

January 6, 2015

Brian P. Golden, Director
Boston Redevelopment Authority
1 City Hall Square, 9th Floor
Boston, MA 02199
Attn.: Mr. Gary Uter, Project Assistant

Re: Proposed Rehabilitation of 9 Channel Center Street for Office and Other Uses

Dear Director Golden:

9 Channel Center LLC, a Delaware limited liability company affiliated with Berkeley Investments, Inc., of Boston, Massachusetts (the “**Proponent**”), as owner of the real property located at 9 Channel Center Street (“**9 Channel Center**” or the “**Site**”), submits this Sixth Notice of Project Change (“**Sixth NPC**”) regarding the Channel Center Project (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 “**Authority**”) of any material changes to the Project. The Proponent seeks a determination by the Authority’s Director that the proposed changes do not significantly increase the impacts of the Project, and that, therefore, no further review of the Project is required under Section 80B (Large Project Review and Related Approvals) of the Code.

Channel Center Project (Overall)

The Site is located within a larger, approximately 7.09-acre (308,898 sf) area in the Fort Point Channel District of Boston, Massachusetts, designated on Zoning Map 4 as Planned Development Area No. 53 (“**PDA No. 53**”). Zoning for PDA No. 53 is set by the Amended and Restated Development Plan for Planned Development Area No. 53, Channel Center Project, South Boston, dated June 12, 2012, and effective July 12, 2012 (“**PDA Plan No. 53**”).

The Channel Center Project is a multi-phase, mixed-used development planned to comprise multiple buildings containing residential, live/work, office, research and development, commercial, retail, service, restaurant, and parking uses, together with open space areas. PDA Plan No. 53 identifies ten development parcels or “**Components**,” as follows:

- Six former Boston Wharf Company warehouse buildings that have been rehabilitated, at 40 Channel Center (Component 1), 20 Channel Center (Component 2), 10 Channel Center (Component 3), 35 Channel Center (Component 4), 15 Channel Center (Component 5), and 5 Channel Center (Component 9);
- Two new infill buildings at 25 Channel Center (Component 6) and One Channel Center (Component 10); and
- Two vacant, former Boston Wharf Company warehouse buildings, one at 9 Channel Center (Component 7), and the other adjacent at 7 Channel Center (Component 8).

9 Channel Center (Component 7)

The Site comprises a single lot of approximately 15,521 square feet (“**sf**”), which is improved with a seven-story, former warehouse, constructed by the Boston Wharf Company (the “**Existing Building**”). 9 Channel Center borders Channel Center Street to the west, 15 Channel Center to the north, Medallion Avenue to the east, and 7 Channel Center to the south. The Existing Building is built to its lot lines, and it shares a party wall with the building at 15 Channel Center. The Site is also located within the Fort Point Channel Landmark District (the “**FPCLD**”).

The current proposal would rehabilitate the Existing Building at 9 Channel Center, with approximately 6,687 sf of Other Uses (*e.g.* retail or restaurant) at the ground level, and approximately 65,875 sf of Office Uses on the upper six levels, for a total of approximately 72,562 sf of gross floor area (“**GFA**”). As required under PDA Plan No. 53, at least 36 parking spaces will be provided for 9 Channel Center at the Channel Center Garage.

No GFA is proposed be added to the Existing Building. Rehabilitation of the historic, masonry exterior will be nearly identical to the schematic design previously reviewed and approved (PDA Plan No. 53, Exh. E-1), with the following exceptions:

- On the Channel Center Street elevation:
 - Two windows were previously proposed to have fixed, six-light sashes at the bottom of the opening and louvers above, but the sash will now fill the entire opening and be made of wood, as are the other ground-floor windows;
 - To provide code-compliant, disabled access to the ground-level retail or restaurant uses, the center portion of the loading dock will be lowered to exterior grade, and a new metal storefront system, with paired metal and glass doors in the center and folding metal windows to the side, will be installed, with the same basic pattern as the previously approved loading dock window;
 - Existing door openings will receive new wooden doors and sidelights, with the northerly door serving as the main entrance to the upper-level Office Uses, and featuring a glass canopy with integral gutter, at the same width as the existing opening and extending out from above the transom;
- On the Medallion Avenue elevation:
 - The loading dock at the southerly end of this façade was previously approved to be lowered to exterior grade, based on the required location for the new transformer, but the northerly loading dock will now be lowered instead;
 - A new transformer room will be constructed inside the Existing Building at the northerly loading dock instead of the southerly loading dock, and new metal-grate, bi-fold doors will be installed for access and ventilation of the transformer, due to its new location;
 - One window opening in the center of this façade will be lowered for an egress door, to ensure accessibility of the ground-level retail/restaurant space; and

- The louvers previously approved above all the egress doors will be replaced by six-light transoms.
- On the roof:
 - The historic head house in the northwest corner of the roof will now be retained;
 - New stair and elevator head houses will be constructed easterly of the existing appurtenances along the northerly end of the roof, to minimize visibility from public ways; and
 - The existing freight elevator head house will now be retained and reused for placement of the emergency generator.

Please see the drawings attached as **EXHIBIT A**.

The FPCLD Commission approved these proposed changes, with provisos, on June 30, 2014. A copy is attached as **EXHIBIT B**. The Channel Center Owners' Association also approved the proposed changes, on October 21, 2014. A copy is attached as **EXHIBIT C**.

7 Channel Center (Component 8)

The Proponent also owns 7 Channel Center (Component 8), a separate lot of approximately 15,092 sf, immediately south of the Site. 7 Channel Center is improved with a three-story, former warehouse, also constructed by the Boston Wharf Company. However, the Proponent currently has no plans to perform work at 7 Channel Center, which will continue to remain vacant until approvals are obtained at a later date. .

Previous Large Project Review of the Channel Center Project

Large Project Review of the Project began on January 24, 2001, when affiliates of Beacon Capital Partners (“**Beacon**”) submitted a Project Notification Form (“**PNF**”) to the Authority for the Channel Center Project. On March 27, 2001, the Authority issued a Scoping Determination Regarding Submission Requirements for a Draft Impact Report (“**DPIR**”) in response to the PNF (the “**Original Scoping Determination**”). Subsequent review to date has included the following:

- On May 8, 2001, Beacon submitted a Notice of Project Change to the Authority to reflect a planned decrease in the total square footage proposed for the Channel Center Project and in the height of certain proposed new buildings (the “**First NPC**”). On June 25, 2001, the Authority issued a Scoping Determination for a DPIR (“**Second Scoping Determination**”) in response to the First NPC. On August 30, 2001, Beacon submitted a DPIR to the Authority in response to the Second Scoping Determination. On January 22, 2002, the Authority issued a Preliminary Adequacy Determination pursuant to Section 80B-5.4(iv) of the Code, subject to continuing design review by the Authority, in response to the DPIR.
- On June 28, 2002, Beacon submitted a further Notice of Project Change (the “**Second NPC**”) relating to certain changes in the use program for the Project, and the Authority

