

REUBEN, JUNIUS & ROSE, LLP

Jared Eigerman
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March 13, 2019

Overnight Delivery

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

**Re: *Innovation Square at Northern Avenue* -- Second Notice of Project Change
Our File No.: 11130.01**

Dear Director Golden:

On behalf of TS Partners LLC (the “Proponent”), we submit this Second Notice of Project Change (this “Second NPC”) to inform you of minor, proposed changes to the *Innovation Square at Northern Avenue* project (the “Project”), at 6 Tide Street (the “Site”) in Boston’s Raymond L. Flynn Marine Park (“RLFMP”). Under Section 80A-6 of the Boston Zoning Code (the “Zoning Code”), the Proponent must inform the Boston Redevelopment Authority d/b/a the Boston Planning & Development Agency (the “BPDA”) of any material changes in the Project. The only changes now proposed are to add up to 10,000 sf of local retail / restaurant / services space along Northern Avenue, and 45 accessory parking spaces. The Proponent respectfully seeks your determination that these changes do not significantly increase the impacts of the Project, and that, therefore, no further review is required under Section 80B of the Zoning Code.

The Site

The Site constitutes an approximately 179,791 square-foot parcel of land owned by the Economic Development Industrial Corporation (“EDIC”), and designated as Parcel R within the RLFMP. RBK I Tenant LLC, a joint venture between the Proponent and Related Beal LLC, ground-leases 81,591 sf of the Site (the “Phase 1 Site”), where Phase 1 of the Project, described below, is near completion. The Proponent ground-leases the remaining, 98,200 square-foot portion of the Site (“Phase 2 Site”). As contemplated under its ground lease, the Proponent intends to assign its leasehold interest in the Phase 2 Site to a single-purpose entity, tentatively named RBK II Tenant LLC, and also involving Related Beal, to develop Phase 2, also described below.

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The Project to Date

Kavanagh Advisory Group, LLC, an affiliate of both the Proponent and RBK I Tenant LLC, initiated Large Project Review of the Project by filing a Project Notification Form on October 1, 2013 (the “PNF”). The Project received a Scoping Determination Waiving Further Review from the BPDA Director, dated December 27, 2013 (“2013 Determination”). A copy of the 2013 Determination is attached as **EXHIBIT A**. As described at that time, the Project comprised a four-story, multi-tenanted research and development / manufacturing facility, totaling approximately 359,000 square feet (“sf”) of gross floor area, and 60 on-site, accessory parking spaces.

On July 28, 2016, the Proponent, which at that time ground-leased the entire Site, filed a Notice of Project Change for the Project (the “First NPC”). A copy of the First NPC is attached as **EXHIBIT B**. The First NPC described few changes to the Project:

- Dividing the Project into two phases, and severing the ground leasehold into two sub-parcels, one for each phase (*i.e.* the Phase 1 Site and the Phase 2 Site);
- Assigning the initial phase of the Project (“Phase 1”) to RBK I Tenant LLC, to construct a four-story, multi-tenanted research and development/manufacturing facility, totaling approximately 120,000 sf of gross floor area;
- Increasing on-site accessory parking for the Project from 60 spaces to 84 spaces; and
- Specifying that the floor plans indicate a mix of typical research and development use components, including, without limitation, laboratory bench space, wet and dry research and office space, computer labs, clean rooms, environmental rooms, and laboratory and research support space.

(First NPC.)

The Project received a Determination regarding the First NPC from the BPDA Director, dated September 9, 2016 (“2016 Determination”). A copy of the 2016 Determination is attached as **EXHIBIT C**. The Project is described in the 2016 Determination as comprising 359,582 square feet of industrial/research space to be constructed in two phases: Phase 1 to include a four-story building of 121,299 sf at the 81,591 sf Phase 1 Site), with 84 accessory parking spaces; and the later phase to include one or more four-story buildings with approximately 238,353 sf of gross floor area at the 98,200 sf Phase 2 Site, and without parking (“Phase 2”).

Proposed Minor Changes

By this Second NPC, the Proponent proposes the following, two, minor changes to Phase 2: (1) substitution of approximately 10,000 sf of local retail / restaurant / services space for research and development space within a single building with approximately 238,353 sf of gross floor area; and (2) addition of up to 45 on-site, accessory parking spaces to serve Phase 2.

