

April 19, 2018

BY HAND

Brian P. Golden, Director
Boston Planning & Development Agency
One City Hall, Ninth Floor
Boston, Massachusetts 02201

Attention: Aisling Kerr, Project Manager

Re: Proposed Changes, 49/51/63 Melcher Street Project

Dear Director Golden:

JSIP 63 Melcher, LLC, a Delaware limited liability company controlled by Jones Street Investment Partners (“Proponent”) respectfully submits this request for a project change (“Fifth Revised Project”) regarding the 49/51/63 Melcher Street Project, located in the Fort Point Channel district of South Boston, to notify the Boston Redevelopment Authority (“BRA”) doing business as the Boston Planning & Development Agency (“BPDA”) of proposed changes to the project, the proposed Fifth Revised Project.

Under Section 80A-6 of the Boston Zoning Code (“Code”), the Proponent is required to notify BPDA of any material changes to the project. The Proponent is seeking BPDA’s determination that the proposed changes do not increase significantly the impacts of the project, and therefore, no further review applies pursuant to Article 80B of the Code (Large Project Review and Related Approvals).

The Site

49 Melcher Street, 51-61 Melcher Street and 63 Melcher Street are adjacent lots, each improved with one building (“Existing Buildings”), occupying one city block of approximately 0.68 acres (29,219 square feet) (“Site”). The Site is bordered by Melcher Street to the north, A Street to the east, Necco Court to the south, and Necco Street to the west. Necco Court and Necco Street are private ways open to public travel, and owned by MEPT Necco Street Garage LLC, a Delaware limited liability company, c/o New Tower Trust Company, Bethesda, Maryland. The Proponent owns 63 Melcher Street (“63 Melcher Street”). 49 Melcher Street, LLC, a Massachusetts limited liability company, owns 49 Melcher Street (“49 Melcher Street”), and Bos Office 2 LLC, a Delaware limited liability company, c/o Zurich Alternative Asset Management, New York, New York owns 51-61 Melcher Street (“51-61 Melcher Street”).

The Proponent has sought and received the consent of 49 Melcher Street and 51-61 Melcher Street in connection with this Fifth Revised Project.

The Site is identified as Parcel A4 in the Master Plan for Planned Development Area (“PDA”) No. 69, South Boston/The 100 Acres, as amended by the First Amendment dated July

12, 2012, and by the Second Amendment dated June 13, 2013, and by the Third Amendment dated November 1, 2016 (“PDA Master Plan”). The Site is further subject to the Second Amended and Restated Development Plan for 49, 51 And 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres dated February 16, 2012 (“Second Amended and Restated Development Plan”), as amended by the First Amendment effective July 10, 2013 (“First Amendment”), and by the Second Amendment effective December 20, 2017 (“Second Amendment”).

The First Amendment by its terms does not apply to 63 Melcher Street. The Second Amendment by its terms applies solely to 63 Melcher Street. Accordingly, 63 Melcher Street is subject to the PDA Master Plan, the Second Amended and Restated Development Plan and the Second Amendment.

The Initial Project

In February 2008, a Project Notification Form encompassing the Site and describing the Initial Project was duly filed (“PNF”). The PNF proposed the renovation and expansion of the Existing Buildings to create an integrated office building with first-level retail/service space and additional gross floor area (“Initial Project”). The Development Plan for the Initial Project (“Original Development Plan”) was duly approved by the BRA on December 4, 2008. The Boston Zoning Commission approved the Original Development Plan for the Initial Project on February 4, 2009.

First Revised Project

In January 2011, a Notice of Project Change and a First Amended and Restated Development Plan were filed proposing certain changes to the Initial Project, which were approved by the BRA on April 14, 2011 and by the Boston Zoning Commission on May 4, 2011.

