

MCAF Winthrop LLC
c/o Millennium Partners Boston
33 Arch Street, 25th Floor, Boston, Massachusetts 02110

October 28, 2019

VIA HAND DELIVERY

Brian Golden, Director
Boston Planning and Development Agency
City Hall Plaza, 9th floor
Boston, MA

RE: Notice of Project Change – Winthrop Center Project, Boston, Massachusetts

Dear Director Golden:

MCAF Winthrop LLC (the “Proponent”) is submitting this Notice of Project Change in connection with its request for a Certificate of Compliance and Certification of Consistency for the building permit for the Winthrop Square project located in Boston, Massachusetts (the “Project”). In accordance with Article 80A-6 of the Boston Zoning Code (the “Code”), this letter advises you of certain changes to the Project, and the Proponent requests that you make a director’s determination under Section 80A-6 of the Code, that such changes do not significantly increase those impacts of the Project that are within the scope of the required review, and that therefore no further review of the Project is required.

The Project has evolved as it has continued through the Article 80 design review process, and in conversations with abutters, as well as adjustments made for evolving market conditions, and our current design includes the following changes to the project since the approved May 17, 2018 BPDA Board Vote and the resultant impacts of such changes:

1. The height of the project remains at 691 feet; the current building size is approximately 1,545,021 gross square feet vs. 1,650,000 gross square feet permitted.
2. The residential square footage which was studied was as “up to” 760,000 gross square feet (our practice is to prepare environmental impact studies based on the largest likely project, so that the worst case impacts are studied) with approximately 620,000 residential saleable square feet. This has been refined to approximately 662,825 gross square feet, with approximately 582,714 saleable square feet. Unit counts were studied at up to 500 units, the current count for building permit is 387, and this count may continue to evolve based on the size of penthouse units and the market demand. These changes are primarily due to a refinement in the building façade, the location of the first residential floor, the height required for the actual mechanical equipment and the views available as well as the size and refinement of the east tower.

The Project’s Affordable Housing Agreement dated September 20, 2018 requires the Project’s Affordable Housing to be 18% of the *saleable square footage* of residential area, with 50% of the affordable units limited to residents earning 80% of the Area Mean Income (AMI) and the remainder limited to residents earning 100% of AMI. The resultant decrease of 37,286 saleable square feet will

result in a reduced affordable housing off-site obligation of 6,711 square feet (approximately 7 affordable units) .

3. The office component of the project has increased from up to 750,000 gross square feet to 772,422 gross square feet. This change is due in part to our decision to recharacterize an office floor originally dedicated to meeting/conference space (such as Convene or a similar product), to simply office use. The current market conditions indicate that the need for Convene-type meeting space is currently satisfied in the downtown market but if there is market demand it could easily be repositioned as conference/meeting space.

4. The approximately 40,000 square feet of publicly accessible space and retail, restaurant and support space on the ground floor, mezzanine and pods (currently 40,659 square feet) is not changed. The Great Hall remains at its original size and magnificence at 40' wide by 60' tall with its overlooking public meeting space portrayed in the pods, although the pod space has been re-orientated in design review.

5. The parking garage, which was approved at 5 levels below grade and up to 550 vehicles, has been decreased by one level at the request of the abutters due to concern for the foundation. That change results in approximately 400 actual vehicle spaces with a right to park up to 500, or a net loss in parking.

The below chart is a summary of the changes and the resultant impacts:

Program	May 17, 2018 Board Vote	Building Permit	Impacts
Residential	760,000 sf 620,000 ssf	662,825 sf 582,714 ssf	<ul style="list-style-type: none"> • Decrease of 97,175 gross square feet, and 37,286 saleable square feet. • Decrease in the affordable housing obligation of 6,711 saleable square feet (7 units) • Reduction of 6,000 gallons sewerage.
Office	750,000 sf	772,422 sf	<ul style="list-style-type: none"> • The May 17, 2018 Board Memorandum estimated a Housing Linkage fee of \$4,795,00 and a Jobs Linkage fee of \$960,250 based on a DIP use square footage of 675,000 square feet. • The estimated Housing Linkage fee associated with Office is now \$5,608,000 and Jobs Linkage is \$1,122,945.
Conference	40,000 sf	0 sf	<ul style="list-style-type: none"> • Slight reduction in vehicle trips
Great Hall, Retail, restaurant & public meeting space	40,000 sf	40,650 sf	<ul style="list-style-type: none"> • No change, pods overlooking the Great Hall still provided in slightly different location.
Parking	5 levels	4 levels	<ul style="list-style-type: none"> • Net loss of parking for 50 vehicles.
Total Square Footage	1,650,000 sf	1,545,021 sf	

The attached presentation describes the proposed changes in greater detail.

