

MEMORANDUM

NOVEMBER 14, 2013

**TO:** BOSTON REDEVELOPMENT AUTHORITY AND  
PETER MEADE, DIRECTOR

**FROM:** HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT  
REVIEW

**SUBJECT:** MILLENNIUM TOWER AND BURNHAM BUILDING  
REDEVELOPMENT (f/k/a THE ONE FRANKLIN/FILENE'S  
REDEVELOPMENT) PROJECT, LOCATED IN THE MIDTOWN  
CULTURAL DISTRICT

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**SUMMARY:** This Memorandum requests that the Boston Redevelopment Authority ("Authority") take the following actions related to the Millennium Tower and Burnham Building Project (the "Project"): (1) adopt an Order of Taking for a subsurface parcel of land now or formerly part of Hawley Street ("Hawley Street Taking Parcel") owned by the City of Boston (the "City") and/or parties unknown, as their interests may appear, relating to the Project; (2) adopt an Order of Taking for a parcel of land now or formerly part of Franklin Street ("Franklin Street Taking Parcel") owned by the City and/or parties unknown, as their interests may appear, relating to the Project; (3) authorize the Director to petition the City of Boston Public Improvement Commission ("PIC") for the granting of a pedestrian easement along a portion of Franklin Street to be discontinued ("Pedestrian Easement Area") relating to the Project; (4) authorize the Director to enter into and execute deeds, indemnification agreements, easements, a pedestrian easement and any and all other related instruments, agreements and documents in connection with the Hawley Street Taking Parcel, the Franklin Street Taking Parcel, the Pedestrian Easement Area, and the PIC petition, which the Director in his sole discretion deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the Authority; (5) adopt a Confirmatory Order of Taking for the portion of so-called Shopper's Park owned by the Authority and known as all or a portion of Parcel A-4 in the Central Business District - School - Franklin Urban Renewal Area, Project No. Mass. R-82A ("Parcel A-4 Taking Area"); and (6) authorize the Director to execute a Deed transferring the Parcel A-4 Taking Area to the City of Boston and any and all other related instruments, agreements and documents in connection with the transfer of the Parcel A-4 Taking Area to the City of Boston, which the Director in his sole discretion deems

appropriate and necessary, and upon terms and conditions determined to be in the best interest of the Authority.

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## **PROJECT SITE**

The Project site is located in the Midtown Cultural District and the Restricted Parking District in the block bounded by Washington Street, Franklin Street, Hawley Street and Summer Street and consists of (i) a lot of approximately 33,421 square feet located at 10 Summer Street (together with all improvements from time to time located thereon, the “Burnham Property”) and (ii) a lot of approximately 30,149 square feet located at 1 Franklin Street (together with all improvements from time to time located thereon, the “Tower Property”), for a total site area of approximately 63,569 square feet of privately-owned land area, as well as adjacent sidewalks and certain public space commonly known as Shopper’s Park (collectively, the “Project Site”).

## **PROJECT BACKGROUND**

On November 16, 2006, the Authority approved a Development Plan for the One Franklin/Filene’s Redevelopment Project, Planned Development Area No. 72 (the “Original Development Plan”), proposed by 426 Washington Street Owner LLC, a joint venture of Vornado Realty Trust and Gale International, LLC (the “Previous Developer”), concerning the Previous Developer’s proposed development of the Project Site (the “Original Project”). The Original Development Plan was approved by the Boston Zoning Commission on December 6, 2006. A Project Notification Form (“2006 PNF”) was filed by the Previous Developer with the Authority on November 14, 2006 for the Original Project. A Draft Project Impact Report (“DPIR”) was filed with the Authority on April 27, 2007. On August 14, 2007, the Authority Board approved an Amended and Restated Development Plan for the One Franklin/Filene’s Redevelopment Project, Planned Development Area No. 72 (the “First Amended Development Plan”), and the Boston Zoning Commission approved the First Amended Development Plan on October 31, 2007.

Demolition and excavation of a portion of the Project Site began in late 2007 and ended in 2008, leaving the existing building (the “Burnham Building”) and a portion of the façade of another building on the Project Site.

On November 17, 2010, the Director of the Authority sent, pursuant to Article 80A-6 of the Boston Zoning Code (“Code”), a letter determination to the Previous Developer stating the delay in construction of the Original Project significantly increased the impacts of the Original Project and that the Authority would require additional filings and submissions under Article 80 of the Code for a project on the Project Site.

## CURRENTLY PROPOSED PROJECT

On July 27, 2012, MP Franklin LLC filed the Second Amended Development Plan for the Millennium Tower and Burnham Building Redevelopment (f/k/a One Franklin/Filene's Redevelopment) Project, Planned Development Area No. 72 (the "Second Amended Development Plan"), and on August 6, 2012, MP Franklin LLC filed a Notice of Project Change ("2012 NPC") describing the improvements to be made on the Project Site.

