9	92.9	96.2	96.1
Single Unit Trucks	1	15	1	0	17	2	1	0	0	3	1	13	1	1	16	1	1	3	1	6	42
% Single Unit Trucks	0.7	3	12.5	0	2.5	100	14.3	0	0	8.8	9.1	6.1	3.7	4.5	5.9	1.9	5.6	4.1	7.1	3.8	3.7
Combintation Vehicles	0	2	0	0	2	0	0	0	0	0	0	1	0	0	1	0	0	0	0	0	3
% Combintation Vehicles	0	0.4	0	0	0.3	0	0	0	0	0	0	0.5	0	0	0.4	0	0	0	0	0	0.3

Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
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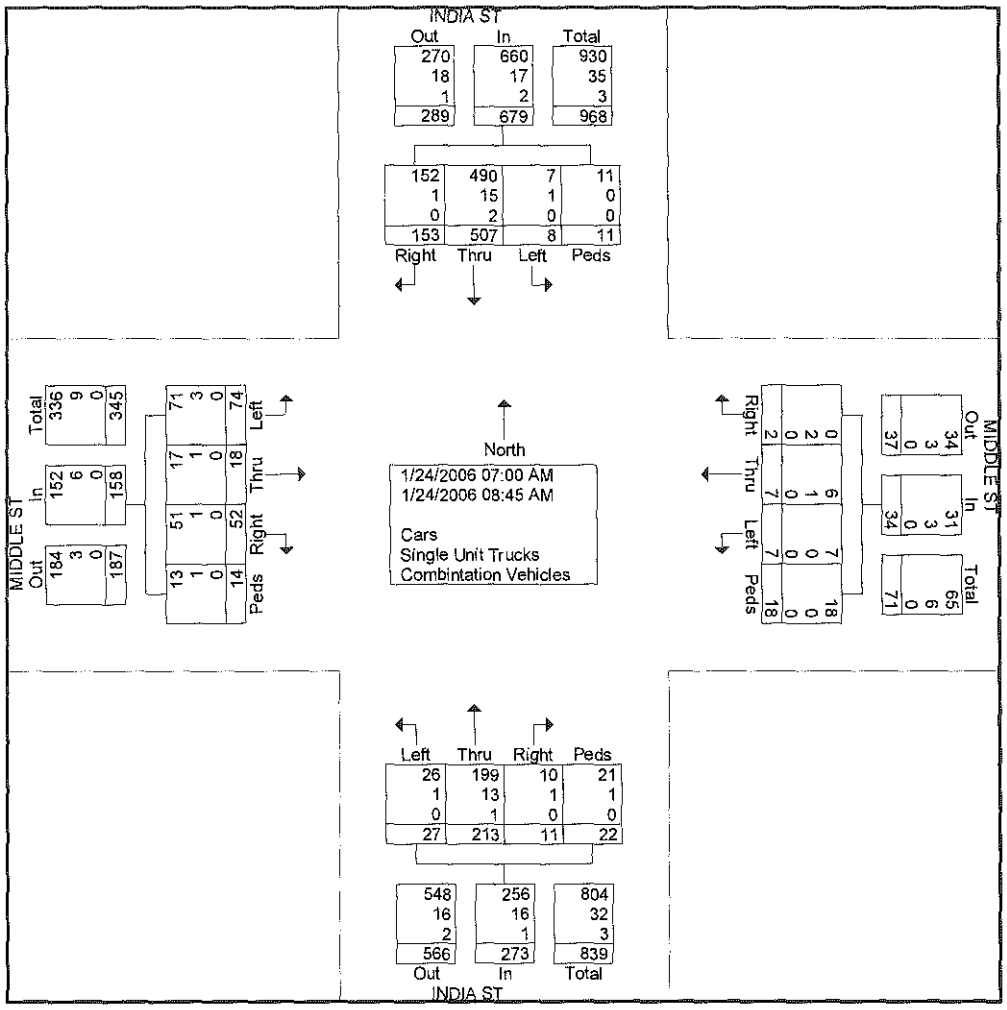
Gray, Maine 04039
Traffic and Civil Engineering Services

File Name : India@Middle_am
Site Code : 00001317
Start Date : 1/24/2006
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: EB
DB-400
Weather: CLEAR

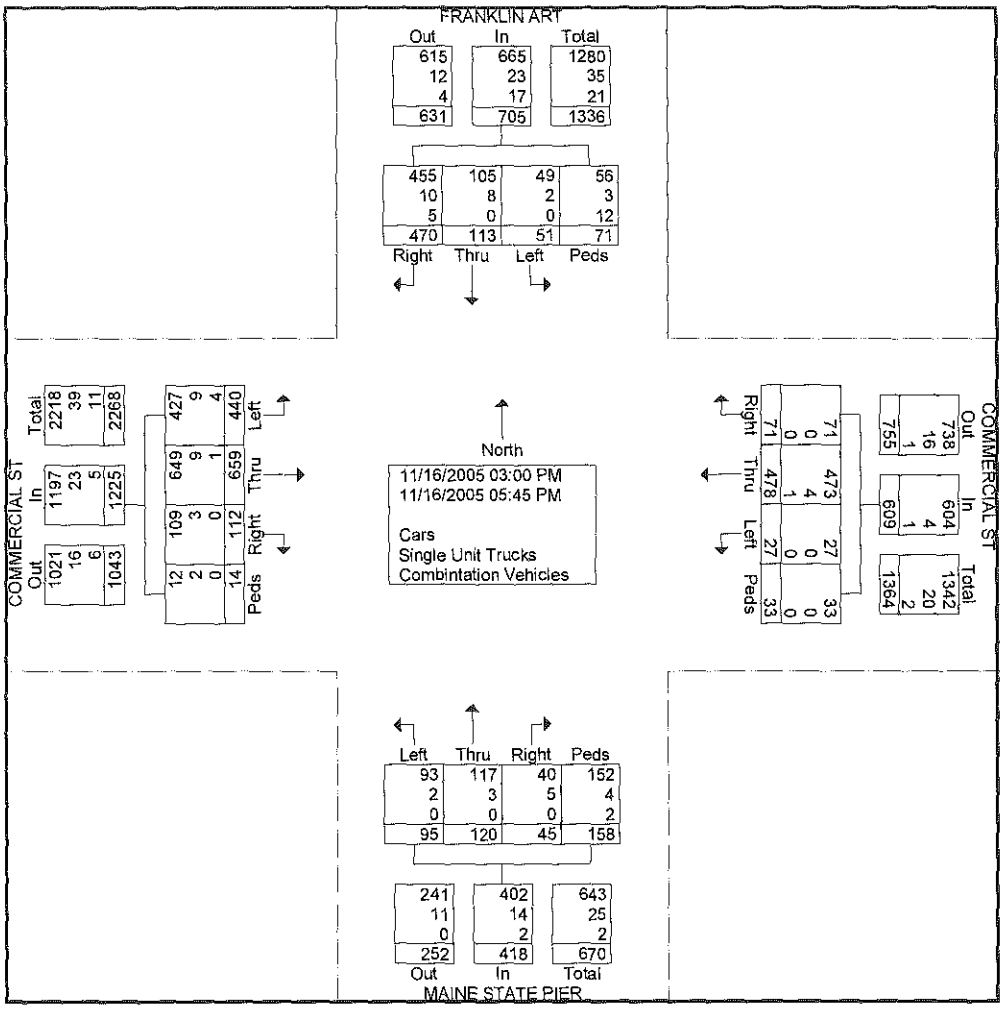
File Name : FRANKLINART@COMMERCIAL_PM2
Site Code : 00001317
Start Date : 11/16/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	FRANKLIN ART From North					COMMERCIAL ST From East					MAINE STATE PIER From South					COMMERCIAL ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
03:00 PM	32	6	7	6	51	6	44	1	7	58	3	11	10	14	38	8	50	27	3	88	235
03:15 PM	30	4	4	7	45	8	31	1	6	46	2	12	6	19	39	5	50	37	1	93	223
03:30 PM	38	1	3	3	45	9	49	1	0	59	6	9	4	7	26	4	48	35	3	90	220
03:45 PM	44	8	2	5	59	4	34	4	6	48	1	9	6	14	30	10	64	31	2	107	244
Total	144	19	16	21	200	27	158	7	19	211	12	41	26	54	133	27	212	130	9	378	922
04:00 PM	34	18	4	4	60	3	47	4	0	54	4	10	14	13	41	11	50	37	0	98	253
04:15 PM	39	20	9	7	75	7	27	2	2	38	2	13	3	14	32	10	56	37	1	104	249
04:30 PM	40	5	3	11	59	6	46	1	2	55	11	2	7	8	28	5	60	37	0	102	244
04:45 PM	48	12	4	8	72	8	53	5	3	69	1	6	6	17	30	9	58	39	1	107	278
Total	161	55	20	30	266	24	173	12	7	216	18	31	30	52	131	35	224	150	2	411	1024
05:00 PM	44	15	4	10	73	6	45	2	4	57	4	13	10	19	46	15	66	43	0	124	300
05:15 PM	44	18	5	7	74	7	40	3	2	52	6	16	9	14	45	19	61	45	1	126	297
05:30 PM	33	3	2	2	40	5	38	1	0	44	4	11	14	16	45	9	55	41	2	107	236
05:45 PM	44	3	4	1	52	2	24	2	1	29	1	8	6	3	18	7	41	31	0	79	178
Total	165	39	15	20	239	20	147	8	7	182	15	48	39	52	154	50	223	160	3	436	1011
Grand Total	470	113	51	71	705	71	478	27	33	609	45	120	95	158	418	112	659	440	14	1225	2957
Apprch %	66.7	16	7.2	10.1		11.7	78.5	4.4	5.4		10.8	28.7	22.7	37.8		9.1	53.8	35.9	1.1		
Total %	15.9	3.8	1.7	2.4	23.8	2.4	16.2	0.9	1.1	20.6	1.5	4.1	3.2	5.3	14.1	3.8	22.3	14.9	0.5	41.4	
Cars	455	105	49	56	665	71	473	27	33	604	40	117	93	152	402	109	649	427	12	1197	2868
% Cars	96.8	92.9	96.1	78.9	94.3	100	99	100	100	99.2	88.9	97.5	97.9	96.2	96.2	97.3	98.5	97	85.7	97.7	97
Single Unit Trucks	10	8	2	3	23	0	4	0	0	4	5	3	2	4	14	3	9	9	2	23	64
% Single Unit Trucks	2.1	7.1	3.9	4.2	3.3	0	0.8	0	0	0.7	11.1	2.5	2.1	2.5	3.3	2.7	1.4	2	14.3	1.9	2.2
Combintation Vehicles	5	0	0	12	17	0	1	0	0	1	0	0	0	2	2	0	1	4	0	5	25
% Combintation Vehicles	1.1	0	0	16.9	2.4	0	0.2	0	0	0.2	0	0	0	1.3	0.5	0	0.2	0.9	0	0.4	0.8

Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

File Name : FRANKLINART@COMMERCIAL_PM2
Site Code : 00001317
Start Date : 11/16/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: Portland
Counter: SFrost
DB-400
Weather: Clear

File Name : Pearl@Middle_pm
Site Code : 00001317
Start Date : 11/8/2005
Page No : 1

Groups Printed- Passenger Vehicles - Single Unit Trucks - Combination Vehicles

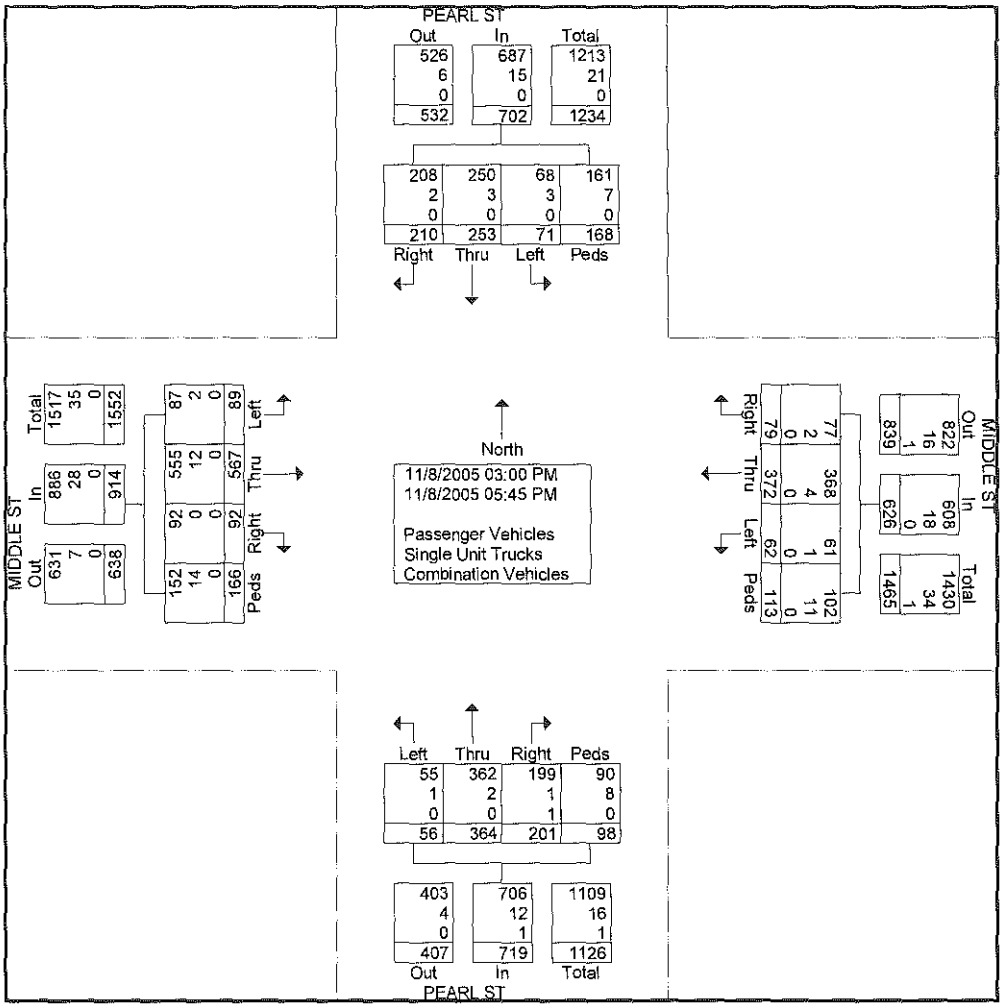
	PEARL ST From North					MIDDLE ST From East					PEARL ST From South					MIDDLE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
03:00 PM	17	14	3	18	52	7	29	1	14	51	13	21	0	11	45	4	42	7	15	68	216
03:15 PM	8	13	5	16	42	4	42	5	10	61	11	17	2	9	39	6	36	4	17	63	205
03:30 PM	13	27	1	9	50	6	29	5	11	51	9	26	8	12	55	10	39	10	7	66	222
03:45 PM	22	23	4	12	61	9	23	5	10	47	12	27	6	5	50	12	43	5	17	77	235
Total	60	77	13	55	205	26	123	16	45	210	45	91	16	37	189	32	160	26	56	274	878
04:00 PM	15	23	7	19	64	5	32	12	10	59	9	25	7	9	50	11	53	7	9	80	253
04:15 PM	17	24	12	11	64	6	31	8	4	49	10	17	4	7	38	9	53	8	16	86	237
04:30 PM	27	30	9	11	77	9	28	4	9	50	32	37	4	10	83	9	61	8	15	93	303
04:45 PM	21	24	6	22	73	9	37	5	8	59	18	21	6	11	56	7	65	9	16	97	285
Total	80	101	34	63	278	29	128	29	31	217	69	100	21	37	227	36	232	32	56	356	1078
05:00 PM	21	25	10	9	65	5	34	5	15	59	34	59	7	8	108	5	51	6	20	82	314
05:15 PM	23	23	5	16	67	9	25	4	8	46	19	53	3	5	80	6	45	14	9	74	267
05:30 PM	17	16	3	15	51	3	23	3	8	37	22	29	7	4	62	8	35	7	11	61	211
05:45 PM	9	11	6	10	36	7	39	5	6	57	12	32	2	7	53	5	44	4	14	67	213
Total	70	75	24	50	219	24	121	17	37	199	87	173	19	24	303	24	175	31	54	284	1005
Grand Total	210	253	71	168	702	79	372	62	113	626	201	364	56	98	719	92	567	89	166	914	2961
Apprch %	29.9	36	10.1	23.9		12.6	59.4	9.9	18.1		28	50.6	7.8	13.6		10.1	62	9.7	18.2		
Total %	7.1	8.5	2.4	5.7	23.7	2.7	12.6	2.1	3.8	21.1	6.8	12.3	1.9	3.3	24.3	3.1	19.1	3	5.6	30.9	
Passenger Vehicles	208	250	68	161	687	77	368	61	102	608	199	362	55	90	706	92	555	87	152	886	2887
% Passenger Vehicles	99	98.8	95.8	95.8	97.9	97.5	98.9	98.4	90.3	97.1	99	99.5	98.2	91.8	98.2	100	97.9	97.8	91.6	96.9	97.5
Single Unit Trucks	2	3	3	7	15	2	4	1	11	18	1	2	1	8	12	0	12	2	14	28	73
% Single Unit Trucks	1	1.2	4.2	4.2	2.1	2.5	1.1	1.6	9.7	2.9	0.5	0.5	1.8	8.2	1.7	0	2.1	2.2	8.4	3.1	2.5
Combination Vehicles	0	0	0	0	0	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0	1
% Combination Vehicles	0	0	0	0	0	0	0	0	0	0	0.5	0	0	0	0.1	0	0	0	0	0	0

Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: Portland
Counter: SFrost
DB-400
Weather: Clear

File Name : Pearl@Middle_pm
Site Code : 00001317
Start Date : 11/8/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: Portland
Counter: EB
DB-400
Weather: Clear

File Name : Pearl@Fore_PM
Site Code : 00001317
Start Date : 11/8/2005
Page No : 1

Groups Printed- Passenger Vehicles - Single Unit Trucks - Combination Vehicles

	PEARL ST From North					FORE ST From East					PEARL ST From South					FORE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
03:00 PM	9	7	4	3	23	8	36	5	5	54	2	6	3	9	20	1	47	5	8	61	158
03:15 PM	4	17	2	12	35	5	30	1	12	48	0	9	1	12	22	3	52	6	10	71	176
03:30 PM	17	9	5	10	41	11	29	2	8	50	1	11	0	7	19	2	73	4	10	89	199
03:45 PM	17	19	10	7	53	5	34	3	7	49	1	9	1	8	19	3	43	5	7	58	179
Total	47	52	21	32	152	29	129	11	32	201	4	35	5	36	80	9	215	20	35	279	712
04:00 PM	9	30	9	11	59	6	41	3	11	61	0	13	2	10	25	2	56	7	7	72	217
04:15 PM	14	19	6	5	44	6	32	1	9	48	2	3	0	18	23	0	53	8	6	67	182
04:30 PM	19	27	4	9	59	7	31	2	10	50	2	11	2	14	29	2	66	3	8	79	217
04:45 PM	23	14	7	11	55	8	45	1	12	66	2	8	1	8	19	2	64	3	8	77	217
Total	65	90	26	36	217	27	149	7	42	225	6	35	5	50	96	6	239	21	29	295	833
05:00 PM	24	30	13	8	75	6	45	1	30	82	2	20	7	12	41	2	71	1	10	84	282
05:15 PM	11	25	7	16	59	10	42	3	13	68	4	11	1	9	25	2	50	8	12	72	224
05:30 PM	22	21	6	20	69	3	39	2	9	53	0	8	1	7	16	3	53	2	11	69	207
05:45 PM	8	15	3	8	34	5	35	0	12	52	3	5	0	8	16	2	50	6	8	66	168
Total	65	91	29	52	237	24	161	6	64	255	9	44	9	36	98	9	224	17	41	291	881
Grand Total	177	233	76	120	606	80	439	24	138	681	19	114	19	122	274	24	678	58	105	865	2426
Apprch %	29.2	38.4	12.5	19.8		11.7	64.5	3.5	20.3		6.9	41.6	6.9	44.5		2.8	78.4	6.7	12.1		
Total %	7.3	9.6	3.1	4.9	25	3.3	18.1	1	5.7	28.1	0.8	4.7	0.8	5	11.3	1	27.9	2.4	4.3	35.7	
Passenger Vehicles	177	231	75	113	596	76	437	24	132	669	19	113	19	109	260	24	671	56	100	851	2376
% Passenger Vehicles	100	99.1	98.7	94.2	98.3	95	99.5	100	95.7	98.2	100	99.1	100	89.3	94.9	100	99	96.6	95.2	98.4	97.9
Single Unit Trucks	0	2	1	7	10	3	2	0	6	11	0	1	0	13	14	0	7	2	5	14	49
% Single Unit Trucks	0	0.9	1.3	5.8	1.7	3.8	0.5	0	4.3	1.6	0	0.9	0	10.7	5.1	0	1	3.4	4.8	1.6	2
Combination Vehicles	0	0	0	0	0	1	0	0	0	1	0	0	0	0	0	0	0	0	0	0	1
% Combination Vehicles	0	0	0	0	0	1.2	0	0	0	0.1	0	0	0	0	0	0	0	0	0	0	0

Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
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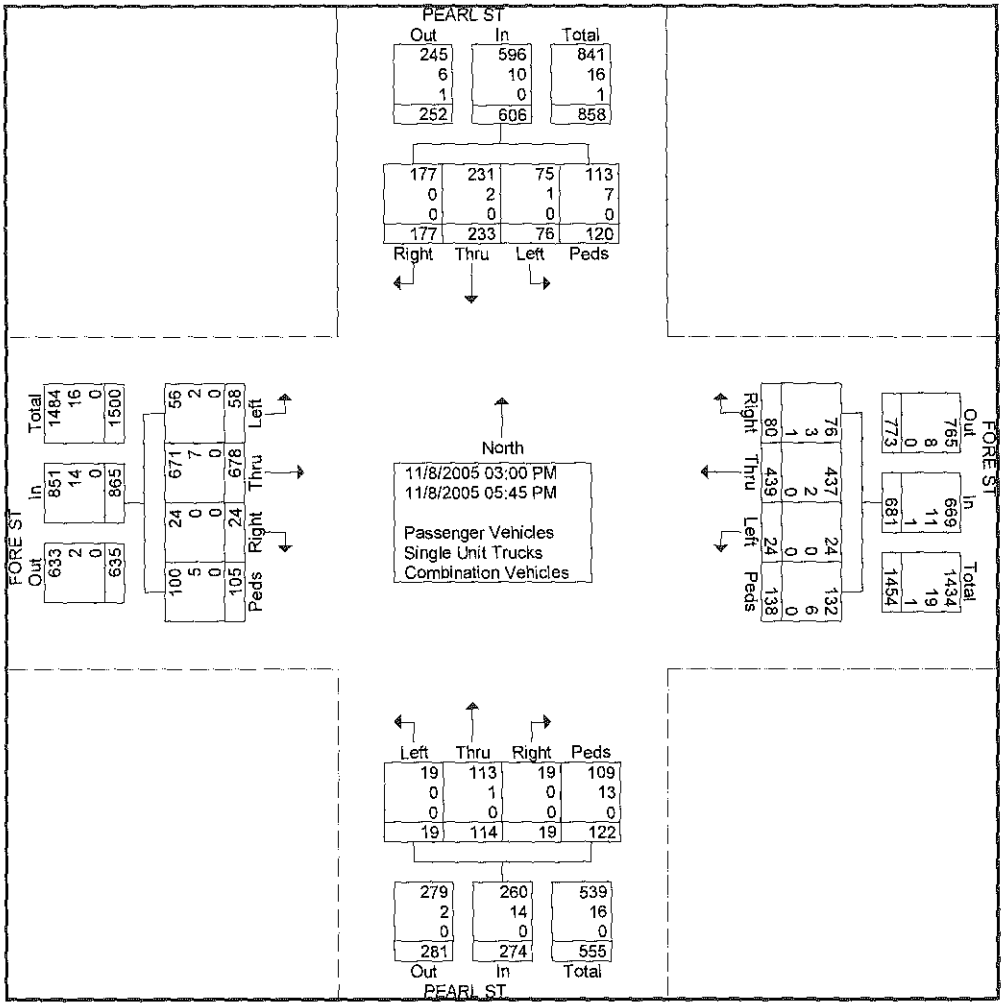
Traffic and Civil Engineering Services

File Name : Pearl@Fore_PM
Site Code : 00001317
Start Date : 11/8/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: JDP
DB-400
Weather: CLEAR

File Name : PEARL@MIDDLE_AM
Site Code : 00001317
Start Date : 10/27/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	MIDDLE ST From North					PEARL ST From East					MIDDLE ST From South					PEARL ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
07:00 AM	0	19	5	2	26	2	3	1	4	10	6	16	5	2	29	2	10	1	1	14	79
07:15 AM	4	30	11	3	48	1	8	1	1	11	5	16	3	0	24	3	15	1	2	21	104
07:30 AM	5	29	27	2	63	4	20	4	2	30	5	16	6	2	29	3	15	6	1	25	147
07:45 AM	7	69	27	12	115	6	21	3	7	37	7	21	14	5	47	5	26	8	4	43	242
Total	16	147	70	19	252	13	52	9	14	88	23	69	28	9	129	13	66	16	8	103	572
08:00 AM	3	57	32	1	93	3	17	2	2	24	11	41	10	3	65	4	25	7	7	43	225
08:15 AM	4	50	15	3	72	7	10	1	6	24	10	24	7	4	45	6	31	7	13	57	198
08:30 AM	10	44	13	4	71	3	19	2	7	31	8	33	7	4	52	6	17	8	10	41	195
08:45 AM	1	49	18	11	79	3	13	5	8	29	10	35	8	3	56	12	26	3	7	48	212
Total	18	200	78	19	315	16	59	10	23	108	39	133	32	14	218	28	99	25	37	189	830
Grand Total	34	347	148	38	567	29	111	19	37	196	62	202	60	23	347	41	165	41	45	292	1402
Apprch %	6	61.2	26.1	6.7		14.8	56.6	9.7	18.9		17.9	58.2	17.3	6.6		14	56.5	14	15.4		
Total %	2.4	24.8	10.6	2.7	40.4	2.1	7.9	1.4	2.6	14	4.4	14.4	4.3	1.6	24.8	2.9	11.8	2.9	3.2	20.8	
Cars	33	342	146	38	559	28	110	19	37	194	60	194	60	23	337	37	157	37	45	276	1366
% Cars	97.1	98.6	98.6	100	98.6	96.6	99.1	100	100	99	96.8	96	100	100	97.1	90.2	95.2	90.2	100	94.5	97.4
Single Unit Trucks	1	5	1	0	7	1	1	0	0	2	2	8	0	0	10	3	7	4	0	14	33
% Single Unit Trucks	2.9	1.4	0.7	0	1.2	3.4	0.9	0	0	1	3.2	4	0	0	2.9	7.3	4.2	9.8	0	4.8	2.4
Combintation Vehicles	0	0	1	0	1	0	0	0	0	0	0	0	0	0	0	1	1	0	0	2	3
% Combintation Vehicles	0	0	0.7	0	0.2	0	0	0	0	0	0	0	0	0	0	2.4	0.6	0	0	0.7	0.2

Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
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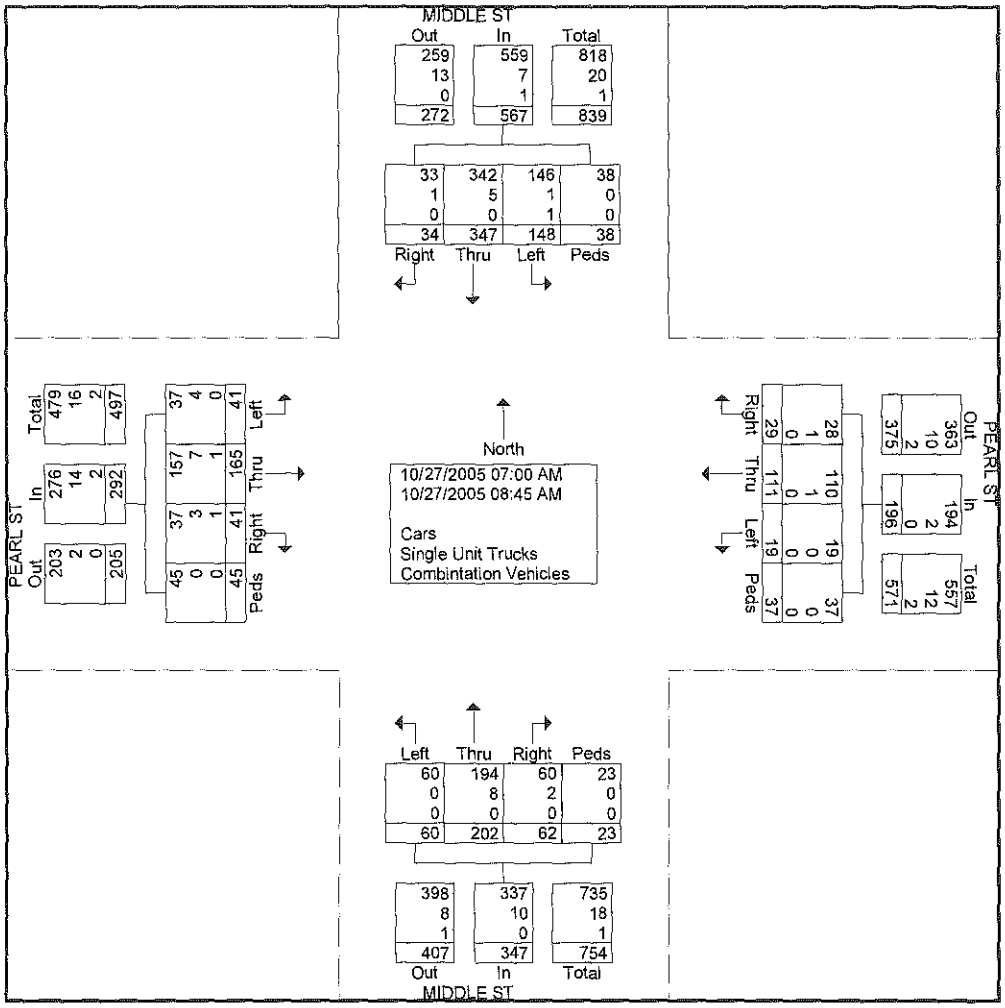
File Name : PEARL@MIDDLE_AM
Site Code : 00001317
Start Date : 10/27/2005