- issued an Adequacy Determination dated September 22, 2002, subject to continuing design review by the BRA, in response to the Second NPC.
- On August 29, 2006, Beacon filed a further Notice of Project Change (the “**Third NPC**”), in response to which the Authority issued an Adequacy Determination dated October 23, 2006, subject to continuing design review by the Authority.
 - On October 27, 2010, Channel Center Holdings VAF, LLC (“**Holdings**”), as successor in interest to Beacon, filed a Notice of Project Change with the Authority, as amended by an Amendment to Notice of Project Change dated October 27, 2010, filed on November 3, 2010 (the “**Fourth NPC**”). The Fourth NPC reflected the replacement of plans for the demolition of the building known as 5 Channel Center and the construction of an adjacent infill building, with a proposal to rehabilitate each of 5, 7, and 9 Channel Center, and to relocate Iron Street southerly in order to facilitate such building rehabilitation. On January 21, 2011, the Authority issued an Adequacy Determination of the Fourth NPC, subject to continuing design review by the Authority.
 - On April 23, 2012, Holdings and Galvin Capital Partners, LLC, doing business as Commonwealth Ventures, filed a further Notice of Project Change (the “**Fifth NPC**”) with the Authority in connection with the development of a parking garage to serve the Channel Center Project but located outside of PDA No. 53 (the “**Channel Center Garage**”), a new office building at One Channel Center, and new open space. On July 3, 2012, the Authority issued an Adequacy Determination for the Fifth NPC, subject to continuing design review by the Authority.

Copies of the previous Adequacy Determinations for the Project are attached as **EXHIBIT D**.

Currently Proposed Changes to the Channel Center Project

Under this Sixth NPC, the description of the Channel Center Project would change solely as to development at 9 Channel Center (Component 7) and 7 Channel Center (Component 8). The Fifth NPC described development at 7 and 9 Channel Center *together*, as: “approximately 40,000 square feet of office uses, approximately 11,010 square feet for ‘Other Uses’ as defined in PDA Plan No. 53 (such as retail, gallery and other non-residential space), and approximately 44,400 sf of residential apartments/artist’ live/work units.” (Fifth NPC, p. 1-4.)

As described above, the Proponent has separated the proposed rehabilitation of 9 Channel Center from any future work at 7 Channel Center. Proposed development at 9 Channel Center Street would include approximately 6,687 sf of Other Uses on the ground level and approximately 65,875 sf of Office Uses on the upper six stories, all within the existing envelope, for a total of 72,562 sf of development. Because 7 Channel Center will remain vacant, the proposed changes represent 22,848 sf *less* development than reviewed previously for 7 and 9 Channel Center, together.

The proposed changes to the 7 and 9 Channel Center components of the Channel Center Project will not result in a material changes to the Project *overall*. PDA Plan No. 53 authorizes up to 1,550,000 sf of development, and contemplates that at least 13 historic warehouse buildings are to be rehabilitated and restored, five buildings are to be demolished, two infill buildings are to be

constructed, and two new mid-rise buildings are to be constructed. The proposed changes to the Channel Center Project as previously reviewed are summarized in **TABLE 1**, below.

TABLE 1 – Proposed Changes to the Channel Center Project as Previously Reviewed					
Uses (per PDA No. 53)	Reviewed thru Fourth NPC	Reviewed per Fifth NPC	Proposed per Sixth NPC	Change from Fifth NPC	Change from Fourth NPC
Residential Uses	545,342 sf	421,652 sf	377,252 sf	- 44,400 sf	-168,090 sf
Office Uses (includes R&D)	867,542 sf	874,205 sf	900,080 sf	+ 25,875 sf	+ 32,538 sf
Other Uses (e.g. retail, restaurant)	137,116 sf	77,116 sf	72,793 sf	- 4,323 sf	- 64,323 sf
Total Uses	1,550,000 sf	1,372,973 sf	1,350,125 sf	- 22,848 sf	- 199,875 sf
Parking	1,010 spaces	1,010 spaces	1,010 spaces	No change	No change

Overall, the proposed changes to the Channel Center Project would result in approximately 26,000 sf more of Office Uses than reviewed under the Fifth NPC, but approximately 23,000 sf *less* of all uses. There would be no change in parking, which, as before, would be located off site at the Channel Center Garage and in the residential garage at 25 and 35 Channel Center. In comparison to the Channel Center Project as reviewed in years *prior* to the Fifth NPC, the proposed changes would result in approximately 200,000 sf *less* development overall, and no change in parking.

No Significant Increase in Impacts

None of the factors that the Director must consider under Section 80A-6.2 of the Code suggest that the Project will significantly increase the impacts of the Channel Center Project. For example, there is no expected increase in traffic impacts. The 2020 Base Condition in the A Street Corridor, South Boston Traffic Report, prepared by Howard/Stein-Hudson Associates, dated April 28, 2009, assumed 1,539,357 sf of total uses for the Channel Center Project. While, for purposes of trip generation, the Fifth NPC assumed 1,391,830 sf of total uses. With the proposed changes to the Project, total uses at Channel Center would be only 1,350,125 sf.

Section 80A-6.2 of the Code provides that “[n]o further review is required ... for any project change or alternative that has been adequately considered in an approved ... PDA Development Plan.” As currently proposed, development at 9 Channel Center will comply with all provisions of PDA Plan No. 53, and so will not require an amendment, or any other zoning relief:

- The proposed Office and Other Uses are currently permitted at 9 Channel Center by right (PDA Plan No. 53, Exh. G-7);
- The proposed gross floor area of approximately 72,562 sf (6,687 sf Other Uses and 65,875 sf of Office Uses), is less than the 77,139 sf of GFA permitted at the 15,521 sf Site, based on the current maximum floor area ratio (“**FAR**”) of 4.97 (*id.*);

- There is no change proposed to the height of the Existing Building, which does not exceed the current maximum of 80 feet that applies to 9 Channel Center (*id.*);
- As required under PDA Plan No. 53, the Proponent will enter into a written agreement with the owner of the Channel Center Garage for no fewer than 0.5 spaces, and no more than 1.5 spaces, for each 1,000 sf in GFA of Office and Other Uses, which is a minimum of 36 parking spaces and a maximum of 109 spaces (*id.*, Exh. H); and
- No loading is required for 9 Channel Center because GFA is less than 100,000 sf (*id.*).

Moreover, as shown in TABLE 2, below, the proposed changes do not take total development for the Channel Center Project outside of the minimums and maximums authorized under PDA Plan No. 53.