Second Revised Project

In December 2011, a Second Notice of Project Change and a Second Amended and Restated Development Plan were filed proposing certain changes to the First Revised Project, including separation of the Existing Buildings. Accordingly, the Second Amended and Restated Development Plan proposed three phases: Phase I at 63 Melcher Street; Phase II at 51 Melcher Street; and Phase III at 49 Melcher Street. The Second Amended Development Plan was approved by the BRA on February 16, 2012 and by the Boston Zoning Commission on March 14, 2012.

Third Revised Project

In April 2013, a Third Notice of Project Change and the First Amendment were filed proposing a single change to the Second Revised Project: the acknowledgement of approximately 8,736 square feet of then existing gross floor area in basement of 51 Melcher

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Street. The First Amendment was approved by the BRA on June 13, 2013 and by the Boston Zoning Commission on June 10, 2013.

Fourth Revised Project

In September 2017, a Fourth Notice of Project Change and the Second Amendment were filed proposing a single change to the Second Revised Project: the acknowledgement of 2,695 s.f. of existing residential GFA in the basement of the existing building of 63 Melcher Street (“63 Melcher Basement Space”) for Office and/or Cultural and/or Community use (“OCC Uses”). The Fourth NPC included an exhibit plan depicting the relevant 63 Melcher Basement Space (“Original 63 Melcher Basement Plan”).

The Second Amendment was approved by the BPDA on November 30, 2017 and by the Boston Zoning Commission on December 20, 2017.

Fifth Revised Project

Following approval of the Second Amendment, as design and construction plans were being prepared regarding the 63 Melcher Basement Space, it was discovered that the 63 Melcher Basement Space had been mismeasured by 848 gross square feet, such that the 2,695 gross square feet shown on the Original 63 Melcher Basement Plan is actually 3,543 gross square feet, as depicted on the revised plan affixed here as Exhibit A (“Revised 63 Melcher Basement Plan”) to the proposed, attached Third Amendment to Second Amended and Restated Development Plan.

Please note, the 63 Melcher Basement Space permitted for the OCC Uses under the Second Amendment **has the same footprint on both the Original 63 Melcher Basement Plan and the Revised 63 Melcher Basement Plan**. Thus, other than the single change correcting the measured square footage to the impacted basement area, the Revised 63 Melcher Basement Plan is the same as the Original 63 Melcher Basement Plan adopted under the Second Amendment. Accordingly, the proposed operation of the basement, and the remainder of the building, under the Second Amendment is not affected by the correction of the area of the 63 Melcher Basement Space.

63 Melcher Basement Space

As outlined, the only proposed change under this Fifth Revised Project from the Fourth Revised Project is to acknowledge an additional 848 square feet of the 63 Melcher Basement Space as gross floor area for Office and/or Cultural and/or Community use, for a total of 3,543 gross floor area for those uses from the currently permitted 2,695 square feet under the Second Amendment. This will result in a like increase in the overall office/cultural/community area and a reduction of overall residential area, but not residential units, as depicted on Table 1, below. As under the Second Amendment, the remainder of the 63 Melcher Basement Space will be

absorbed into reconfigured utility, entry and lobby areas appurtenant to the primary residential use of the building.

TABLE 1 – COMPARISON OF FOURTH AND FIFTH REVISED PROJECTS BY USE			
	Fourth Revised Project (previous)	Fifth Revised Project (current)	Change
Office and/or Cultural and/or Community (3,543 s.f. at 63 Melcher Street)	110,431 s.f.	111,279 s.f.	+848 s.f. (2,695 s.f. to 3,543 s.f.)
Enter., rest. Or rec./Retail/Svc.	11,510 s.f.	11,510 s.f.	No change
Residential	59,795 s.f.	58,947 s.f.	-848 s.f. (2,695 s.f. to 3,543 s.f.)
All Uses	181,736 s.f.	181,736 s.f.	No change
Parking Spaces	0	0	No change