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
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Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: SFROST
DB-400
Weather: CLEAR

File Name : PEARL@FORE_AM
Site Code : 00001317
Start Date : 10/27/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	PEARL ST From North					FORE ST From East					PEARL ST From South					FORE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
07:00 AM	1	8	1	7	17	5	22	0	6	33	2	13	1	4	20	0	23	9	1	33	103
07:15 AM	3	10	0	7	20	11	35	1	7	54	4	16	0	5	25	2	22	12	2	38	137
07:30 AM	4	6	1	8	19	12	43	0	6	61	1	25	0	11	37	3	27	13	4	47	164
07:45 AM	2	10	1	1	14	23	62	0	10	95	7	33	1	4	45	3	34	14	2	53	207
Total	10	34	3	23	70	51	162	1	29	243	14	87	2	24	127	8	106	48	9	171	611
08:00 AM	2	8	2	4	16	22	50	0	10	82	3	31	1	4	39	2	43	21	1	67	204
08:15 AM	7	5	1	3	16	24	39	2	14	79	3	24	0	4	31	1	27	22	5	55	181
08:30 AM	4	6	4	3	17	12	45	1	13	71	2	28	2	8	40	2	26	16	4	48	176
08:45 AM	4	5	3	9	21	22	40	2	12	76	2	11	0	6	19	2	42	17	2	63	179
Total	17	24	10	19	70	80	174	5	49	308	10	94	3	22	129	7	138	76	12	233	740
Grand Total	27	58	13	42	140	131	336	6	78	551	24	181	5	46	256	15	244	124	21	404	1351
Apprch %	19.3	41.4	9.3	30		23.8	61	1.1	14.2		9.4	70.7	2	18		3.7	60.4	30.7	5.2		
Total %	2	4.3	1	3.1	10.4	9.7	24.9	0.4	5.8	40.8	1.8	13.4	0.4	3.4	18.9	1.1	18.1	9.2	1.6	29.9	
Cars	26	52	12	42	132	130	330	6	76	542	24	180	5	44	253	15	234	124	21	394	1321
% Cars	96.3	89.7	92.3	100	94.3	99.2	98.2	100	97.4	98.4	100	99.4	100	95.7	98.8	100	95.9	100	100	97.5	97.8
Single Unit Trucks	0	6	1	0	7	1	6	0	2	9	0	1	0	2	3	0	10	0	0	10	29
% Single Unit Trucks	0	10.3	7.7	0	5	0.8	1.8	0	2.6	1.6	0	0.6	0	4.3	1.2	0	4.1	0	0	2.5	2.1
Combination Vehicles	1	0	0	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1
% Combination Vehicles	3.7	0	0	0	0.7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.1

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15 Shaker Road
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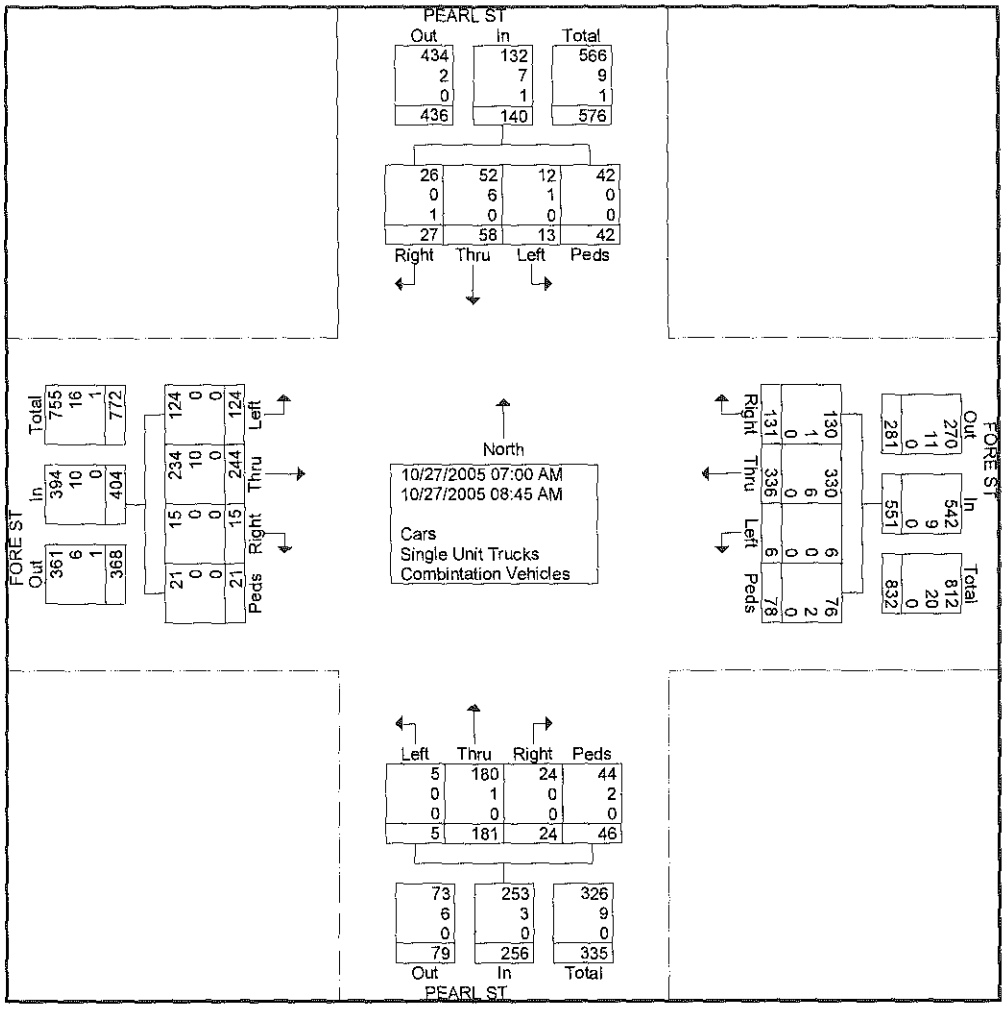
Traffic and Civil Engineering Services

File Name : PEARL@FORE_AM
Site Code : 00001317
Start Date : 10/27/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: EB
DB-400
Weather: RAIN

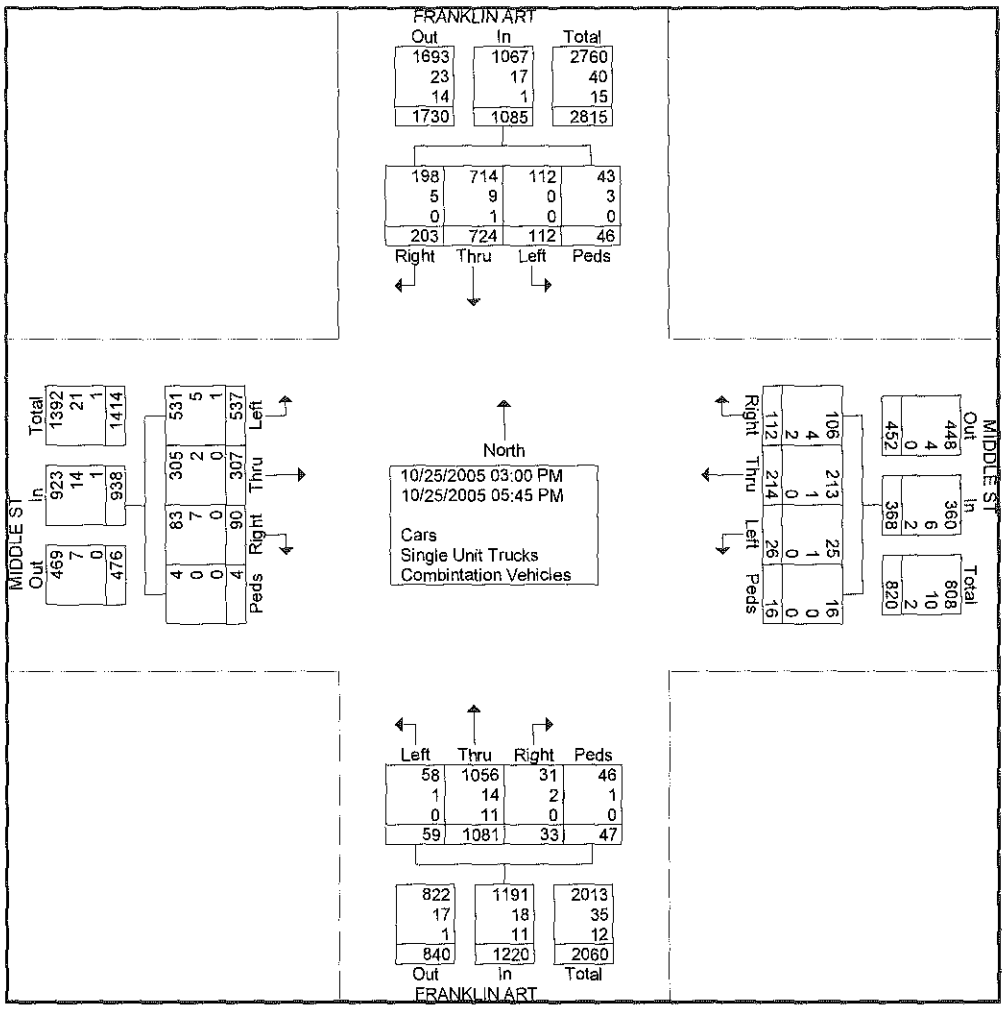
File Name : FRANKLINART@MIDDLE_PM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	FRANKLIN ART From North					MIDDLE ST From East					FRANKLIN ART From South					MIDDLE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
03:00 PM	14	63	11	6	94	7	12	2	0	21	0	57	6	2	65	5	16	30	3	54	234
03:15 PM	10	60	3	6	79	6	17	0	5	28	6	63	2	6	77	7	22	27	0	56	240
03:30 PM	20	49	11	7	87	10	19	5	2	36	1	97	4	4	106	5	13	32	0	50	279
03:45 PM	23	58	13	5	99	19	16	1	1	37	4	78	5	3	90	12	23	41	0	76	302
Total	67	230	38	24	359	42	64	8	8	122	11	295	17	15	338	29	74	130	3	236	1055
04:00 PM	16	52	16	2	86	4	13	2	0	19	3	82	4	2	91	6	28	74	0	108	304
04:15 PM	21	64	7	6	98	9	13	3	3	28	3	91	3	4	101	5	26	56	1	88	315
04:30 PM	21	49	6	3	79	7	28	2	1	38	4	102	9	7	122	10	24	56	0	90	329
04:45 PM	11	57	6	2	76	7	19	3	0	29	1	101	3	4	109	9	30	43	0	82	296
Total	69	222	35	13	339	27	73	10	4	114	11	376	19	17	423	30	108	229	1	368	1244
05:00 PM	19	62	5	1	87	19	21	2	1	43	4	144	3	7	158	10	46	71	0	127	415
05:15 PM	15	75	8	2	100	7	20	2	3	32	1	109	5	6	121	7	35	35	0	77	330
05:30 PM	17	68	14	1	100	8	20	3	0	31	2	93	6	2	103	6	22	44	0	72	306
05:45 PM	16	67	12	5	100	9	16	1	0	26	4	64	9	0	77	8	22	28	0	58	261
Total	67	272	39	9	387	43	77	8	4	132	11	410	23	15	459	31	125	178	0	334	1312
Grand Total	203	724	112	46	1085	112	214	26	16	368	33	1081	59	47	1220	90	307	537	4	938	3611
Apprch %	18.7	66.7	10.3	4.2		30.4	58.2	7.1	4.3		2.7	88.6	4.8	3.9		9.6	32.7	57.2	0.4		
Total %	5.6	20	3.1	1.3	30	3.1	5.9	0.7	0.4	10.2	0.9	29.9	1.6	1.3	33.8	2.5	8.5	14.9	0.1	26	
Cars	198	714	112	43	1067	106	213	25	16	360	31	1056	58	46	1191	83	305	531	4	923	3541
% Cars	97.5	98.6	100	93.5	98.3	94.6	99.5	96.2	100	97.8	93.9	97.7	98.3	97.9	97.6	92.2	99.3	98.9	100	98.4	98.1
Single Unit Trucks	5	9	0	3	17	4	1	1	0	6	2	14	1	1	18	7	2	5	0	14	55
% Single Unit Trucks	2.5	1.2	0	6.5	1.6	3.6	0.5	3.8	0	1.6	6.1	1.3	1.7	2.1	1.5	7.8	0.7	0.9	0	1.5	1.5
Combintation Vehicles	0	1	0	0	1	2	0	0	0	2	0	11	0	0	11	0	0	1	0	1	15
% Combintation Vehicles	0	0.1	0	0	0.1	1.8	0	0	0	0.5	0	1	0	0	0.9	0	0	0.2	0	0.1	0.4

Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

File Name : FRANKLINART@MIDDLE_PM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: EB
DB-400
Weather: RAIN

