

BOARD APPROVED

Doc. # 7759 25

MEMORANDUM

JUNE 14, 2018

TO: BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY (BPDA)*
AND BRIAN P. GOLDEN, DIRECTOR

FROM: JONATHAN GREELEY, DIRECTOR OF DEVELOPMENT REVIEW
MICHAEL CHRISTOPHER, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW/GOVERNMENT AFFAIRS
RAUL DUVERGE, SENIOR PROJECT MANAGER
DAVID CARLSON, DEPUTY DIRECTOR OF URBAN DESIGN
ELIZABETH STIFEL, SENIOR ARCHITECT/URBAN DESIGNER
LAUREN SHURTLEFF, SENIOR PLANNER II

SUBJECT: NOTICE OF PROJECT CHANGE- THE HUB ON CAUSEWAY (A.K.A. THE
BOSTON GARDEN PROJECT), PHASE III- OFFICE TOWER COMPONENT,
NORTH STATION ECONOMIC DEVELOPMENT AREA AND AMENDMENT
TO THE M.G.L. CHAPTER 121A REPORT AND DECISION

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA") d/b/a Boston Planning & Development Agency ("BPDA"), authorize the Director to: (1) issue a Determination waiving further review (the "Determination") pursuant to Section 80A-6 of the Boston Zoning Code (the "Code") in connection with a Notice of Project Change ("NPC") filed by Boston Properties Limited Partnership and Boston Garden Development Corporation (collectively, the "Proponent"), on March 2, 2018 for the Phase III- Office Tower Component of the Hub on Causeway (a.k.a. the Boston Garden Project) (the "Phase III Component of the Project"); (2) authorize the Director of the BPDA to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Phase III Component of the Project pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (3) adopt and approve a First Amendment to Report and Decision under Chapter 121A, approving the Revised Phase III Component as set forth

* Effective October 20, 2016, the BRA commenced doing business as BPDA.

in Exhibit A; and (4) execute and deliver a Cooperation Agreement for the Phase III Component of the Project, amendments to the Regulatory Agreement for the Project as necessary to address the Project changes approved herein, and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the NPC and the First Amendment to Report and Decision.

PROJECT SITE

The Hub on Causeway (a.k.a. the Boston Garden Project) (the “Project”), which is currently under construction, is situated on an approximately 121,667 square foot (2.80 acres) parcel with a legal address of 50-150 Causeway Street in the North Station Economic Development Area of Boston (the “Project Site”). The Project Site is located adjacent to the TD Garden and North Station and is bounded by Causeway Street to the south, the TD Garden to the north, the pedestrian connection from Causeway Street to the TD Garden and North Station to the west, and Interstate 93 to the east.

The Project Site was formerly occupied by the original Boston Garden arena before it was demolished in 1998. Prior to the commencement of construction of Phase I and Phase II of the Project, the area was last utilized as a paved surfaced parking lot with direct access from Causeway Street.

DEVELOPMENT TEAM

The development team includes:

- Proponent
(collectively): Boston Properties Limited Partnership
 Michael Cantalupa, Giuliana DiMambro
- Boston Garden Development Corporation
 Christopher Maher
- Architect(s): Gensler
 Doug Gensler
- Stantec

David Lunny

Legal Counsel: Goulston & Storrs PC
Kevin Renna, Esq.

Goodwin Procter LLP
Martin Healy, Esq.

Transportation Consultant: Vanasse & Associates Inc.
Jeffrey Dirk

THE ORIGINALLY APPROVED PROJECT

Boston Properties Limited Partnership and Boston Garden Development Corporation (collectively, "the Proponent") submitted a Project Notification Form ("PNF") for the Project to the BRA on September 6, 2013. Additional material in connection with the PNF was subsequently submitted to the BRA on December 6, 2013. On December 19, 2013, the BRA voted to approve the first iteration the Project and a Report and Decision pursuant to M.G.L. Chapter 121A for the Project.

The Project as approved on December 19, 2013 by the BRA, consisted of the following components:

- (i) 187,500 +/- square feet of retail space on the west of a podium containing four (4) stories plus one (1) level below grade (the "West Podium Retail Component");
- (ii) 47,500 +/- square feet of retail space on the east side of the podium referred to above containing two (2) stories plus one (1) level below grade (the "East Podium Retail Component"); and
- (iii) 142,000 +/- square feet of flex office/retail space on the east side of the podium referred to above containing four (4) stories (the "Flex Office/Retail Component").

The West Podium Retail Component, the East Podium Retail Component, and the Flex Office/Retail Component together comprise the "Podium Building".

- (iv) a connection, partially enclosed, of between 10,000 and 25,000 square feet, at the time titled "Champion's Row", connecting Causeway Street to North Station and the TD Garden (the "Atrium Hall");

- (v) a twenty (20) +/- story hotel tower above the Podium Building containing approximately 200,000 square feet for approximately three hundred six (306) rooms (the “Hotel Tower”);
- (vi) a forty five (45) +/- story residential tower above the Podium Building containing approximately 560,000 square feet for approximately four hundred ninety seven (497) residential units (the “Residential Tower”);
- (vii) a twenty five (25) +/- story tower with approximately 668,000 square feet of additional office space (the “Office Tower”);
- (viii) an expansion of the accessory space within the TD Garden on levels three (3) through seven (7) containing approximately 40,000 square feet for additional circulation areas, amenities, and accessory space (no additional seating) (the “Garden Improvements”); and
- (ix) a four (4) level below grade parking facility for approximately eight hundred (800) parking spaces which would be integrated with the existing garage under North Station (the “Garage Expansion”).

NOTICE OF PROJECT CHANGE

On March 2, 2018, the Proponent submitted a Notice of Project Change (“NPC”) specifically for the Phase III- Office Tower Component of the Hub on Causeway (a.k.a. the Boston Garden Project) (the “Phase III Component of the Project”).

The proposed changes increase the Office Tower Component floor plates from 25,400 square feet to approximately 35,500 square feet on floors nine (9) through fourteen (14) and the maximum building height from four hundred twenty feet (420 ft.) up to five hundred ten feet (510 ft.), as more particularly described herein. The proposed design changes to the Phase III Component of the Project were submitted to respond to a new generation of office companies and their workforces.

The proposed changes to the Phase III Component of the Project include:

1. Increased typical floor to floor height from 12’10’ to 13’6” in response to mechanical requirements and market demand
2. Two (2) floors with 20’ floor to floor heights in direct response to tenant requirements.
3. Seven (7) enclosed porches that will initially be delivered as two (2) story spaces with operable windows
4. Outdoor terraces on floors fifteen (15) and thirty one (31).

5. Occupiable space on the mechanical penthouse level where the uppermost roof deck will be located.
6. Increased floor plates of 35,500 square feet on floors nine (9) through fourteen (14).
7. Increased maximum tower height of up to 510' above grade.

