

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

FROM: HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW
DAVID CARLSON, SENIOR ARCHITECT/URBAN DESIGNER
JOHN FITZGERALD, SENIOR PROJECT MANAGER

SUBJECT: PUBLIC HEARING FOR THE BOYLSTON WEST CHAPTER 121A
PROJECT, LOCATED AT BOYLSTON, KILMARNOCK, AND VAN NESS
STREETS IN THE FENWAY NEIGHBORHOOD OF BOSTON

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority (the "Authority") adopt a Report and Decision for a project, to be known as the Boylston West Chapter 121A Project, for the development of a mixed-use building with approximately 233,000 square feet of office space, 172 residential units, 168,750 square feet of anchor retail use and 31,000 square feet of small store retail use (the "Project") presently located at 1325 Boylston Street, bound by Boylston, Kilmarnock, and Van Ness Streets (the "Project Area").

PROJECT AREA

The Project Area consists of an approximately 82,586 square foot area, bounded on three sides by Boylston Street, Kilmarnock Street, and Van Ness Street, commonly known as 1325 Boylston Street.

PRIOR ARTICLE 80 REVIEW

The Project, as defined herein, is a part of the larger Fenway Triangle Mixed Use Project ("Fenway Triangle Project"), approved by the Authority as the Development Plan for Planned Development Area No. 82 on September 15, 2011 and the Boston Zoning Commission on October 19, 2011, effective October 24, 2011 ("PDA"), and as amended on November 15, 2012. The Fenway Triangle Project consists of two buildings: (i) 132 Brookline Avenue, proposed to be a 17-story (up to 180 feet in height) primarily residential building with approximately 5,000 square feet of retail on the first floor and will contain approximately 150 residential units; and (ii) the Project Area at 1325 Boylston Street, to contain a mix of office uses, anchor retail use and related storage, 172 residential units, ground floor uses including additional retail space, building service

areas and lobby space supporting the office, residential and anchor retail uses above, and a maximum of 575 parking spaces on up to three below-grade levels.

On September 15, 2011, the Authority also voted its authorization for the Director to issue a Scoping Determination for the Fenway Triangle Project waiving further review, and on October 19, 2011, pursuant to Section 80B-5.3(d) of the Zoning Code, the Director of the Authority issued a Scoping Determination waiving further review, subject to continuing design review by the Authority.

On November 15, 2012, the Authority approved a First Amendment to the Development Plan for Planned Development Area No. 82 (the "First Amendment"). The First Amendment incorporated a parcel at 1313 Boylston Street as a third development area, increasing the area of the Fenway Triangle project to 2.5 acres. The 1313 Boylston Street parcel is an approximately 15,295 square foot area owned by the Jara Realty Trust.

CHAPTER 121A PROJECT

The Project, as defined below, consists of the demolition of the existing buildings within the Project Area and the construction of a mixed-use building consisting of approximately: (i) 233,000 square feet of office space; (ii) 172 residential units; (iii) 168,750 square feet of anchor retail use, including approximately 42,000 square feet of storage, loading and back of house areas, together with rights appurtenant thereto; and (iv) 31,000 square feet of small store retail use (collectively may be referred to as the "Project"). Related to and integrated into the Project will be up to 575 below-grade parking spaces ("Garage Unit", which will be located within the "Garage Parcel"). The Garage Parcel and Garage Unit will be separate and not technically be part of the Project under Chapter 121A.

The Developer will provide a combination of onsite affordable housing and contributions to the Authority within the residential portion of the Project, which will provide affordable housing in an amount equivalent to 20% of the dwelling units as required in Section 66-28 of the Code. This will be achieved by having 7.5% of the affordable units onsite, and the remaining 12.5% to be comprised of several components, which may include some or all of the following: (i) contributions to the Authority in connection with a community facility or facilities providing senior services, community healthcare, job skills trainings, or daycare; (ii) contributions by the Developer to acquisition, design and/or construction of any community infrastructure improvements; and/or (iii) the provision of offsite affordable units, all as more particularly set forth in the PDA.

The Chapter 121A entities for which consent by the Authority is sought are: (i) for the Office Unit, BW Office Owner Limited Partnership; (ii) for the Anchor Retail Unit, BW

Anchor Retail Owner Limited Partnership; and (iii) for the Residential Unit, BW Residential-Retail Owner Limited Partnership, all Massachusetts limited partnerships organized under Chapter 109 of the Massachusetts General Laws.

The Project Area constitutes a “blighted open area and decadent area” as such terms are defined in General Laws Chapter 121A, as amended. The Project Area was most recently characterized by asphalt parking lots and indistinct, aging, one and two-story commercial buildings historically used for automotive purposes, including the Van Ness Garage, a former Goodyear auto repair facility and a former gas station. Notwithstanding the recent successful additions of the 1330 Boylston Street and Fenway Triangle Trilogy Project, mixed-use developments within the vicinity of the Project Area, the Authority recognized in its September 15, 2011 Development Plan, that the area along Boylston Street in proximity to the Project Area consists primarily of suburban-style fast-food outlets, gas stations, parking lots and other commercial uses occupying low-rise commercial and industrial buildings that do not form consistent street walls.