File Name : FRANKLINART@MIDDLE_AM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	FRANKLIN ART From North					MIDDLE ST From East					FRANKLIN ART From South					MIDDLE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
07:00 AM	29	39	3	4	75	2	8	1	0	11	0	20	1	0	21	3	7	7	0	17	124
07:15 AM	30	73	2	2	107	7	17	2	1	27	0	25	5	3	33	5	4	5	0	14	181
07:30 AM	48	96	2	6	152	5	35	4	1	45	0	60	7	4	71	7	7	10	0	24	292
07:45 AM	78	130	6	5	219	6	23	0	0	29	4	59	5	8	76	7	13	12	1	33	357
Total	185	338	13	17	553	20	83	7	2	112	4	164	18	15	201	22	31	34	1	88	954
08:00 AM	92	113	10	4	219	5	30	2	3	40	1	38	7	6	52	4	16	16	0	36	347
08:15 AM	105	127	9	4	245	3	35	0	0	38	4	45	6	10	65	7	20	18	0	45	393
08:30 AM	81	111	11	4	207	4	27	1	1	33	1	44	10	10	65	11	17	17	1	46	351
08:45 AM	64	104	11	3	182	8	30	1	0	39	0	46	5	3	54	7	21	22	0	50	325
Total	342	455	41	15	853	20	122	4	4	150	6	173	28	29	236	29	74	73	1	177	1416
Grand Total	527	793	54	32	1406	40	205	11	6	262	10	337	46	44	437	51	105	107	2	265	2370
Apprch %	37.5	56.4	3.8	2.3		15.3	78.2	4.2	2.3		2.3	77.1	10.5	10.1		19.2	39.6	40.4	0.8		
Total %	22.2	33.5	2.3	1.4	59.3	1.7	8.6	0.5	0.3	11.1	0.4	14.2	1.9	1.9	18.4	2.2	4.4	4.5	0.1	11.2	
Cars	523	770	52	31	1376	37	202	10	5	254	10	310	44	42	406	41	104	100	2	247	2283
% Cars	99.2	97.1	96.3	96.9	97.9	92.5	98.5	90.9	83.3	96.9	100	92	95.7	95.5	92.9	80.4	99	93.5	100	93.2	96.3
Single Unit Trucks	4	18	2	1	25	2	3	1	1	7	0	22	2	2	26	10	1	7	0	18	76
% Single Unit Trucks	0.8	2.3	3.7	3.1	1.8	5	1.5	9.1	16.7	2.7	0	6.5	4.3	4.5	5.9	19.6	1	6.5	0	6.8	3.2
Combintation Vehicles	0	5	0	0	5	1	0	0	0	1	0	5	0	0	5	0	0	0	0	0	11
% Combintation Vehicles	0	0.6	0	0	0.4	2.5	0	0	0	0.4	0	1.5	0	0	1.1	0	0	0	0	0	0.5

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15 Shaker Road
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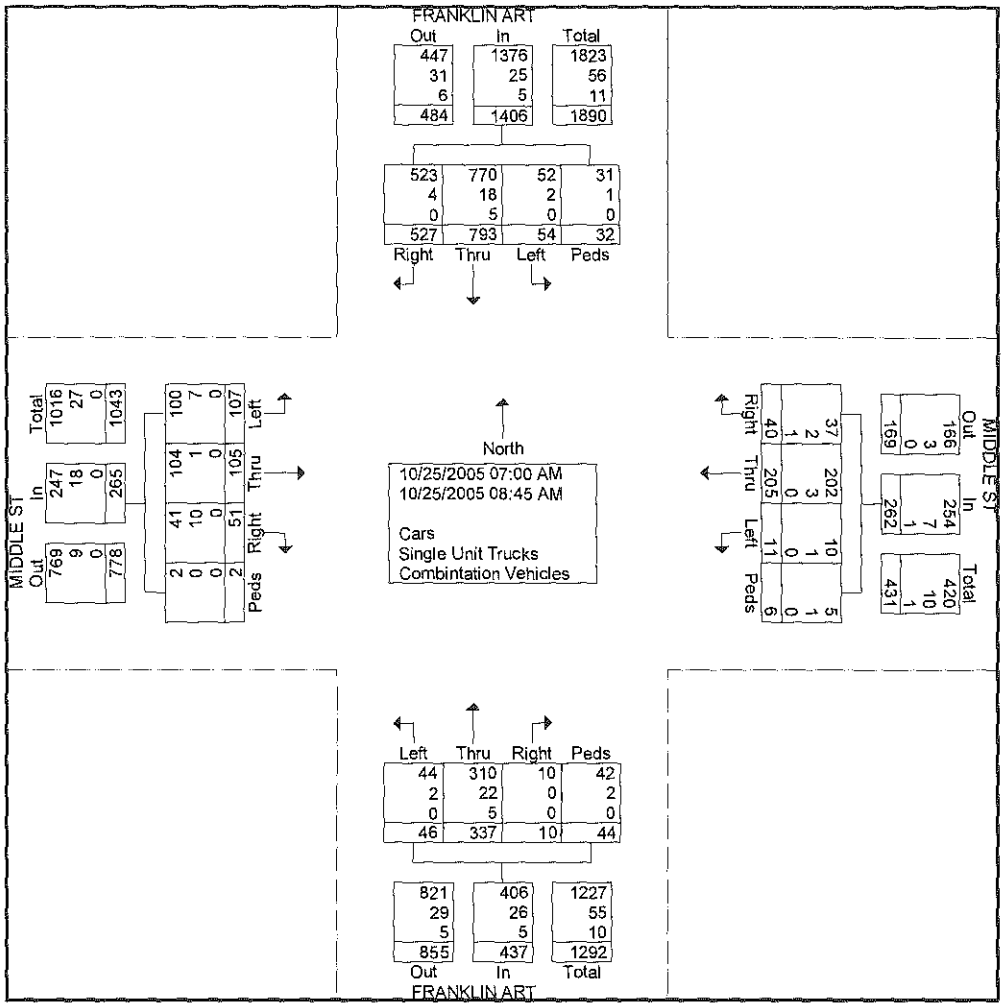
File Name : FRANKLINART@MIDDLE_AM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: SFROST
DB-400
Weather: P CLOUDY

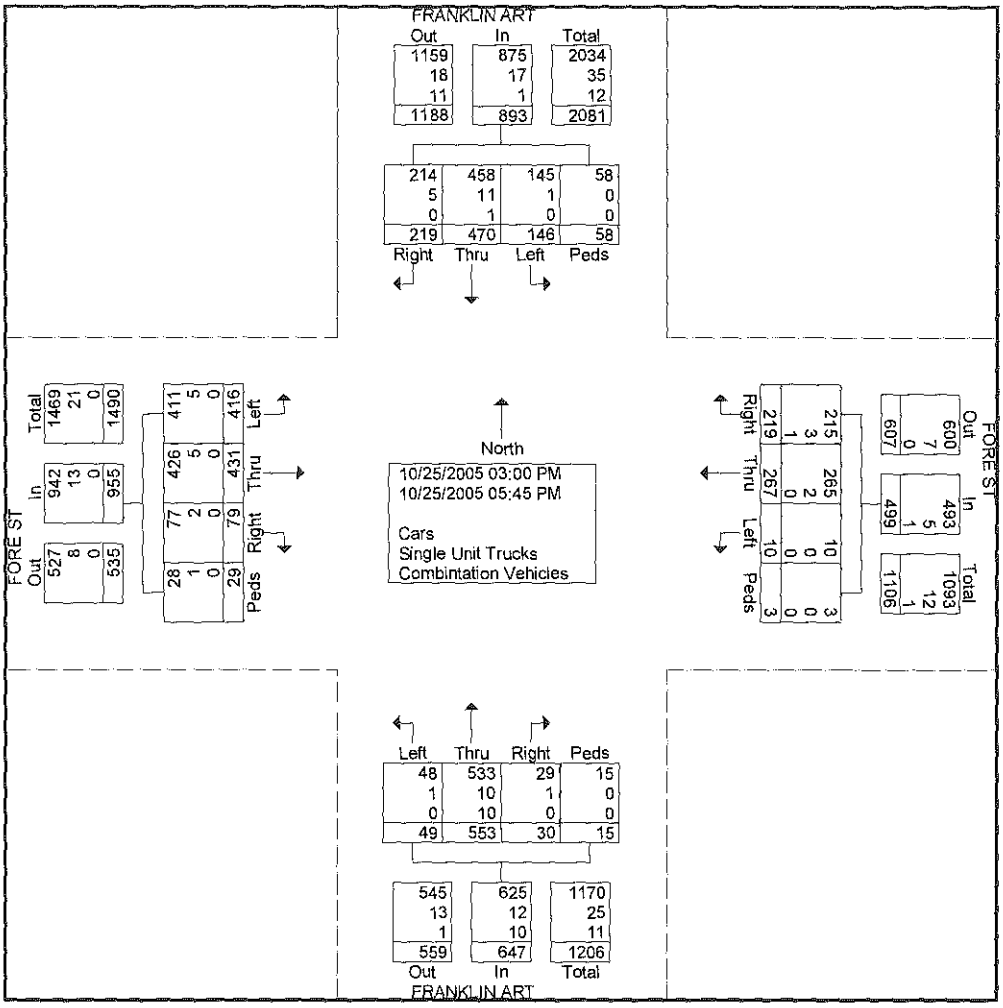
File Name : FRANKLINART@FORE_PM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	FRANKLIN ART From North					FORE ST From East					FRANKLIN ART From South					FORE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
03:00 PM	27	37	9	2	75	10	22	2	0	34	2	35	6	0	43	2	29	20	6	57	209
03:15 PM	17	38	7	1	63	15	26	1	0	42	4	34	1	2	41	6	28	29	0	63	209
03:30 PM	14	37	10	3	64	17	14	0	0	31	3	44	3	1	51	7	34	37	1	79	225
03:45 PM	20	34	15	4	73	16	22	0	0	38	0	35	5	0	40	1	28	37	0	66	217
Total	78	146	41	10	275	58	84	3	0	145	9	148	15	3	175	16	119	123	7	265	860
04:00 PM	15	39	10	2	66	13	25	0	0	38	6	50	3	4	63	6	33	35	3	77	244
04:15 PM	12	48	7	6	73	16	23	0	1	40	2	46	4	3	55	3	34	38	0	75	243
04:30 PM	17	30	13	4	64	23	24	2	0	49	1	48	3	0	52	2	36	37	5	80	245
04:45 PM	22	35	8	11	76	21	24	1	0	46	3	57	2	2	64	8	32	41	4	85	271
Total	66	152	38	23	279	73	96	3	1	173	12	201	12	9	234	19	135	151	12	317	1003
05:00 PM	22	43	18	9	92	36	20	1	1	58	2	60	4	0	66	11	49	50	5	115	331
05:15 PM	14	46	19	6	85	21	25	1	1	48	2	59	3	2	66	13	55	34	3	105	304
05:30 PM	19	44	15	7	85	12	22	1	0	35	4	49	6	1	60	2	41	31	0	74	254
05:45 PM	20	39	15	3	77	19	20	1	0	40	1	36	9	0	46	18	32	27	2	79	242
Total	75	172	67	25	339	88	87	4	2	181	9	204	22	3	238	44	177	142	10	373	1131
Grand Total	219	470	146	58	893	219	267	10	3	499	30	553	49	15	647	79	431	416	29	955	2994
Apprch %	24.5	52.6	16.3	6.5		43.9	53.5	2	0.6		4.6	85.5	7.6	2.3		8.3	45.1	43.6	3		
Total %	7.3	15.7	4.9	1.9	29.8	7.3	8.9	0.3	0.1	16.7	1	18.5	1.6	0.5	21.6	2.6	14.4	13.9	1	31.9	
Cars	214	458	145	58	875	215	265	10	3	493	29	533	48	15	625	77	426	411	28	942	2935
% Cars	97.7	97.4	99.3	100	98	98.2	99.3	100	100	98.8	96.7	96.4	98	100	96.6	97.5	98.8	98.8	96.6	98.6	98
Single Unit Trucks	5	11	1	0	17	3	2	0	0	5	1	10	1	0	12	2	5	5	1	13	47
% Single Unit Trucks	2.3	2.3	0.7	0	1.9	1.4	0.7	0	0	1	3.3	1.8	2	0	1.9	2.5	1.2	1.2	3.4	1.4	1.6
Combintation Vehicles	0	1	0	0	1	1	0	0	0	1	0	10	0	0	10	0	0	0	0	0	12
% Combintation Vehicles	0	0.2	0	0	0.1	0.5	0	0	0	0.2	0	1.8	0	0	1.5	0	0	0	0	0	0.4

Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

File Name : FRANKLINART@FORE_PM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.

15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: SFROST
DB-400
Weather: RAIN

File Name : FRANKLINART@FORE_AM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	FRANKLIN ART From North					FORE ST From East					FRANKLIN ART From South					FORE ST From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
07:00 AM	14	29	4	1	48	6	21	0	0	27	0	8	1	4	13	3	9	9	0	21	109
07:15 AM	33	37	16	0	86	12	26	2	1	41	1	17	0	6	24	4	15	7	4	30	181
07:30 AM	38	50	15	0	103	14	41	3	1	59	1	41	4	5	51	1	14	13	0	28	241
07:45 AM	43	73	22	0	138	12	45	0	0	57	3	35	2	12	52	2	18	17	0	37	284
Total	128	189	57	1	375	44	133	5	2	184	5	101	7	27	140	10	56	46	4	116	815
08:00 AM	49	58	10	0	117	7	30	1	5	43	2	27	2	1	32	1	28	7	0	36	228
08:15 AM	53	67	22	1	143	10	47	0	4	61	2	18	6	14	40	9	22	25	0	56	300
08:30 AM	46	51	20	2	119	11	38	1	6	56	1	34	4	10	49	3	17	11	2	33	257
08:45 AM	44	52	15	0	111	12	34	1	5	52	2	22	2	1	27	6	30	16	1	53	243
Total	192	228	67	3	490	40	149	3	20	212	7	101	14	26	148	19	97	59	3	178	1028
Grand Total	320	417	124	4	865	84	282	8	22	396	12	202	21	53	288	29	153	105	7	294	1843
Apprch %	37	48.2	14.3	0.5		21.2	71.2	2	5.6		4.2	70.1	7.3	18.4		9.9	52	35.7	2.4		
Total %	17.4	22.6	6.7	0.2	46.9	4.6	15.3	0.4	1.2	21.5	0.7	11	1.1	2.9	15.6	1.6	8.3	5.7	0.4	16	
Cars	314	392	122	4	832	82	278	7	22	389	12	181	21	53	267	26	148	97	6	277	1765
% Cars	98.1	94	98.4	100	96.2	97.6	98.6	87.5	100	98.2	100	89.6	100	100	92.7	89.7	96.7	92.4	85.7	94.2	95.8
Single Unit Trucks	6	20	2	0	28	2	4	0	0	6	0	17	0	0	17	3	5	7	1	16	67
% Single Unit Trucks	1.9	4.8	1.6	0	3.2	2.4	1.4	0	0	1.5	0	8.4	0	0	5.9	10.3	3.3	6.7	14.3	5.4	3.6
Combintation Vehicles	0	5	0	0	5	0	0	1	0	1	0	4	0	0	4	0	0	1	0	1	11
% Combintation Vehicles	0	1.2	0	0	0.6	0	0	12.5	0	0.3	0	2	0	0	1.4	0	0	1	0	0.3	0.6

Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
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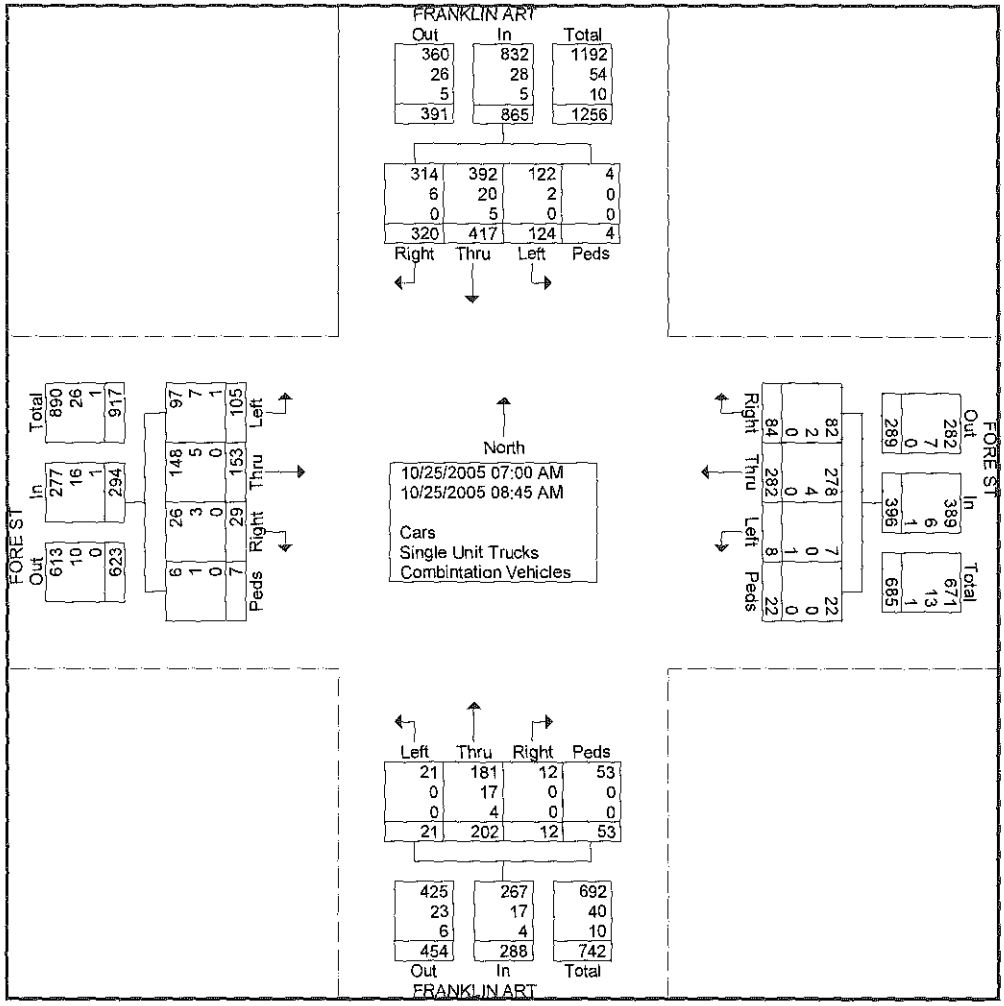
Gray, Maine 04039
Traffic and Civil Engineering Services

File Name : FRANKLINART@FORE_AM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 2



Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

Location: PORTLAND
Counter: JBERGMAN
DB-400
Weather: RAIN

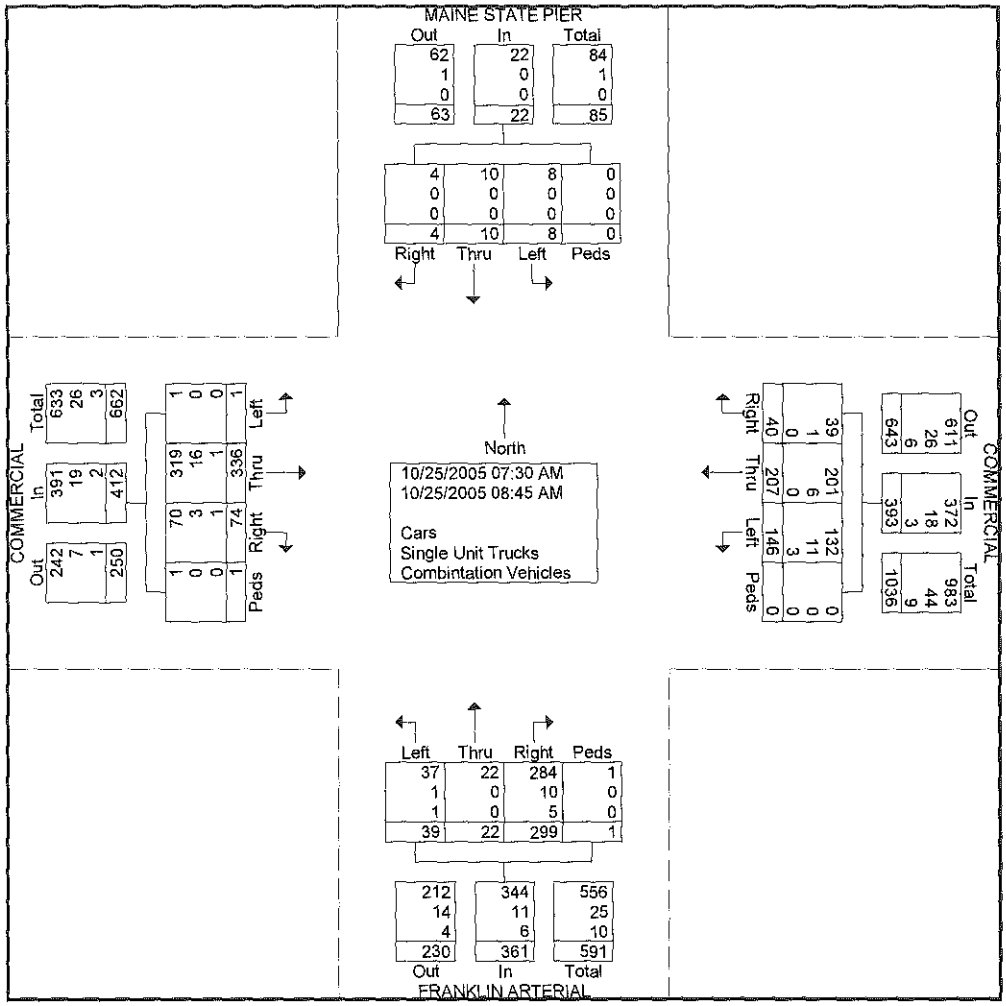
File Name : FRANKLINART@COMMERCIAL_AM
Site Code : 00001317
Start Date : 10/25/2005
Page No : 1

Groups Printed- Cars - Single Unit Trucks - Combintation Vehicles

	MAINE STATE PIER From North					COMMERCIAL From East					FRANKLIN ARTERIAL From South					COMMERCIAL From West					
Start Time	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Right	Thru	Left	Peds	App. Total	Int. Total
07:30 AM	4	4	4	0	12	12	36	20	0	68	35	10	7	0	52	26	37	1	1	65	197
07:45 AM	0	0	2	0	2	2	38	31	0	71	59	4	11	0	74	6	60	0	0	66	213
Total	4	4	6	0	14	14	74	51	0	139	94	14	18	0	126	32	97	1	1	131	410
08:00 AM	0	0	0	0	0	5	26	27	0	58	54	4	5	1	64	9	82	0	0	91	213
08:15 AM	0	0	1	0	1	10	33	28	0	71	59	0	9	0	68	13	70	0	0	83	223
08:30 AM	0	3	1	0	4	9	45	25	0	79	58	3	3	0	64	18	59	0	0	77	224
08:45 AM	0	3	0	0	3	2	29	15	0	46	34	1	4	0	39	2	28	0	0	30	118
Total	0	6	2	0	8	26	133	95	0	254	205	8	21	1	235	42	239	0	0	281	778
Grand Total	4	10	8	0	22	40	207	146	0	393	299	22	39	1	361	74	336	1	1	412	1188
Apprch %	18.2	45.5	36.4	0		10.2	52.7	37.2	0		82.8	6.1	10.8	0.3		18	81.6	0.2	0.2		
Total %	0.3	0.8	0.7	0	1.9	3.4	17.4	12.3	0	33.1	25.2	1.9	3.3	0.1	30.4	6.2	28.3	0.1	0.1	34.7	
Cars	4	10	8	0	22	39	201	132	0	372	284	22	37	1	344	70	319	1	1	391	1129
% Cars	100	100	100	0	100	97.5	97.1	90.4	0	94.7	95	100	94.9	100	95.3	94.6	94.9	100	100	94.9	95
Single Unit Trucks	0	0	0	0	0	1	6	11	0	18	10	0	1	0	11	3	16	0	0	19	48
% Single Unit Trucks	0	0	0	0	0	2.5	2.9	7.5	0	4.6	3.3	0	2.6	0	3	4.1	4.8	0	0	4.6	4
Combintation Vehicles	0	0	0	0	0	0	0	3	0	3	5	0	1	0	6	1	1	0	0	2	11
% Combintation Vehicles	0	0	0	0	0	0	0	2.1	0	0.8	1.7	0	2.6	0	1.7	1.4	0.3	0	0	0.5	0.9

Gorrill-Palmer Consulting Engineers, Inc.
15 Shaker Road
P.O. Box 1237
Gray, Maine 04039
Traffic and Civil Engineering Services

File Name : FRANKLINART@COMMERCIAL_AM
Site Code : 00001317
Start Date : 10/25/2005



Letter of Ability to Serve

DeLuca-Hoffman Associates, Inc. is presently preparing design review submissions for City of Portland Site Plan Approval. Accordingly, we are requesting a letter from the District indicating the adequacy of the existing off-site water supply infrastructure to serve this project, and a copy of any new construction specifications that the District requires.

Please contact our office with any questions you may have concerning this letter and request for ability to serve. We would like to include your letter of ability to serve with this submission. We appreciate your assistance in this matter and look forward to your response.

Sincerely,

DeLUCA-HOFFMAN ASSOCIATES, INC.

Christopher J. Osterrieder, P.E.
Senior Engineer

CJO/sq/JN2581/Coffin-10-26-05

Enclosure

c: Matt Wirth, PCI Architecture
Tim Levine, Olympia Equity Investors, Inc.

2581
93

Portland Water District

From Sebago Lake To Casco Bay

October 27, 2005

Mr. Christopher J. Osterrieder, P.E.
DeLuca-Hoffman Assoc., Inc.
778 Main Street
So. Portland, Maine 04106

Re: 300 Fore St, Portland

Dear Sir:

The Portland Water District has a 6" water main in Fore Street and an 8" water main in Custom House Street, Portland, near the proposed site. The water main connects to Franklin Street, runs down Fore Street dead ending at Custom House Street than proceeds down Custom House Street to Commercial Street. A test on a nearby hydrant produced the following results: static pressure 89 psi; pito pressure 47 psi; with a flow of 1150 gpm. With these results in mind, the District feels we have sufficient capacity available to serve this proposed project and meet all normal fire protection and domestic water service demands. **Please notify your plumber of these results so that they can design your system to best fit the available pressure.**

The Districts policy is to have separate fire and domestic services from the water main to the street line and a second valve on the fire service if the water main in the street is over 50 years old (Fore and Custom House are older than 50 years). With certification by the developer that all required permits have been received, we look forward to serving this project.

Sincerely,

PORTLAND WATER DISTRICT

David Coffin

David W. Coffin, PLS
Engineering Supervisor

RECEIVED
OCT 31 2005

225 Douglass Street • P.O. Box 3553 • Portland, Maine 04104-3553
Phone: 207-774-5961 • Fax: 207-761-8307 • Web: www.pwd.org

ATTACHMENT D

Traffic Summary

GP Gorrill-Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services

PO Box 1237
15 Shaker Rd.
Gray, ME 04039

207-657-6910
FAX: 207-657-6912
E-Mail:mailbox@gorrillpalmer.com

November 11, 2005

Mr. Tim Levine
Olympia Equity Investors IVB, LLC
280 Fore Street
Suite 202
Portland, ME 04101

RE: Traffic Narrative
Commercial Building 296-304 Fore Street

Dear Tim:

Gorrill-Palmer Consulting Engineers, Inc. has prepared a traffic narrative for the proposed commercial building to be constructed at the intersection of Fore Street and Customs House Street. This narrative discusses trip generation and assignment, and will be followed up with the full traffic permitting process with the City of Portland, which has delegated review authority from MaineDOT. Our office is in the process of completing the request for a scoping meeting that will be provided under separate cover to the City, which will initiate the permitting process.

Existing and Proposed Site

The proposed site is located on Custom House Street, and therefore has frontage on Fore Street and Commercial Street. The site is identified on Portland Tax Map 29, Block K, Lot 1. A site location map is attached with this letter.

The development area currently consists of several structures, including the following:

- A single-story concrete block structure along Fore Street.
- A two-story concrete block structure facing the parking lot for Fore Street restaurant.
- A five-story brick structure along Commercial Street.
- A five story stone and metal structure at the corner of Commercial Street and Custom House Street.

Proposed for the area would be a five-floor commercial building. The top four floors would be leased for office space, with the remainder for other commercial uses, such as retail. Parking would be provided for the office space at an off-site location; Olympia Equity Investors IVB, LLC is in the process of negotiating parking for the facility and intends to have a letter of intent prior to the public hearing for the project. The two five-story structures on Commercial Street will remain. The site location in shown on Figure 1 enclosed with this letter.

Other Development

Approved projects that are not yet opened as well as projects for which applications have been filed are required to be included in the predevelopment volumes for this project. Gorrill-Palmer Consulting Engineers, Inc. has contacted the City of Portland during the course of other recent projects and has performed traffic permitting for the same projects. Based on this work and prior conversations, our office anticipates that the following projects should be included:

- *Ocean Gateway:* Located near the intersection of Commercial and India Streets, this facility will provide a formalized berth for passenger ships.
- *Former Jordan's Site:* This project, along India Street, will consist of a 185-room hotel and 105 condominiums.
- *Village Café Site:* This site will be reused for a multiuse development, with 160 units of housing, a restaurant, and retail space.
- *Riverwalk:* Bound by Fore Street, India Street, and the proposed extensions of Commercial and Hancock Streets, this project will consist of condominiums, a hotel, retail, health club and restaurant space.
- *Federal Street Town Houses:* Seven units of housing are proposed on Federal Street.