Uses	Authorized under PDA Plan No. 53 ¹	Developed to Date in PDA No. 53	Proposed under Sixth NPC	Proposed vs. Authorized
Residential Uses	Not less than 183,500, and up to 1,383,300sf	≈ 377,252 sf (15, 25, and 35 7279Channel Center)	≈ 377,252 sf	≈ 193,782 sf <i>above</i> minimum
Office Uses (includes R&D uses)	Not less than 50,000 sf, and up to 1,249,800 sf	≈ 834,205 sf (1, 5, 10, 20, and 40, Channel Center)	≈ 900,080 sf	≈ 349,720 sf <i>below</i> maximum
Other Uses (e.g. retail, restaurant)	Up to 96,700 sf	≈ 66,106 sf (1, 10, 15, 20, 25, 35, and 40 Channel Center)	≈ 72,793 sf	≈ 23,907 sf <i>below</i> maximum
Gallery Space	Up to 20,000 sf	Unknown	Up to 20,000 sf	No difference
Total Uses	Up to 1,550,000 sf	≈ 1,277,563 sf	≈ 1,350,125 sf	≈ 199,875 sf <i>below</i> maximum
Parking	1,010 spaces	1,010 spaces	1,010 spaces	No difference

Public Benefits from 9 Channel Center (Component 7)

Community Mitigation Funds

Under the Cooperation Agreement for the Channel Center Project, dated January 31, 2003, as amended by a First Amendment dated September 25, 2009 (the “Cooperation Agreement”), community mitigation funds must be paid to the Authority in the total amount of \$1,200,000, on a pro-rata basis based upon the ratio of the floor area for each phase of the Project to the total permitted square footage of 1,550,000 sf. The Authority holds the funds and makes them available to social service providers and non-profit organizations for uses such as childcare, affordable housing, public realm improvements, local arts initiatives, and social support functions. 9 Channel Center (Component 7) will generate approximately \$56,177 in community mitigation funds.

¹ “[I]n each case subject to market conditions and other factors.” (PDA Plan No. 53, p. 6.)

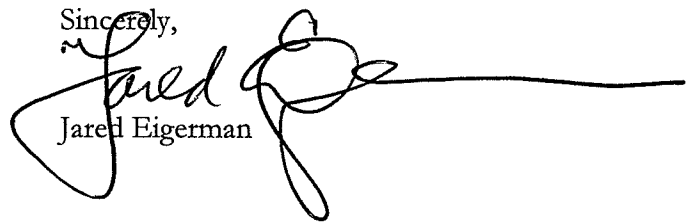
DIP Linkage

The Authority's Development Impact Project ("DIP") linkage program requires the payment of development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job-training programs. (Code sec. 80B-7(1).) 9 Channel Center (Component 7) includes approximately 72,562 sf of Development Impact Uses. The Proponent will comply with the DIP program by paying exactions for 9 Channel Center in the amounts set by the Cooperation Agreement for the Channel Center Project, of \$5.49 per sf for housing (approximately \$398,365), and \$1.59 per sf for jobs (approximately \$79,093).

Conclusion

For all these reasons, we respectfully request that you determine pursuant to Section 80A-6 of the Code that the proposed changes described in this Sixth NPC do not significantly increase impacts of the Channel Center Project, and, therefore, that no further review under Section 80B of the Code is required for the Channel Center Project.

Sincerely,



Jared Eigerman

cc (mail): Erico Lopez, BRA
David Carlson, BRA
Lisa Richardson, BRA
Valerie Burns, IAG
Jim Britt, IAG
Richard P. Devoe, IAG
Becky Dwyer, IAG
Mike Foley, IAG
Jon Seward, IAG
Burns Stanfield, IAG
Young Park, Berkeley Investments, Inc.
Barbara Smith-Bacon, Berkeley Investments, Inc.
Joel Bargmann, Bargmann, Hendrie & Archetype, Inc.
Guy Busa, Howard/Stein-Hudson

Exhibits: A – 9 Channel Center (Component 7) Drawings
B – FPCLDC, Approval with Provisos, June 30, 2014
C – Channel Center Owners Association, Inc., Project Approval, October 21, 2014
D – Previous Adequacy Determinations, 2002-2012

EXHIBIT A

9 Channel Center (Component 7) Drawings

(Inserted behind)