The Phase III Component of the Project will include up to approximately 651,500 square feet of gross floor area for use by one or multiple office tenants.

ARTICLE 80 REVIEW PROCESS

On March 2, 2018, the Proponent filed a NPC with the BPDA, which initiated a thirty (30) day public comment period that concluded on April 2, 2018. The BPDA subsequently sponsored and held a joint Impact Advisory Group ("IAG) and public meeting on March 26, 2018 at Boston City Hall to review the proposed changes to the Project and solicit feedback from IAG members and the general public. The public meeting was advertised in the *Boston Guardian* and the *North End Regional Review*.

The revised Phase III Component of the Project also underwent substantial review by the Boston Civic Design Commission and was approved on May 1, 2018.

Additional material in connection with the NPC was subsequently submitted to the BPDA on May 30, 2018.

ZONING

The Project Site is located in the North Station Economic Development Area Zoning District established by Article 39 of the Boston Zoning Code (the "Code") and more specifically within the New Boston Garden Development Area Subdistrict.

The Project received its zoning regulatory approvals pursuant to Chapter 652 of the Acts of 1960, as amended ("Chapter 652") and Chapter 121A of the Massachusetts General Laws, as amended (together with Chapter 652, "Chapter 121A"). The Project sought and received the following zoning deviations through the Chapter 121A application that was approved as part of the Project approval on December 19, 2013: (a) variance to exceed the maximum floor to area ratio ("FAR"); (b) variance to exceed maximum building height; (c) modification of requirements for providing day care facilities; (d) variance to allow signs in excess of size and/or quantity of

signs and allowance of electronic signs; (e) variance to allow fewer off-street accessory parking spaces than required for residential and hotel use; (f) conditional use permit for accessory and ancillary parking; (g) variance to allow on-site parking spaces inconsistent with design standards; (h) variance to allow building designs inconsistent with design requirements; and (i) to allow wireless equipment to be located as allowed by the BRA during the design review process.

MITIGATION AND COMMUNITY BENEFITS

The Project represents a substantial investment by the Proponent to revitalize the Project Site that will result in a broad range of significant public benefits, including the creation of new housing and affordable housing, the creation and support of community facilities, the development of new public space and enhancement of the public realm, the enhancement of the physical and visual access to North Station, the provision of street improvements in and around the Project Site and the enhancement of transportation services.

The Project will provide a wealth of benefits to its community, surrounding neighborhoods, and the city at large. Below is a list of mitigation and community benefits that will be realized through the Project.

- Tax Revenues: The Project is expected to generate significant new retail, office and hotel related real estate tax revenues for the City of Boston.
- 45,000 square foot supermarket: The community has long expressed the desire for a full service supermarket. The Proponent reached an agreement with Star Market to operate a supermarket within the Project upon completion of Phase One.
- Champions Row a.k.a. The Hub: The Proponent worked with the community and the City to create substantial new civic space within the Project. A major component of this space that was known as Champions Row is now known as "The Hub". This sixty (60) foot wide, one hundred (100) foot high covered plaza provides a multitude of uses for the public. It is intended to serve as a place of gathering, passageway, and shopping. It is expected to add a celebratory grand entrance to North Station and the TD Garden, two iconic assets of the City of Boston. The Hub will provide additional public space that can be programmed for uses such as fresh produce markets, local art fairs, and similar events.

- Improved and expanded sidewalks along Causeway Street: The Proponent dedicated more private land to create a larger sidewalk along Causeway Street. This design element will provide additional public realm and allows for the coexistence of many uses along the street to create a lively and safe atmosphere. The additional area will allow for potential outdoor restaurant/café seating, plantings, and street furniture while still providing ample pedestrian passageways.
- Improvements to the West Walkway: The Proponent will be improving the areas around the Project Site. The same detail and care given to redesign the Causeway Street frontage will be given to surrounding pedestrian areas as well.
- Connection from North Station to Portal Park: With the addition of the new parking ramp, the Proponent will provide better, safer pedestrian flow from the eastern exit of North Station. A pedestrian walkway will be provided to allow pedestrians to cross over vehicles entering the garage and get safely over to Portal Park where they can continue to the North End, Lovejoy Wharf, or other locations east of the site.
- Community Space within the Project: The Proponent will provide meeting and gathering space primarily for use by the West End Community Center and other organizations. This community space may be similar to that which is provided by Boston Properties at Atlantic Wharf.
- Weather Protected MBTA Connection: The Project will include a pedestrian passage allowing people to move from the Massachusetts Bay Transit Authority ("MBTA") Orange and Green Line platforms into the TD Garden and North Station under shelter from the elements.
- Job Creation: The Project is estimated to create approximately 2,000 construction jobs and 5,000 permanent jobs in the City of Boston. These jobs will provide livelihoods for residents and will contribute substantial tax revenue to the City.
- Retail and other Amenities: The Project will provide substantial and needed retail and entertainment amenities to the area. A cinema, restaurants, grocery store, restaurants, and a performance venue are among the uses that have leased space in the Project.

- Commitment to Undertake Pedestrian Study: The Proponent undertook a pedestrian circulation study for the West End including but not limited to Thoreau Path.
- Continued Support for the Bulfinch Triangle Street Improvement Plan: The Proponent has committed to continue its support for the Bulfinch Triangle Street Improvement Plan and its expansion to other streets in the West End.
- Financial Support for West End Community Groups: The Proponent is committed to providing support for the following community groups:
 - West End Community Center: \$25,000 at Certificate of Occupancy for the first phase and \$5,000 per year for five years.
 - West End Museum: \$25,000 at Certificate of Occupancy for the first phase and \$5,000 per year for five years.
 - Friends of Thoreau Path: \$25,000 at Certificate of Occupancy for the first phase and \$5,000 per year for five years.
 - Community Works Services: \$25,000 at Certificate of Occupancy for the first phase and \$5,000 per year for five years.

In addition to the public benefits and mitigation measures stated above, the Proponent will make public realm contributions, which may be in the form of cash or in-kind contributions, equal in aggregate to two percent (2%) of the Project actual hard construction costs”, as listed on the building permit applications submitted to the City of Boston Inspectional Services Department.

CHAPTER 121A PROJECT CHANGES

The Project is subject to Chapter 121A. On December 19, 2013, the BPDA voted to adopt a Report and Decision (the “Report and Decision”) on the Boston Garden Chapter 121A Project, the formerly known name of the Project under its Chapter 121A status. Such vote was approved by the Mayor on December 20, 2013, and the vote as so approved was filed with the City Clerk on December 30, 2013. The Report and Decision requires that certain proposed changes to the Project must be approved by the BPDA under Chapter 121A. On June 11, 2018, the Proponents submitted an application for design changes and corresponding zoning relief to the Phase III Component of the Project. Such changes must be approved by the BPDA

and the Report and Decision must be amended by a certain First Amendment to Report and Decision.