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

The ground-level local retail / restaurant / services space is neither intended nor expected to draw customers from beyond the immediate neighborhood, thereby avoiding any significant increase in traffic impacts. Nor is the inclusion of up to 45 parking spaces at the Site to serve Phase 2 is expected to induce traffic to area streets, because parking demand of the Project would otherwise be satisfied nearby, using the same neighborhood streets. The timing and site of the Project is unchanged. Finally, no zoning relief is required: local retail (Use # 34) / restaurant (Uses # 36A, # 37) / services (Uses # 43, # 46, # 47) uses are permitted by right at the Site. (Zoning Code sec. 8-7.)

Non-Zoning Relief

The Site is located within the *South Boston Parking Freeze Area*. As directed by federal and state law and implemented local by City ordinances, the Boston Air Pollution Control Commission (“APCC”) requires a permit for any non-residential parking spaces within the *South Boston Parking Freeze Area*. (MGL c. 111, §§ 142A-142J; 310 CMR 7.33.) EDIC, as the land owner, maintains a single APCC parking freeze permit for all parcels within the RLFMP, except those parcels ground-leased by Massport. Adding up to 45 parking spaces at the Site would require EDIC to allocate such spaces out of the total under its overall APCC parking freeze permit.

Proceeding to add ground-level commercial space at the Site would implicate Chapter 91 of the Massachusetts General Laws (“MGL c. 91”). The Massachusetts Department of Environmental Protection (“MassDEP”) has issued a master license under MGL c. 91 (“License No. 10233”) for those portions of the RLFMP that are both subject to MGL c. 91 and located within the *South Boston Designated Port Area*. The Site is subject to License No. 10233.

General industrial and commercial uses on parcels such as the Site are limited to the square footage amounts shown in the *Future Buildout Land Usage Matrix* appended to the license (“Table 7”). At present, Table 7 allocates 359,000 sf of general industrial gross floor at the Site. If the Proponent elects to proceed with adding Local Retail Business (commercial) use to the Site, it will be necessary to adjust Table 7 through the Minor Revision procedure under Special Condition #5 of Master Chapter 91 License No. 10233.

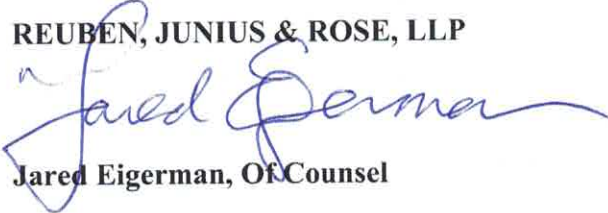
Conclusion

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

Thank you.

Very truly yours,

REUBEN, JUNIUS & ROSE, LLP



Jared Eigerman, Of Counsel

Enclosures

cc: Devin L. Quirk, BPDA (devin.quirk@boston.gov)
Dennis Davis, BPDA (dennis.davis@boston.gov)
Aisling Kerr, BPDA (aisling.kerr@boston.gov)
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Stephen N. Faber, Related Beal (sfaber@relatedbeal.com)
Steven Ng, Related Beal (sng@relatedbeal.com)
Craig Wood, Related Beal (cwood@relatedbeal.com)
Tom Miller, Kavanagh Advisory (tmiller@relatedbeal.com)
Eric B. Gervais, Kavanagh Advisory (egervais@kavanaghadvisory.com)

EXHIBIT A

Scoping Determination Waiving Further Review (Dec. 27, 2018)

(inserted behind)

December 27, 2013

Mr. Thomas Miller, Vice-President
Kavanagh Advisory Group, LLC.
100 Conifer Hill Drive, Suite 412
Danvers, Massachusetts 01923

Re: Scoping Determination Waiving Further Review
Innovation Square at Northern Avenue
Boston Marine Industrial Park
South Boston, Massachusetts

Dear Mr. Miller:

Please be advised that on December 19, 2013, the Boston Redevelopment Authority ("BRA") Board voted its authorization for the Director to issue a Scoping Determination pursuant to Section 80B-5.3(d) of the Boston Zoning Code (the "Code"), which finds that the Project Notification Form submitted on October 1, 2013 (the "PNF") adequately describes the potential impacts arising from the proposed Innovation Square at Northern Avenue project and waives the requirement for further review under subsections 4 and 5 of Section 80B-5 of the Code, subject to continuing design review by the BRA. Kavanagh Advisory Group, LLC proposes to redevelop Parcel R, located at 6 Tide Street in the Boston Marine Industrial Park, including the construction of a four (4) story, multi-tenanted research and development/manufacturing facility, totaling approximately 359,000 gross square feet and 60 on-site parking spaces (the "Proposed Project").