In the 2012 NPC, MP Franklin LLC proposed an approximately 1,185,000 square-foot mixed-use project containing residential uses, office uses, retail, restaurant, entertainment and services uses, recreational, community and health club/spa uses, hotel uses, underground parking and accessory uses. As currently envisioned, the Project will contain approximately 784,000 to 800,000 square feet of residential space, approximately 122,000 to 231,000 square feet of retail space, approximately 125,000 to 218,000 square feet of office space, approximately 35,000 square feet of health club/spa space, approximately 10,000 square feet of restaurant space and a below-grade parking garage with parking for up to 550 vehicles.

The Project includes the preservation of, and renovations to, the Burnham Building and the development of a new mixed use residential building with a zoning height of up to 625 feet (the "Tower"). A new, multi-story podium containing residential, fitness, and retail functions will be located along the property lines on Washington, Franklin, and Hawley Streets. Above the podium, the massing of the Tower is set close to the Franklin Street/ Shopper's Park side of the Project Site to create maximum separation from the Burnham Building. The Burnham Building will contain approximately 100,000 square feet of retail space on the ground floor and first basement level. Above the retail floors will be approximately 185,000 square feet of office space. Retail entryways, coupled with display windows, will be located along at least three sides of the entire block: on Summer and Washington Streets in the Burnham Building, and in the new Tower podium along Washington Street and facing Shopper's Park on Franklin Street. The office lobby will be on Summer Street. The residential lobbies will be located on Franklin Street. Access to service entrances and vehicular access to below grade parking will be from Hawley Street. The parking garage will extend below the Tower Property and the Burnham Property, including the use of two existing basement floors beneath the Burnham Building. The Tower will contain approximately 900,000 square feet of residential, retail, restaurant and health club space. It is shaped roughly as a tapered "wedge" to (1) present a slender profile to the west, (2) emphasize the distinct and historic character of the restored Burnham Building, (3) increase daylight opportunities for Washington Street, and (4) maximize daylight to the office space in the Burnham Building and lower floors of the Tower.

The Burnham Building will undergo a full façade restoration, including removing the current canopy and replacing it with replications of the historic canopies of the original 1912 design. A new glass curtain wall will enclose the north façade of the Burnham Building, with masonry returns at each corner facing Washington and Hawley Streets.

The Tower façades will have a mixture of opaque and transparent materials, with aluminum and glass as the primary material. The glazing will use a mixture of clear, translucent, and opaque spandrel glass. The podium will contain lighting and signage commensurate with the retail activities inside. Portions of the retail floors may open to the skylights above and/or to the lower retail level in the Burnham Building.

### **ARTICLE 80 PROCESS**

MP Franklin LLC filed a Letter of Intent to file a Notice of Project Change on July 2, 2012. Members of the Impact Advisory Group (“IAG”) from the Original Project were notified and new members were added to reflect changes in community groups and to replace members who have moved from the neighborhood. The 2012 NPC, received by the Authority on August 6, 2012, was subsequently distributed to the IAG, Authority staff, and other City of Boston (the “City”) agencies.

An IAG meeting was held on August 13, 2012 in the Authority Board Room in City Hall and a duly advertised community meeting was held on August 15, 2012 in the Authority Board Room in City Hall. At both meetings, representatives of MP Franklin LLC presented the Project and answered questions from members of the IAG and the community. In addition to the IAG meeting and a community meeting, MP Franklin LLC held twenty-three meetings with abutters, community groups, and other interested parties to discuss the Project.

The Project received Certificates of Design Approval with Provisos for continuing design review from the Boston Landmarks Commission on December 12, 2012 and June 26, 2013 and received full approval from the Boston Civic Design Commission (“BCDC”) on June 4, 2013.

On September 13, 2012, the Authority authorized the issuance of a Determination waiving further review pursuant to Section 80A-6.2 of the Code in connection with the 2012 NPC and authorized the Director to petition the Boston Zoning Commission for the approval of the Second Amended Development Plan. The Second Amended Development Plan was approved by the Boston Zoning Commission on October 10, 2012, effective October 14, 2012. On March 8, 2013, the Authority issued a Determination pursuant to Section 80A-6.2 of the Code for the Project.