RECOMMENDATION

Based on the foregoing, BPDA staff recommends that the Board: (1) authorize the Director to issue a Determination waiving further review pursuant to Section 80A-6.2 of the Code in connection with the NPC filed by the Proponent on March 2, 2018; (2) authorize the Director to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Phase III Component of the Project pursuant to Section 80B-6 of the Code, upon successful completion of the Article 80 Large Project Review process; (3) adopt a First Amendment to Report and Decision under Chapter 121A, approving the Revised Phase III Component of the Project as set forth in Exhibit A; and (4) execute and deliver a Cooperation Agreement, and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the NPC and the First Amendment to Report and Decision.

Appropriate votes follow:

VOTED: That the Director be, and hereby is, authorized to issue a Determination under Section 80A-6 of the Boston Zoning Code (“Code”) which finds that the Notice of Project Change (“NPC”) submitted to the Boston Redevelopment Authority (“BRA”) by Boston Properties Limited Partnership and Boston Garden Development Corporation (collectively, the “Proponent”), for the Phase III- Office Tower Component of the Hub on Causeway (a.k.a. the Boston Garden Project) (the “Phase III Component of the Project”): (i) adequately describes the potential impacts arising from the development of the NPC Project, and does not significantly increase the impacts of the NPC Project; and (ii) waives further review of the Phase III Component of the Project, subject to continuing design review by the BRA; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue one or more Certifications of Compliance or Partial Certifications of Compliance for the Phase III Component of the Project pursuant to Section 80B-6 of the Code upon successful completion of the Article 80B Large Project Review process;

FURTHER

VOTED:

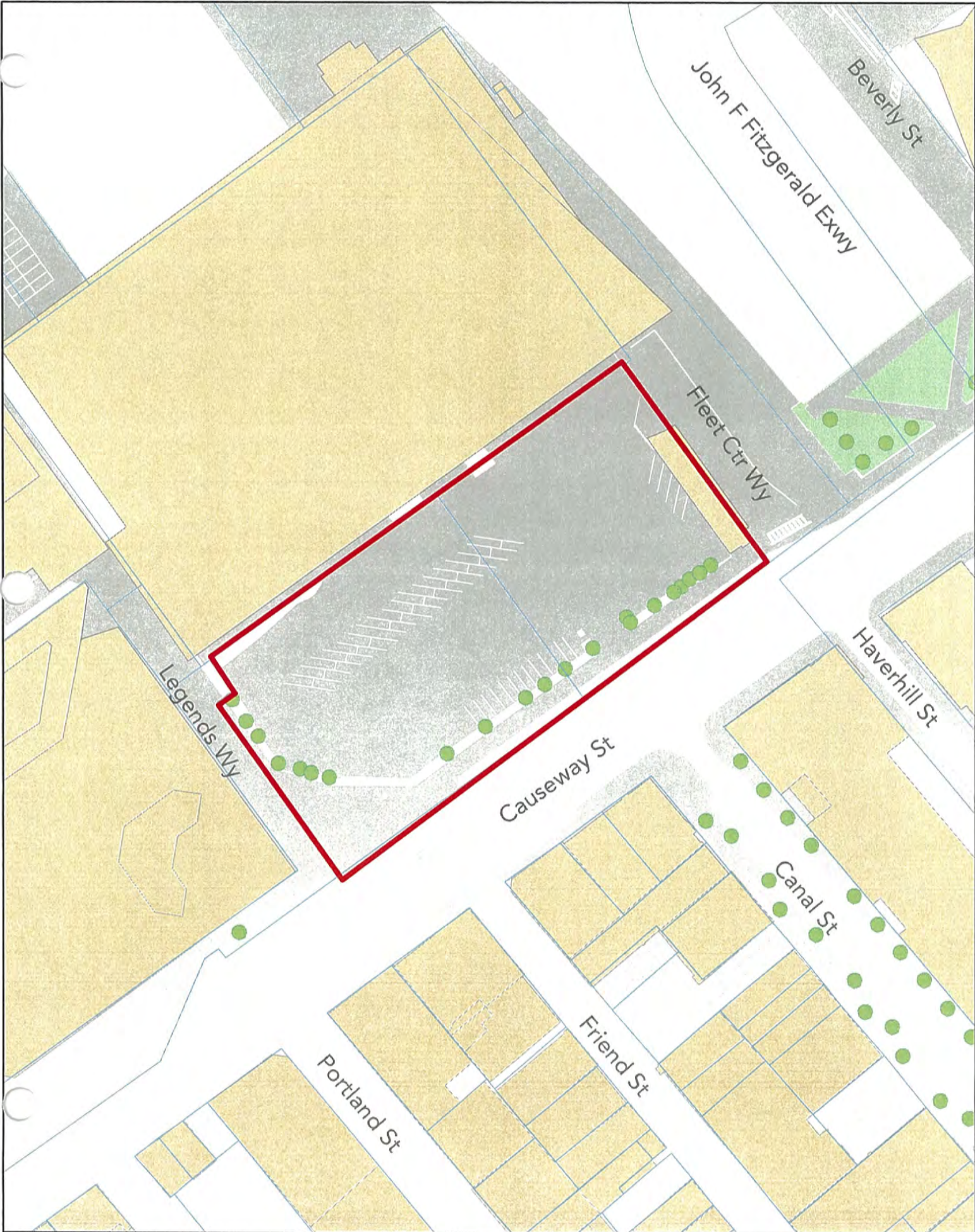
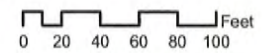
That the document presented at this meeting entitled "FIRST AMENDMENT TO REPORT AND DECISION ON THE APPLICATION FOR APPROVAL OF BOSTON GARDEN DEVELOPMENT CORP. AND BOSTON PROPERTIES LIMITED PARTNERSHIP, TO UNDERTAKE A PROJECT IN BOSTON, MASSACHUSETTS UNDER MASS. G.L.C 121A, AS AMENDED AND ST.1960, C.652, AS AMENDED" be and hereby is, approved and adopted in all respects; and

FURTHER

VOTED:

That the Director be, and hereby is, authorized to execute and deliver a Cooperation Agreement for the Phase III Component of the Project, amendments to the Regulatory Agreement for the Project as necessary to address the Project changes approved herein, and any and all other agreements and documents that the Director deems appropriate and necessary in connection with the NPC and the First Amendment to Report and Decision, all upon terms and conditions determined to be in the best interests of the BRA.