Pursuant to the December 19, 2013 vote by the BRA, I hereby issue this Scoping Determination waiving further review under Section 80B-5.3(d) of the Code in connection with the Proposed Project which: (i) finds that the PNF adequately describes the potential impact arising from the Proposed Project, and (ii) waives further review of the Proposed Project under subsections 4 and 5 of Section 80B-5 of the Code, subject to continuing design review by the BRA.

Mr. Thomas Miller
December 27, 2013
Page Two

This Scoping Determination waiving further review shall not become final until nineteen (19) days after the date hereof. Accordingly, public comments are invited in accordance with the attached legal notice to be published in the Boston Herald concurrently herewith. 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-5.3(b) and (c) of the Code. The BRA shall consider any comments received and may modify this Scoping Determination to add, delete, or modify the conditions set forth therein, provided that any such changes shall be made no later than the date upon which the Scoping Determination becomes final.

Sincerely,

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

Brian P. Golden
Acting Director

(Attachment(s))

PUBLIC NOTICE

The Boston Redevelopment Authority ("BRA") has issued a Scoping Determination to Kavanagh Advisory Group, LLC (the "Proponent") in connection with the proposed Innovation Square at Northern Avenue project which contemplates the redevelopment of Parcel R, located at 6 Tide Street in the Boston Marine Industrial Park ("BMIP"). Innovation Square at Northern Avenue includes the construction of a four (4) story, multi-tenanted research and development/manufacturing facility, totaling approximately 359,000 gross square feet and 60 on-site parking spaces (the "Proposed Project"). The Proposed Project was described in a Project Notification Form ("PNF") filed with the Boston Redevelopment Authority ("BRA") on October 1, 2013. After review of the PNF, the BRA in accordance with Section 80B-5.3 of the Boston Zoning Code (the "Code"), has determined that the PNF adequately describes the potential impacts arising from the Proposed Project, and on December 27, 2013 issued a Scoping Determination waiving further review of the Proposed Project under Section 80B-5 of the Code, subject to continuing design review by the BRA. In accordance with said Article, the Scoping Determination waiving further review will not become final until nineteen (19) days after the issuance of such Scoping Determination waiving further review or until January 15, 2013. During the initial fourteen (14) days of this nineteen (19) day period, the public is invited to comment concerning any conditions the BRA may require in the Scoping Determination for the mitigation of the Proposed Project's impacts. Comments must be based on significant new information not submitted during the public comment period or scoping session required by Section 80B-5.3 of the Code, and shall be submitted in writing to: Mr. John O'Brien, Senior Project Manager, Boston Redevelopment Authority, 22 Drydock Avenue, South Boston, MA 02210.

BOSTON REDEVELOPMENT AUTHORITY
Brian P. Golden, Executive Director/Secretary

December 27, 2013

EXHIBIT B

Notice of Project Change (June 24, 2016)

(inserted behind)

July 28, 2016

By Hand and Email

Brian Golden
Director
Boston Redevelopment Authority
One City Hall Square
Boston, MA 02201

Re: 6 Tide Street, BMIP

Dear Director Golden,

The project proposed for 6 Tide Street in the Boston Marine Industrial Park (the "Site") has received a Scoping Determination Waiving Further Review, dated December 27, 2013, from the Boston Redevelopment Authority. Since that date, the project has been revised in certain minor ways as is typical of the ongoing project development process. The purpose of this letter is to (a) memorialize these changes, which were discussed in person during our meeting on June 21, 2016, for your reference; and (b) confirm the next steps in the formal legal relationship between the BRA and the proponent.

These items are as follows:

1. TS Partners LLC is the Tenant under that certain ground lease with the BRA, as Landlord, dated September 14, 2015 (the "Ground Lease"). Pursuant to Section 13.6 of the Ground Lease, Tenant hereby exercises its right to have the Ground Lease severed to allow construction of an approximately 120,000 square foot building to proceed on Sub-Phase 2 as described in this Lease.
2. TS Partners LLC has now formed a new entity that will be the Tenant for the Ground Lease for Sub-Phase 2. This entity is RBK I Tenant LLC ("RBKIT"), a joint venture between TS Partners LLC and Related Beal LLC of Boston, which has been formed for the sole purpose of developing Sub-Phase 2.
3. It is our understanding that the BRA will now enter into a new Ground Lease with RBKIT for Sub-Phase 2. The existing Ground Lease as Amended and Restated (the "Amended Lease") will supersede the initial Ground Lease.
4. We further understand that the new Ground Lease for Sub-Phase 2 will provide, inter alia, as follows:
 - a. Of the Project's 252 total parking spaces, 60 were initially anticipated to be provided at the Site. On-site parking will now be increased from 60 spaces to 84 spaces. This figure will include accessory tenant, visitor, handicap, and commercial spaces. No public parking will take place at the Site. Any additional rent for the increase in project parking spaces will be incorporated into the ground

