

REUBEN, JUNIUS & ROSE, LLP

Jared Eigerman
jeigerman@reubenlaw.com

June 4, 2019

Via Article 80 Developer Portal

Brian P. Golden, Director
Boston Planning & Development Agency
One City Hall Square, 9th Flr.
Boston, MA 02201

Re: 252-264 Huntington Avenue -- Notice of Project Change
Our File No.: 11057.03

Dear Director Golden:

On behalf of QMG Huntington Limited Partnership (“QMG”), we submit this Notice of Project Change (this “NPC”) to inform you of minor, proposed changes to the *252-264 Huntington Avenue* project (the “Project”), at 252-264 Huntington Avenue (the “Project Site”) in the Fenway neighborhood of Boston. Under Section 80A-6 of the Boston Zoning Code (the “Zoning Code”), the proponent must inform the Boston Redevelopment Authority d/b/a the Boston Planning & Development Agency (the “BPDA”) of any material changes in the Project.

As QMG has proceeded with final design of its phase of the Project -- construction of the Tower (defined below) at 252-258 Huntington Avenue – QMG has elected to reduce the floor-to-ceiling heights within the same 362 foot-high envelope of the Tower, beginning at the third (3rd) level, such that two additional residential floors can be added. This would result in a gross floor area for the Tower of approximately 431,210 square feet, which is an increase of approximately 24,710 square feet (6.1%), with up to 446 rental apartments, an increase of up to 20 (4.7%). The required percentage of on-site affordable rental units would remain 13%, such that the number of affordable units would necessarily increase to as many as 58, an increase of three units (5.5%).

QMG’s affiliate QMG Huntington, LLC formerly owned the Huntington Theater at 264 Huntington Avenue, as well, and the proposed Theatre renovation by The Huntington Theatre Company, Inc. (“HTC”) was analyzed together with the Tower for purposes of Large Project Review. HTC took ownership of the Theatre in 2018. There are no changes to HTC’s phase of the Article 80 Project, namely renovation of the Theatre, and HTC has no objection to this NPC.

The Proponent respectfully seeks your determination that the proposed minor changes to the Project do not significantly increase its impacts, and that, therefore, no further review is required under Section 80B of the Zoning Code.

THE SITE

For purposes of Large Project Review pursuant to Article 80B, the Project Site consists of approximately 34,173 square feet on three (3) adjacent parcels at 252, 258, and 264 Huntington Avenue in the Fenway neighborhood. The Project Site is bounded by 250 Huntington Avenue to the northeast, Public Alley 821 to the southeast, Public Alley 822 to the southwest, and Huntington Avenue to the northwest. The Project Site currently consists of the following structures:

- **252-258 Huntington Avenue:** Two, two- (2-) story masonry structures formerly housing ancillary uses to the Huntington Theatre Company, and university uses; and
- **264 Huntington Avenue:** The Huntington Theatre, a historic masonry structure and a four (4) story masonry annex to the rear (together, the "Huntington Avenue Theatre" or the "Theatre"), currently home to the Huntington Theatre Company, Inc.

The Project Site is located a short distance from the Symphony station on the MBTA Green Line's E branch, and the Massachusetts Avenue station on the Orange Line.

THE PROJECT TO DATE

In 2017, QMG's affiliate QMG Huntington, LLC, and HTC applied together to the BPDA to undertake a two-phased project (the "Article 80 Project") at the Project Site. The Project received a Scoping Determination Waiving Further Review from the BPDA Director, dated May 7, 2018 ("2018 Determination"). A copy of the 2018 Determination is attached as **EXHIBIT A**. As described in the 2018 Determination, the two phases entail:

- **Chapter 121A Project:** The demolition of the two buildings at 252-258 Huntington Avenue, and construction in their place of an approximately 405,500 square foot, 32-story (362 feet tall) mixed-use building (the "Tower") with up to 426 residential units, approximately 7,500 square feet of retail/restaurant/services space on the first two levels, approximately 14,000 square feet of cultural space for use by HTC; and approximately 114 parking spaces in an underground garage (the "Chapter 121A Project"); and
- **Huntington Theatre Project:** The renovation of the existing Huntington Avenue Theatre and the replacement of the existing annex building behind it (the "West Wing") with an approximately 37,000 square-foot, five- (5-) story (70 foot-tall) building with two stories below grade (the "Huntington Theatre Project").

