



September 30, 2011

Mr. Peter Meade, Director
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

PRINCIPALS

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Attn: Geoff Lewis, Project Manager

Subject: Proposed Changes to the 319 A Street Rear Project

Dear Director Meade:

Recently, 319 ASR, LLC (the "Proponent") assumed ownership of 319 A Street Rear, a parcel in the Fort Point Channel District portion of Boston's Innovation District (the "Site"). The Proponent intends to proceed with the 319 A Street Rear Project approved by the City of Boston (the "City") earlier this year. However, the Proponent submits this Notice of Project Change ("NPC") to inform you of minor proposed changes to the project. Pursuant to Section 80A-6 of the Boston Zoning Code (the "Code"), the Proponent is required to inform the Boston Redevelopment Authority (the "BRA") of any material changes in the project. The Proponent is seeking the BRA's determination that the proposed changes do not significantly increase the impacts of the project, and that, therefore, no further review is required under Article 80B of the Code relating to Large Project Review.

Site

The Site comprises a single parcel of land of approximately 0.47 acres (20,659 square feet), owned by the Proponent. It is bordered by: West Service Road, a state highway under the jurisdiction of the Massachusetts Department of Transportation ("MassDOT"), to the east; a surface parking lot owned by the United States Postal Service ("USPS"), to the south; an existing building owned by W2005 BWH II Realty, L.L.C., an entity controlled by Archon Group, L.P. ("Archon") at 319 A Street Front (identified in the PDA Master Plan as part of Parcel A₂), to the west; and the buildings owned by Archon at 327 Summer Street and 337 Summer Street (both identified in the PDA Master Plan as part of Parcel A₃), to the north.

The surrounding neighborhood, much of which was developed by the Boston Wharf Company, has evolved over the past century from primarily warehouse and industrial uses toward a mix of uses including commercial, retail, office, artist

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live/work units, and residential uses. The Site is also located within the boundaries of the Innovation District, an area of the South Boston Waterfront in which Mayor Menino and the City are focused on attracting startup companies and innovation industries, by creating housing types and office space that are oriented towards startup companies and their employees.

The Site is located within an underlying M-4 (Restricted Manufacturing) District, the Groundwater Conservation Overlay District ("GCOD"), the South Boston Restricted Parking Overlay District, and the overlying Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the "PDA Master Plan"). Specifically, 319 A Street Rear is identified in the PDA Master Plan as a portion of Parcel A₃. In addition, the Site is located within the boundaries of the Fort Point Channel Landmark District, within which certain projects are subject to review by the Fort Point Channel Landmark District Commission.

Original Project

Archon proposed to demolish the existing, five- (5-) story, approximately 37,920 square-foot, former warehouse structure known as 319 A Street Rear, and to build in its place an up to 268,500 square-foot, 21-story, 180 foot-tall residential building, as measured from Summer Street pursuant to the PDA Master Plan, that includes approximately 184 rental apartments, a ground-level lobby, building amenities, service and mechanical space, four levels of above-grade parking for approximately 96 vehicles, and an off-site Innovation District component (the "Original Project"). Up to 212,610 square feet of the up to 268,500 square-foot building is dedicated to the residential program (apartments, circulation, lobbies, and building amenities) and the remainder (up to 56,000 square feet) is for parking.

The off-site innovation component of the Original Project is located at 63 Melcher Street, which is an existing building nearby on a portion of Parcel A₄ that the Proponent has also acquired from Archon. 63 Melcher is to include approximately 38 dwelling units, including: (a) five affordable, artist live/work units, which would partially satisfy the affordable housing required for the Original Project; and (b) approximately 27 dwelling units ranging from approximately 340 to 500 square feet and intended to serve Innovation District workers, four of which are to be made affordable and satisfy the Mayor's Executive Order Regarding Inclusionary Housing for the 63 Melcher Street project. In support of the Innovation District, the innovation housing units are intended for individuals whose income is too high to qualify for formally restricted affordable housing units but who are often priced out

of the housing market, and include types of housing that will attract new economy employers to the area. The innovation units are smaller, have a flexible layout, and have access to a shared common area.

The Original Project is not eligible to receive a final Certificate of Occupancy until a Certificate of Occupancy has been issued for the rehabilitated building at 63 Melcher Street. The rehabilitation of 63 Melcher Street in connection with the Original Project required a Notice of Project Change and First Amendment to the Development Plan for 49/51/63 Melcher Street within Planned Development Area No.69, South Boston/The 100 Acres to allow for the residential uses described above (the "Revised 49/51/63 Melcher Street Project"). The Revised 49/51/63 Melcher Street Project was approved by the City earlier this year, and the Proponent does not propose any changes to it as currently approved.

On November 5, 2009, Archon submitted a Project Notification Form ("PNF") for the Original Project. On March 9, 2010, the BRA issued a Scoping Determination in response to and based on the review of the PNF for the Proposed Project (the "Scoping Determination"). After substantial public review and comment on the Original Project and in response to the Scoping Determination, the Proponent refined the Original Project and a new reduced version of the Original Project was submitted to the Authority in the Draft Project Impact Report ("DPIR") on July 16, 2010.

On December 14, 2010, the BRA Board held a public hearing at which it considered and voted, among other things, to authorize the BRA Director to issue a Preliminary Adequacy Determination (the "PAD") waiving the requirement of further review in connection with the Original Project. On January 3, 2011, the BRA Director duly issued the PAD, as authorized by the BRA Board, a copy of which is attached to this NPC as ATTACHMENT A.

Revised Project

The proposed changes to the Original Project (the "Revised Project") are described below. In light of the Proponent's particular expertise in developing and leasing multifamily housing, and the desire to develop public benefits associated with the 319 A Street Rear project, the Proponent is currently proposing changes that will allow the Revised Project to move forward expeditiously and without significantly increasing the impacts of the Original Project. The Revised Project will require an

amendment of the existing PDA Development Plan for the Original Project. Proposed site plans and project drawings are attached to this NPC as **ATTACHMENT B**.

One Residential Floor Eliminated and Overall Gross Floor Area Reduced: The exterior dimensions of the Revised Project are identical to those of the Original Project. However the number of floors will change, from 21 to 20, by reducing the 16 residential floors under the Original Project to 15 residential floors under the Revised Project. The four-level accessory parking garage will be unchanged. Consequently, the overall gross floor area of the Revised Project will be approximately 257,000 square feet instead of up to 268,500 square feet under the Original Project.¹

Table 1, below, compares the Original Project to the Revised Project, by use.

| TABLE 1 – COMPARISON OF ORIGINAL AND REVISED PROJECTS BY USE | | | |
|---|-------------------------|------------------------|---------------|
| | Original Project | Revised Project | Change |
| Residential | 212,610 s.f. | 201,110 s.f. | - 11,500 s.f. |
| Accessory Pkg. | 56,000 s.f. | 56,000 s.f. | No change |
| All Uses | 268,500 s.f. | 257,000 s.f. | - 11,500 s.f. |
| Parking spaces | 96 | 96 | No change |

More Dwelling Units Per Floor and Overall: The residential floors of the Revised Project will have a different layout than under the Original Project, featuring more units per floor. Overall, the Revised Project will include up to 202 dwelling units instead of the up to 184 included in the Original Project. Table 2, below, compares dwelling units in the Original Project to the Revised Project, by their number of bedrooms. Please note that this bedroom mix is subject to change.