Trip Generation

Gorrill-Palmer Consulting Engineers, Inc. used the Institute of Transportation Engineers (ITE) publication *Trip Generation*, 7th Edition as the source for determining the potential trip generation for the site. The size of the building to be considered for trip generation for the purposes of analysis is 47,000 s.f. of general office space and 11,500 s.f. of specialty retail center; any remaining space will be reserved for building utility and mechanical equipment.

Our office utilized Land Use Code 710, General Office Building and Land Use Code 814, Specialty Retail Center to determine the total trip generation for the site. The trip generation calculations are summarized in Attachment D and are summarized as follows:

Trip Generation for Proposed Commercial Building

Land Use Code	Weekday	AM Peak Hour	PM Peak Hour
710, General Office	746	103	131
814, Specialty Retail	510	9	31
Total	**1,256**	**112**	**162**

It should be noted that the trip generation assumes that the retail will be open during AM hours. If this is not the case, than the AM assumptions are conservative.

Trip Distribution

Gorrill-Palmer Consulting Engineers, Inc. has obtained the ratio of entering and exiting traffic from the Institute of Transportation Engineers publication *Trip Generation,* 7th Edition. For purposes of this study, for the proposed uses, we have assumed that the distribution would be appropriate as follows:

AM Peak Hour:	88% entering, 12% exiting
PM Peak Hour:	21% entering, 79% exiting

Trip Composition and Assignment

Gorrill-Palmer Consulting Engineers, Inc. has estimated the following trip composition based on information obtained from the ITE publication, *Trip Generation Handbook.* This composition is provided on the following table and is based on Land Use Code 710, General Office Building and Land Use Code 820, Shopping Center:

Trip Composition for Proposed Commercial Building

Trip Type	AM Peak Hour			PM Peak Hour		
	Enter	Exit	Total	Enter	Exit	Total
Primary	95	11	106	22	116	138
Pass-by	3	3	6	10	10	20
Diverted	0	0	0	2	2	4
Total	**98**	**14**	**112**	**34**	**128**	**162**

It should be noted that the compositional percentages from LUC 820 are based on surveyed facilities of less than 50,000 s.f.

The trip assignment percentages are based on those established for the traffic impact study for 280 Fore Street, which was previously agreed upon and approved by the City and its Traffic Review Engineer. As the assignment is based on all trips coming to and from the retail being vehicular in nature, it is conservative. The trip distribution and assignment are enclosed with this letter.

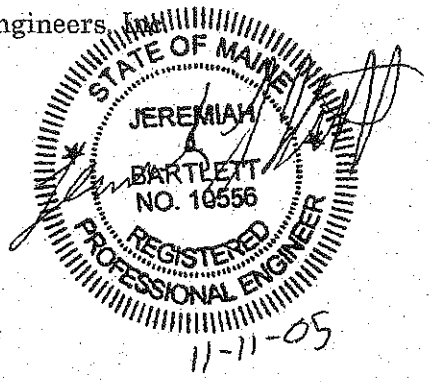
Closing

As previously discussed, our office is also preparing the request for scoping meeting with the City to determine the extent of the traffic impact study. We anticipate submittal of that request later this week.

Please contact our office with any questions regarding this letter.

Sincerely,

Gorrill-Palmer Consulting Engineers, Inc.



Jeremiah J. Bartlett, P.E.
Project Engineer

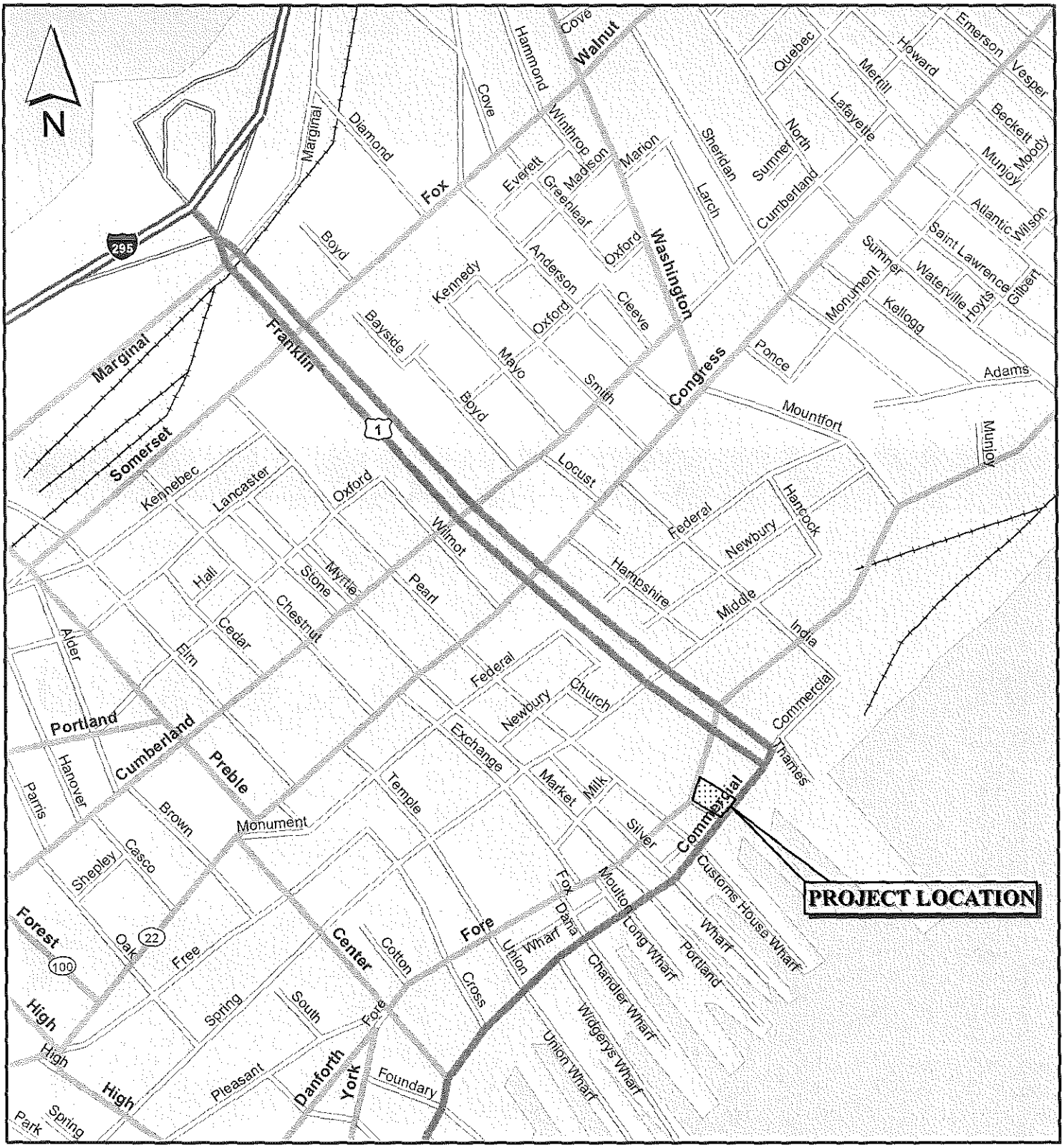
Enclosure

Copy: Chris Osterrieder, DeLuca Hoffman
Tom Errico, Wilbur Smith

JJB/JN1317/Levine11-08-05.doc

Location Map

Figure No. 1



OFFICE BUILDING CORNER OF FORE STREET AND CUSTOM HOUSE STREET PORTLAND, MAINE

GP Gorrill-Palmer Consulting Engineers, Inc.

Traffic and Civil Engineering Services

PO Box 1237
15 Shaker Road
Gray, ME 04039

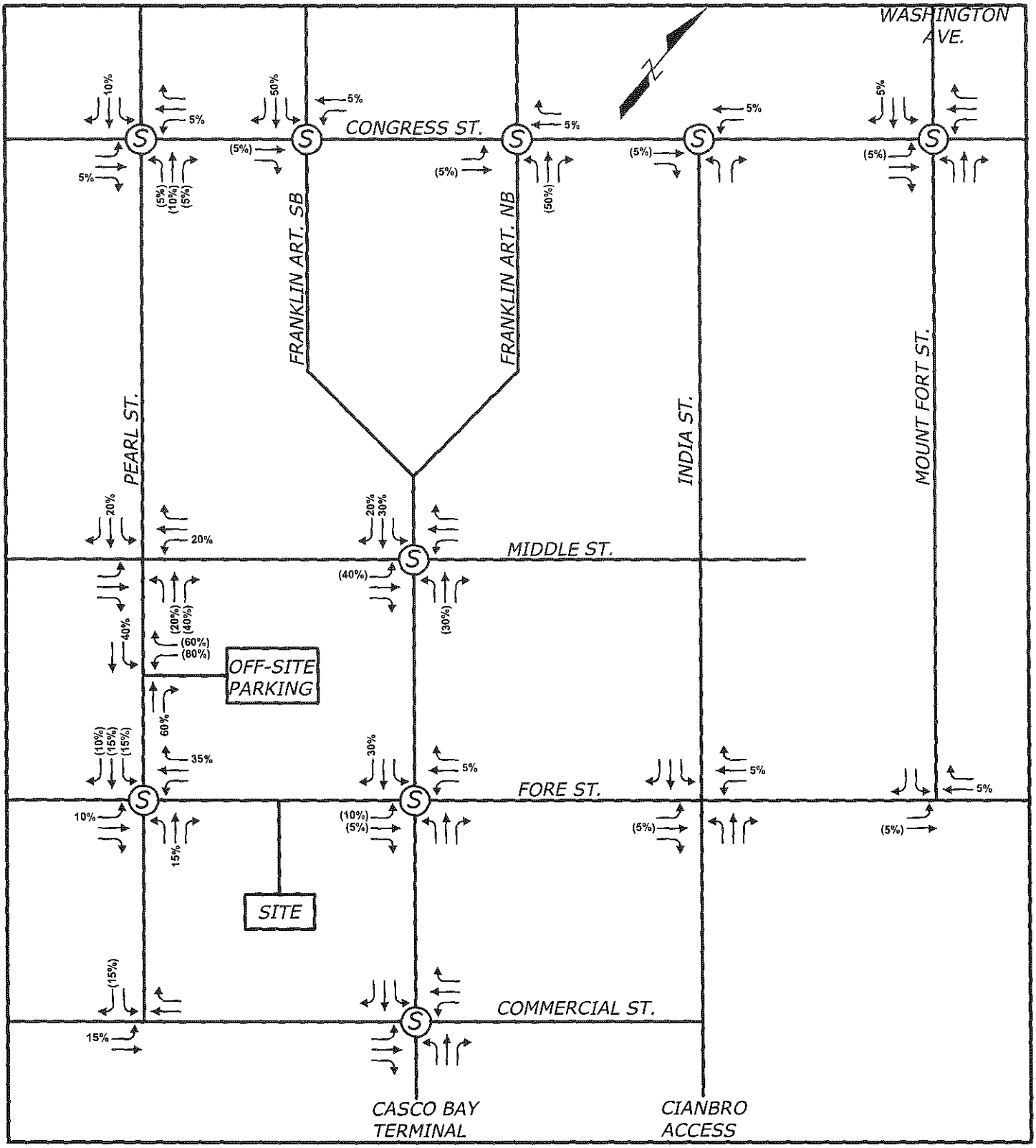
207-657-6910
Fax: 207-657-6912
mailbox@gorrillpalmer.com
www.gorrillpalmer.com

Feet
500 0 500 1,000

JN: 1317
DATE:OCT 2005
SOURCE: MAINE GIS WEBSITE

Primary Trip Distribution

Figure No. 2



PROPOSED OFFICE BUILDING, PORTLAND, MAINE

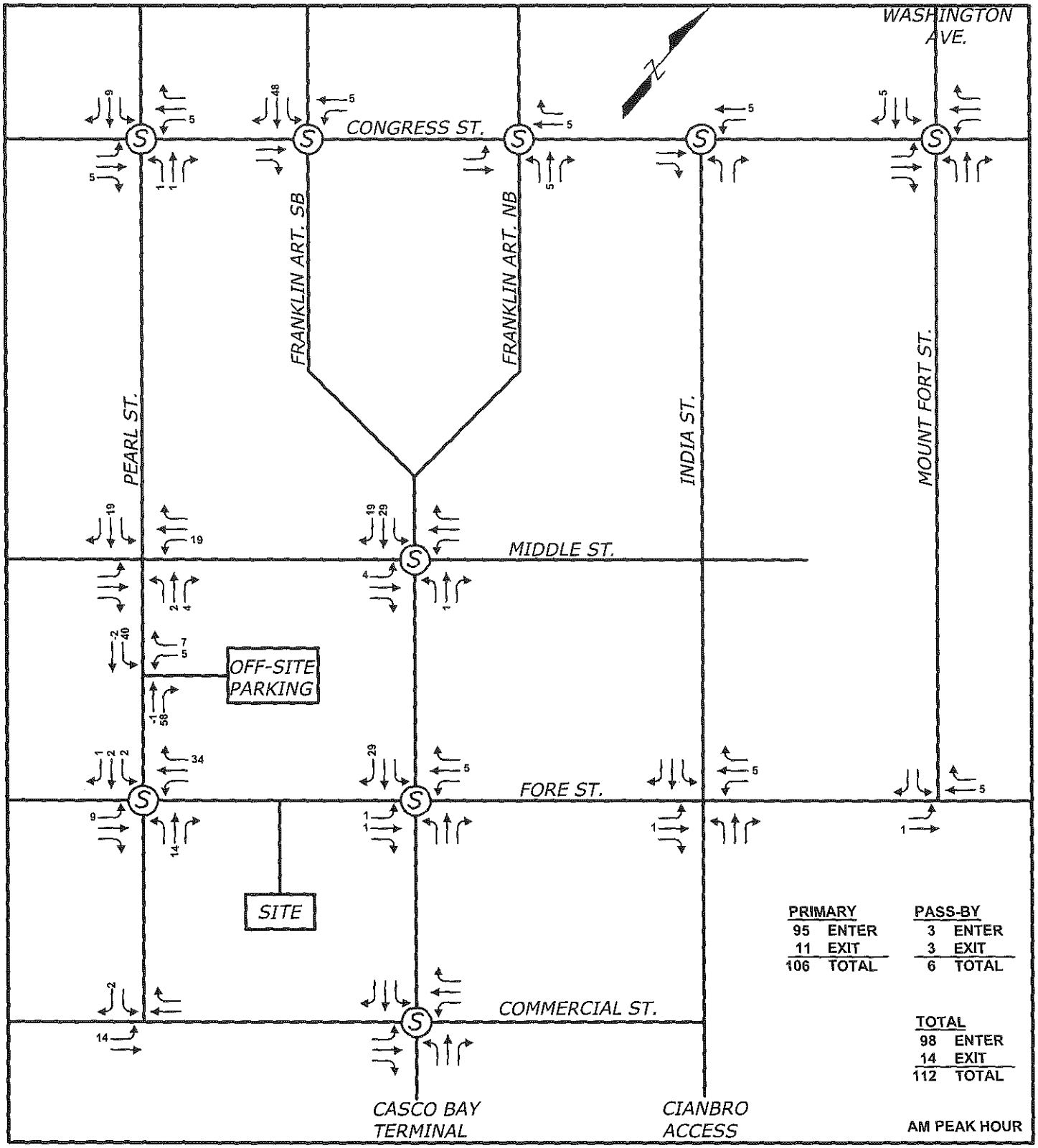
Gorrill–Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services
PO Box 1237
15 Shaker Road
Gray, ME 04039
207-657-6910
Fax: 207-657-6912
mailbox@gorrillpalmer.com
www.gorrillpalmer.com