Each phase is to be undertaken by separate entities, QMG and HTC, respectively.

PROPOSED MINOR CHANGES

As QMG has proceeded with final design of the Chapter 121A Project, it has elected to reduce the floor-to-ceiling heights within the same 362 foot-high envelope of the Tower, beginning

at its third (3rd) level, such that two additional residential floors can be added. The resulting gross floor area (“GFA”) of the Tower would be approximately 431,210 square feet, which is an increase of approximately 24,710 square feet (6.1%), with up to 446 rental apartments, an increase of up to 20 rental units (4.7%) from the up to 426 units approved previously. Floor Area Ratio (“FAR”) across the entire 34,173 square-foot Project Site would increase from 13.6 to 14.3 (5.1%).

Please refer to the following table:

Project Element	Approximate Dimension – 2018 Determination	Approximate Dimension - NPC
New residential space	Up to 426 units	Up to 446 units
New retail/restaurant space	7,500 sf	Unchanged
New theatre space	56,000 sf	Unchanged
New accessory parking space	114 spaces	Unchanged
New Gross Floor Area	447,500 sf	472,210 sf
Demolished university space	30,008 sf	Unchanged
Demolished theatre space	18,850 sf	Unchanged
Net change in GFA	+398,642 sf	+423,352 sf
Gifted theatre space to remain	16,804 sf	Unchanged
Height of new building	Tower – 32 stories/362 feet West Wing – 5 stories/70 feet	Tower – 34 stories/362 feet West Wing – 5 stories/70 feet
Total lot area	34,173 sf	Unchanged
Total GSF at Project completion	464,304 sf	489,014 sf
Resulting FAR	13.6	14.3

The required percentage of on-site, affordable rental housing units would remain 13%, such that the number of affordable apartments would increase to as many as 58, an increase of three (5.5%) such units. All other community benefits would remain the same. For example, as part of the Chapter 121A Project, QMG remains committed to constructing and delivering to the Huntington Theatre Company 14,000 square feet of space on the first two floors of the Tower in shell-and-core condition for future fit-out by HTC, under a 100-year lease at nominal rent, and with the same floor-to-ceiling heights as approved previously. This space located within the Tower at 252-258 Huntington Avenue will provide an accessible entrance to the historic Theatre at 264 Huntington Avenue, as well as additional lobby, reception, and programming space for HTC.

In determining whether a project change significantly increases the impacts of a project, the BPDA Director must consider the following factors, as they pertain to the applicable review: (a) increase in the project's size or intensity of use; (b) generation of additional or greater impacts of the type that may be examined by the applicable review; (c) increase in traffic impacts or increase in the number of proposed parking spaces; (d) change in the expected commencement or completion date, or change in the schedule of work on the project; (e) change of project site; and (f) the need for additional zoning relief. (Zoning Code sec. 80A-6.2.) Here, applying these factors does not suggest that the proposed changes would significantly increase impacts of the Project.

Brian P. Golden, Director, BPDA
RE: 252-264 Huntington Avenue NPC
June 4, 2019
Page 4

The Project would increase in intensity only by having its maximum number of rental apartments increase by 4.7%, from up to 426 units to up to 446 units. There is no additional on-site parking proposed in association with the additional up to 20 dwelling units. The marginal increase in traffic and other potential impacts on the environment would, therefore, be negligible. The timing of the Project is somewhat behind that expected in 2017, with demolition and construction now planned to begin in the fourth quarter of 2019. The Project Site is unchanged. It will be necessary to amend the Chapter 121A Report and Decision to reflect an increase in FAR at 252-258 Huntington Avenue alone, which has a lot area of 17,093 square feet, from 23.7 to 25.2.

CONCLUSION

For all these reasons, we respectfully request that you determine pursuant to Section 80A-6 of the Zoning Code that the changes described in this NPC do not significantly increase impacts of the Project, and, therefore, that no further review under Section 80B of the Zoning Code (Large Project Review) is required. Please do not hesitate to contact me about this matter.

Thank you.