¹ Note that pursuant to Article 2A of the Code, residential accessory parking under both the Original Project and the Revised Project is excluded from the definition of "floor area ratio."

| | Original Project | Revised Project | Change |
|---------------|-------------------------|------------------------|---------------|
| Studios | 13 | 42 | + 29 |
| One-Bedroom | 121 | 117 | - 4 |
| Two-Bedroom | 50 | 43 | - 7 |
| Three-Bedroom | 0 | 0 | No change |
| TOTAL | 184 | 202 | + 18 |

More Affordable Housing Units: Because the Revised Project will include approximately 202 dwelling units instead of the up to 184 included in the Original Project, while the proportion of on-site affordable housing units remains unchanged, the number of on-site affordable housing units will increase by three, from 19 to 22. In addition, as with the Original Project, the Revised Project will be required to provide five affordable artist live/work units located off-site at 63 Melcher Street.

Greater Floor-to-Ceiling Heights: The 15 residential floors within the Revised Project will have an average floor-to-ceiling height of 9 feet, 8 inches, which is slightly higher than the average of 9 feet, 1.5 inches for the 16 residential floors under the Original Project.

Slightly Different Fenestration: The elimination of a residential floor, the reconfiguration of the floor plans, and the slight increase in ceiling heights necessarily alters the fenestration of the Revised Project compared to the Original Project. The overall change will be essentially imperceptible to passersby. Because the Site is located within the boundaries of the Fort Point Channel Landmark District, this change may require review by the Fort Point Channel Landmark District Commission.

Public Benefits: Development of the Revised Project is likely to commence during the first quarter of 2012. Otherwise, the Revised Project's public benefits are not expected to be substantially different from those of the Original Project, except that there will be a reduction in fair-share payment for public realm enhancements under the Amended and Restated Memorandum of Agreement regarding the PDA

Master Plan, dated January 10, 2007, commensurate with the slight reduction in gross floor area, and slightly more households, albeit residing in smaller dwelling units, will be introduced to the Fort Point Channel District.

Specifically, expected public benefits from the Revised Project will include:

- ◆ Increasing the City's housing stock by creating 202 residential units as part of the Revised Project, in conjunction with the conversion of 63 Melcher Street nearby to include approximately 38 new dwelling units;
- ◆ Creating 31 Affordable Units, of which 22 will be located on-site and five will be affordable artist live/work units located off-site at 63 Melcher Street, which is also owned by the Proponent;
- ◆ Creating approximately 27 innovation housing units to be located off-site at 63 Melcher Street, which is also owned by the Proponent;
- ◆ Complying with the applicable standards set forth Article 32 of the Code by resulting in no negative impact on groundwater levels within the Site or on adjacent lots
- ◆ Promoting sustainable design by complying with Article 37 of the Code;
- ◆ Returning approximately 39 commercial parking spaces now located in Pastene Alley, a private alley not open to public access, to the South Boston pool administered by the Boston Air Pollution Control Commission;
- ◆ An approximately \$1,946,857 fair-share payment for public realm enhancements under the Amended and Restated Memorandum of Agreement regarding the PDA Master Plan, dated January 10, 2007;
- ◆ Approximately 150 to 200 construction jobs;
- ◆ Approximately 20 permanent jobs in connection with the management of the Revised Project;
- ◆ Significant additional annual property taxes for the City of Boston once the Revised Project is built and the conversion to residential use of 63 Melcher Street is complete; and
- ◆ Access and circulation improvements to the Fort Point Channel district by extending Pastene Alley to West Service Road.

Project Impacts: The Revised Project includes a slight reduction (approximately 5%) in residential space, and a slight increase (approximately 10%) in the number of dwelling units. Except for inconsequential changes to the building's fenestration,

changes from the Revised Project are internal and will not affect most areas of potential environmental impact, such as wind, shadow, daylight and solar glare. Peak hour traffic impacts are expected to be slightly higher than previously described due to the addition of 18 dwelling units, and minor increases in water consumption and wastewater generation are expected. The Revised Project will continue to comply with the requirements of Article 37, Green Buildings, of the Code.

Traffic Demand: Overall traffic demand associated with the Revised Project is expected to be slightly higher the Original Project due to the increase in dwelling units from 186 to 202 residential apartments. As shown in Table 3, the Revised Project is expected to result in 42 additional average daily vehicle trips as compared to the Original Project. The Revised Project would also result in three additional vehicle trips during the morning peak hour and three additional vehicle trips in the evening peak hour.

| TABLE 3 – COMPARISON OF ORIGINAL AND REVISED PROJECTS BY VEHICLE TRIP GENERATION | | | |
|---|-------------------------|------------------------|---------------|
| | Original Project | Revised Project | Change |
| Average Daily | | | |
| in | 267 | 288 | + 21 |
| out | 267 | 288 | + 21 |
| total | 534 | 576 | + 42 |
| a.m. Peak-Hour | | | |
| in | 7 | 8 | + 1 |
| out | 20 | 22 | + 2 |
| total | 27 | 30 | + 3 |
| p.m. Peak-Hour | | | |
| in | 21 | 23 | + 2 |
| out | 15 | 16 | + 1 |
| total | 36 | 39 | + 3 |

Vehicle trip generation are estimated using standard traffic engineering practice and are derived from the Institute of Transportation Engineers' (ITE) *Trip Generation* (8th edition, 2008) trip rates. Travel mode split data for the Fort Point Channel/Waterfront District supplied by the Boston Transportation Department (BTD) are also used in developing these vehicle trip estimates.

Parking Demand: Estimated parking demand associated with the Revised Project (101 spaces) is slightly higher than the parking demand that was expected with the Original Project (92 spaces). The on-site above grade parking garage for the Revised Project is the same size as the Original Project at 96 spaces. The parking ratio provided will change to 0.48 per unit with the Revised Project from 0.52 with the Original Project.

The Boston Transportation Department (“BTD”) Guidelines for *maximum* parking ratios in the Fort Point Channel/Waterfront District for residential uses ranges from 1.0 to 1.5 spaces per unit. These rates do not distinguish between types of housing (i.e., for-sale condominiums vs. rental apartments). Based on recent trends in residential parking, particularly parking demand associated with rental housing types, it is expected that parking demand will actually be lower than the maximum BTD Guidelines for the rental housing proposed at 319 A Street Rear. Current trends indicate that parking demand for rental apartments is about half that of for-sale condominiums (0.50 vs. 1.0 spaces per unit) in Boston’s downtown neighborhoods. The parking ratio provided with the Revised Project remains within the range of current trends for rental apartments located within the downtown Boston neighborhoods.