Design: JJB
Draft: ZRJ
Checked: JDP

Date: OCTOBER 2005
File Name: 1317_TRAF.dwg

AM Trip Assignment

Figure No. 3



PROPOSED OFFICE BUILDING, PORTLAND, MAINE

Gorrill-Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services
PO Box 1237
15 Shaker Road
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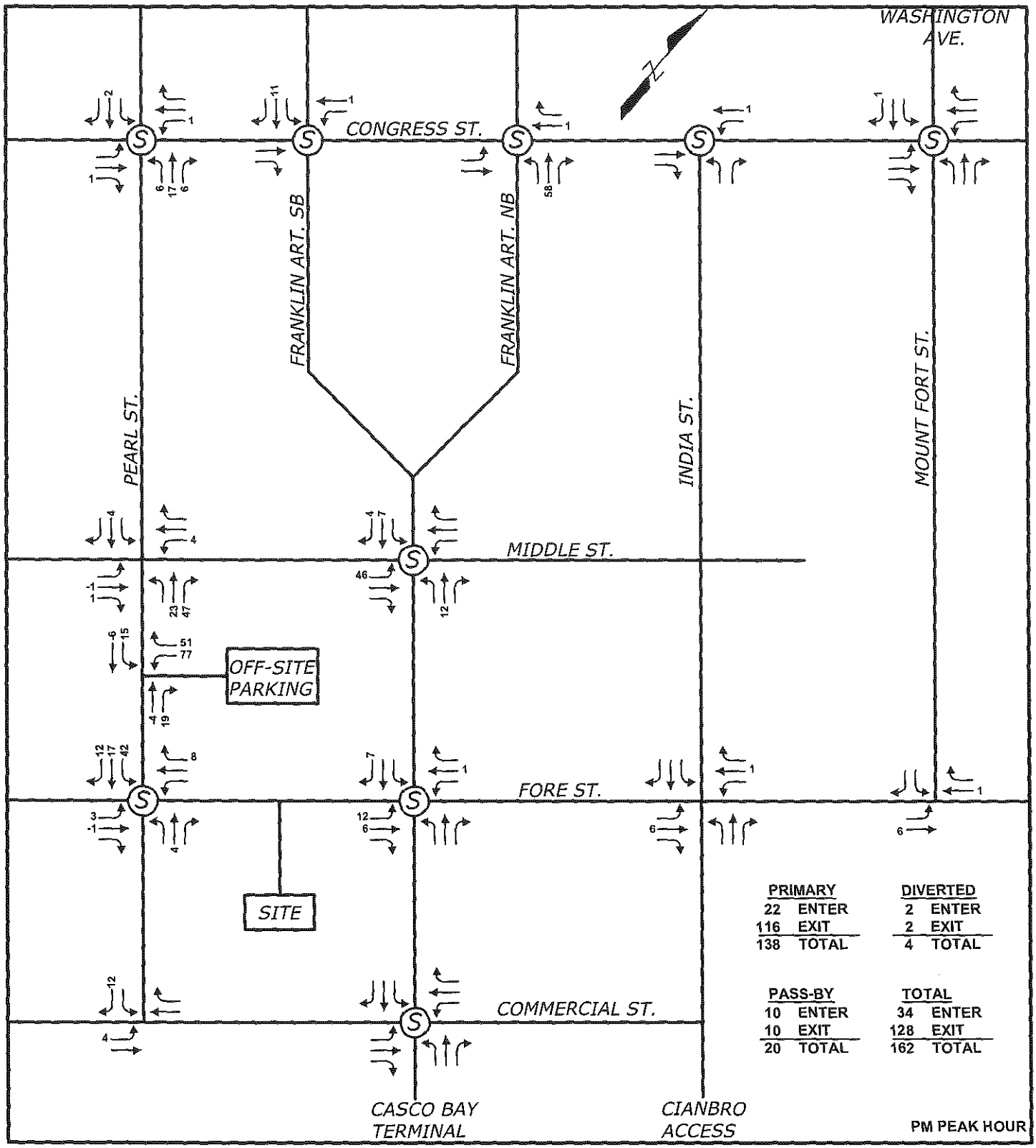
www.gorrillpalmer.com

Design: JJB
Draft: ZRJ
Checked: JDP

Date: OCTOBER 2005
File Name: 1317_TRAF.dwg

PM Trip Assignment

Figure No. 4



PROPOSED OFFICE BUILDING, PORTLAND, MAINE

Gorrill–Palmer Consulting Engineers, Inc.
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PO Box 1237
15 Shaker Road
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www.gorrillpalmer.com

Design: JJB
Draft: ZRJ
Checked: JDP

Date: OCTOBER 2005
File Name: 1317_TRAF.dwg

ATTACHMENT E

Letter from Historic Preservation Board

CITY OF PORTLAND, MAINE
HISTORIC PRESERVATION BOARD

June 15, 2005

Jim Brady
Olympia Equity Investors Inc.
50 Monument Square
Portland, Maine 04101

Re: Proposed Addition to Blake Block Complex–corner of Fore and Custom House Streets

Dear Mr. Brady:

On June 1, 2005, the City of Portland's Historic Preservation Board voted 6-0 (Pitman absent) to approve your application for a Certificate of Appropriateness for a building addition to the existing Blake Block complex, to be located at the corner of Fore and Custom House Streets.

Board approval was made subject to the following condition:

- Final plans and specifications for HVAC equipment, lighting and building and/or tenant signage to be submitted to staff for review and approval. At staff's discretion, these items may be forwarded to the Board for review.

All improvements shall be carried out as shown on the plans and specifications submitted for the 6/1/05 public hearing and/or as described above. Changes to the approved plans and specifications and any additional work that may be undertaken must be reviewed and approved by this office prior to construction, alteration, or demolition. If, during the course of completing the approved work, conditions are encountered which prevent completing the approved work, or which require additional or alternative work, you must apply for and receive a Certificate of Appropriateness or Non-Applicability PRIOR to undertaking additional or alternative work.

This Certificate is granted upon condition that the work authorized herein is commenced within twelve (12) months after the date is issuance. If the work authorized by this Certificate is not commenced within twelve (12) months after the date of issuance or if such work is suspended in significant part for a period of one year after the time the work is commenced, such Certificate shall expire and be of no further effect; provided that, for cause, one or more extensions of time for periods not exceeding ninety (90) days each may be allowed in writing by the Department.

Sincerely,

Cordelia Pitman

Cordelia Pitman, Chair
Historic Preservation Board

cc: Tim Levine, Olympia Equity
David Lloyd, Archetype

EXHIBIT 7

SOLID WASTE

7.0 Overview

This Exhibit provides the estimates, the use of recycling, the transport and disposal of solid waste which will be generated by the construction and operation of the proposed development.

7.1 Solid Wastes Generated During Construction of the Site Work

Minimal solid wastes are anticipated during construction of the proposed building renovations and additions.

The contractor will be provided the following options for waste disposal:

- Transport to Riverside Transfer Station in Portland, Maine or another licensed facility.

7.2 Solid Wastes Generated from the Operation of the Development

Cardboard from packaging will be compressed and privately hauled off. A trash room will be provided for miscellaneous office wastes and will be maintained by a private waste hauler on a regular basis. The development is expected to generate less than 3 cubic yards of solid waste per week.

EXHIBIT 8

SURFACE DRAINAGE AND RUNOFF

8.0 Introduction

DeLuca-Hoffman Associates, Inc. has completed a rudimentary summary of stormwater runoff and its impacts as a result of the proposed improvements. The development includes the construction of a new building in place of areas of existing pavement. Currently, a catch basin structure exists within the paved area of the project site. This will be removed as a result of the building construction, though the proposed roof drain system will likely utilize the existing drainage network. This proposed development should result in no impact to the volume of runoff leaving the site. As a result, no specific measures for quantity control are offered in the current proposal.

No water quality measures are proposed as part of this project since no parking will be provided and runoff from rooftop surfaces is generally not considered to be a significant source of stormwater pollution.

8.1 Existing Conditions

The site is located at the intersection of Fore Street and the easterly side of Custom House Street in Portland, Maine and consists of a concrete block structures, an access driveway, and existing pavement at the rear of the existing W.L. Blake building. All of the runoff from the site drains to a catch basin which enters a closed storm drain system on the adjacent property to the east.

The site is 100% impervious so any hydrological characteristics of the surficial soils would not factor into the runoff potential of the site.

Based on the National Wetlands Inventory for Portland, Maine (north) region, there are no mapped wetlands shown in this area.

8.2 Proposed Conditions

The proposed project consists of the construction of new building which will occupy the balance of the available land of the OEI IV parcel. The proposed building development not will result any new impervious surface. Reconstruction of the adjacent sidewalks will not affect the existing drainage patterns.

8.3 Conclusion

The proposed development will not increase the volume of runoff from the site and therefore will not impact stormwater quantity or adjacent facilities. No new parking will be created and the existing paved surface will be replaced by building rooftop, which will not have impacts on stormwater quality. The proposed development will not have any impacts on surface drainage or runoff.

EXHIBIT 9

TEMPORARY AND PERMANENT EROSION AND SEDIMENTATION CONTROL

9.0 Overview

In general the only necessary temporary erosion control measure necessary will be the limited use of a Dirtbag™ for construction dewatering. The existing site is impervious and will predominantly remain so through construction. The potential for erosion and sedimentation from the project site will not be a factor, given the density and limited potential for exposure of denude surfaces.

EXHIBIT 10

LANDSCAPE PLAN

10.0 Overview

Given the proposed intensity of the development, no formal landscaping is proposed for this project.

Gorrill-Palmer Consulting Engineers, Inc.
Traffic and Civil Engineering Services

PO Box 1237
15 Shaker Rd.
Gray, ME 04039

207-657-6910
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E-Mail:mailbox@gorrillpalmer.com

March 13, 2006

Mr. Bill Needelman, Senior Planner
City of Portland
389 Congress Street
Portland, ME 04101

Re: 300 Fore Street
Response to Comments

Dear Bill:

Gorrill-Palmer Consulting Engineers, Inc. is pleased to respond to Tom Errico's email dated February 23, 2006. His comments are summarized below followed by our responses:

Parking

Comment 1: *The parking study prepared by the applicant indicates the proposed project requires 145 parking spaces. This estimate is based upon a host of assumptions of which the primary one is the characteristics of the office tenant. These assumptions have led to a parking supply estimate that is lower than a typical office user. There have been some internal discussions about whether a parking requirement should be based upon a specific tenant. There is some concern that if the tenant changed, the replacement company/business could require additional parking demands. I have provided an independent parking analysis for a scenario with a typical office tenant as summarized below:*

- *58,114 sf Office x 2.97 spaces/1,000 sf = 173 parking spaces*
- *10,060 sf Restaurant x 2.75 spaces/1,000 sf = 28 parking spaces*
- *Total = 201 parking spaces*
- *Total w/Shared Usage = 198 parking spaces*

Assumptions for the above analysis include:

- *The office parking rate is from the Parking Generation Manual, ITE 3rd Edition for an Office land use in an "Urban" setting.*
- *The restaurant parking rate is for employee parking needs "only" and is based upon data in the publication Shared Parking, Urban Land Institute.*
- *As suggested in an email from John Peverada, parking needs for the restaurant customers are not expected to be significant due to a "captive market" during the mid-day or lunchtime period.*

- *A reduction in the restaurant employee parking requirement was included to account for time-of-day demand.*

I have not prepared an estimate of parking requirements incorporating assumptions (specific tenant data) used in the applicants parking analysis. If the Planning Board wishes, I can conduct such an analysis. If I am directed, I would ask that the applicant provide supporting documentation for assumptions used.

Response: Gorrill-Palmer completed an examination of the parking demand based on the use of a general office use as well as quality restaurant. To determine the peak parking demand, our office referenced the ITE Publication *Parking Generation*, 3rd Edition for Land Use Codes 701 and 931, Office Building and Quality Restaurant, respectively. The average peak demand for parking in an urban setting was referenced, and found to be 2.4 spaces per thousand and 5.55 vehicles per thousand for the office and restaurant uses, respectively.

Shared parking totals were based on parking accumulation rates published in *Parking Generation* and the Urban Land Institute publication *Shared Parking*. Our office compiled this information and determined that the peak parking demand, based on a standard office, would be 180 spaces. As this is based on a standard office with a greater demand than that required for CIEE, this results in an excess of 35 spaces over that required for the actual owner of the office building.

It is the opinion of our office that the 145 spaces initially determined in our parking memorandum of January 5, 2006 is sufficient for the current proposed use. However, it is our understanding that should CIEE sell or lease the building or any portion thereof, the applicant will be required to return to the planning board for approval of parking supply.

Traffic

Comment 1: The size of the land uses in the traffic study does not match those assumed in the parking study. Additionally, the trip generation was based upon 10,500 square feet of Specialty Retail space and not Restaurant space. An explanation should be provided.

Response: Based on architectural information provided at an earlier date to our office, our office had referenced different information for the office sizes and uses. With the current uses of 58,114 s.f. of office and 10,060 s.f. of quality restaurant, our office updated trip generation calculations based on ITE information. The totals are summarized on the following table:

Trip Generation for Proposed Commercial Building

Land Use Code	Weekday	AM Peak Hour	PM Peak Hour
710, General Office	878	122	144
931, Quality Restaurant	905	8	75
Total	**1,783**	**130**	**219**
Total from TIS	**1,256**	**112**	**162**

As based on the ITE rates alone, the result level of trip generation for the PM peak hour is greater than that in the original study. Our office has revised trip assignment and analysis based on these uses, which are discussed in greater detail in our response to Comment 2.

It should be noted, however, that the trip generation for the quality restaurant, based on the PM peak hour of adjacent street traffic, is almost as high as that for the peak of the restaurant in the evening. It is the opinion of our office that in reality, this level of trip generation will be lower.