The Hub on Causeway, North Station EDA



The Hub on Causeway, North Station EDA



2017 aerial imagery

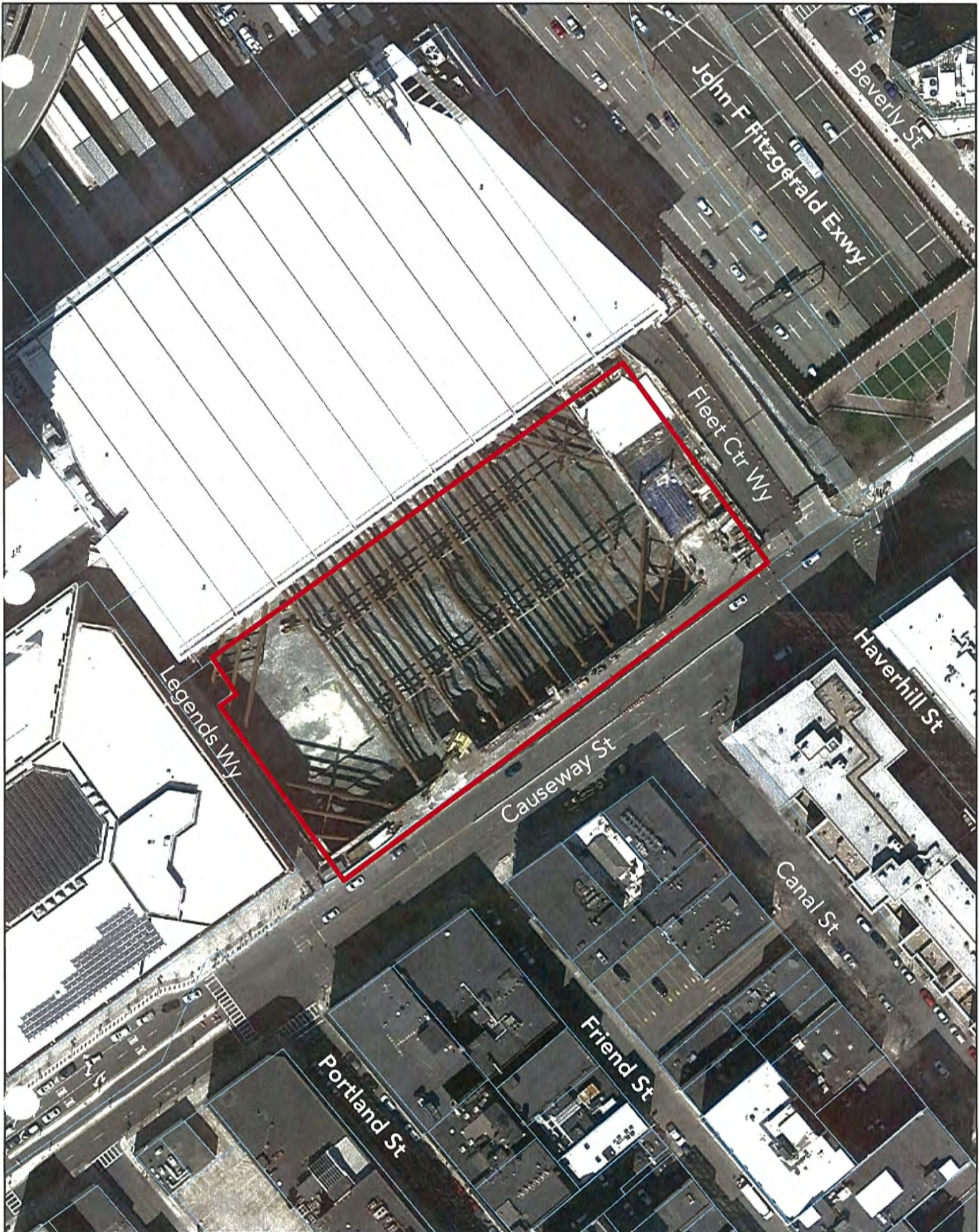
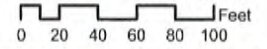


EXHIBIT A

First Amendment to Report and Decision

[SEE ATTACHED]

**BOSTON REDEVELOPMENT AUTHORITY
FIRST AMENDMENT TO REPORT AND DECISION ON THE APPLICATION
FOR APPROVAL OF BOSTON GARDEN DEVELOPMENT CORP. AND BOSTON
PROPERTIES LIMITED PARTNERSHIP TO UNDERTAKE A PROJECT IN
BOSTON, MASSACHUSETTS UNDER MASS. G.L.C. 121A, AS AMENDED AND
ST. 1960, C.652, AS AMENDED**

A. Prior Proceedings and Actions.

1. On December 19, 2013, the Boston Redevelopment Authority, d/b/a the Boston Planning and Development Agency (the "BPDA") voted to adopt a Report and Decision (the "Report and Decision") on the Boston Garden Chapter 121A Project, now known as "The Hub on Causeway," as more particularly described below (the "Project"). Boston Garden Development Corp., a Massachusetts corporation, together with Boston Properties Limited Partnership, a Delaware limited partnership, (collectively, the "Applicant"), was designated in the Report and Decision as the Chapter 121A entity to own, operate and manage the Project;

2. Such vote was approved by the Mayor (the "Mayor") of the City of Boston on December 20, 2013, and the vote as so approved was filed with the Clerk of the City of Boston (the "City Clerk") on December 30, 2013; and

3. Section M of the Report and Decision requires the Applicant to refer any requests to make non-minor changes to the Project to the Director of the BPDA so that the Director may make a determination about whether an amendment to the Report and Decision is necessary or appropriate, and the Applicant seeks to make changes to the Office Tower Component of the Project.

B. Application for changes to the Office Tower Component of the Project. On June 11, 2018, the Applicant filed a letter application with the BPDA. In addition, the Applicant filed a Notice of Project Change with the BPDA on March 2, 2018. Collectively, the letter application and the Notice of Project Change are hereinafter referred to as the Application." The Application is attached to the BPDA's Board Memorandum dated June 14, 2018, and is fully incorporated herein.

C. BPDA Action.The BPDA is acting hereunder pursuant to Massachusetts General Laws Chapter 121A, as amended and applicable ("Chapter 121A"), specifically Sections 11 and 18C thereof, the Acts of 1960, Chapter 652 ("Chapter 652"), as amended and applicable, specifically Section 13A thereof, and all other

applicable sections or provisions of Chapters 121A and 652 and the Authority's "Rules and Regulations Governing Chapter 121A Projects in the City of Boston", as amended and applicable ("Rules and Regulations"). Further, the BPDA in acting hereunder has considered the Application and all documents or exhibits filed therewith or attached thereto, and all documents or other materials presented at the BPDA's meeting on June 14, 2018, sufficient in its judgment to enable it to act as hereinafter set forth.