Additional demand for residential parking demand, if any, can easily be met at one of several off-site parking garages in the immediate vicinity of the Revised Project.

Loading and Building Servicing: Loading demand associated with the Revised Project will not have a noticeable increase over the demand associated with the Original Project. Both the Revised Project and the Original Project are estimated to have an average of under three deliveries per day. Over the course of a week, the Revised Project is expected to have one additional delivery than the Original Project.

Transportation Access Plan Agreement (TAPA): The Proponent will enter into a TAPA with the City through its agent, the Boston Transportation Department. The TAPA will memorialize the specific measures, mitigations, and agreements between the Proponent and BTD. A site plan will be submitted along with the TAPA.

Travel Demand Management: The Proponent will work with the City to develop a Travel Demand Management (“TDM”) program appropriate to the Revised Project and consistent with its level of impact. The TDM measures will be codified in the TAPA.

Mr. Peter Meade, Director
Boston Redevelopment Authority
September 30, 2011

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Construction Management Plan: The Proponent will produce a Construction management Plan ("CMP") for review and approval by BTDA. The CMP will detail the schedule, staging, parking, delivery, and other associated impacts of the construction of the Revised Project.

Public Improvement Commission: Certain streetscape improvements may require Public Improvement Commission ("PIC") review and approval. The Proponent will work with the City and conform to City regulations and guidelines as well as other infrastructure improvements on-going in the area, including the City's Crossroads Initiative.

Water Consumption: With the increase in the number of residential units, there is a minor increase in estimated water demand. The net water consumption of the Original Project would have been approximately 24,960 gallons per day ("gpd") and for the Revised Project will be approximately 26,654 gpd, an increase of 1,694 gpd.

Wastewater Generation: Similarly, there is a small increase in the estimated wastewater flow. Net wastewater generation of the Original Project would have been approximately 22,690 gpd and of the Revised Project will be approximately 24,231 gpd, a difference of 1,541 gpd.

For all these reasons, we respectfully request that you determine pursuant to Section 80A-6 that the changes outlined in this NPC do not significantly increase environmental impacts in comparison with the Original Project, and that no further review under Article 80B of the Zoning Code relating to Large Project Review is required.

Please do not hesitate to contact me about this matter.

Sincerely,
EPSILON ASSOCIATES, INC.



Laura E. Rome
Principal

cc: Brian Golden, BRA
Kelly Saito, 319 ASR, Inc.
James Gray, ADD Inc
Guy Busa, Howard/Stein-Hudson
Jared Eigerman, Dalton & Finegold

Attachment A Preliminary Adequacy Determination

Boston Redevelopment Authority

Boston's Planning & Economic
Development Office

Thomas M. Menino, *Mayor*
Clarence J. Jones, *Chairman*
John F. Palmieri, *Director*

One City Hall Square
Boston, MA 02201-1007
Tel 617-722-4300
Fax 617-248-1937

January 3, 2011

Mr. John Matteson
W2005 BWH II Realty, L.L.C.
c/o Archon Group, LP
800 Boylston Street, Suite 3330
Boston, MA 02199-8079

Re: Preliminary Adequacy Determination Waiving Further Review
319 A Street Rear Project
319 A Street, Fort Point Channel Neighborhood, South Boston, Massachusetts

Dear Mr. Matteson:

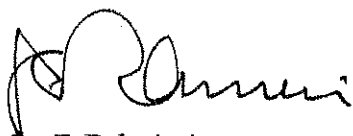
Please be advised that on December 14, 2010 the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Preliminary Adequacy Determination pursuant to Section 80B-5.4(c)(iv) of the Boston Zoning Code (the "Code") which (i) finds that the Project Notification Form ("PNF") and Draft Project Impact Report ("DPIR") adequately describes the potential impacts arising from the proposed 319 A Street Rear project, located at 319 A in the Fort Point Channel neighborhood of South Boston, and provides sufficient mitigation measures to minimize these impacts; and (ii) waives further review of the project, subject to continuing design review by the BRA.

W2005 BWH II Realty, L.L.C. (the "Proponent") is proposing an up to 268,500 square-foot, 21-story, 180 foot-tall residential building, as measured from Summer Street pursuant to the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres, that includes approximately 184 rental apartments, a ground-level lobby, building amenities, service and mechanical space, four levels of above-grade accessory parking for approximately 96 vehicles, and an off-site Innovation District component (the "Proposed Project"). Up to 212,610 square feet of the up to 268,500 square foot building will be dedicated to the residential program (apartments, circulation, lobbies, and building amenities) and the remainder (up to 56,000 square feet) will be for accessory parking.

Pursuant to the December 14, 2010 vote by the BRA, I hereby issue to you, this Preliminary Adequacy Determination waiving further review pursuant to Section 80B-5.4(c)(iv) of the Code in connection with the Proposed Project which (i) finds that the PNF and DPIR adequately describes the potential impacts arising from the Proposed Project and provide sufficient mitigation measures to minimize the impacts and (ii) waives further review of the Proposed Project, subject to continuing design review by the BRA.