9 CHANNEL CENTER

January 5, 2015

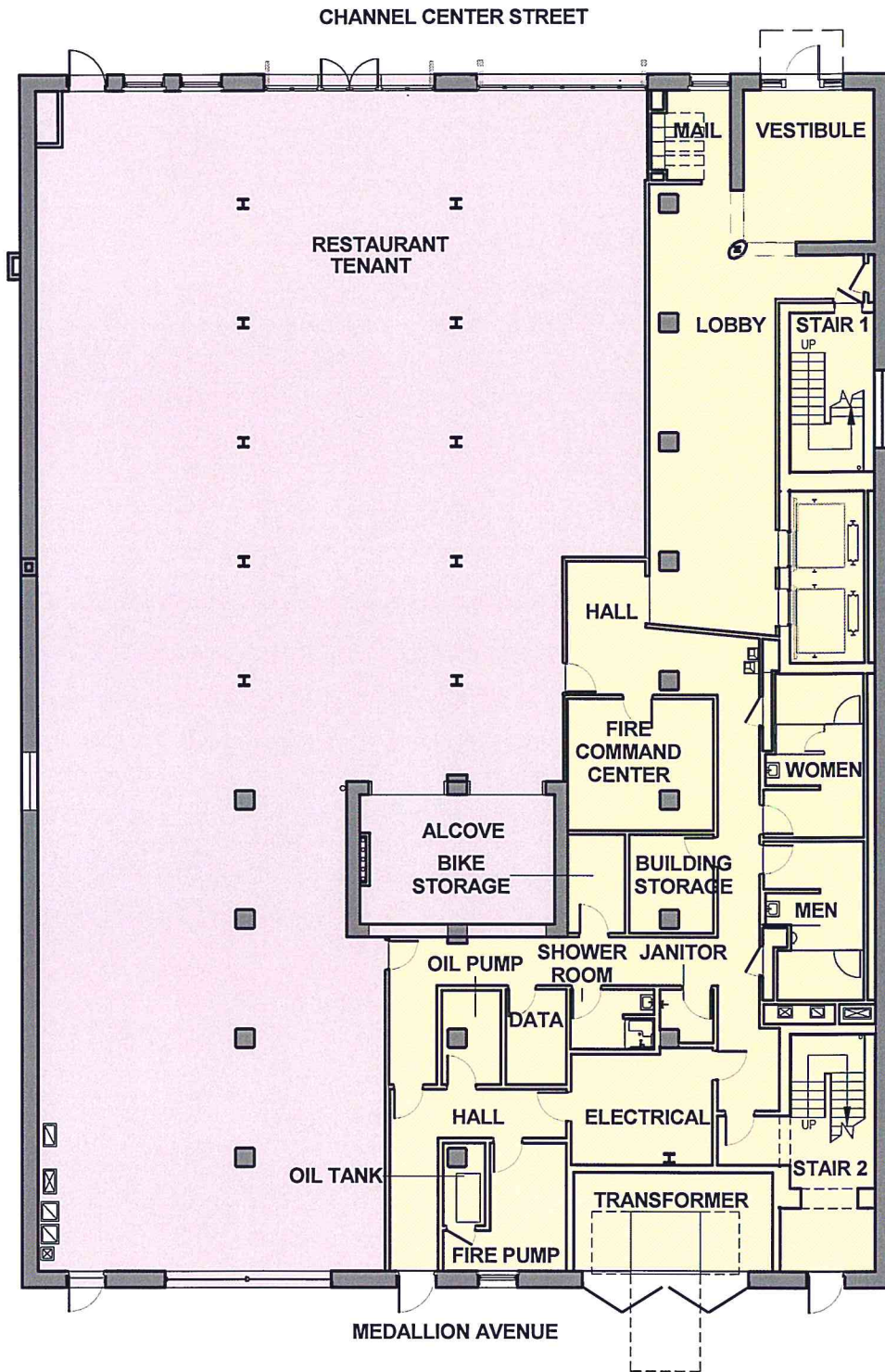




WEST FACADE

Bargmann Hendrie + Archetype, Inc. 300 A Street Boston, MA 02210 Tel: (617) 350-0450
P:\3187_9 Channel Center\4\Rev\03187_9 Channel Ctr.rvt 08/26/14

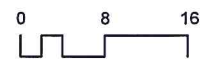
Berkeley Investments, Inc.
121 High Street, 3rd Floor, Boston, MA 02110

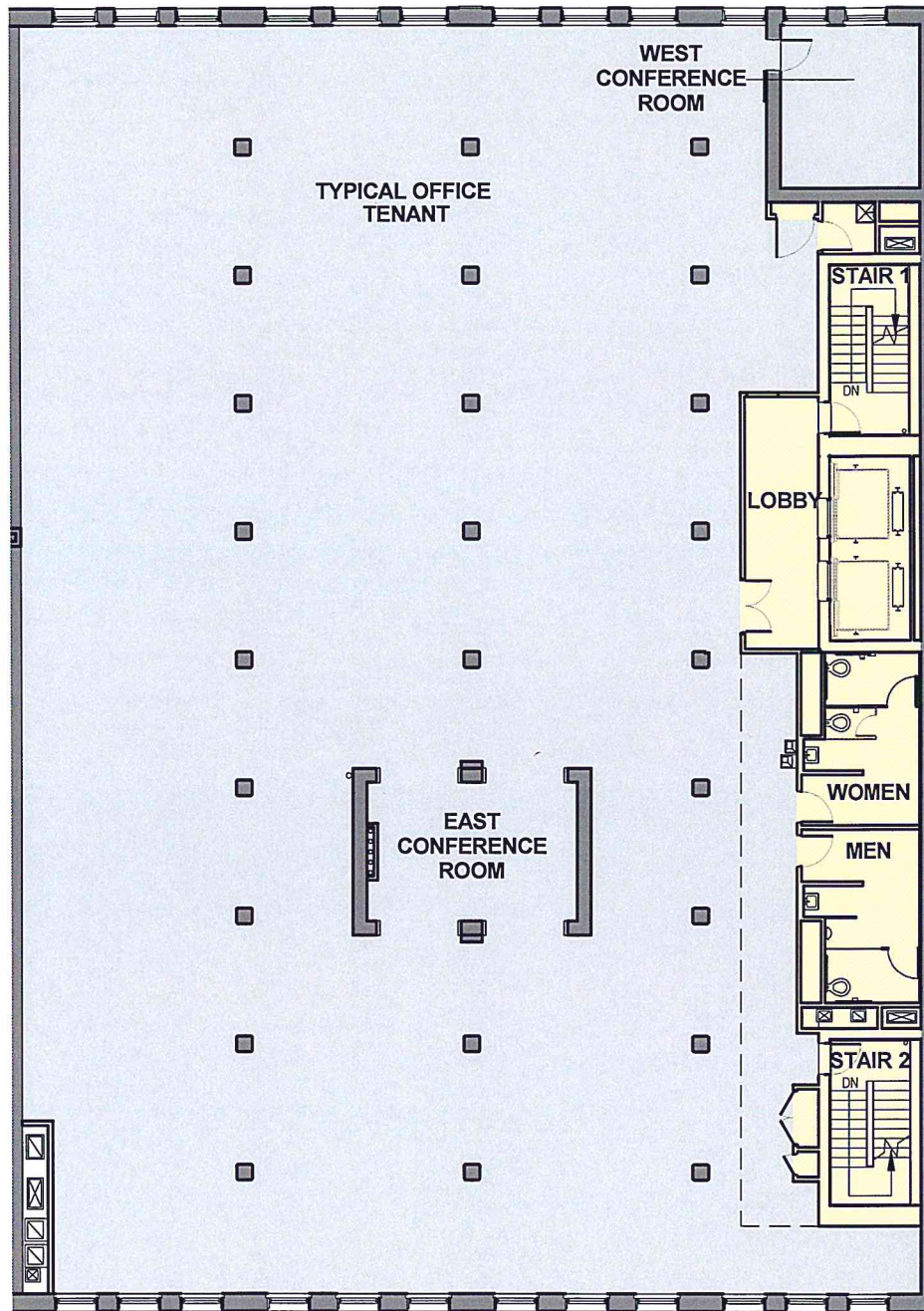


GROSS FLOOR AREA
GROUND LEVEL:
LEVELS 2-7:

6,687 SF OTHER USES
 10,979 SF OFFICE USES PER LEVEL

GROUND FLOOR PLAN

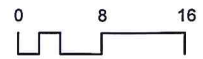


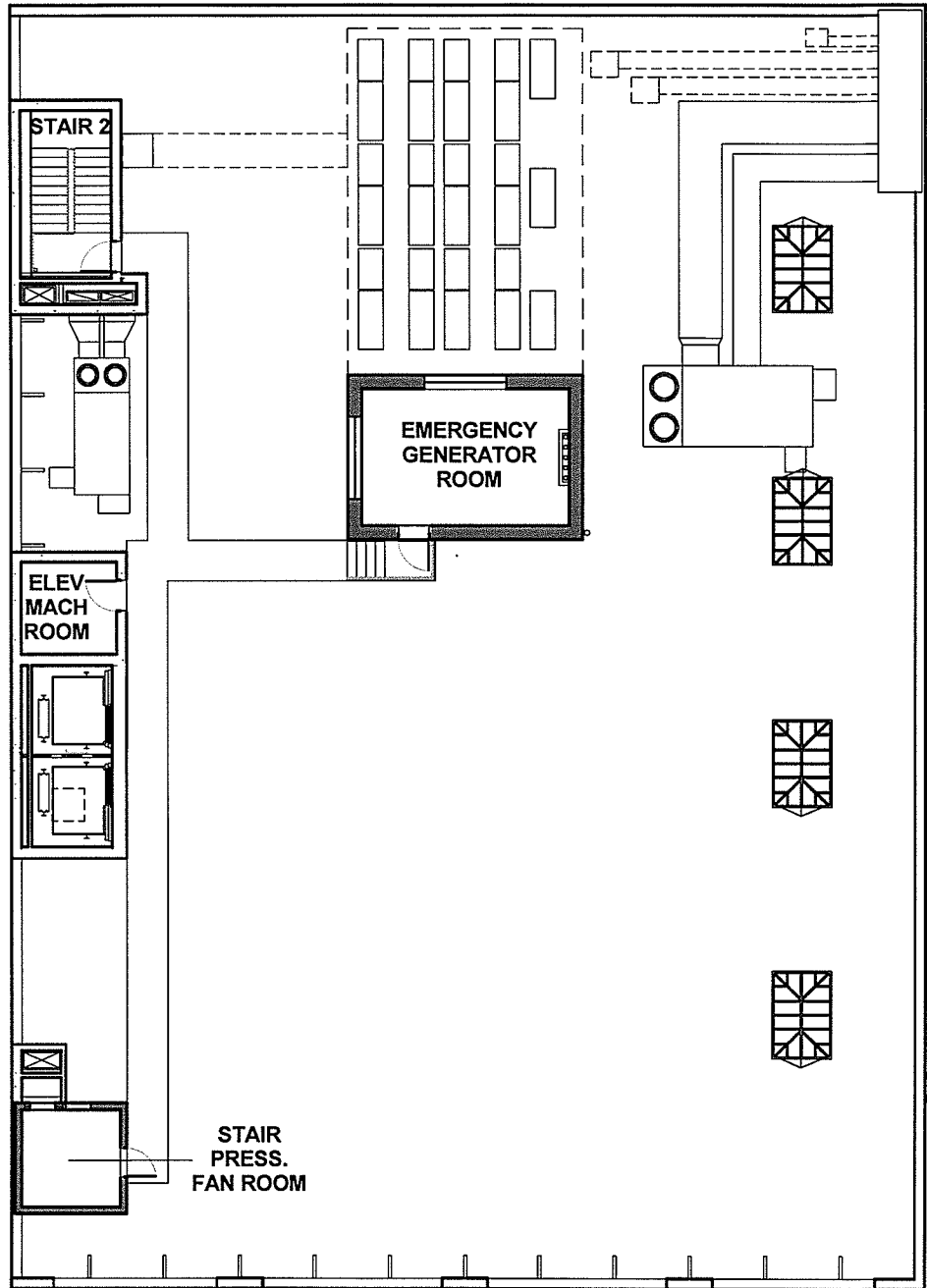


GROSS FLOOR AREA
 GROUND LEVEL:
 LEVELS 2-7:

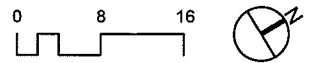
6,687 SF OTHER USES
 10,979 SF OFFICE USES PER LEVEL

TYPICAL FLOOR PLAN





ROOF PLAN





RETAIL LEVEL

Bairgmann Hendrie + Archetype, Inc. 300 A Street Boston, MA 02210 Tel: (617) 350-0450
P:\3197_9 Channel Center\Adv\Sec\3197_9 Channel Ctr.rvt 09/09/14

Berkeley Investments, Inc.
121 High Street, 3rd Floor, Boston, MA 02110



EAST FACADE

Bergmann Hendrie + Archetype, Inc. 300 A Street Boston, MA 02210 Tel: (617) 350-0450

P:\3197 9 Channel\Cenidobg\Rev\03197_9_Channel_Clr.rvt

09/08/14

Berkeley Investments, Inc.
121 High Street, 3rd Floor, Boston, MA 02110

ARCHITECT
bh+a
 Architecture + Interiors, Inc.
 300 A Street
 Berkeley, CA 94702
 415.355.6074

PROJECT NAME
9 Channel Center
 4 Channel Center West
 San Francisco, CA 94102

CLIENT
Berkeley Investments, Inc.
 1215 High Street, 5th Floor
 Berkeley, CA 94702

PROJECT TEAM
 Architect: bha
 300 A Street, 5th Floor
 Berkeley, CA 94702
 ME/P/E Engineer:
 2715 Lakeside Drive
 Berkeley, CA 94702
 Civil Engineer:
 1112 University Avenue
 Berkeley, CA 94702

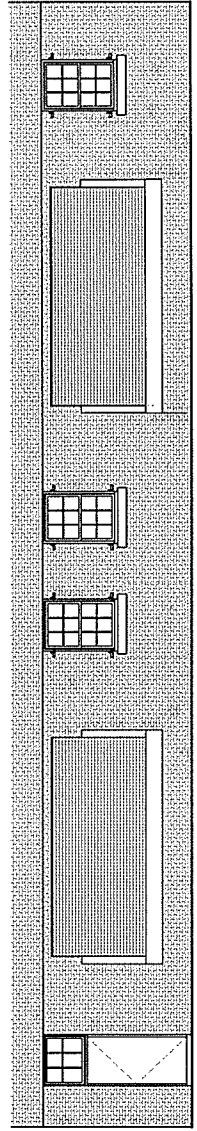
REVISIONS

DRAWER TITLE
East Ground Floor Elevations

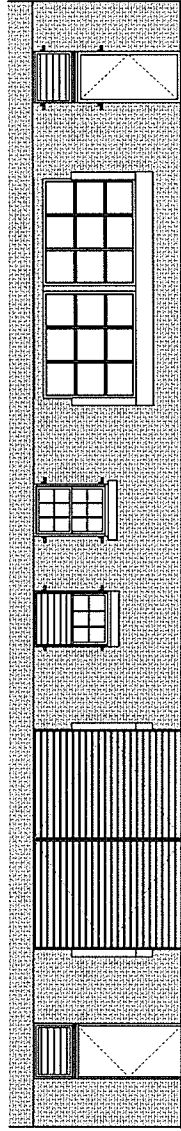
DRAWING INFORMATION

DRAWING NUMBER
A602.