Very truly yours,

REUBEN, JUNIUS & ROSE, LLP



Jared Eigerman, Of Counsel

Attachment A – 2018 Determination

cc: Jonathan Greeley, BPDA (jonathan.greeley@boston.gov)
Tim Czerwienski, BPDA (tim.czerwienski@boston.gov)
Eileen Brophy, Esq., BPDA (eileen.brophy@boston.gov)
Bill Lovett, QMG (blovett@tollbrothers.com)
Ife Oyelowo, QMG (ioyelowo@tollbrothers.com)
John Matteson, QMG (jmatteson44@gmail.com)
Doug M. Henry, Esq., Sherin & Lodgen (dmhenry@sherin.com)

EXHIBIT A

2018 Determination

(inserted behind)

May 7, 2018

John Matteson
QMG Huntington, LLC
133 Pearl Street
Boston, MA 02110

Michael Maso
Huntington Theatre Company, Inc.
264 Huntington Avenue
Boston, MA 02115

Re: Scoping Determination Waiving Further Review
252-264 Huntington Avenue Project
Fenway, Massachusetts

Dear Mr. Matteson and Mr. Maso:

Please be advised that on December 14, 2017, the Boston Redevelopment Authority d/b/a Boston Planning & Development Agency (“BPDA”) Board authorized the Director of the BPDA to issue a Scoping Determination under Section 80B-5.3(d) of the Boston Zoning Code (the “Code”) which: (i) finds that the Project Notification Form (“PNF”) for the Proposed Project (as hereinafter defined) submitted on June 26, 2017 by the Proponent, with the additional information and comments received by the BPDA prior to the issuance of the Scoping Determination, adequately describes the potential impacts arising from the Proposed Project and provides sufficient mitigation measures to minimize these impacts; and (ii) waives the requirement for the preparation and submission of a Draft Project Impact Report and Final Project Impact Report under subsections 4 and 5 of Section 80B-5 of the Code, subject to continuing design review by the BPDA.

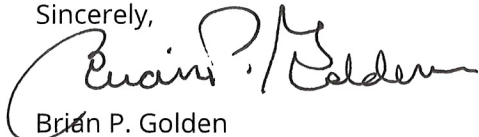
QMG Huntington, LLC intends to gift the Huntington Avenue Theatre at 264 Huntington Avenue to the Huntington Theatre Company, Inc. The redevelopment of the Project Site will entail the demolition of the two remaining buildings at 252 and 258 Huntington Avenue; construction of an approximately 405,500 square foot, 32-story (362 feet tall) mixed-use building with up to 426 residential units, approximately 7,500 square feet of retail/restaurant/services space on the first two levels, approximately 14,000 square feet of cultural space for use by the Huntington Theatre Company; and approximately 114 parking spaces in an underground garage; and the renovation of the existing Huntington Theatre and the replacement of the existing annex building behind it with an approximately 37,000 square-foot, five (5) story (70 foot tall) building with two stories below grade to house rehearsal space, production shops (including costume, sound, and electrical shops), dressing rooms and a green room, and loading area and associated support space for the Huntington Theatre Company (the “Proposed Project”). The Article 80 Project comprises multiple

components undertaken by separate entities, including a Chapter 121A entity whose formation was approved by the BRA.

Pursuant to the December 14, 2017 vote by the BPDA, I hereby issue this Scoping Determination waiving further review under Section 80B-5.3(d) of the Code in connection with the Proposed Project which: (i) finds that the PNF, with the additional information and comments received by the BPDA prior to the issuance of the Scoping Determination, adequately describes the potential impacts arising from the Proposed Project and provides sufficient mitigation measures to minimize the impacts; and (ii) waives the requirement for the preparation and submission of a Draft Project Impact Report and Final Project Impact Report under subsections 4 and 5 of Section 80B-5 of the Code.

This Scoping Determination waiving further review shall not become final until nineteen (19) days after the date hereof. I hereby invite the public to comment on any conditions the BPDA requires in this Scoping Determination for the mitigation of the Proposed Project's impacts. Such comments must be submitted in writing to the BPDA within fourteen (14) days hereof and must be based on significant new information not submitted during the public comment period or scoping session required by paragraphs (b) and (c) of Section 80B-5.3 of the Code. The BPDA shall consider any comments received and may modify this Scoping Determination to add, delete, or modify the conditions set forth herein, provided that any such changes shall be made no later than nineteen (19) days after the date hereof, which is the date on which this Scoping Determination becomes final.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian P. Golden". The signature is fluid and cursive, with a large initial "B" and "G".

Brian P. Golden
Director