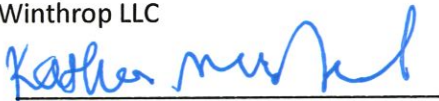
As you know, the Proponent has made a number of affordable housing commitments in connection with the Project, including a contribution of \$4,000,000, as provided in Section 2 of that certain Affordable Housing Agreement Including Contribution for 115 Winthrop Square dated September 20, 2018 (the "Affordable Housing Agreement"). In connection with this Notice of Project Change, the Proponent has agreed to increase such affordable housing contribution by \$3,000,000, to be paid in the same manner as provided in the Affordable Housing Agreement, except that the first payment for such additional contribution shall be due upon the commencement of construction of the Parcel P-12C project in the South Cove Urban Renewal Area (the "P-12C Project"), and provided that the payment of such additional contribution shall be conditioned upon (i) the Parcel P-12C Project proceeding, with the Asian Community Development Corporation and an affiliate of the Proponent as its developers, as an affordable housing project and (ii) such additional contribution being used to subsidize the affordable rental housing units in the Parcel P-12C Project.

I am happy to meet with you at your convenience to review and discuss this letter.

Sincerely,

MCAF Winthrop LLC

By:



Kathleen MacNeil

cc: Joseph Larkin
Jonathan Greeley

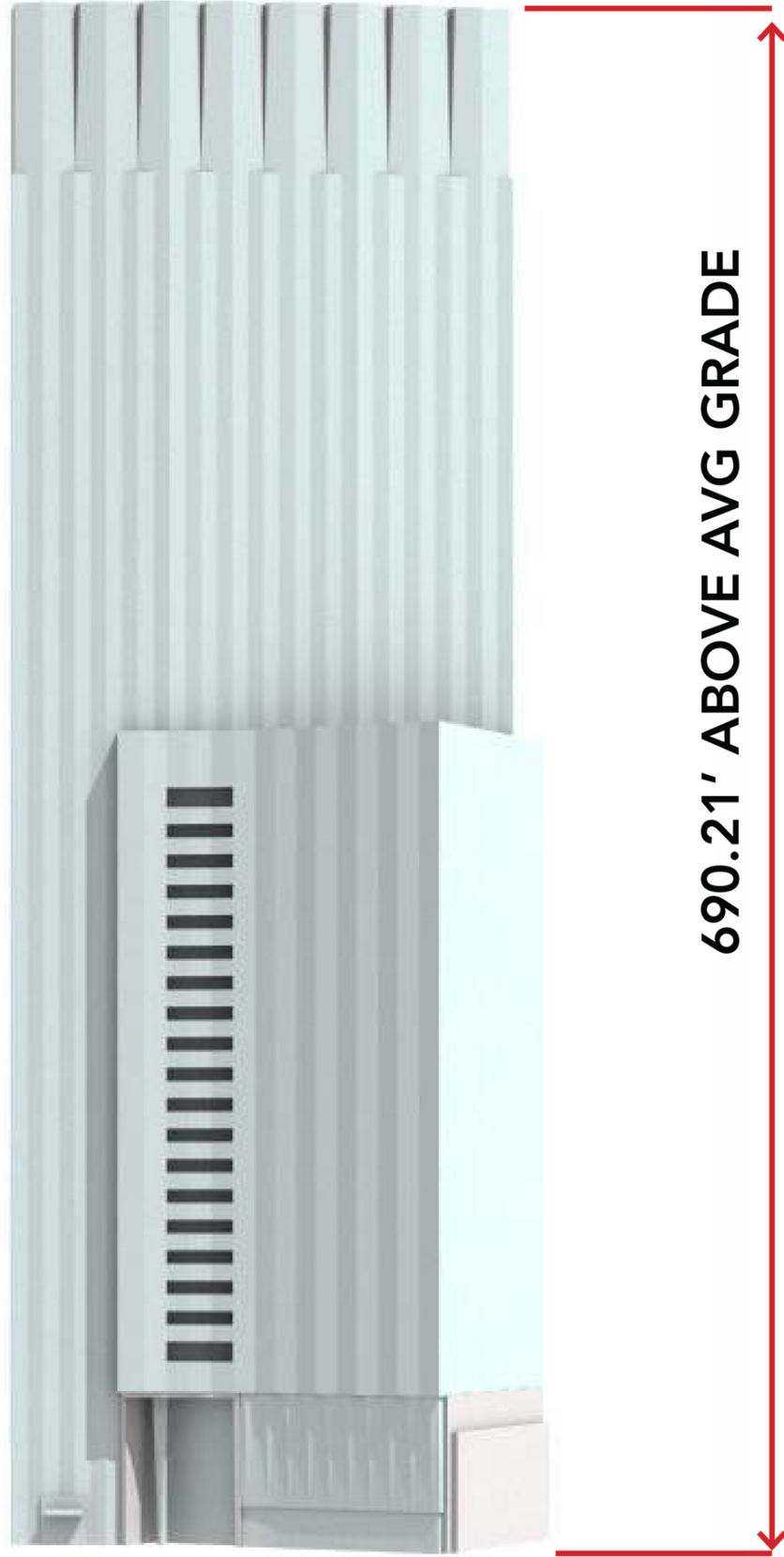
Enclosures



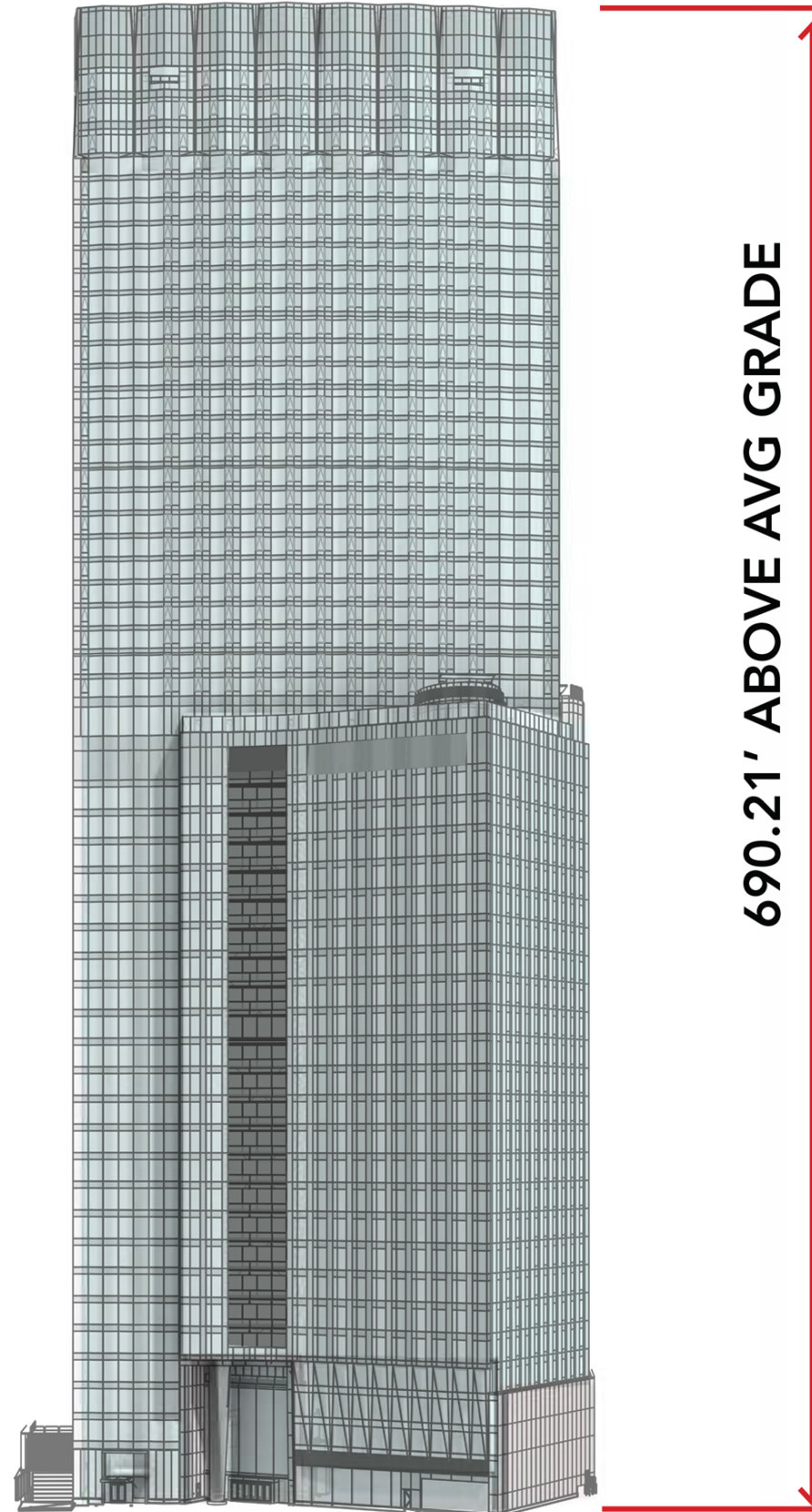
BPDA Board Meeting



Building Permit



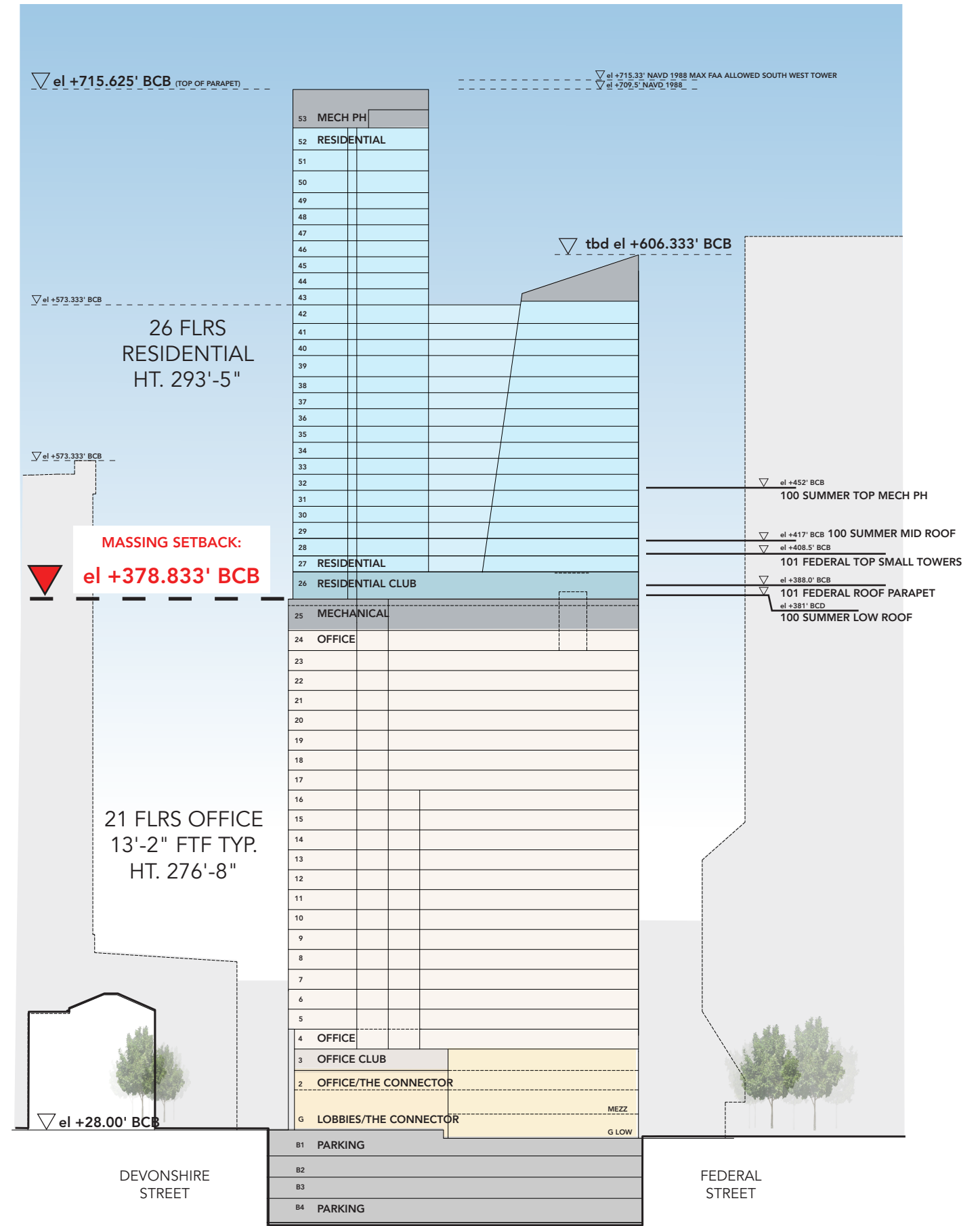
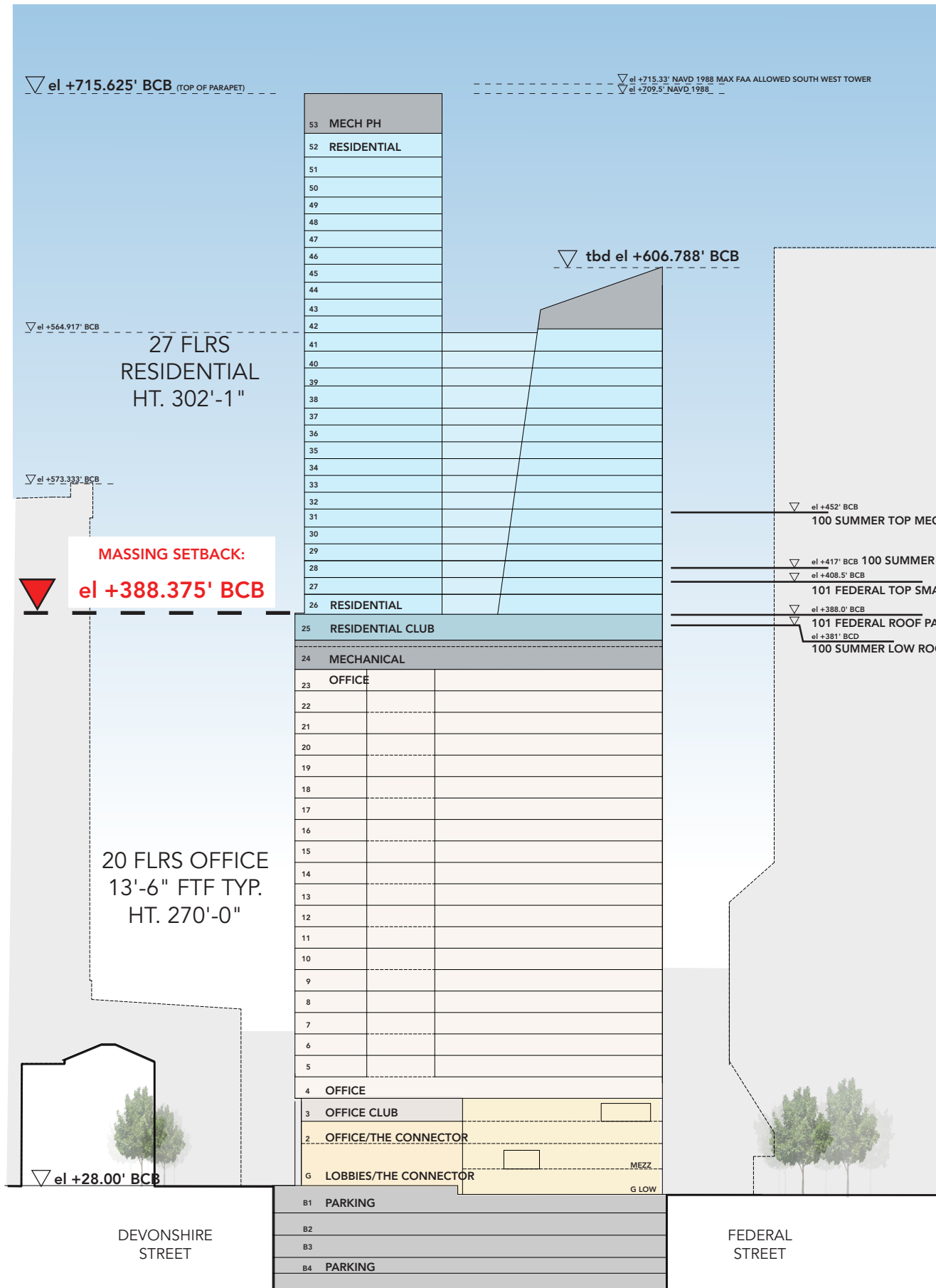
**MAY 2018
BPDA BOARD MEETING**