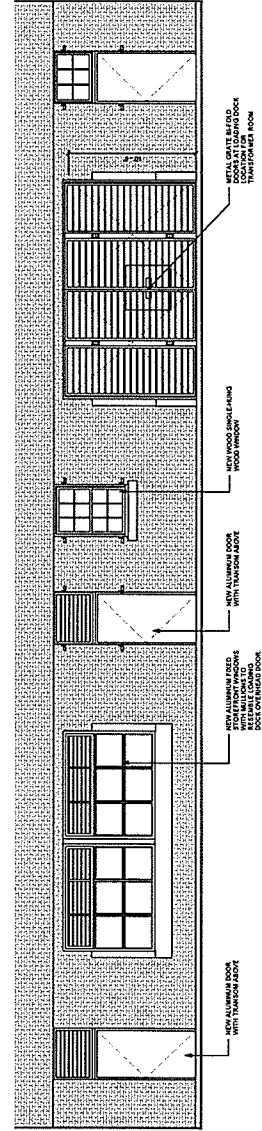
DATE: 01/11/11
 PROJECT: 9 Channel Center West
 SHEET: A602 OF 02
 DRAWN BY: [Redacted]
 CHECKED BY: [Redacted]
 APPROVED BY: [Redacted]



1 EXISTING EAST GROUND FLOOR ELEVATION



2 NPS APPROVED 2011 EAST GROUND FLOOR ELEVATION

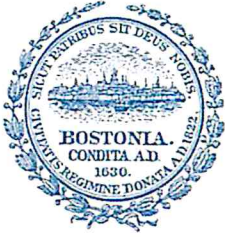


3 PROPOSED EAST GROUND FLOOR ELEVATION

EXHIBIT B

FPCLDC, Approval with Provisos, June 30, 2014

(Inserted behind)



CITY OF BOSTON

THE ENVIRONMENT DEPARTMENT

Boston City Hall, Room 709 • Boston, MA 02201 • 617/635-3850 • FAX: 617/635-3435

30 June 2014

FORT POINT CHANNEL LANDMARK DISTRICT COMMISSION

Berkeley Investments
121 High Street
Boston, MA 02110
Attn: Barbara Smith-Bacon

RE: Application 14.1234 (FPC)
9 Channel Center

APPROVAL WITH PROVISOS

Dear Ms. Smith-Bacon:

At a public hearing held at Boston City Hall on 12 June 2014 the Fort Point Channel Landmark District Commission reviewed your application to undertake a substantial rehabilitation of 9 Channel Center. The subject property is an original Boston Wharf Company warehouse building constructed to the designs of Boston Wharf Company architect Morton Safford.

The commission understood that the currently vacant building will be rehabilitated for office and retail use, and found the associated work generally appropriate to district guidelines. Recognizing the building as being in an extreme state of deterioration from years of neglect, the commission commended your efforts to sensitively rehabilitate the structure. However, the commission noted with regret that with the conversion of the loading bays to entries to accommodate retail spaces on the first floor, a great degree of the legibility of these distinctively utilitarian features will be lost. The commission understood the proposed storefront design to be a compromise between district guidelines and those of the National Park Service, an entity with concurrent review of the building due to its status as a certified rehabilitation project. While preferring to see retention of the existing wood entry doors, the commission appreciated your intent to replicate these items and replace now missing features such as the multi-pane transom over the south entry door. The commission found the new window openings on the south façade to be appropriate in their design and placement.

Thus, the commission voted to approve your application with the following provisos:

1. Samples of paint color and repointing shall be prepared for staff review and approval
2. The design of the storefront doors at the center of the loading dock bays on the west façade shall be revised so as to incorporate a horizontal detail suggesting a continuation of the line of the loading dock sill
3. The circular detailing on the metal transformer door shall be revised to read as square
4. A portion of the granite loading dock sill shall be reused at grade, and the additional granite blocks removed from this location shall be reused within the district for landscaping or other purposes
5. The applicant shall return for review of any desired signage or lighting at the building.

This determination is based on documentation presented at the hearing. Statutory reviews by other agencies in conflict with this decision may affect the status of this certificate, which is valid for two years from its date of issue. The applicant is required to inform the commission of any project changes; failure to do so may affect the status of this certificate. The application is further required to consult commission staff regarding those items deferred to its further review and approval, as summarized above. Please present this letter at the Inspectional Services Department (1010 Massachusetts Avenue) when applying for permits. Kindly submit photographs of the completed work to confirm compliance with the terms of this certificate.

Thanking you for your anticipated cooperation,

Erin Ross Doherty
Preservation Planner
Fort Point Channel Landmark District Commission

(over)

RECORD OF VOTE ON APPLICATION 14.1234(FPC)

MOTION by Yeeles; SECOND by Goganian

AFFIRMATIVE: Berarducci, Yeeles, Goganian, Tsipis

RECUSED: Karoff

EXHIBIT C

Channel Center Owners Association, Inc., Project Approval, October 21, 2014

(Inserted behind)

Channel Center Owners' Association, Inc.
c/o Commonwealth Ventures
10 Channel Center Street
Boston, MA 02210

October 21, 2014

9 Channel Center LLC
c/o Berkeley Investments, Inc.
121 High Street
Boston, MA 02110
Attn: Barbara Smith-Bacon

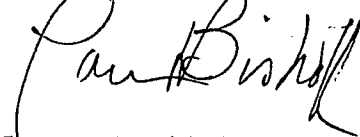
RE: 9 Channel Center, Boston, MA Renovation Project

Dear Barbara:

On behalf of the Channel Center Owner's Association, this letter is to notify 9 Channel Center LLC that the Declarant and the Association, as both of those terms are defined in that certain *Amended and Restated Declaration of Covenants, Restrictions, Development Standards and Easements*, dated as of September 7, 2012 (as amended, the "Declaration"), and pursuant to the terms of Article 4 of the Declaration, **approve** the rehabilitation plans for 9 Channel Center as an office building with retail at grade along Channel Center Street. This approval is based upon the materials 9 Channel Center LLC submitted to the Association on September 10, 2014, and was by vote taken after discussion at a meeting of the Channel Center Owner's Association, at which a quorum was present.

A copy of the relevant page of minutes is enclosed.

Channel Center Owners' Association, Inc.



Laurence H. Bishoff
President

Enclosure

cc Rebecca A. Lee, Esq., Edwards Wildman Palmer LLP
111 Huntington Avenue, Boston, MA 02199

Channel Center Holdings VAF, LLC, c/o Commonwealth Ventures
10 Channel Center Street, Boston, MA 02210
Attn: Richard A. Galvin

Jared Eigerman, Esq., Dalton & Finegold, LLP
183 State Street, 5th Floor, Boston, MA 02109

Barbara said that it is not a major ground-up building project, but just a building renovation, expected to take about 12-14 months. Larry wanted clarification that this work and timeframe was just for 9 Channel Center and Barbara confirmed that only 9 Channel Center is being worked on at this time.

Anthony thanked Barbara for the updates and asked the members of the association if they had any additional questions. Bob wanted to know about the dust control plan for the renovation. He wanted to make sure that they weren't replacing their HVAC filters more often due to dust from the renovation. Barbara wants to meet with 5 Channel Center separately to come up with a plan.

Barbara said that Berkley wanted the association's approval on the design. Eli made a motion to approve the design, the motion was seconded by Cheryl and all members approved.