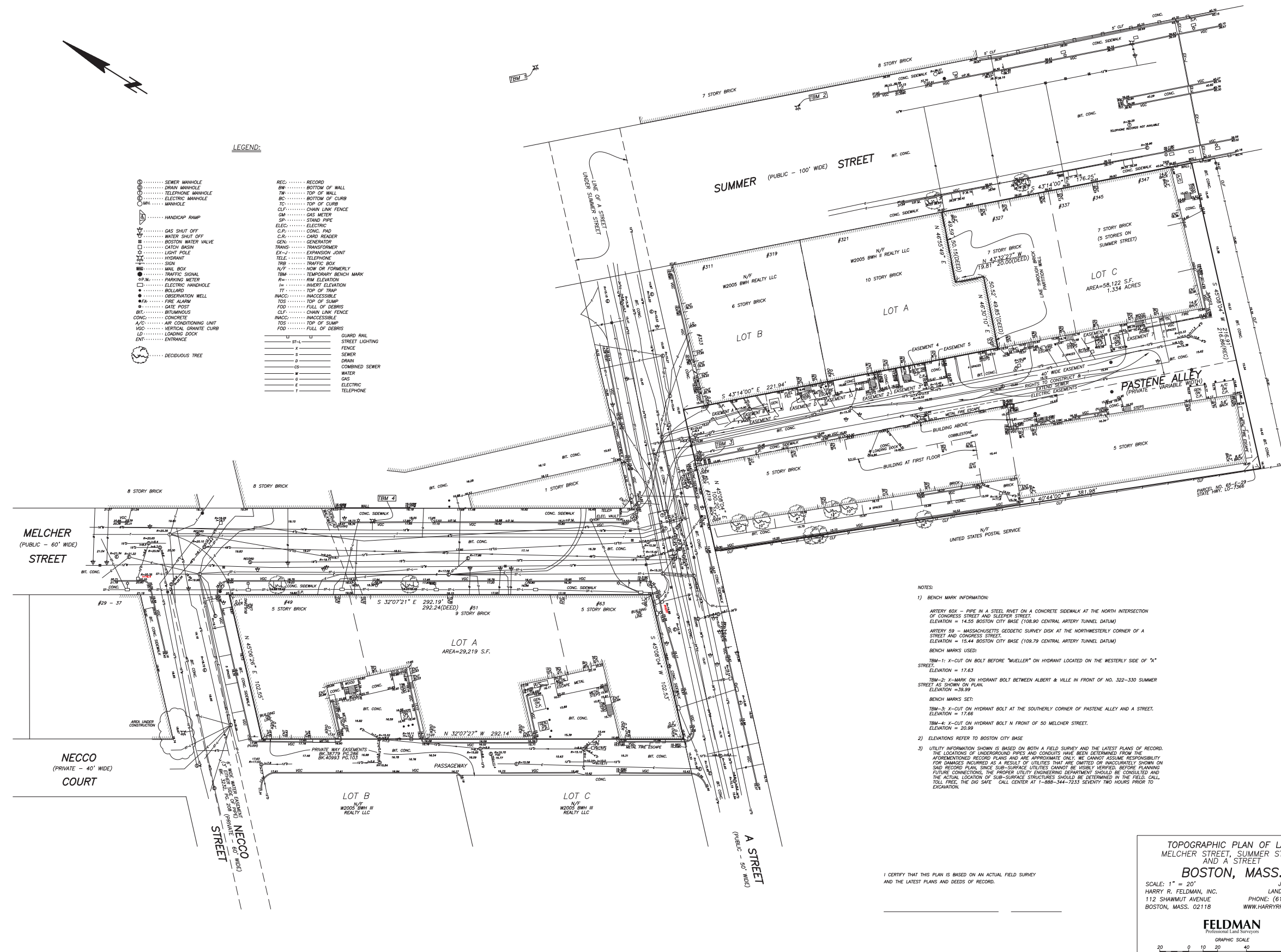
This Preliminary Adequacy Determination waiving further review shall not become final until nineteen (19) days after the date hereof. I hereby invite the public to comment on the conditions the BRA requires in this Preliminary Adequacy Determination for the mitigation of the Proposed Project's impacts. Such comments must be submitted in writing to the BRA 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 subsections (b) and (c) of 80B-5.4 of the Code. The BRA shall consider any comments received and may modify this Preliminary Adequacy Determination to add, delete, or modify the conditions set forth therein, provided that any such changes shall be made no later than the date on which the Preliminary Adequacy Determination becomes final.

Sincerely,

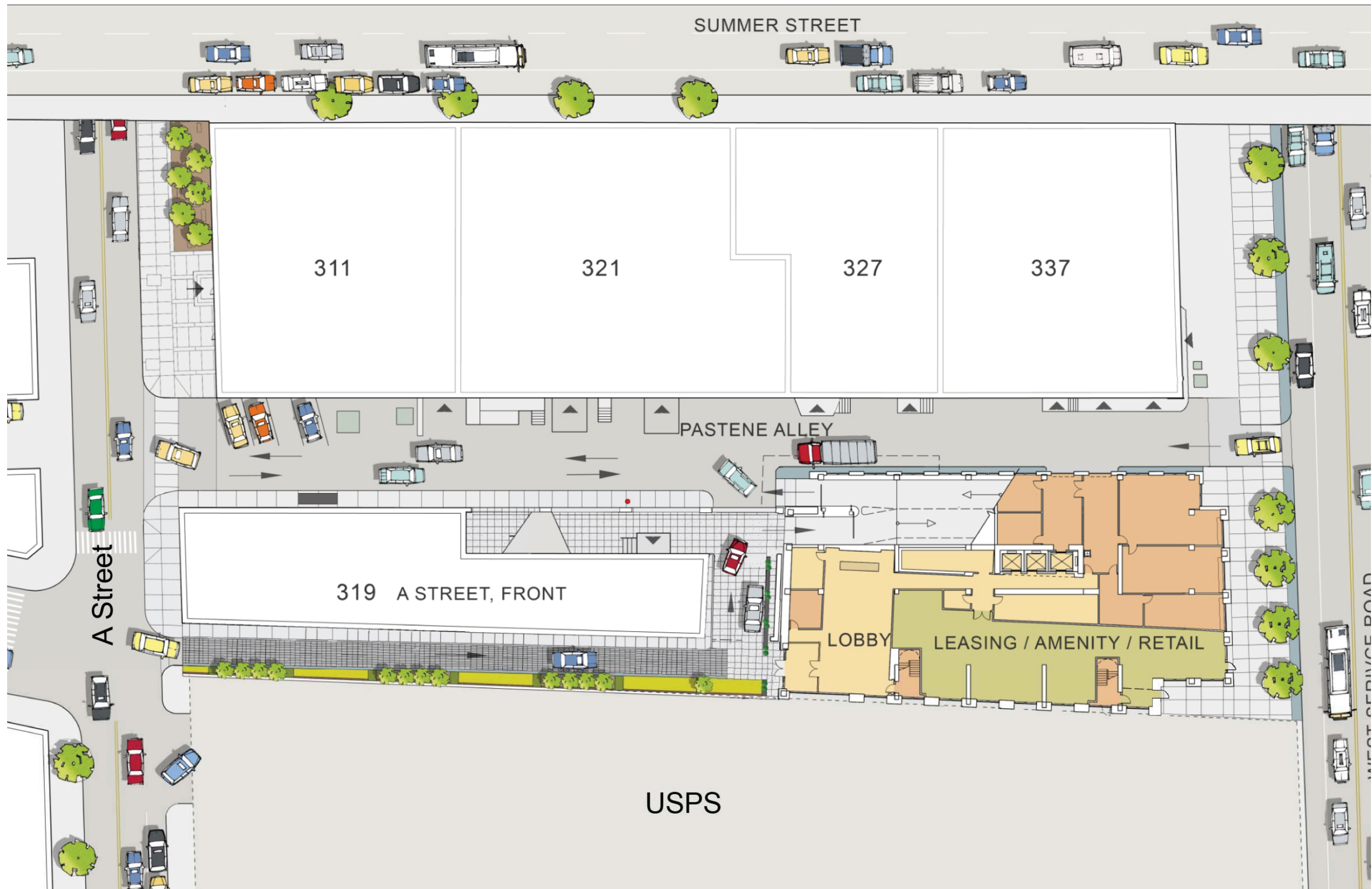
A handwritten signature in black ink, appearing to read "John F. Palmieri". The signature is fluid and cursive, with a large initial "J" and "P".