**CURRENT
BUILDING PERMIT**

BUILDING SECTION - BPDA BOARD MEETING (5/17/2019)

BUILDING SECTION - BUILDING PERMIT (10/11/2019)

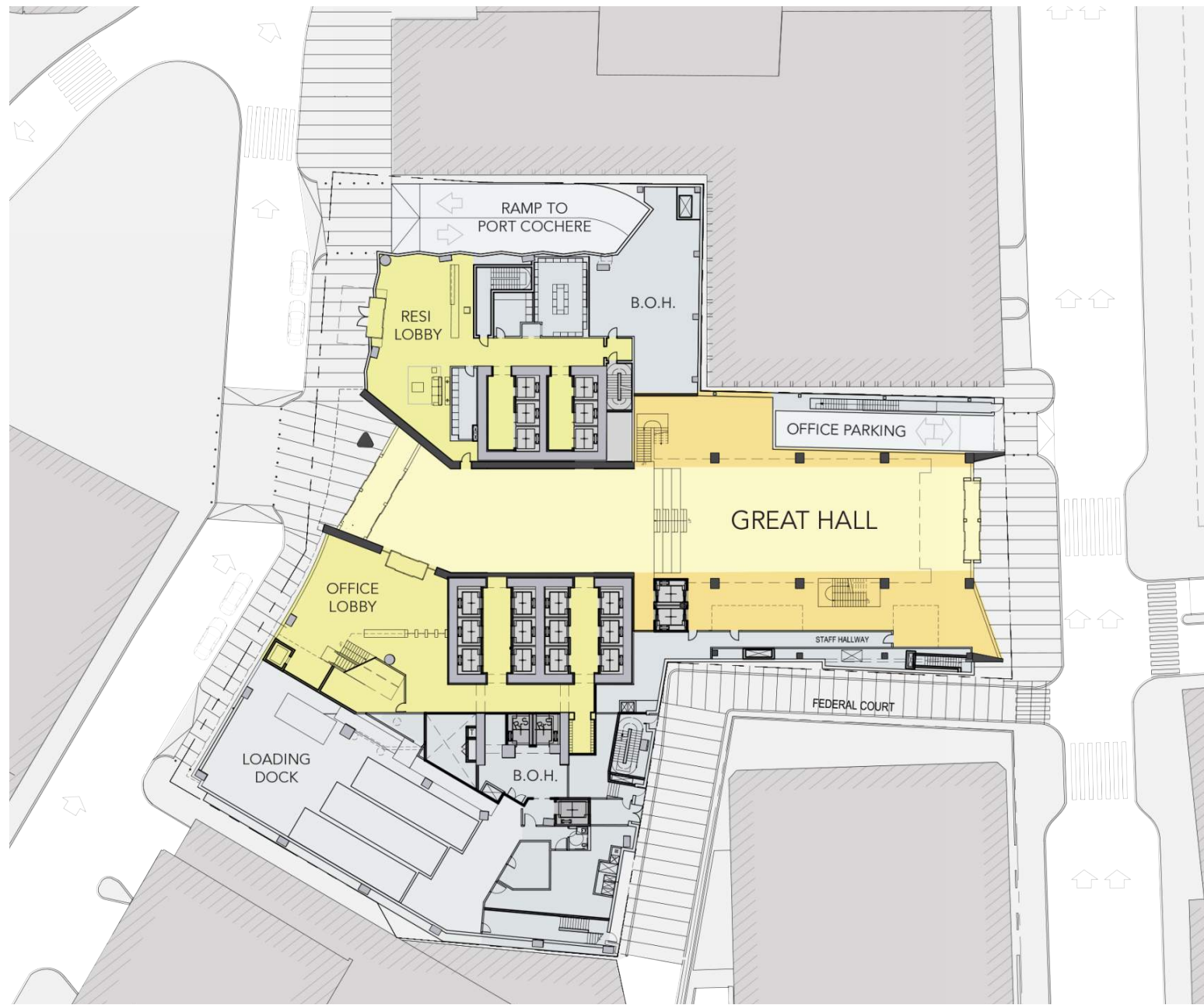