D. Decision. The BPDA hereby acts as follows:

1. Approval. The Application is hereby approved only to the extent provided herein, and subject to certain conditions contained below, and the Report and Decision is amended further only to the extent hereinafter set forth. If there is any conflict or inconsistency between the terms and conditions of the Application and those of this document (the "First Amendment to Report and Decision"), those of this First Amendment to Report and Decision shall apply and govern.

2. The Project. Section B of the Report and Decision is hereby amended by adding the following paragraph:

"Notwithstanding the foregoing Project description in paragraph B(i)-B(ix) to the contrary, as of the date of this First Amendment to the Report and Decision, the Project as built, designed and developed, consists of approximately 234,089 square feet of West Podium Retail Component and East Podium Retail Component, approximately 161,556 square feet of Flex Office/Retail Component, approximately 62,100 square feet of Atrium Hall (now known as "The Hub") and the Garden Improvements, an approximately 200,000 square foot Hotel Tower (currently designed for approximately 88,433 square feet), an approximately 392,448 square foot Residential Tower, an approximately 651,500 square foot Office Tower, and approximately 800 parking spaces in the Garage Expansion (currently striped for 546 spaces but may increase with re-striping, or the use of stackers, tandem parking or valet parking). References to the Project, individual Component or phase, as applicable, shall hereinafter, mean the Project as amended by this paragraph."

3. Section M(2)(iii) of the Report and Decision is amended by striking the words "Office Tower: 25,400 sq. ft." and inserting in place thereof the following:

"Office Tower:

Mid-Rise Floors 9 through 14: 35,500 sq. ft.

High-Rise Floors 15 through 31: 27,500 sq. ft."

4. Section M(3)(iii) of the Report and Decision is hereby stricken and replaced in its entirety with the following:

"(iii) Office Tower: 510 feet"

5. Notwithstanding anything to the contrary set forth in the Report and Decision:

- i. When a Project Component is completed in accordance with the Report and Decision, as amended, and receives a final certificate of occupancy for the entire Project Component as then built, and during any ensuing period of time while the Project Component remains subject to Chapter 121A, no future expansion of the Project Component may be built under the zoning relief granted under Appendix M without the prior review and approval of the Director. The Director may determine that any proposed future expansion of a Project Component may require approval of the Board.

- ii. When a Project Component is completed in accordance with the Report and Decision, as amended, and is later withdrawn or terminated from Chapter 121A, the zoning relief granted under Appendix M for that Project Component shall survive such termination, but said withdrawn Project Component shall no longer have the benefit of the zoning relief granted under Appendix M for any then-unbuilt aspects of the withdrawn Project Component which would increase the height or expand the building envelope of the Project Component.

6. Rules and Regulations. Notwithstanding the minimum standards for financing, construction, maintenance and management of the original Project or any other rules and regulations set forth or referenced in this First Amendment to Report and Decision to the contrary, the BPDA hereby additionally imposes as rules and regulations on such Project and requires that the Applicant shall enter into with the BPDA an amendment to the Regulatory Agreement under Chapter 121A,

Section 18C, which recognizes the changes to the Project as approved herein, the terms and provisions of which must be acceptable to the BPDA's Director.

7. General Findings and Determinations. The BPDA hereby finds and determines that: (a) the design changes to the Office Tower Component of the Project, and zoning changes as approved in this First Amendment to the Report and Decision, do not constitute a "fundamental change" in accordance with Chapter 652, Section 13A; (b) except to the extent inconsistent with or contrary to the provisions of this First Amendment to the Report and Decision, all of the findings, determinations, approvals and consents contained in the Report and Decision, including those zoning deviations granted therein and the Minimum Standards pursuant to Section I, are hereby ratified and confirmed in all respects; and (c) any procedural or other requirements of applicable statutes and rules and regulations, which may not have been compiled with regarding the Application or the BPDA's proceedings in connection therewith, are hereby waived.

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

E. Authorization to Execute Documents. The BPDA's Director is hereby authorized to execute, in the name and on behalf of the BPDA, any and all agreements, instruments or documents required or authorized by the Report and Decision and by this First Amendment to the Report and Decision and any estoppel certificate or like instruments to and for governmental bodies, lenders or other interested parties, at his discretion, that confirm matters covered by the Report and Decision and this First Amendment to the Report and Decision.

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

Boston Garden Development Corp.
100 Legends Way
Boston, MA 02114

Boston Properties Limited Partnership
800 Boylston Street, 19th Floor
Boston, MA 02199

June 11, 2018

BY HAND DELIVERY

Director Brian P. Golden
Boston Planning and Development Agency
City of Boston
One City Hall Square, 9th Floor
Boston, MA 02201

Re: Non-Fundamental Changes to Office Tower Component of Boston Garden Project (a/k/a “The Hub on Causeway” or the “Project”) as approved by that certain Report and Decision on the Application for Approval of Boston Garden Development Corp. and Boston Properties Limited Partnership (the “Applicant”) to Undertake a Project in Boston, Massachusetts under Mass. G.L.C. 121A, as Amended and St. 1960, c. 652, as Amended, as adopted by the Boston Redevelopment Authority, now doing business as the Boston Planning and Development Agency (“BPDA”), on December 19, 2013, approved by the Mayor on December 20, 2013, and filed with the City Clerk on December 30, 2013 (the “Report and Decision”)

Director Golden:

This letter is submitted pursuant to Section M(1) of the above-referenced Report and Decision to request the BPDA to adopt non-fundamental amendments of the Report and Decision that will allow improvements to the design of the Office Tower Component of the Project. Over the nearly five years that have passed since the Report and Decision was approved, the Office Tower has been reimagined to respond to shifting office tenant needs and expectations. These design changes are being proposed in order to satisfy current Boston Class-A office tenant demands for diverse amenities, smart and flexible work spaces, connectivity, and sustainability.

The Report and Decision sets forth two design parameters for the Office Tower Component of the Project with respect to which an amendment is requested¹:

¹ The Report and Decision regulates Floor-Area-Ratio (“FAR”) project-wide for the Hub on Causeway Project. Although Applicant seeks an increase in height and maximum allowable floor plate area, the gross floor area of the Office Tower will actually decrease slightly from what was previously allowed (from a gross floor area of 668,000

- Maximum Office Tower Floor Plate. The Report and Decision at Section M(2), limits the maximum floor plate area for the Office Tower above 155 feet from grade to no larger than 25,400 square feet, plus a bonus of up to 2,325 square feet to be added to the maximum floor plate area and to be distributed among the Residential, Hotel, and Office Towers. The Residential Tower was smaller than allowed, and the Hotel Tower utilized 131 square feet of the bonus, leaving a bonus amount of 2,194 square feet that may be applied to the Office Tower. Accordingly, the maximum floor plate allowed for the Office Tower by the Report and Decision is 27,594 square feet. As currently proposed, the “high-rise” portion of the Office Tower—from floors 15 through 31—will comply with this maximum floor plate. However, the “mid-rise” portion of the Office Tower—comprised of floors 9 through 14—would reach a maximum floor plate of up to 35,500 square feet, thus exceeding the limit set forth in the Report and Decision. This change will accommodate more flexibility in interior layouts desired by Class A office tenants while also adding more interest to the building massing.
- Maximum Office Tower Height. The Report and Decision at Section M(3), limits the maximum height of the Office Tower to no more than 420 feet. With the new, more attractive, design the height of the Office Tower would reach up to 510 feet above grade. Approximately 30 feet of this height calculation now includes the top floor mechanical penthouse because of the planned addition of a roof deck amenity on the top floor level. The remaining additional height would accommodate one additional floor than originally planned, and an expanded floor to ceiling height throughout the structure.