Additional Public Benefits

As under the Second Amendment, the permitted Office space at 63 Melcher Street will be subject to periodic use by area arts and/or community organizations through express provisions in the lease of that space. Accordingly, that space is also being proposed for Cultural and/or Community use in addition to Office use. Generally, any Office lease for this space shall provide that from time to time, during the lease term, the Office lessee shall host within the premises events and meetings for local arts and/or community organizations during other than usual business hours, and shall make the premises available for “art lending programs” as defined from time to time by the participating arts organizations. The scope of these Cultural and/or Community events may include between eight (8) to twelve (12) community meetings and two (2) to three (3) “open studio” programs yearly. The Cultural and/or Community use of the space is intended to be consistent with the current use of the space as a residents’ and public amenity, as well as consistent with the use of similar ground-floor spaces in nearby buildings, which are available to the public and used by such neighborhood arts and community groups. There is no change in this regard from the Second Amendment.

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The reprogrammed 63 Melcher Basement Space under the Fourth Revised Project and this Fifth Revised Project will generate added public benefits in the form of the BPDA's Development Impact Project ("DIP") program, which requires development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job training programs (Code Section 80B-7(1)). The Proponent will comply by paying DIP exactions for approximately 3,543 gross square feet of the DIP Uses to which they apply, in the amounts of \$8.34 for housing (approximately \$29,548.62), and \$1.67 for jobs (approximately \$5,916.81).

No other terms, conditions or requirements of the Second Amendment shall be affected by this Fifth Revised Project.

Project Impacts

The Fifth Revised Project makes one material change for purposes of Section 80B of the Code: it acknowledges the existence of approximately of an additional 848 s.f. of floor area for office and/or cultural and/or community use at the basement level of 63 Melcher Street, for a total of 3,543 s.f. of gross area for those uses from the currently permitted 2,695 s.f. of gross area under the Second Amendment and the Fourth Revised Plan. This change involves neither any significant change in the exterior of the building, nor the creation of any new floor area or number of residential units, and is not reasonably expected to increase significantly any environmental impacts.

Conclusion

For all these reasons, we respectfully request that you determine pursuant to Section 80A-6 of the Code that the changes outlined in this Fifth Revised Project do not significantly increase environmental impacts, and that no further review under Section 80B of the Code is required for the 49/51/63 Melcher Street Project.

Respectfully,



Dennis E. McKenna

Attachments:

Proposed Third Amendment to Second Amended and Restated Development Plan for 49, 51 and 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres

THIRD AMENDMENT
to
SECOND AMENDED AND RESTATED DEVELOPMENT PLAN
for
49, 51 AND 63 MELCHER STREET
within
PLANNED DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES

Boston, Massachusetts

April 19, 2018

1. Third Amendment to Second Amended and Restated Development Plan: Pursuant to Section 3-1A and Article 80C of the Boston Zoning Code (the “Code”), and the Master Plan for Planned Development Area (“PDA Master Plan”) No. 69, South Boston/The 100 Acres, as amended by the First Amendment to the PDA Master Plan dated July 12, 2012, and by the Second Amendment to the PDA Master Plan dated June 13, 2013, and as amended by the Third Amendment to the PDA Master Plan dated November 1, 2016 (together, the “PDA Master Plan”), this development plan constitutes the Third Amendment to the Second Amended and Restated Development Plan, defined below (this “Amendment”) for the redevelopment of a parcel in the Fort Point Channel district of Boston comprising three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet) (the “Site”).

Each lot is owned by a different entity and improved with an existing building (the “Existing Buildings”): 49 Melcher Street, LLC, a Massachusetts limited liability company (“49 Melcher Owner”), owns 49 Melcher Street; Bos Office 2 LLC, a Delaware limited liability company (“51-61 Melcher Owner”), owns 51-61 Melcher Street; and JSIP 63 Melcher, LLC, a Delaware limited liability company (the “Proponent”), owns 63 Melcher Street.