John F. Palmieri
Director

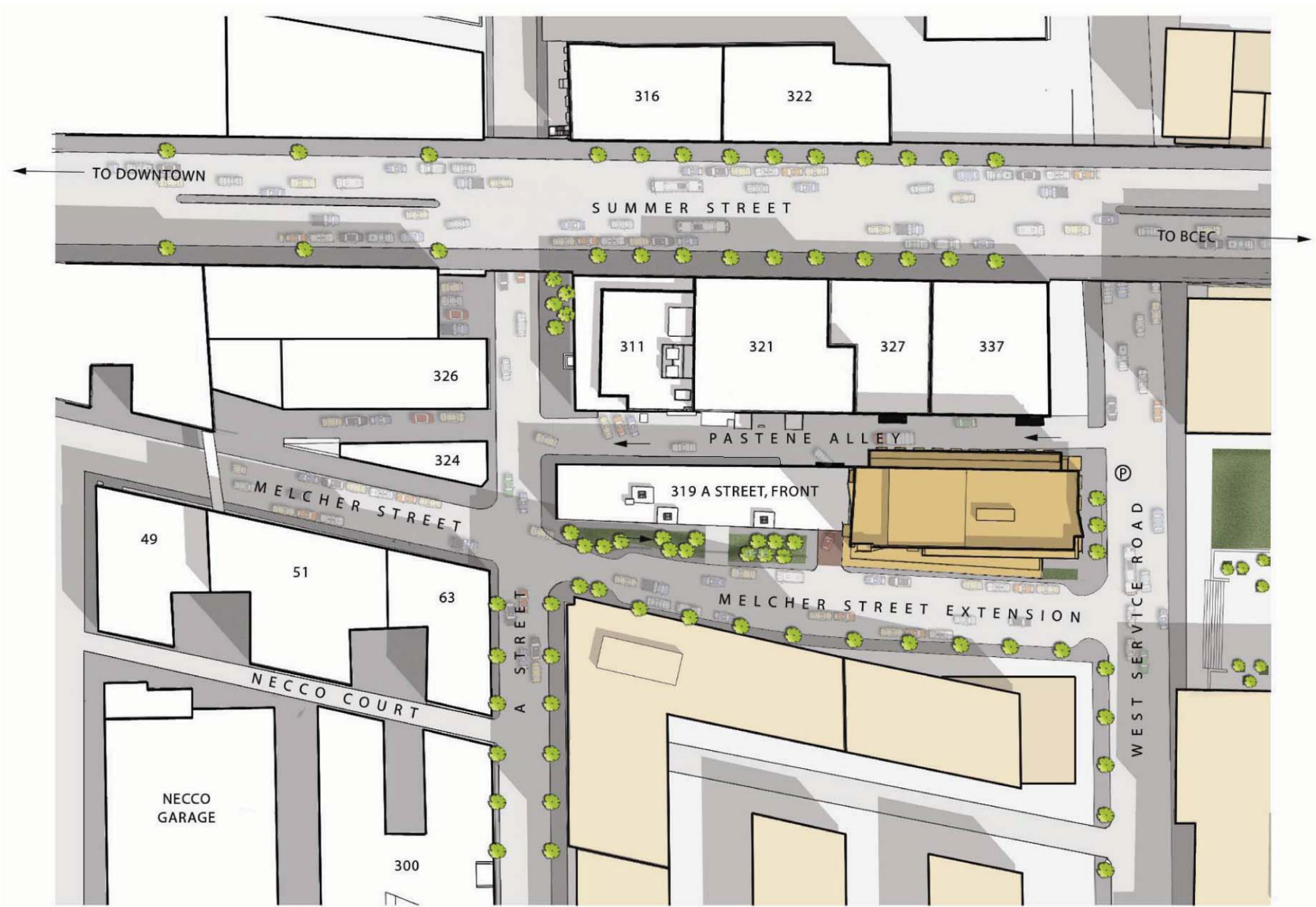
Attachment B Project Drawings



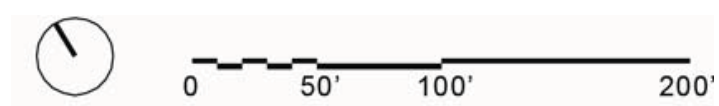
319 A Street Rear Boston, Massachusetts

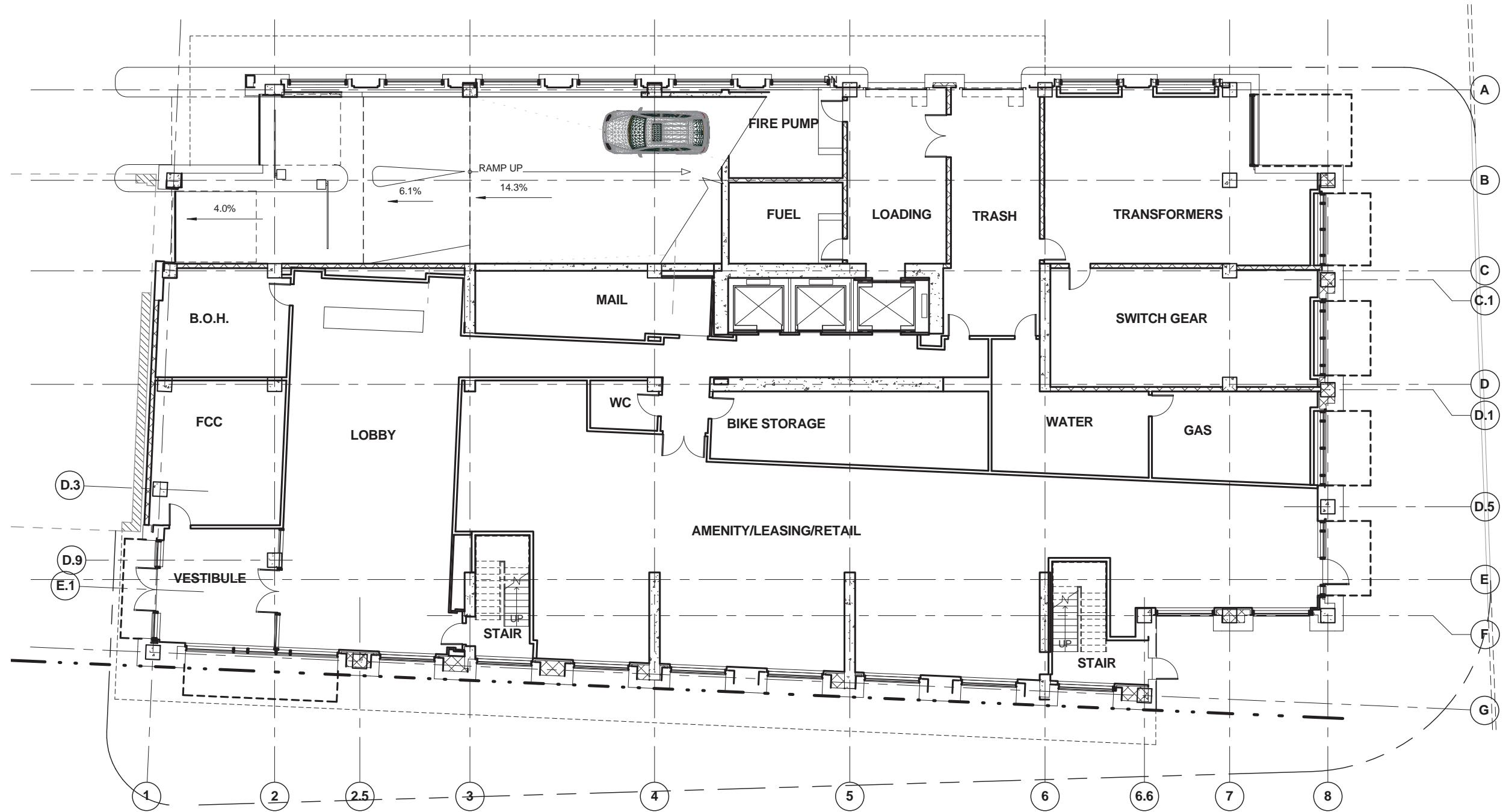


319 A Street Rear Boston, Massachusetts