Election

Anthony stated that Eli wished to resign as president of the CCOA. Kathy Gonzalez and Larry Bishoff had both expressed interest in the role. Rob Albro said they were both capable candidates. Anthony asked Larry and Kathy if they would each like to make a statement.

Larry stated that he had construction and maintenance responsibilities, totally 5,000,000 sf in his career. After speaking with other residents at 25 and 35 Channel Center, they decided that they should have a resident president, for a few reasons. They felt that the south end of Channel Center is nicely developed and that the north end where the residents are needs work to be up to the same standard. The residents are here all the time so they have a good idea of what needs to be done. They say the development has been well-managed, but the residents need attention. Residents with concerns need more of a say and a way to diffuse issues.

EXHIBIT D

Previous Adequacy Determinations, 2002-2012

(Inserted behind)

Boston Redevelopment Authority

Boston's Planning & Economic
Development Office

Thomas M. Menino, Mayor
Clarence J. Jones, Chairman
Peter Meade, Director

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

July 3, 2012

Mr. Richard Galvin
Channel Center Holdings VAF, LLC
c/o Commonwealth Ventures
10 Channel Center Street
Boston, MA 02210

Re: Determination Waiving Further Review
Channel Center Project: One Channel Center
Fort Point Channel Neighborhood, South Boston, Massachusetts

Dear Mr. Galvin:

Please be advised that on June 12, 2012, the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Determination pursuant to Section 80A-6.2 of the Boston Zoning Code (the "Code") which finds that the Notice of Project Change ("NPC"), submitted by Channel Center Holdings VAF, LLC and Commonwealth Ventures LLC (collectively, the "Proponent") does not significantly increase the impacts arising from the One Channel Center Project (the "Proposed Project") as described in the Amended and Restated Development Plan for Planned Development Area No. 53 (the "Amended PDA No. 53 Plan") and waives further review of the Proposed Project, subject to continuing design review by the BRA.

The Proponent seeks to construct a new 525,000± square foot office building ("Office Building"), a new parking garage containing approximately 970 spaces ("Garage"), two new open space areas (Iron Street Park and the New Park), and related street, streetscape and landscape improvements. The Office Building and Iron Street Park will be located within the Channel Center Project (to be governed by the Amended PDA No. 53 Plan), and the Garage and New Park will be constructed on a parcel of land southerly thereto.

Pursuant to the June 12, 2012 vote by the BRA, I hereby issue this Determination pursuant to Section 80A-6.2 of the Code waiving the requirement for further review of the Proposed Project, which finds that the NPC does not significantly increase the impacts arising from the Proposed Project and waives further review of the Proposed Project, subject to continuing design by the BRA.

Sincerely,


Peter Meade
Director

Cc: Rebecca Lee, Edwards Wildman Palmer LLP

Boston Redevelopment Authority

Boston's Planning & Economic
Development Office

Thomas A. Menino, Mayor
Clarence J. Jones, Chairman
John F. Polakoff, Director

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

January 21, 2011

Mr. Richard Galvin
Channel Center Holdings VAF, LLC
c/o Commonwealth Ventures, LLC
10 Channel Center Street, Suite 500
Boston, MA 02210

Re: Determination Waiving Further Review
Channel Center Project: 5, 7 and 9 Channel Center
Fort Point Channel Neighborhood, South Boston, Massachusetts

Dear Mr. Galvin:

Please be advised that on December 14, 2010, the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Determination under Section 80A-6.2 of the Boston Zoning Code (the "Code"), which finds that the Notice of Project Change ("NPC"), as amended, submitted by Channel Center Holdings VAF, LLC does not significantly increase the impacts arising from the 5 Channel Center Project and the 7-9 Channel Center Project (the "Proposed Projects") as described in the Second Amendment (the "Second Amendment") to the Development Plan for Planned Development Area No. 53 ("PDA Plan No. 53") and waives further review of such Proposed Projects, subject to continuing design review by the Boston Redevelopment Authority ("Authority").

Channel Center Holdings VAF, LLC (the "Proponent"), seeks to rehabilitate 7 and 9 Channel Center Street along with the rehabilitation of 5 Channel Center Street. The Proposed Projects will total approximately 145,000 square feet, of which approximately 75,000 square feet is expected to be office space, approximately 25,000 is expected to be research and development space, approximately 39,870 square feet is expected to be residential space, including artist live/work units, and approximately 5,130 square feet is expected to be retail/commercial space. The preservation of 7 Channel Center and 9 Channel Center will be undertaken by an affiliate of the Proponent as a single project separate and apart from the preservation and rehabilitation of 5 Channel Center, which will be undertaken by a separate affiliate of the Proponent. No additional floors will be added to the buildings, and the original building elements will generally be retained, restored and/or repaired as needed. New windows, electrical, heating and plumbing systems would be included in the rehabilitation work, and the work may include the installation of rooftop solar panels and other "clean energy" exterior appurtenances.

Pursuant to the December 14, 2010 vote by the BRA, I hereby issue to you, this Determination waiving further review under Section 80A-6.2 of the Code in connection with the Proposed Projects, which finds that the NPC does not significantly increase the impacts arising from the Proposed Projects and waives further review of such Proposed Projects, subject to continuing design review by the Authority.

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

Boston Redevelopment Authority

Boston's Planning & Economic
Development Office

Thomas H. Morano, Mayor
Clarence J. Jones, Chairman
Mark Maloney, Director

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

October 23, 2006

Mr. Douglas Mitchell
Beacon Capital Partners
One Federal Street
Boston, MA 02110

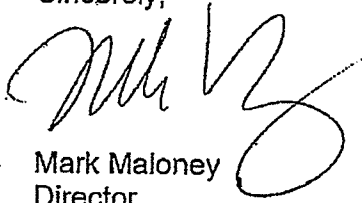
Re: Determination Waiving Further Review
Channel Center Project
Fort Point Channel District, South Boston, Massachusetts

Dear Mr. Mitchell:

Please be advised that on October 19, 2006, the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Determination under Section 80A-6.2 of the Boston Zoning Code (the "Code"), which (i) finds that the Notice of Project Change ("New NPC") adequately describes the potential impacts arising from the proposed Channel Center project and (ii) waives further review of the project under Article 80 of the Code, subject to continuing design review by the BRA. Beacon Capital Partners (the "Proponent") seeks to construct approximately 1,550,000 square feet of rehabilitation and new construction, including not less than 183,500 square feet and up to 1,383,000 square feet of residential uses, not less than 50,000 square feet and up to 1,249,800 square feet of office uses, 96,700 square feet of other uses, 20,000 square feet of gallery space, approximately 1010 parking spaces, including approximately 990 structured parking spaces located in one or more garages and approximately 20 surface parking spaces located along Channel Center Street and/or Medallion Avenue (the "Revised Channel Center Project").