## **DEVELOPMENT TEAM**

Millennium Partners: Anthony Pangaro, Joseph Larkin, Kathleen MacNeil  
Handel Architects LLP – Architect: Blake Middleton, Stephen Matkovits  
DLA Piper LLP (US) – Legal Counsel: John Rattigan, Brian Awe

## **DEMONSTRATION PROJECT AND EMINENT DOMAIN TAKINGS**

On October 8, 2013, the Authority adopted a Demonstration Project Plan and authorized the Director to petition the City of Boston Public Improvement Commission (PIC) for the discontinuance of a portion of Hawley Street and a portion of Franklin Street. In addition, it is necessary to petition PIC for the granting of a pedestrian easement over a portion of the discontinued Franklin Street (see attached plan) and grant said pedestrian easement. In order to effect the transfer of the title to that certain subsurface parcel of land now or formerly part of Hawley Street and that certain parcel of land now or formerly part of Franklin Street to MP Franklin Tower Co LLC, the Authority must adopt orders of taking for said parcels now or formerly part of Hawley Street and Franklin Street as shown on the attached plans (“Taking Areas”). The Authority will then transfer title to all or a portion of the Taking Areas to MP Franklin Tower Co LLC (see attached plan).

In addition, it is the intent of the Authority and the City of Boston to consolidate the ownership of so-called Shopper’s Park with the City of Boston. To do so, it is necessary that the Authority adopt a confirmatory order of taking of all or a portion of Parcel A-4 in the Central Business District – School – Franklin Urban Renewal Area, Project No. Mass. R-82A and authorize the Director to execute a deed for said property to the City of Boston.

## **RECOMMENDATION**

It is recommended that the Authority: (1) ratify and confirm the PIC petition for the granting of a pedestrian easement on a portion of the discontinued Franklin Street; (2) adopt an Order of Taking for that certain subsurface parcel of land now or formerly part of Hawley Street to be discontinued by PIC; (3) adopt an Order of Taking for that certain parcel of land now or formerly part of Franklin Street to be discontinued by PIC; (4) adopt a confirmatory Order of Taking for all or a portion of Parcel A-4 in the Central Business District – School-Franklin Urban Renewal Area, Project No. Mass. R-82A comprising a portion of so-called Shopper’s Park; and (5) authorize the Director to enter into and execute documents, which may include deeds to MP Franklin Tower Co LLC and the City of Boston, a pedestrian easement, indemnification agreements and easements with the MP Franklin Tower Co LLC and/or utilities, and any and all other related instruments, agreements and documents in connection with the Taking Parcels, and the PIC petition for the pedestrian easement.

Appropriate votes follow:

**VOTED:** That the Authority ratify and confirm the petition to the City of Boston Public Improvements Commission (“PIC”) for the granting of a pedestrian easement on a portion of the discontinued Franklin Street executed by the Director; and

**FURTHER**

**VOTED:** That the Authority adopt a Resolution entitled, “BE IT RESOLVED by the Boston Redevelopment Authority that an ORDER OF TAKING dated November 14, 2013, relating to a portion of Hawley Street, Boston, Suffolk County, Commonwealth of Massachusetts, be executed and made a permanent part of these proceedings, a copy of which the Secretary shall cause to be recorded in the Office of the Registry of Deeds for the County of Suffolk”; and

**FURTHER**

**VOTED:** That the Authority adopt a Resolution entitled, “BE IT RESOLVED by the Boston Redevelopment Authority that an ORDER OF TAKING dated November 14, 2013, relating to a portion of Franklin Street, Boston, Suffolk County, Commonwealth of Massachusetts, be executed and made a permanent part of these proceedings, a copy of which the Secretary shall cause to be recorded in the Office of the Registry of Deeds for the County of Suffolk”; and

**FURTHER**

**VOTED:** That the Authority adopt a Resolution entitled, “BE IT RESOLVED by the Boston Redevelopment Authority that an ORDER OF TAKING dated November 14, 2013, relating to Parcel A-4 of the CENTRAL BUSINESS DISTRICT - SCHOOL - FRANKLIN URBAN RENEWAL PLAN, PROJECT NO. MASS. R-82A, be executed and made a permanent part of these proceedings, a copy of which the Secretary shall cause to be recorded in the Office of the Registry of Deeds for the County of Suffolk”; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to enter into and execute documents, which may include deeds, a pedestrian easement, indemnification agreements and easements with MP Franklin Tower Co LLC and/or utilities, and any and all other related instruments, agreements and documents in connection with the parcels by the above Orders of Taking, and PIC petition for a pedestrian easement, which the

Director, in his sole discretion deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the Authority; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to execute a Deed transferring all or a portion of Parcel A-4 in the Central Business District - School - Franklin Urban Renewal Area, Project No. Mass. 82A, to the City of Boston and any and all other related instruments, agreements and documents in connection with said transfer which the Director in his sole discretion deems appropriate and necessary, and upon terms and conditions determined to be in the best interest of the Authority.