On December 4, 2008, the Boston Redevelopment Authority (the “BRA”) approved a Development Plan for 49, 51 and 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres (the “Original Development Plan”). Under the Original Development Plan, W2005 BWH II Realty L.L.C., a Delaware limited liability company controlled by Archon Group, L.P, which then owned the entire Site, proposed to rehabilitate and expand the Existing Buildings into a single integrated office building with first-level retail/service space and additional gross floor area (“GFA”) (the “Original Project”). On February 4, 2009, the Boston Zoning Commission of the City of Boston (the “Commission”) approved the Original Development Plan, which became effective on February 5, 2009.

On January 3, 2011, a Notice of Project Change (the “First NPC”) as well as a First Amended and Restated Development Plan (the “First Amended Development Plan”) was filed to allow certain changes to the Original Project (the “First Revised Project”). On April 14, 2011, the BRA approved the First Amended Development Plan, which the Commission approved on May 4, 2011, and became effective on May 6, 2011.

On December 9, 2011, a second Notice of Project Change (the “Second NPC”) as well as a Second Amended and Restated Development Plan (the “Second Amended Development Plan”) was filed to allow certain changes to the Second Revised Project, including separate operation of the Existing Buildings, and the elimination of all additional Gross Floor Area (“GFA”) (the “Second Revised Project”). The Second Revised Project had three phases: “Phase I” at 63 Melcher Street; “Phase II” at 51 Melcher Street; and “Phase III” at 49 Melcher Street. On February 16, 2012, the BRA approved the Second Amended Development Plan, which the Commission approved on March 14, 2012, and which became effective the same day.

On April 25, 2013, a third Notice of Project Change (the “Third NPC”) as well as a First Amendment to the Second Amended Development Plan was filed to allow a single change to the Second Revised Project (the “Third Revised Project”). The sole change from the Second Revised Project was to acknowledge approximately 8,736 square feet (“s.f.”) of existing GFA in the basement of the existing building of 51 Melcher Street. On June 13, 2013, the BRA approved the First Amendment to the Second Amended Development Plan, which the Commission approved on July 10, 2013, and which became effective the same day.

On September 21, 2017, a Fourth Notice of Project Change (the “Fourth NPC”) as well as a Second Amendment was filed to allow a single change to the Second Revised Project. (the “Fourth Revised Project”). The sole change from the Third Revised Project was to acknowledge approximately 2,695 square (“s.f.”) of existing residential GFA in the basement of the existing building of 63 Melcher Street for Office and/or Cultural and/or Community use. On November 30, 2017, the BRA, doing business as the Boston Planning & Development Agency (“BPDA”), approved the Second Amendment to the Second Amended Development Plan, which the Commission approved on December 20, 2017, and which became effective on December 22, 2017.

On April 19, 2018, the Proponent filed a fifth Notice of Project Change (the “Fifth NPC”) and this Amendment to allow a single change to the Fourth Revised Project (the “Fifth Revised Project” or the “Project”), as follows:

The sole change from the Fourth Revised Project is to acknowledge approximately an additional 848 s.f. of existing residential GFA in the basement of the existing building of 63 Melcher Street, for a total of 3,543 s.f. of gross floor area from the currently permitted 2,695 s.f. of gross floor area under the Fourth Revised Project, which area is owned and is being renovated by the Proponent, for Office and/or Cultural and/or Community uses.

	Fourth Revised Project (previous)	Fifth Revised Project (current)	Change
Office and/or Cultural and/or Community (3,543 s.f. at 63 Melcher Street)	110,431 s.f.	111,279 s.f.	+848 s.f. (2,695 s.f. to 3,543 s.f.)

Enter., rest. Or rec./Retail/Svc.	11,510 s.f.	11,510 s.f.	No change
Residential	59,795 s.f.	58,947 s.f.	-848 s.f. (2,695 s.f. to 3,543 s.f.)
All Uses	181,736 s.f.	181,736 s.f.	No change
Parking Spaces	0	0	No change

This Amendment has no effect on either Phase II at 51 Melcher Street, which is owned by Bos Office 2 LLC, or Phase III at 49 Melcher Street, which is owned by 49 Melcher Street, LLC.