rent for the Site. Additional parking spaces to support further development of the Site may be located in the EDIC garage diagonally across the street from the Site, provided that these spaces are subject to availability.

- b. The boundary line between Sub-Phase 2 and Sub-Phase 1 will be moved 12 feet to the east, as shown on the plan entitled "6 Tide Street Boston, MA, prepared by Allen & Major Associates, Inc., and dated May 16, 2016, Sheet 1 of 4," which is attached as Addendum A.
- c. The new Lease will additionally acknowledge that the floor plans for the project indicate a mix of typical research and development use components, including without limitation laboratory bench space, wet and dry research and office space, computer labs, clean rooms, environmental rooms, and laboratory and research support space. It will be expressly agreed by the parties to the Lease that these and other similar, related activities as depicted on the plans are not subject to regulation as accessory uses, but are instead integral components of the building's primary research and development use.

Please note that, after our meeting last week, the conceptual plans for the development of Sub-Phase 2 were presented to David Carlson.

Your consideration is appreciated. We look forward to providing any additional information you may require.

TS Partners LLC

By:

Its Managing Member

cc:

Ed O'Donnell, Director of Real Estate, BRA
Renee LeFevre, Esq., General Counsel, BRA

EXHIBIT C

Determination Regarding Notice of Project Change (September 9, 2016)

(inserted behind)

September 9, 2016

TS Partners LLC
Attention Mr. John Kavanagh, Manager
99 Conifer Hill Drive
Danvers, MA 01932

Re: Directors Determination regarding Notice of Project Change
Innovation Square at Northern Avenue
Raymond I. Flynn Marine Park
Boston, Massachusetts

Dear Mr. Kavanagh:

Pursuant to Article 80-6 of the Boston Zoning Code (the "Code"), I have reviewed the Notice of Project Change submitted on July 28, 2016 (the "NPC") by TS Partners LLC (the "Proponent"), and consistent therewith have determined that the proposed project change does not significantly increase the impacts of the previously approved project (the Innovation Square Project"). Previous BRA review of the Innovation Square Project included the submission of a Project Notification Form on October 1, 2013 (the "PNF") which culminated in the issuance of a Scoping Determination waiving further review on December 27, 2013. The Innovation Square Project is situated on Parcel R, a 179,791 SF parcel located at 6 Tide Street in the Raymond L. Flynn Marine Park, and contemplates the phased development of a multi-tenanted research and development facility (R&D), along with industrial/manufacturing space.

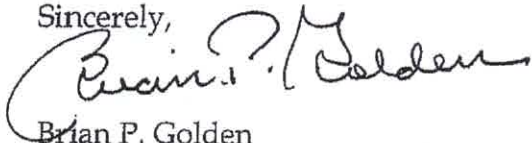
The NPC is more specifically described as follows:

The Innovation Square Project and associated site area contains 179,791 SF upon which 359,582 Sf of industrial/research space will be constructed in 2 phases. Phase 1 includes a four story building of 121,229 GSF on a lease area of 81,591 SF with 84 parking spaces. Phase 2 includes one or more four story buildings totaling approximately 238,353 SF on a lease area of 98,200 SF with no on-site parking.

In issuing this Determination, the Authority finds that the Notice of Project Change, as approved, is consistent with the provisions of Article 80, Section 80A-6, in that the project changes do not significantly increase the impacts of the previously approved

project and that further review is not warranted or required. Upon completion of BRA Design Review and execution of the Article 80 Documents, a Certificate of Compliance will be provided to the Commissioner of the Boston Inspectional Services Department in accordance with Article 80 of the Code.

Sincerely,

A handwritten signature in black ink, appearing to read "Brian P. Golden". The signature is written in a cursive style with a large initial "B" and a long horizontal stroke at the end.

Brian P. Golden
Director