Comment 2: *The applicant should provide capacity analysis print-outs that are Highway Capacity Manual based for all study area intersections.*

Response: Gorrill-Palmer completed analysis in the TIS utilizing SimTraffic. It is important to note that based on our work with MaineDOT, the traffic permitting process typically requires analysis of coordinated signal systems, such as those for Franklin Street Arterial with five runs of SimTraffic, averaged five times.

However, per Tom Errico's request, the analysis has been compiled utilizing HCM, and the postdevelopment analysis is based upon updated volumes as per the revised trip assignment discussed in our response to Comment 1. The HCM-based printouts are enclosed with this letter, and the results are summarized on the following tables:

Level of Service for at Middle Street at India Street

Lane Group	AM Peak Hour				PM Peak Hour			
	Predevelopment		Postdevelopment		Predevelopment		Postdevelopment	
	Delay	LOS	Delay	LOS	Delay	LOS	Delay	LOS
Middle Street EB LTR	30	D	>50	F	>50	F	>50	F
Middle Street WB LTR	24	C	39	E	31	D	>50	F
India Street NB LTR	4	A	4	A	3	A	3	A
India Street SB LTR	<1	A	1	A	<1	A	1	A

Level of Service for Franklin Street Arterial at Middle Street

Lane Group	AM Peak Hour				PM Peak Hour			
	Predevelopment		Postdevelopment		Predevelopment		Postdevelopment	
	Delay	LOS	Delay	LOS	Delay	LOS	Delay	LOS
Middle Street EB L	>80	F	>80	F	67	E	75	E
Middle Street EB TR	41	D	42	D	30	C	29	C
Middle Street WB LT	51	D	52	D	28	C	28	C
Middle Street WB RT	38	D	38	D	26	C	26	C
FS Arterial NB LTR	2	A	2	A	10	A	11	B
FS Arterial SB L	3	A	4	A	14	B	19	B
FS Arterial SB TR	4	A	4	A	9	A	10	B
Overall	15	B	15	B	20	C	22	C

Level of Service for Franklin Street Arterial at Fore Street

Lane Group	AM Peak Hour				PM Peak Hour			
	Predevelopment		Postdevelopment		Predevelopment		Postdevelopment	
	Delay	LOS	Delay	LOS	Delay	LOS	Delay	LOS
Fore Street EB L	>80	F	>80	F	>80	F	>80	F
Fore Street EB TR	32	C	32	C	31	C	30	C
Fore Street WB LTR	56	E	56	E	38	D	38	D
FS Arterial NB LTR	3	A	3	A	4	A	4	A
FS Arterial SB LTR	6	A	6	A	6	A	7	A
Overall	25	C	27	C	34	C	35	C

Level of Service for Franklin Street Arterial at Commercial Street

Lane Group	AM Peak Hour				PM Peak Hour			
	Predevelopment		Postdevelopment		Predevelopment		Postdevelopment	
	Delay	LOS	Delay	LOS	Delay	LOS	Delay	LOS
Commercial Street EB L	48	D	48	D	49	D	49	D
Commercial Street EB T	18	B	18	B	20	C	19	B
Commercial Street EB R	16	B	16	B	17	B	17	B
Commercial Street WB LT	45	D	45	D	48	D	48	D
Commercial Street WB R	29	C	29	C	33	C	33	C
State Pier NB LT	23	C	23	C	25	C	26	C
State Pier NB R	<1	A	<1	A	24	C	24	C
FS Arterial SB L	41	D	40	D	35	D	34	D
FS Arterial SB T	42	D	42	D	46	D	46	D
FS Arterial SB R	>80	F	>80	F	80	F	82	F
Overall	59	E	59	E	42	D	43	D

Based on the HCM analyses, movements at each study area location operate with delay. However, in the case of the Franklin Street Arterial intersections, these are all side street movements and are not affected by the addition of site-generated traffic. As additional improvements are not feasible, this is considered acceptable in an urban compact as per the MaineDOT traffic permitting rules.

The intersection of Middle Street at India Street indicates additional delay with the addition of site-generated traffic, particularly for the westbound approach of Middle Street. However, the postdevelopment volumes at this location do not satisfy the MUTCD four hour or peak hour warrants (Warrants 2 and 3), so signalization is not recommended. As this location benefits from adjacent signals at Franklin Street Arterial and Fore Street, it is the opinion of our office that this location will operate with less delay than indicated in the HCM printouts. In addition, given the width of this roadway and the desire to preserve on-street parking, our office does not anticipate feasible improvements. The signal warrant sheets are enclosed with this letter.

Comment 3: *The applicant should provide printouts of the turning movement count sheets.*

Response: We have enclosed the turning movement count sheets for the Franklin Street Arterial intersections as well as the Pearl Street intersections. The AM sheet at Middle and Fore is enclosed; the PM data was obtained from ETE as part of its traffic impact study for the Jordan's redevelopment.

Comment 4: *The applicant should conduct a pedestrian facility assessment between the proposed site and the proposed Longfellow Parking facility.*

Response: Based on the proposed location for the Longfellow Parking facility, it is the opinion of our office that pedestrians will exit the facility via the access proposed on Fore Street adjacent to the right-turn only vehicular access. They will proceed along Fore Street through India Street and Franklin Street Arterial, continuing to the proposed site.

Several areas within this pedestrian corridor have already been improved. As part of the off-site improvements associated with 280 Fore Street, pedestrian striping, barrier-free facilities, and signal phasing were improved at the intersection of Franklin Street Arterial and Fore Street. As part of The Longfellow at Ocean Gateway project, sidewalk will be upgraded along Fore Street and India Street. In addition, sidewalk along the northwest side of Fore Street between India Street and Franklin Street Arterial will be upgraded as part of the Jordan's site redevelopment. It is the opinion of our office that the work associated with these projects should comply with local, state and ADA requirements, and based on conversations with Eaton Traffic Engineering, the Jordan's improvements will comply with these requirements. As such, it is the opinion of our office that the pedestrian facilities will be able to accommodate pedestrian traffic from The Longfellow to 300 Fore Street.

Comment 5: *An occupancy permit for the site should not be granted until the Longfellow Parking garage is completed or parking alternatives have been identified.*

Response: In the event that the project is completed prior to approval of the Ocean Gateway garage, there is sufficient surface parking available from Shipyard Brewing Company. In the event that 300 Fore Street is completed while the Ocean Gateway garage is under construction, it is our understanding that Olympia Companies will make arrangements to lease spaces during this period from the Top of the Old Port.

Comment 6: *The applicant shall make a monetary contribution to the implementation of improvements identified for Franklin Arterial and the India Street/Middle Street intersection from the Portland Peninsula Study. I'll need to work with staff in calculating the estimate.*

Response: None required.

Please contact me should you have any further questions regarding these matters.

Sincerely,

Gorrill-Palmer Consulting Engineers, Inc.

Thomas L. Gorrill, P.E., PTOE
President

Enclosure

Copy: Tom Errico, Wilbur Smith
Tim Levine, Olympia
Chris Osterrieder, Deluca-Hoffman

TLG/jjb/JN1317/Errico3-6-06.doc

JN: 1317
Project Description: 300 Fore Street
Project Location: Portland, Maine
Date: March 2, 2006

Gorrill-Palmer Consulting Engineers, Inc.
P.O. Box 1237
15 Shaker Road
Gray, Maine 04039

Quality Restaurant
Land Use Code (LUC) 931

Gross Floor Area (ft^2): 10,060

Time Period	ITE Trip Rate (Average Rate)	Trip Ends	Directional Split IN	Directional Split OUT	Directional Distribution IN	Directional Distribution OUT
Weekday	T = 89.95 (X)	905	50%	50%	453	452
AM Peak Adjacent Street	T = 0.81 (X)	8	50%	50%	4	4
PM Peak Adjacent Street	T = 7.49 (X)	75	65%	35%	49	26
AM Peak of Generator	T = 5.57 (X)	56	80%	20%	45	11
PM Peak of Generator	T = 9.02 (X)	91	60%	40%	55	36
Saturday	T = 94.36 (X)	949	50%	50%	475	474
Saturday Peak Hour of Gen.	T = 10.82 (X)	109	60%	40%	65	44

JN: 1317
Project Description: Custom House Street Office
Project Location: Portland, Maine
Date: October 18, 2005

Gorrill-Palmer Consulting Engineers, Inc.
P.O. Box 1237
15 Shaker Road
Gray, Maine 04039

General Office Building
Land Use Code (LUC) 710

Gross Floor Area 58,114

Trip Ends Based on Fitted Curve Equation

Time Period	ITE Trip Rate	Trip Ends	Number of Studies	Directional Split * IN	Directional Split * OUT	Directional Distribution IN	Directional Distribution OUT	R^2
Weekday	Ln (T) = 0.77 Ln (X) + 3.65	878	78	50%	50%	439	439	0.80
AM Peak Hour	Ln (T) = 0.80 Ln (X) + 1.55	122	217	90%	10%	110	12	0.83
PM Peak Hour	T = 1.12 (X) + 78.81	144	235	15%	85%	22	122	0.82
Saturday	T = 2.14 (X) + 18.47	143	17	50%	50%	72	71	0.66
Peak Hour of Generator	Ln (T) = 0.81 Ln (X) - 0.12	24	10	55%	45%	13	11	0.59

* Percentages rounded to nearest 5%

Trip Ends Based on Average Rate

Time Period	ITE Trip Rate	Trip Ends	Number of Studies	Directional Split * IN	Directional Split * OUT	Directional Distribution IN	Directional Distribution OUT	R^2
Weekday	T = 11.01 (X)	640	78	50%	50%	320	320	---
AM Peak Hour	T = 1.55 (X)	90	217	90%	10%	81	9	---
PM Peak Hour	T = 1.49 (X)	87	235	15%	85%	13	74	---
Saturday	T = 2.37 (X)	138	17	50%	50%	69	69	---
Saturday Peak Hour of Gen.	T = 0.41 (X)	24	10	50%	50%	12	12	---

* Percentages rounded to nearest 5%

Parking Generation - Proposed Office Building - Based on ITE Parking Generation									
Land Use	Description	Size (s.f.)	Seats	Employee	Rooms	Weekday Peak Parking Spaces		Saturday Peak Parking Spaces	
710	Office	58,114				P = 2.40 (x)*	139	P = 0.5 (x)	29
932	Restaurant	10,060				P = 5.55 (x)**	56	P = 16.3 (x)	164
Total		68,174	0	0	0		235		241

**Note: Parking demand based on average of ITE survey of office building for urban location, page 174 of *Parking Generation* 3rd Edition.
*Note: Parking demand based on average of ITE survey of quality restaurant for urban location, page 271 of *Parking Generation* 3rd Edition.

Movement	EBL	EBT	EBR	WBL	WBT	WBR	NBL	NBT	NBR	SBL	SBT	SBR
Lane Configurations												
Sign Control		Stop			Stop			Free			Free	
Grade		0%			0%			3%			-3%	
Volume (veh/h)	62	16	79	6	4	2	98	152	5	5	343	123
Peak Hour Factor	0.75	0.75	0.75	0.64	0.64	0.64	0.88	0.88	0.88	0.88	0.88	0.88
Hourly flow rate (vph)	83	21	105	9	6	3	111	173	6	6	390	140
Pedestrians												
Lane Width (ft)												
Walking Speed (ft/s)												
Percent Blockage												
Right turn flare (veh)												
Median type		None			None							
Median storage veh)												
Upstream signal (ft)												
pX, platoon unblocked												
vC, conflicting volume	876	872	460	985	939	176	530			178		
vC1, stage 1 conf vol												
vC2, stage 2 conf vol												
vCu, unblocked vol	876	872	460	985	939	176	530			178		
tC, single (s)	7.1	6.5	6.2	7.2	6.6	6.3	4.2			4.1		
tC, 2 stage (s)												
tF (s)	3.5	4.0	3.3	3.6	4.1	3.4	2.3			2.2		
p0 queue free %	65	92	82	94	97	100	89			100		
cM capacity (veh/h)	238	254	597	155	228	850	1018			1391		

Direction, Lane #	EB 1	WB 1	NB 1	SB 1
Volume Total	209	19	290	535
Volume Left	83	9	111	6
Volume Right	105	3	6	140
cSH	345	205	1018	1391
Volume to Capacity	0.61	0.09	0.11	0.00
Queue Length 95th (ft)	95	7	9	0
Control Delay (s)	30.3	24.3	4.1	0.1
Lane LOS	D	C	A	A
Approach Delay (s)	30.3	24.3	4.1	0.1
Approach LOS	D	C		

Intersection Summary			
Average Delay	7.7		
Intersection Capacity Utilization	65.7%	ICU Level of Service	C
Analysis Period (min)	15		

Movement	EBL	EBT	EBR	WBL	WBT	WBR	NBL	NBT	NBR	SBL	SBT	SBR
Lane Configurations		↕			↕			↕			↕	
Sign Control		Stop			Stop			Free			Free	
Grade		0%			0%			3%			-3%	
Volume (veh/h)	62	96	79	9	14	5	98	145	15	29	341	123
Peak Hour Factor	0.75	0.75	0.75	0.64	0.64	0.64	0.88	0.88	0.88	0.88	0.88	0.88
Hourly flow rate (vph)	83	128	105	14	22	8	111	165	17	33	388	140
Pedestrians												
Lane Width (ft)												
Walking Speed (ft/s)												
Percent Blockage												
Right turn flare (veh)												
Median type		None			None							
Median storage veh)												
Upstream signal (ft)												
pX, platoon unblocked												
vC, conflicting volume	938	928	457	1089	989	173	527			182		
vC1, stage 1 conf vol												
vC2, stage 2 conf vol												
vCu, unblocked vol	938	928	457	1089	989	173	527			182		
tC, single (s)	7.1	6.5	6.2	7.2	6.6	6.3	4.2			4.1		
tC, 2 stage (s)												
tF (s)	3.5	4.0	3.3	3.6	4.1	3.4	2.3			2.2		
p0 queue free %	59	45	82	82	90	99	89			98		
cM capacity (veh/h)	199	231	599	79	209	852	1020			1387		

Direction, Lane #	EB 1	WB 1	NB 1	SB 1
Volume Total	316	44	293	560
Volume Left	83	14	111	33
Volume Right	105	8	17	140
cSH	276	150	1020	1387
Volume to Capacity	1.14	0.29	0.11	0.02
Queue Length 95th (ft)	341	29	9	2
Control Delay (s)	138.6	38.7	4.1	0.7
Lane LOS	F	E	A	A
Approach Delay (s)	138.6	38.7	4.1	0.7
Approach LOS	F	E		

Intersection Summary			
Average Delay	38.8		
Intersection Capacity Utilization	73.8%	ICU Level of Service	D
Analysis Period (min)	15		