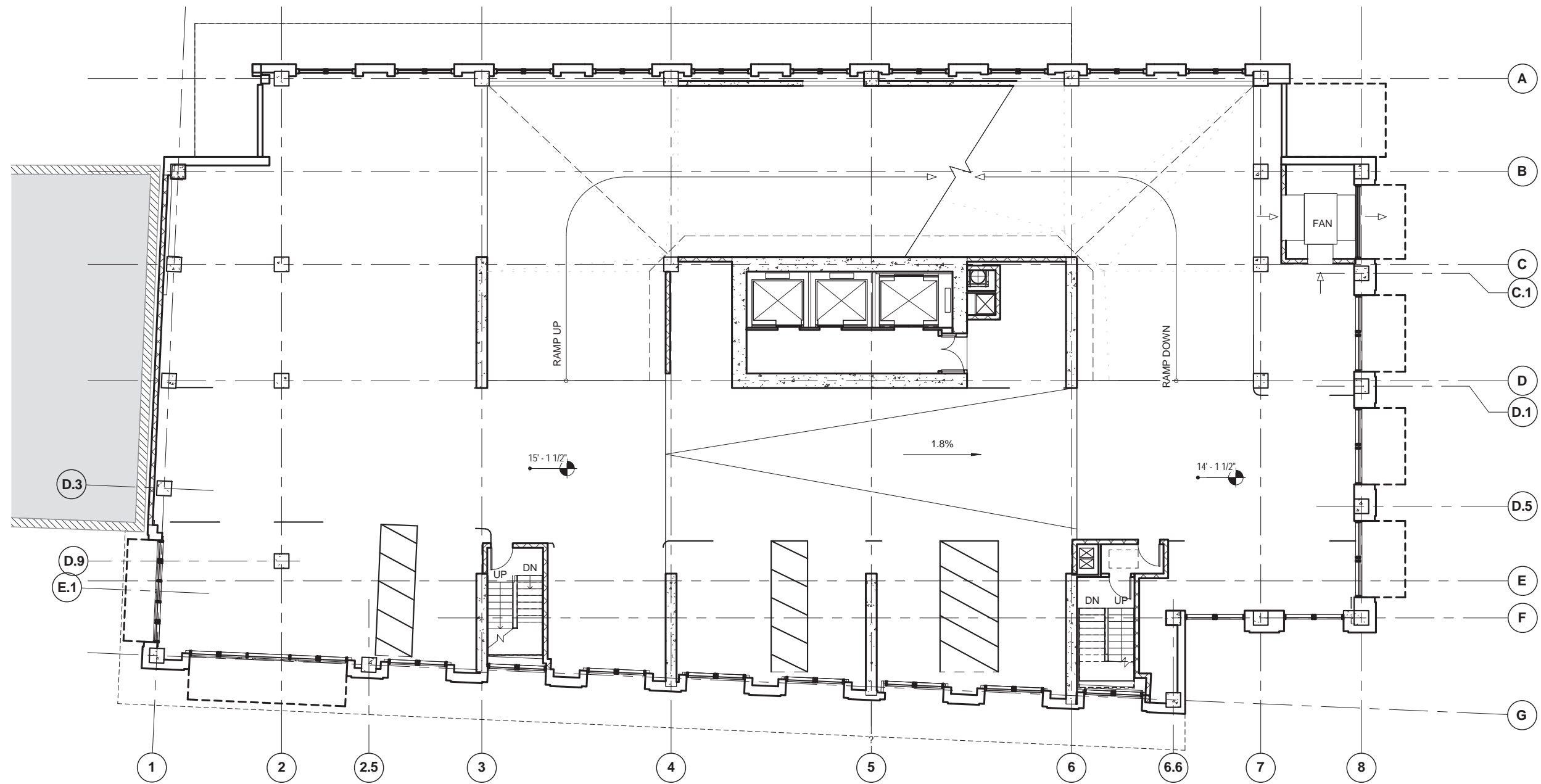


319 A Street Rear Boston, Massachusetts

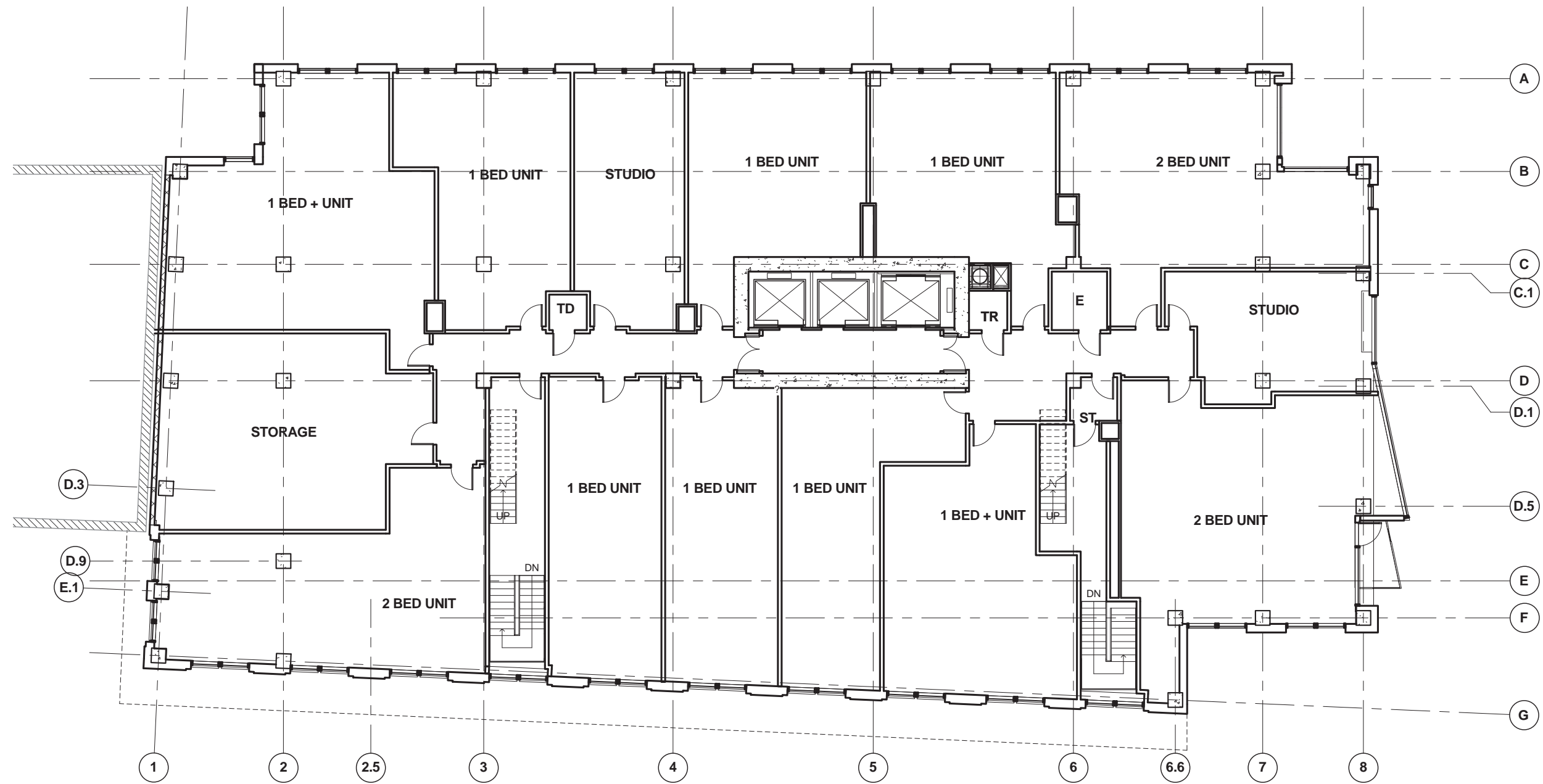




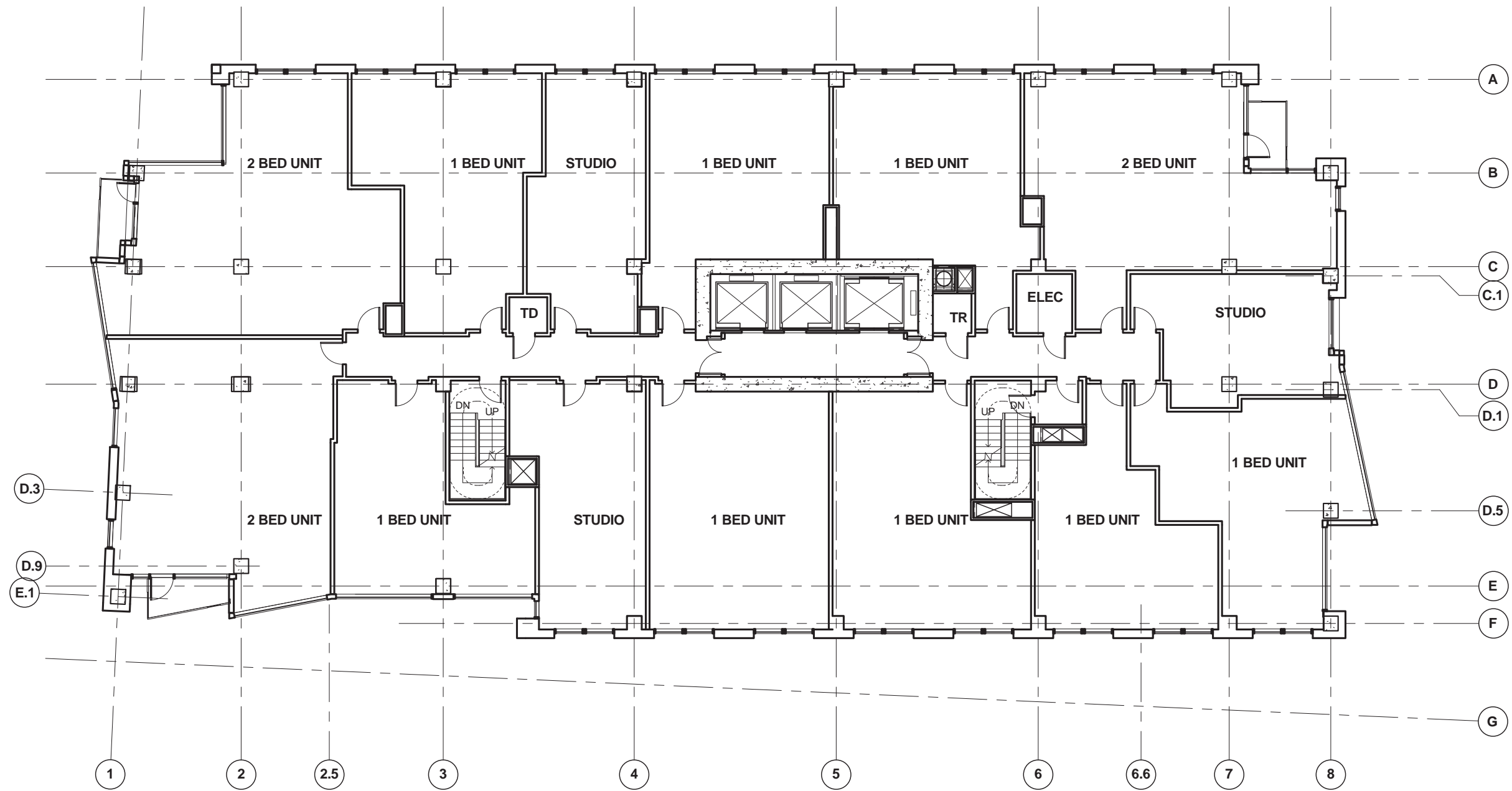
319 A Street Rear Boston, Massachusetts



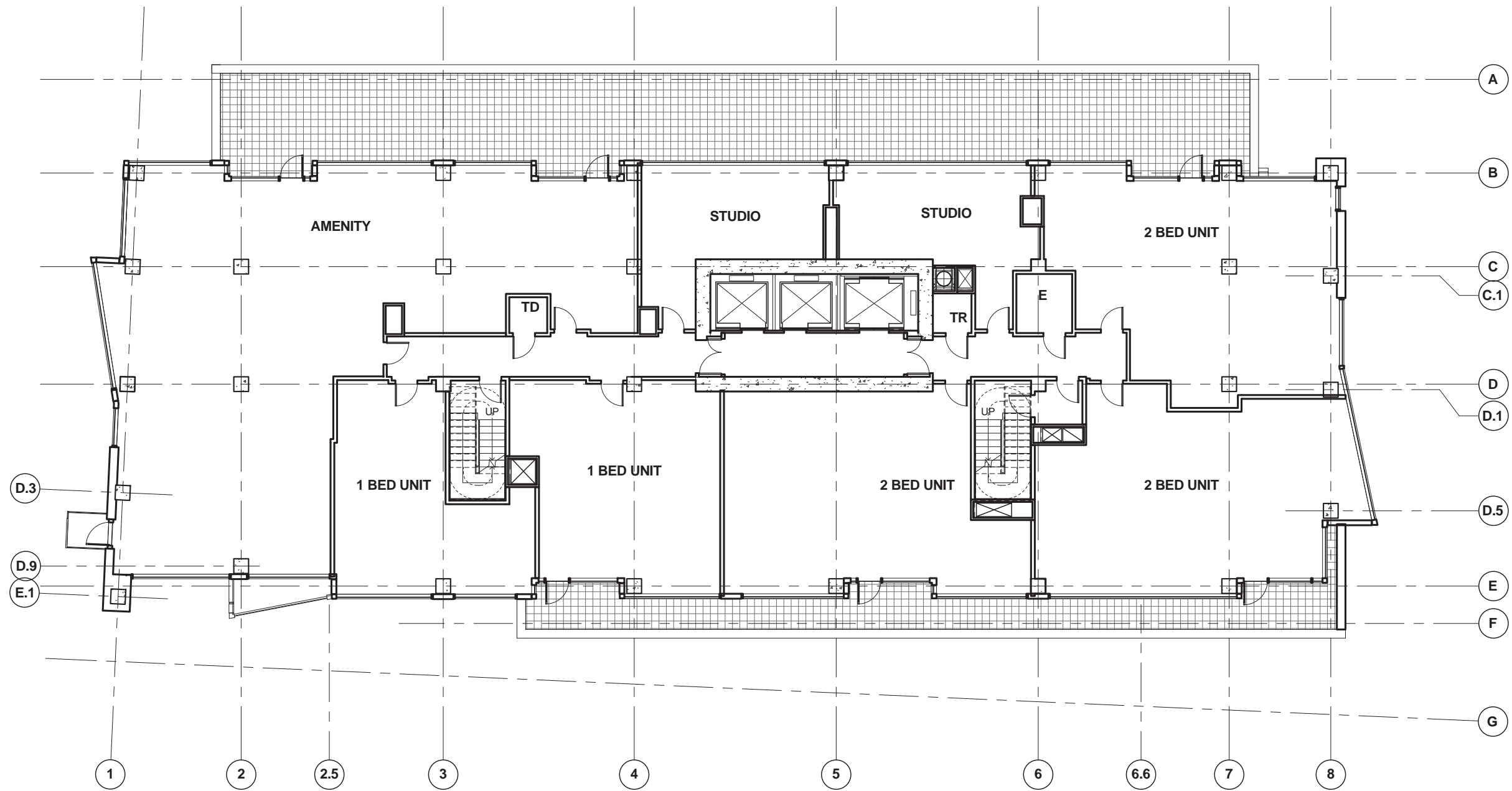