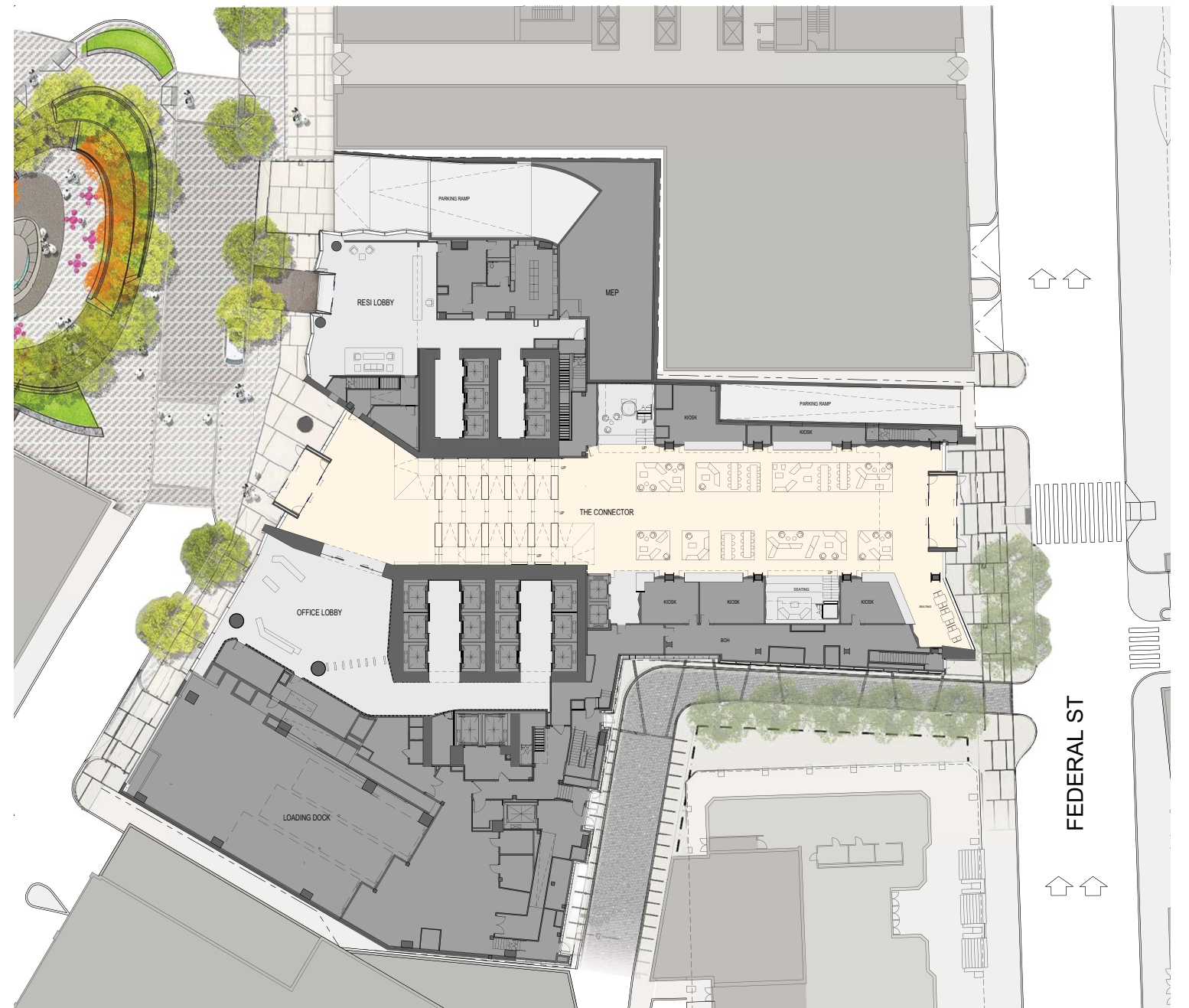
BPDA Board Meeting



Current
Approved at April 2019 BCDC

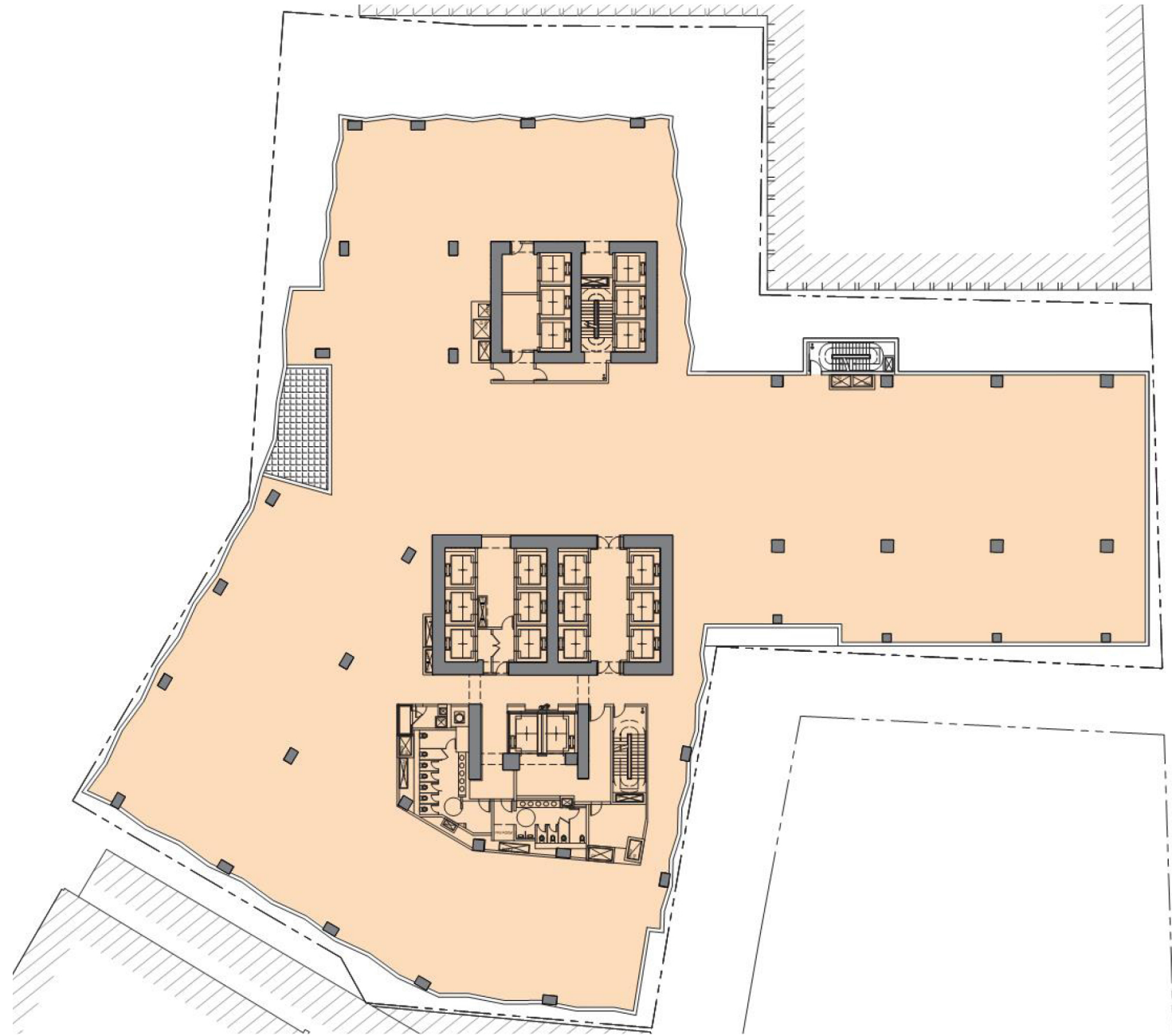


BPDA Board Meeting



Building Permit

RESIDENTIAL CLUB FOOTPRINT
BPDA BOARD MEETING (5/17/2019)



RESIDENTIAL CLUB FOOTPRINT
BUILDING PERMIT (10/11/2019)