We believe that the proposed design changes of the Office Tower result in improved functionality and a more attractive appearance, and are not “fundamental” for the reasons set forth below:

- The Report and Decision approved a total Project size of 1,870,000 square feet of gross floor area. As currently built, under construction, and/or designed for completion, the gross floor area of the Project will be reduced by more than 200,000 square feet. In line with the overall reduction in Project size, the changes to the Office Tower will reduce it from a gross floor area of 668,000 square feet to a gross floor area of up to a maximum of 651,500 square feet, at least 16,500 square feet less than previously proposed.
- The Project, as originally proposed, contemplated that any of the towers potentially could rise up to 600 feet in height. Accordingly, Exhibit B of the Report and Decision granted zoning relief to allow towers of 600 feet in height. The proposed Office Tower—at a height of up to 510 feet—will present a nearly identical actual height as the neighboring Residential Tower. Each of the tower components of the Project—the

square area to a gross floor area of up to 651,500 square area), and therefore, no amendment to maximum FAR is requested or required.

Director Brian P. Golden
Boston Planning and Development Agency
June 11, 2018
Page 3

Residential Tower, the Hotel Tower, and the Office Tower—will be well below the maximum of 600 feet.

- Finally, the newly proposed height, massing and design of the Office Tower are intended to establish a functionally improved and more interesting tower. The objective is to create an aesthetically distinctive building which contributes to a better overall skyline in this important gateway location. A rendering depicting the proposed skyline, and showing the relationship of the proposed Office Tower to the Residential Tower, is shown on the rendering attached as Exhibit A.

A proposed form of amendment to the Report and Decision, attached as Exhibit B, is respectfully submitted for your review and consideration and that of the **BPDA**.

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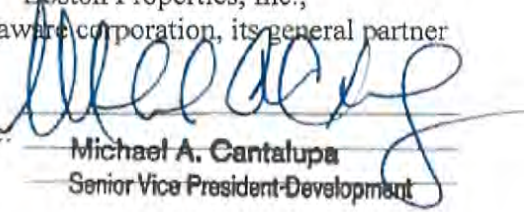
Director Brian P. Golden
Boston Planning and Development Agency
June 11, 2018
Page 4

We look forward to discussing this request with you at your earliest convenience.

Very truly yours,

BOSTON PROPERTIES LIMITED PARTNERSHIP
a Delaware limited partnership

By: Boston Properties, Inc.,
a Delaware corporation, its general partner

By: 
Name: Michael A. Cantalupa
Title: Senior Vice President-Development

BOSTON GARDEN DEVELOPMENT CORP.,
a Massachusetts corporation

By: _____
Name: _____
Title: _____

Director Brian P. Golden
Boston Planning and Development Agency
June 11, 2018
Page 4

We look forward to discussing this request with you at your earliest convenience.

Very truly yours,

BOSTON PROPERTIES LIMITED PARTNERSHIP
a Delaware limited partnership

By: Boston Properties, Inc.,
a Delaware corporation, its general partner

By: _____
Name: _____
Title: _____

BOSTON GARDEN DEVELOPMENT CORP.,
a Massachusetts corporation

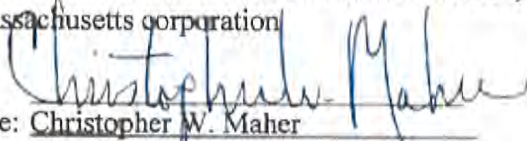
By: 
Name: Christopher W. Maher
Title: Vice President

EXHIBIT A



EXHIBIT B

[Proposed Amendment to Report and Decision]

BOSTON REDEVELOPMENT AUTHORITY

FIRST AMENDMENT TO REPORT AND DECISION ON THE APPLICATION FOR APPROVAL OF BOSTON GARDEN DEVELOPMENT CORP. AND BOSTON PROPERTIES LIMITED PARTNERSHIP TO UNDERTAKE A PROJECT IN BOSTON, MASSACHUSETTS UNDER MASS. G.L.C. 121A, AS AMENDED AND ST. 1960, C.652, AS AMENDED

A. Prior Proceedings and Actions.

1. On December 19, 2013, the Boston Redevelopment Authority, d/b/a the Boston Planning and Development Agency (the "BPDA") voted to adopt a Report and Decision (the "Report and Decision") on the Boston Garden Chapter 121A Project, now known as "The Hub on Causeway," as more particularly described below (the "Project"). Boston Garden Development Corp., a Massachusetts corporation, together with Boston Properties Limited Partnership, a Delaware limited partnership, (collectively, the "Applicant"), was designated in the Report and Decision as the Chapter 121A entity to own, operate and manage the Project;

2. Such vote was approved by the Mayor (the "Mayor") of the City of Boston on December 20, 2013, and the vote as so approved was filed with the Clerk of the City of Boston (the "City Clerk") on December 30, 2013; and

3. Section M of the Report and Decision requires the Applicant to refer any requests to make non-minor changes to the Project to the Director of the BPDA so that the Director may make a determination about whether an amendment to the Report and Decision is necessary or appropriate, and the Applicant seeks to make changes to the Office Tower Component of the Project.

B. Application for changes to the Office Tower Component of the Project. On June 11, 2018, the Applicant filed a letter application with the BPDA. In addition, the Applicant filed a Notice of Project Change with the BPDA on March 2, 2018. Collectively, the letter application and the Notice of Project Change are hereinafter referred to as the Application." The Application is attached to the BPDA's Board Memorandum dated June 14, 2018, and is fully incorporated herein.

C. BPDA Action. The BPDA is acting hereunder pursuant to Massachusetts General Laws Chapter 121A, as amended and applicable ("Chapter 121A"), specifically Sections 11 and 18C thereof, the Acts of 1960, Chapter 652 ("Chapter 652"), as amended and applicable, specifically Section 13A thereof, and all other applicable sections or provisions of Chapters

121A and 652 and the Authority's "Rules and Regulations Governing Chapter 121A Projects in the City of Boston", as amended and applicable ("Rules and Regulations"). Further, the BPDA in acting hereunder has considered the Application and all documents or exhibits filed therewith or attached thereto, and all documents or other materials presented at the BPDA's meeting on June 14, 2018, sufficient in its judgment to enable it to act as hereinafter set forth.