This Amendment modifies the Second Amended Development Plan, as amended by the First Amendment and the Second Amendment, to allow development of the Fifth Revised Project in place of the Fourth Revised Project. Upon approval, this Amendment will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Except as modified by this Amendment, the Second Amended Development Plan, as amended by the First Amendment and the Second Amendment, remains unmodified and in full force and effect.

This Amendment consists of five (5) pages of text plus a single ground floor plan, designated EXHIBIT A. Unless otherwise set forth herein, all references to terms defined by the PDA Master Plan and by the Code will have the meanings set forth in each as of the date of this Amendment.

2. Proponent: The Proponent, JSIP 63 Melcher, LLC, which owns 63 Melcher Street, is a Delaware limited liability company with its business address c/o Jones Street Investment Partners, 100 High Street, Suite 2500, Boston, Massachusetts 02210.

3. Project: As noted in Section 1 of this Amendment, above, the single change from the Fourth Revised Project is to acknowledge approximately an additional 848 s.f. of existing residential GFA in the basement of the existing building of 63 Melcher Street, for a total of 3,543 s.f. of gross floor area from the currently permitted 2,695 s.f. of gross floor area, for Office and/or Cultural and/or Community uses. The physical appearance of the Project as visible to the public is entirely unchanged.

Table 2, below, describes the overall land uses included in the Project, by phase. There are no changes in use to Phase II at 51 Melcher Street or Phase III at 49 Melcher Street.

TABLE 2- PROJECT USES BY PHASE	
	Uses (approximate gross floor area)
Phase I (63 Melcher Street)	Residential: 29,017 s.f. Office/Cultural/Community: 3,543 s.f.
Phase II (51 Melcher Street)	Office: 107,736 s.f.

Phase III (49 Melcher Street)	Residential: 29,930 s.f. Enter. Rest. Or rec./Retail/Svc: 11,510 s.f.
All Phases	181,736 s.f.

As noted above, a revised basement plan for 63 Melcher Street is attached to this Amendment as EXHIBIT A. This plan shall replace the plan depicting the ground floor of 63 Melcher Street, attached as EXHIBIT A to the Second Amendment to the Second Amended Development Plan.

4. Proposed Densities: The 100 Acres Master Plan and the PDA Master Plan anticipated that the 100 Acres area may ultimately accommodate approximately 5.9 million s.f. of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million s.f.).

The remaining 1.8 million s.f. of potential development may take place when it is demonstrated to the BPDA that adequate transportation infrastructure exists in the area to support the resulting new gross floor area.

The PDA Master Plan sets the maximum floor area ratio (“FAR”) for new construction on an aggregate basis by groupings of parcels (“Parcel Groupings”) within the PDA Master Plan Area. These FAR limits are calculated excluding the gross floor area of any development that preexisted adoption of the PDA Master Plan on January 10, 2007. Because FAR limits apply to the specified Parcel Groupings in the aggregate, individual sites within them may have higher or lower FARs than one another.

As noted above, the PDA Master Plan designates the three parcels that make up the Site as part of Parcel A4. Accordingly, the Site is part of Parcel Grouping A1-A7. The aggregate FAR limit for Parcel Grouping A1-A7 is 1.3 under the 70-percent build-out scenario, which is now authorized. Because the approximately 181,736 s.f. of GFA currently existing at the Site is excluded from this limit, there is no net addition of gross floor area to be counted against FAR for the Parcel Grouping from the Project.