Pursuant to the October 19, 2006 vote by the BRA, I hereby issue to you, this Determination waiving further review under Section 80A-6.2 of the Code in connection with the *Revised Channel Center Project* which (i) finds that the New NPC adequately describes the potential impacts arising from the Proposed Project and (ii) waives further review of the Proposed Project under Article 80 of the Code, subject to continuing design review by the BRA.

Sincerely,



Mark Maloney
Director

Boston Redevelopment Authority

Boston's Planning & Economic
Development Office

Thomas H. Merino, Mayor
Clarence J. Jones, Chairman
Mark Haksemy, Director

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

September 13, 2002

Mr. Douglas Mitchell
Beacon Capital Partners
One Federal Street
Boston, MA 02110

Re: Determination Waiving Further Review
Midway Project
South Boston, Massachusetts

Dear Mr. Mitchell:

Please be advised that on August 22, 2002, the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Determination under Section 80A-6.2 of the Boston Zoning Code (the "Code") which (i) finds that the Notice of Project Change ("NPC"), submitted on June 28, 2002, adequately describes the potential impacts arising from the proposed Midway project and (ii) waives further review of the project under Article 80 of the Code, subject to continuing design and document review by the BRA. The Authority would like to reiterate that the proposal for the West Second Street property as outlined in the letter submitted by the Proponent dated August 20, 2002 (Attachment) has not been approved. The Proponent will be required to submit a separate Housing Creation Proposal with respect to the West Second Street property to the Authority and the Neighborhood Housing Trust for approval, in accordance with Section 80B-7 of the Boston Zoning Code, and any future proposal will be subject to Article 80 review.

Beacon Capital Partners (the "Proponent") seeks to construct approximately 1,550,000 square feet of rehabilitation and new construction, including approximately 836,300 square feet of office and research and development space, approximately 426,000 square feet of residential space for the provision of 359 housing units, approximately 171,000 square feet of live/work space, approximately 96,700 square feet of retail and restaurant and other uses, approximately 20,000 square feet of gallery space, 1,010 structural parking spaces, and 20 additional spaces along Midway Street (the "Revised Midway Project").

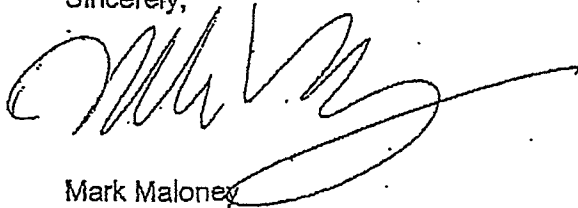
The residential and/or live/work units shall be located at 2 Midway Street (Parcel 5), 16-22 Midway Street (Parcel 6), 24-38 Midway Street (Parcel 7), 40-44 Midway Street (Parcel 8), and 46-48 Midway Street (Parcel 9). Twenty percent (20%) of the residential and/or live/work units at 24-38 Midway Street (Parcel 7) shall be affordable to persons earning less than or equal to eighty percent (80%) of median income. At least ten percent (10%) of the units developed within the

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Determination Waiving Further Review
Midway Project
South Boston, Massachusetts

buildings located at 2 Midway Street (Parcel 5), 16-22 Midway Street (Parcel 6), 40-44 Midway Street (Parcel 8) and 46-48 Midway Street (Parcel 9) shall be affordable to persons earning between eighty percent (80%) and one hundred and twenty percent (120%) of median income. The square footage of the designated affordable units shall be equal to or greater than the average square footage of the units within the building in which they are located. A minimum of one (1) deeded parking space shall be included with each affordable unit.

Pursuant to August 22, 2002 vote by the BRA, I hereby issue to you, this Determination waiving further review under Section 80A-6.2 of the Code in connection with the Revised Midway Project which (i) finds that the NPC adequately describes the potential impacts arising from the Proposed Project and (ii) waives further review of the Proposed Project under Article 80 of the Code, subject to continuing design and document review by the BRA. The Authority would like to reiterate that the proposal for the West Second Street property as outlined in the letter submitted by the Proponent dated August 20, 2002 (Attachment) has not been approved. The Proponent will be required to submit a separate Housing Creation Proposal with respect to the West Second Street property to the Authority and the Neighborhood Housing Trust for approval, in accordance with Section 80B-7 of the Boston Zoning Code, and any future proposal will be subject to Article 80 review.

Sincerely,



Mark Maloney
Director

Attachments:
Letter dated August 20, 2002
Midway Site Plan

Boston Redevelopment Authority

Boston's Planning & Economic
Development OfficeThomas A. Mazza, Mayor
Clarence J. Jones, Chairman
Nat. Moloney, DirectorOne City Hall Square
Boston, MA 02201-1007
Tel 617-722-4500
Fax 617-248-1937

January 22, 2002

Mr. Douglas Mitchell
Beacon Capital Partners
One Federal Street
Boston, MA 02110Re: Preliminary Adequacy Determination Waiving Further Review
Midway Project
South Boston, Massachusetts

Dear Mr. Mitchell:

Please be advised that on December 20, 2001 the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Preliminary Adequacy Determination under Section 80B-5.4(c)(iv) of the Boston Zoning Code (the "Code") which (i) finds that the Draft Project Impact Report ("DPIR") adequately describes the potential impacts arising from the proposed Midway project and provides sufficient mitigation measures to minimize these impacts and (ii) waives further review of the project under subsection 4 of Section 80B-5 of the Code; subject to continuing design review by the BRA. Beacon Capital Partners (the "Proponent") seeks to redevelop the approximately 6.8 acre site into a mixed-use program that is anticipated to include approximately 1,550,000 square feet of rehabilitation and new construction, including approximately 1,249,800 square feet of office and research and development space, approximately 183,500 square feet of live/work space, approximately 96,700 square feet of retail and restaurant space, approximately 20,000 square feet of gallery space, 990 structural parking spaces, and 20 additional spaces along Midway Street (the "Proposed Project").

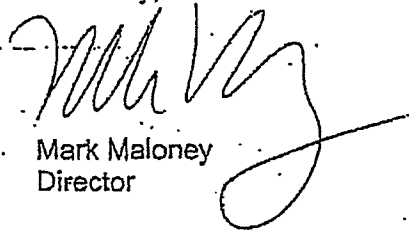
Pursuant to the December 20, 2001 vote by the BRA, I hereby issue to you, this Preliminary Adequacy Determination waiving further review under Section 80B-5.4(c)(iv) of the Code in connection with the Proposed Project which (i) finds that the DPIR adequately describes the potential impacts arising from the Proposed Project and provides sufficient mitigation measures to minimize the impacts and (ii) waives further review of the Proposed Project under subsections 4 of Section 80B-5 of the Code, 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 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 Section 80B-5.4(b) and (c) of the Code. The BRA shall consider any comments received and may modify this Preliminary Adequacy

Page Two
Preliminary Adequacy Determination Waiving Further Review
Midway Project

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 'Mark Maloney', with a long horizontal flourish extending to the right.

Mark Maloney
Director