D. Decision. The BPDA hereby acts as follows:

1. Approval. The Application is hereby approved only to the extent provided herein, and subject to certain conditions contained below, and the Report and Decision is amended further only to the extent hereinafter set forth. If there is any conflict or inconsistency between the terms and conditions of the Application and those of this document (the "First Amendment to Report and Decision"), those of this First Amendment to Report and Decision shall apply and govern.

2. The Project. Section B of the Report and Decision is hereby amended by adding the following paragraph:

"Notwithstanding the foregoing Project description in paragraph B(i)-B(ix) to the contrary, as of the date of this First Amendment to the Report and Decision, the Project as built, designed and developed, consists of approximately 234,089 square feet of West Podium Retail Component and East Podium Retail Component, approximately 161,556 square feet of Flex Office/Retail Component, approximately 62,100 square feet of Atrium Hall (now known as "The Hub") and the Garden Improvements, an approximately 200,000 square foot Hotel Tower (currently designed for approximately 88,433 square feet), an approximately 392,448 square foot Residential Tower, an approximately 651,500 square foot Office Tower, and approximately 800 parking spaces in the Garage Expansion (currently striped for 546 spaces but may increase with re-striping, or the use of stackers, tandem parking or valet parking). References to the Project, individual Component or phase, as applicable, shall hereinafter, mean the Project as amended by this paragraph."

3. Section M(2)(iii) of the Report and Decision is amended by striking the words "Office Tower: 25,400 sq. ft." and inserting in place thereof the following:

"Office Tower:

Mid-Rise Floors 9 through 14: 35,500 sq. ft.

High-Rise Floors 15 through 31: 27,500 sq. ft."

4. Section M(3)(iii) of the Report and Decision is hereby stricken and replaced in its entirety with the following:

"(iii) Office Tower: 510 feet"

5. Notwithstanding anything to the contrary set forth in the Report and Decision:

i. When a Project Component is completed in accordance with the Report and Decision, as amended, and receives a final certificate of occupancy for the entire Project Component as then built, and during any ensuing period of time while the Project Component remains subject to Chapter 121A, no future expansion of the Project Component may be built under the zoning relief granted under Appendix M without the prior review and approval of the Director. The Director may determine that any proposed future expansion of a Project Component may require approval of the Board.

ii. When a Project Component is completed in accordance with the Report and Decision, as amended, and is later withdrawn or terminated from Chapter 121A, the zoning relief granted under Appendix M for that Project Component shall survive such termination, but said withdrawn Project Component shall no longer have the benefit of the zoning relief granted under Appendix M for any then-unbuilt aspects of the withdrawn Project Component which would increase the height or expand the building envelope of the Project Component.

6. Rules and Regulations. Notwithstanding the minimum standards for financing, construction, maintenance and management of the original Project or any other rules and regulations set forth or referenced in this First Amendment to Report and Decision to the contrary, the BPDA hereby additionally imposes as rules and regulations on such Project and requires that the Applicant shall enter into with the BPDA an amendment to the Regulatory Agreement under Chapter 121A, Section 18C, which recognizes the changes to the Project as approved herein, the terms and provisions of which must be acceptable to the BPDA's Director.

7. General Findings and Determinations. The BPDA hereby finds and determines that: (a) the design changes to the Office Tower Component of the Project, and zoning changes as approved in this First Amendment to the Report and Decision, do not constitute a "fundamental change" in accordance with Chapter 652, Section 13A; (b) except to the extent inconsistent with or contrary to the provisions of this First Amendment to the Report and Decision, all of the findings, determinations, approvals and consents contained in the Report and Decision, including those zoning deviations granted therein and the Minimum Standards pursuant to Section I, are hereby ratified and confirmed in all respects; and (c) any procedural or other requirements of applicable statutes and rules and regulations, which may not have been compiled with regarding the Application or the BPDA's proceedings in connection therewith, are hereby waived.

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

E. Authorization to Execute Documents. The BPDA's Director is hereby authorized to execute, in the name and on behalf of the BPDA, any and all agreements, instruments or documents required or authorized by the Report and Decision and by this First Amendment to the Report and Decision and any estoppel certificate or like instruments to and for governmental bodies, lenders or other interested parties, at his discretion, that confirm matters covered by the Report and Decision and this First Amendment to the Report and Decision.

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

May 30, 2018

VIA EMAIL

Raul Duverge
Senior Project Manager
Boston Planning & Development Agency
One City Hall Square
Boston, MA 02201

BOSTON, MA

NEW YORK, NY

PRINCETON, NJ

SAN FRANCISCO, CA

WASHINGTON, D.C.

**Re: The Hub on Causeway (Formerly The Boston Garden Project) –
Phase 3 Office Tower Component – Comment Letter Responses**

Dear Mr. Duverge:

As part of the Notice of Public Change (NPC) process, Boston Properties and Delaware North have received, via your office, many comment letters both in support of and in opposition to the updated design of the Office Tower component at The Hub on Causeway (formerly known as the Boston Garden Project).

Since the NPC was submitted we have held an IAG meeting combined with a public meeting as well as several commission and subcommittee meetings with the Boston Civic Design Commission (BCDC). Out of those meetings the design of the building has adjusted slightly from what was presented in the original NPC. Attached to this document you will find updated images of the current building design.

Below we have summarized the current building before the BPDA for a non-fundamental change.

Project Description

	121A Approval (2013)	NPC Submitted February 2018	Currently Proposed
Gross Floor Area ("GFA")	668,000 SF	Up to 651,500 SF	Up to 651,500 SF
Number of Stories (Occupiable Above the Podium)	22 Floors	24 Floors (Includes occupiable roof deck at the mechanical penthouse level)	24 Floors (Includes occupiable roof deck at the mechanical penthouse level)
Maximum Floor Plate Size	25,400 SF	Up to 35,500 SF (Tower Floors 8-14)	Up to 32,500 SF (Tower Floors 8-14)
Tower Floor Plate Bonus Under 121A	2,325 SF -121 SF (Allocated to Hotel Tower) 2,194 SF (Remaining) 27,594 SF Total Floor Plate Allowed	Up to 27,500 SF (Tower floors 15-31)	Up to 27,500 SF (Tower floors 15-31)
Maximum Tower Height from Grade	420'	Up to 495'	Up to 510'

Notes:

1. Floor count assumes 8th floor, which is partially constructed as part of the Podium Component, as a new Office Tower floor
2. Because there is an occupiable roof deck and associated indoor space on the mechanical level the penthouse is included in the height calculation. It was not included in the 2013 height calculation.