5. Additional Public Benefits: The additional Office space at 63 Melcher Street will be subject to periodic use by area arts and/or community organizations through express provisions in the lease of that space. Accordingly, that space is also being proposed for Cultural and/or Community use in addition to Office use. Generally, any Office lease for this space will provide that from time to time, during the lease term, the Office lessee shall host within the premises events and meetings for local arts and/or community organizations during other than usual business hours, and shall make the premises available for “art lending programs” as defined from time to time by the participating arts organizations. The scope of these Cultural and/or Community events may include between eight (8) to twelve (12) community meetings and two (2) to three (3) “open studio” programs yearly. The Cultural and/or Community use of the space is intended to be consistent with the current use of the space as a residents’ and public amenity, as well as consistent with the use of similar ground-floor spaces in nearby buildings, which are available to the public and used by such neighborhood arts and community groups.

The Fifth Revised Project will generate added public benefits in the form of the BPDA's Development Impact Project ("DIP") program, which requires development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job training programs (Code Section 80B-7(1)). The Proponent will comply by paying DIP exactions for approximately 3,543 gross square feet of the DIP Uses to which they apply, in the amounts of \$8.34 for housing (approximately \$29,548.62), and \$1.67 for jobs (approximately \$5,916.81).

EXHIBITS

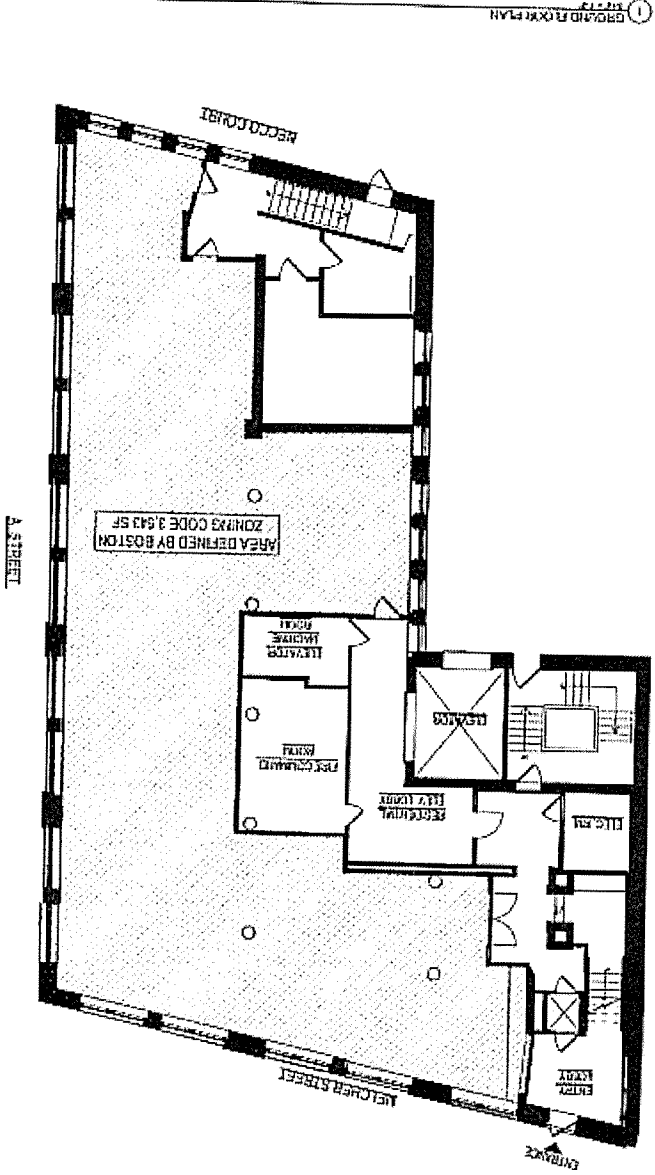
EXHIBIT A - 63 Melcher Street Ground Floor Plan

2292322.2

EXHIBIT A

Revised 63 Melcher Basement Plan

[remainder of page blank – see following]



A101

DATE	12/17/11
BY	AS/MS
NO.	1

GROUND FLOOR PLAN

PROJECT NO. 11111111

63 WADLER STREET

Bergmeyer

Architects

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