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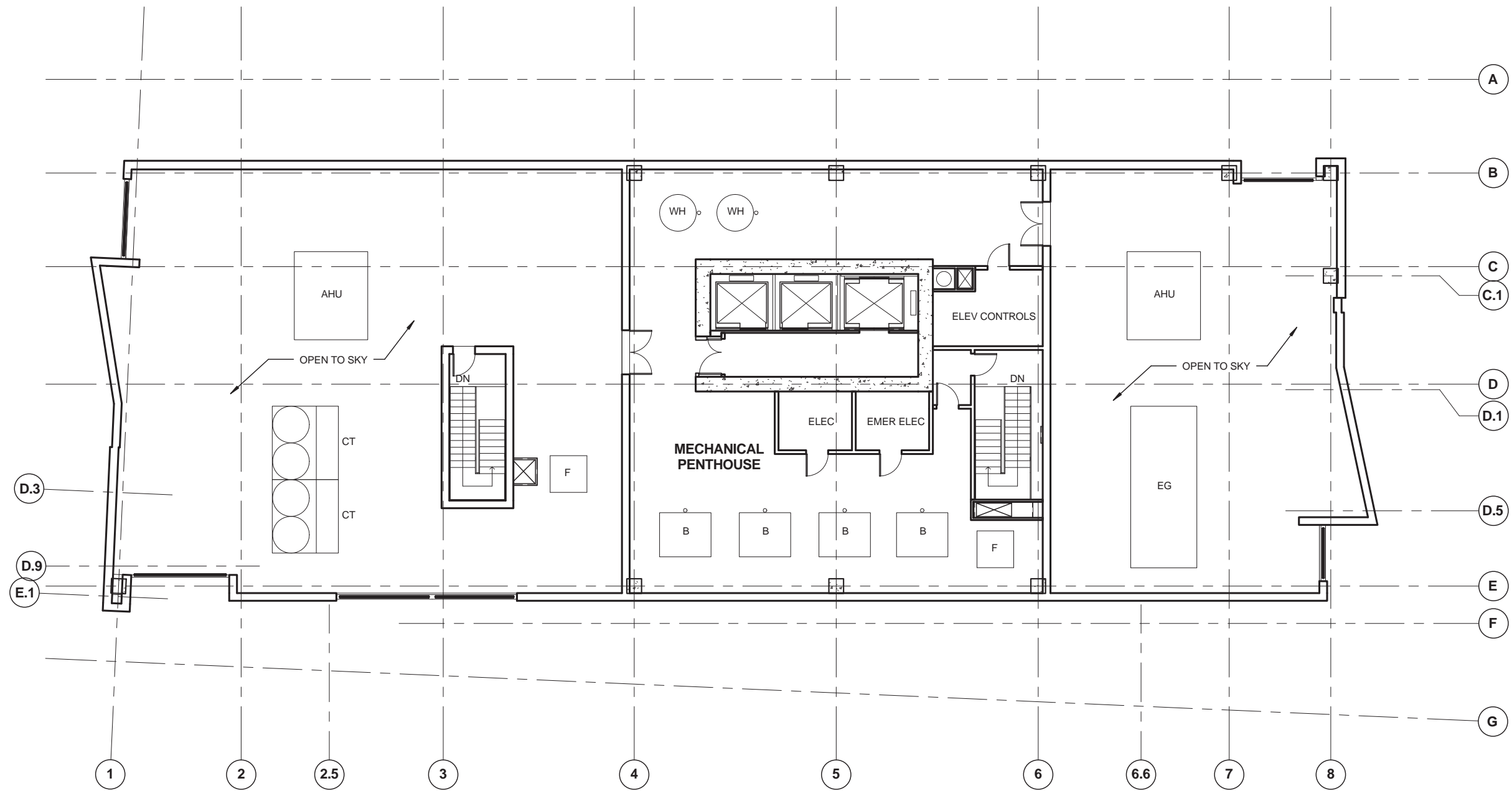
319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



EAST



WEST

319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts

ADD Inc ARCHITECTURE + DESIGN

Garage Entry
Gerding Edlen
September 28, 2010



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts

ADD Inc ARCHITECTURE + DESIGN

Perspective View from the Boston Convention and Exhibition Center

Gerding Edlen
September 28, 2010



319 A Street Rear Boston, Massachusetts