The design of the Office Tower was modified during the BCDC process. Portions of the mid-rise section were recessed at the southwest and northeast corners allowing the industrial grid of the tower to continue down to the Podium Building. Additionally, the "porches" on the east side were relocated to the north. This has resulted in a slimmer appearance of the tower from the north and south (gateway view directions). The structural truss at the 31st floor that holds up the roof canopy has been modified to reflect the structural truss on the 2nd floor of the podium, bringing additional continuity to the project components. The height has increased slightly as the mechanical system design has progressed. As noted above, due to the small indoor space at the roof deck level the mechanical penthouse is included in the height calculation although normally the mechanical level would be excluded.

Attached to this letter we have offered responses to the comment letters provided by members of the IAG and the community. Rather than directly comment on each letter, we have grouped the comments into themes and responded accordingly.

As always, please do not hesitate to reach out with any questions.

Sincerely,



Giuliana Di Mambro

The Hub on Causeway – Responses to Comment Letters

1. What is the purpose of the glass bump-outs/porches? Why are they needed given the three other roof decks?

The clearer glass bump outs, which we have called porches, were designed to meet tenant demand for innovative and flexible work space. These porches will be delivered as unique, two story spaces where a tenant can create inter-floor connections or program the space as an amenity. Additionally, the porches have been designed with operable windows, and tenants have the option to create three-season or zero energy spaces within their offices, which provide a unique opportunity to get more fresh air into the space.

2. How do the protrusions alter the wind conditions on the balconies and in the public realm at street level?

The change in massing has a positive effect on the wind conditions surrounding the tower. As noted in the RWDI memo attached to the NPC, wind conditions on the HUB project itself, as well as in the surrounding public realm areas stays the same or improves. The new massing helps to mitigate windy conditions.

3. The growth in square footage as compared to what was previously approved and what is allowed by zoning is confusing. Also, it seems like the volume of the building has grown. Please clarify.

Allowable height and density on this site is dictated by the 121A Zoning for the entire project that was issued in December of 2013. That zoning allowed for an office tower of 668,000 square feet to be built. Each component of the project is subject to BPDA design review and approval. Prior designs of the office tower that were approved by the BDPA and the BCDC were smaller in size than the 121A allowable 668,000 square feet. The current design is still within the 121A approved square footage, though it does exceed the 121A approved height.

Volume is not a standard zoning measurement and is not often calculated as part of building design metrics. The volume increases between the 2013 design and the current design are due to several factors. First, the total building square footage increased. Second, the floor heights increased to provide more natural light for better health and wellness of the building occupants and to accommodate a chilled beam heating and cooling system, which is more sustainable than traditional HVAC systems. Additionally, two of the floors in the office tower were raised to accommodate a 20' height for tenant specific programming. The table below should help clarify.

	121A Zoning Allowance	2013 Approved Design	2016 Approved Design	2018 Proposed Design
Office Tower Square Footage	668,000	521,000	581,000	651,500
Office Tower Height (ft)	N/A	480	508	Up to 510
Office Tower Volume (ft ³)	N/A	7,111,000	9,214,000	9,772,000
Total Complex Volume (ft ³)	N/A	24,667,000	25,949,000	25,506,000

Notes:

The original 121A Zoning allowed a height of 420' to the highest occupiable floor. There was no limit to the height of the mechanical penthouse.

Office Tower Height is measured from grade, not from the top of the podium.

Heights are measured to top of structure (including mechanical penthouse), not top of highest occupiable floor.

Office Tower Volume does not include any portions of the podium upon which the tower sits.

Volume is not a metric measured in the design process. These numbers are approximate.

4. The traffic in the area seems really bad. Often it is totally gridlocked, especially during event traffic. The developer has previously proposed changes and they don't seem to be implemented.

The event traffic management plan will be reviewed and updated after the Causeway Street improvements have been completed and the project is constructed and initial occupancy has occurred. The opening of the Causeway Street access to the North Station Garage will allow for event traffic to be directed to Beverly Street with the goal of reducing traffic volumes toward Keany Square (Causeway Street/N. Washington Street/Commercial Street).

In addition, we have participated in the Mobility Planning Study conducted by the city, and we are completing a portion of the Connect Historic Boston project on Causeway Street which involves rebuilding a significant portion of the street and completing the cycle track.

5. The change in mass will make the wind worse for Strada 234 residents, especially on the 7th and 10th floor terraces.

Based on recently conducted wind tunnel tests of the office tower there is no evidence that shows the wind conditions would be worse for the current tower design on the 7th and 10th floor terraces of Strada234. Moreover, recent tests showed that the wind comfort conditions improved at The Hub itself, and at grade level off-site locations, compared to tests that were done on the 2015 tower design. Therefore, it is likely that a similar trend can be expected at Strada234 in that the new tower design actually helps improve wind conditions.

6. The shadows have increased as a result of the new design.

Correct, as noted in the NPC there are small increases in shadows as a result of the new massing. The results of a comparative study are shown in the NPC and were presented to the IAG and the community.

7. Was the project subject to BCDC review?

Yes, the project was subject to BCDC review. We met with the full commission on March 6, 2018. We had two subcommittee meetings, one March 27th and one on April 10th. We obtained BCDC approval at the May 1st full commission meeting.

8. Additional height is allowed in this zone. Why is the building not taller and thinner?

The office tower will be built as the third phase of The Hub on Causeway development. As a result, the tower foundations are fixed, and they limit the building size and height. Additionally, tenants are demanding larger floor plates to accommodate changes in workspace design. We are trying to meet that demand.

9. There is no relationship between the podium, the midsection, and the tower.

The intent of the tower is to be part of a collection of buildings and product types at The Hub on Causeway. We intentionally did not want it to look like a uniform monolith. As we have progressed the design we have made some changes that we believe help unify the buildings even more. Specifically, we recessed the southwest and northeast corners of the mid-rise section and allowed the industrial grid of the upper tower to continue through down to the Podium Building. We also refined the truss at the top of the building to relate more closely to the structural truss in the podium.

10. There is not enough parking proposed in the development.

The Hub on Causeway project will add 546 new parking spaces to the existing North Station Garage. Approximately 211 of those spaces will be available to office tower users. Based on parking requirements that we see at our other properties we feel this is more than sufficient parking. Additionally, the garage will be managed to accommodate ebbs in flows in the parking population.

11. There should be a community room with meeting space such as the Pilot house made available.

There will be a community room located in the West Podium as part of The Hub on Causeway project. This will be open to individuals and groups in the community. It will be operated in a manner similar to The Forth Point Room which Boston Properties operates at its Atlantic Wharf development.

12. How will construction traffic work, especially with the Charlestown Bridge under construction?

The developer will continue to work with the Boston Transportation Department and make sure that the Construction Management Plan is up to date and coordinated with other projects in the area.