APPLICATION

On February 4, 2013, the Applicant, as defined herein, submitted to the Authority an application entitled, APPLICATION FOR APPROVAL OF BW OFFICE OWNER LIMITED PARTNERSHIP, BW ANCHOR RETAIL OWNER LIMITED PARTNERSHIP AND BW RESIDENTIAL-RETAIL OWNER LIMITED PARTNERSHIP TO UNDERTAKE A PROJECT IN BOSTON, MASSACHUSETTS UNDER M.G.L. CHAPTER 121A, AS AMENDED, AND CHAPTER 652 OF THE ACTS OF 1960 (the “Application”), for approval under the provisions of Massachusetts General Laws Chapter 121A and the Acts of 1960, Chapter 652, both as amended (collectively, “Chapter 121A”). A complete Application is enclosed with this Board memorandum.

The entities submitting the Application are BW Office Owner Limited Partnership (“BW Office LP”), a Massachusetts limited partnership, BW Anchor Retail Owner Limited Partnership (“BW Anchor LP”), a Massachusetts limited partnership and BW Residential-Retail Owner Limited Partnership (“BW R-R LP”), a Massachusetts limited partnership (collectively, the “Applicant”). The sole general partner of BW Office LP is BW GP LLC, a Massachusetts limited liability company, which is 100% owned by Boylston West LLC (the “BWO General Partner”). The BWO General Partner is a Massachusetts Limited Liability Company formed under Chapter 156C of the Massachusetts General Laws. The sole limited partner of BW Office LP is Boylston West LLC. Boylston West LLC is a Delaware Limited Liability Company, consisting of Boylston West Acquisition LLC and Fenway Enterprises Boylston West LLC as members. The sole general partner of BW Anchor LP is BW Anchor Retail GP LLC, a Massachusetts limited company, which is 100% owned by Boylston West Target LLC (the “BWA General Partner”). The BWA General Partner is a Massachusetts Limited

Liability Company formed under Chapter 156C of the Massachusetts General Laws. The sole limited partner of BW Anchor LP is Boylston West Target LLC. Boylston West Target LLC is a Delaware Limited Liability Company, consisting of Miscellaneous Income Corp. and Fenway Enterprises Boylston West LLC as members.

The sole general partner of BW R-R LP is BW GP LLC, a Massachusetts limited company, which is 100% owned by Boylston West LLC (the “BWRR General Partner”). The BWRR General Partner is a Massachusetts Limited Liability Company formed under Chapter 156C of the Massachusetts General Laws. The sole limited partner of BW R-R LP is Boylston West LLC. Boylston West LLC is a Delaware Limited Liability Company, consisting of Boylston West Acquisition LLC and Fenway Enterprises Boylston West LLC as members.

DEVELOPMENT TEAM

The development team of the Applicant consists of Fenway Enterprises LLC, care of Samuels & Associates, Inc.; Elkus/Manfredi Architects as project architects; Vanasse Hangen Brustlin, Inc as environmental/permitting/transportation consultants; and Goulston & Storrs, P.C., serving as legal counsel.

FINANCING FOR THE PROJECT

The total cost of the Proposed Project is approximately \$328,000,000. Funding includes a loan with a major life insurance company. In addition, certain equity will be contributed to the Project by affiliates or entities controlled by Samuels & Associates Development LLC, clients advised by J.P. Morgan Investment Management, Inc. and/or JPMorgan Chase Bank (“JPM”) and the Applicant anticipates a sale of the anchor retail component of the Project to a major national retailer at or near project completion, the proceeds of which sale will provide further financial support to the Project.

SECTION 6A CONTRACT

The Project Area will be owned by the Applicant. The Applicant will lease all or a portion of the Project to affiliated entities (collectively, the “Developer”). The Developer will enter into subleases or similar agreements, through one or more intermediate conveyances, pursuant to which retail operators, office users, residents and other end-users and occupants will ultimately use and occupy the Project. Developer will own, develop, operate and maintain the buildings and improvements within the Project either directly or through arrangements with affiliated parties and/or other occupants of the improvements of which the Proposed Project are a part. The Applicant has been in negotiations with the City of Boston Assessing Department as to the payments under each Section 6A Contract for the Project.

ZONING

The Project has been fully reviewed under Articles 80B and 80C of the Boston Zoning Code. The Project is located within Planned Development Area No. 82, Fenway Triangle Mixed-Use Project, in the Fenway ("PDA No. 82"), as amended on November 15, 2012.

RECOMMENDATION

Authority staff has examined the Application, material and have heard representations made by the Applicant and finds that all such information contains sufficient evidence in support of the Project to permit the Authority to make the findings and determinations necessary to authorize the Project to proceed under Ch. 121A. The proposed office and other uses are appropriate and desirable at this location and are consistent with plans for the area and the most suitable development of the immediate neighborhood. The Project is in the best interest of the public and the City and will enhance public safety and convenience. The Project will eliminate a blighted and open and decadent area. The Project will provide much-needed services in the City of Boston, retain employment in the City of Boston, and enhance the City of Boston's Fenway neighborhood. Therefore, the staff recommends that the Authority approve and adopt the attached Report and Decision on the Project.

An appropriate vote follows:

VOTED: That the document presented at this meeting entitled "APPLICATION FOR APPROVAL OF BW OFFICE OWNER LIMITED PARTNERSHIP, BW ANCHOR RETAIL OWNER LIMITED PARTNERSHIP AND BW RESIDENTIAL-RETAIL OWNER LIMITED PARTNERSHIP TO UNDERTAKE A PROJECT IN BOSTON, MASSACHUSETTS UNDER M.G.L. CHAPTER 121A, AS AMENDED, AND CHAPTER 652 OF THE ACTS OF 1960" be, and hereby is, adopted in all respects.