

NEW ENGLAND DEVELOPMENT
One Wells Avenue
Newton, MA 02459

October 31, 2011

Mr. Peter Meade, Director
Boston Redevelopment Authority
City Hall Plaza, 9th Floor
Boston, MA 02201

Re: Pier 4 Project--
Notice of Project Change under Section 80A-6

Dear Director Meade:

On behalf of our client, New England Development LLC (the "Proponent"), we are pleased to submit a proposed minor change to the Pier 4 Project (the "Project"). The Project was subject to Large Project Review under Article 80B, and an Adequacy Determination was issued by the Director on April 1, 2005 (the "Adequacy Determination"), as authorized by the Boston Redevelopment Authority (BRA) Board in its approval of a Final Project Impact Report (the "FPIR") on March 24, 2005.

This notification is made in accordance with the provisions of Section 80A-6 of the Boston Zoning Code (the "Code") which requires that an applicant notify the BRA of any "material change" in a proposed project or project phase and any lapse of time. The purpose of this letter is to describe the proposed modifications to Phase 1 of the Project and to request that the Director determine that these changes do not represent a material change, that these changes will not result in any significantly increased impacts from the Project, and, accordingly, that no further review is required under Section 80A-6 on account of the project changes. This letter is also submitted to confirm that, as the Project's Development Plan for Planned Development Area No. 64 (the "PDA"), recognized and approved the Project's extended and phased construction, any lapse of time between the issuance of the Adequacy Determination and the filing of a building permit will not result in any significantly increased impacts from the Project, and accordingly, that no further review is required under Section 80A-6 now or in the future on account of any lapse of time.

Except as specifically set forth herein, the Project remains as proposed in the FPIR and approved in the Adequacy Determination. All amenities and requirements contained in the Adequacy Determination will continue to be provided in accordance with the original phasing plan for the Project. Accordingly, the Project will continue to consist of active public uses that will activate the waterfront and continue the recent momentum of the South Boston Waterfront as an innovative and exciting area to live and work in the City of Boston.

This Notice of Project Change under Article 80A-6 of the Code is being submitted to reflect the modifications for which approval is being requested under the proposed First Amendment to Development Plan submitted under Article 80C.

The following describes the proposed modifications to the previously approved Project (the "Project Modifications") and presents the development team's technical findings that the proposed Project Modifications will not significantly increase the impacts of the Project. In fact, as described below, the proposed Project Modifications will be of greater benefit to the public and will reduce the impacts of the Project. Specifically, the proposed Project Modifications will (i) generate fewer vehicle trips to the site, (ii) reduce the footprint of the Phase 1 building resulting in approximately 5,600 square feet available for public/civic space and related programming, (iii) reduce environmental impacts attributable to the Project, including, without limitation, wind, shadow, and air quality impacts, and (iv) utilize sustainable design features, include LEED-certifiable design for the Phase I building, to further reduce Project impacts.

The following describes the proposed Project Modifications in detail and provides a summary of the technical findings regarding potential impacts of the Project Modifications.

Project Description

As you know, the Project will transform the approximately 9.47 acre site, which currently houses the Anthony's Pier 4 Restaurant and commercial parking, into a new, vibrant mixed-use community for the South Boston Waterfront and the City of Boston. The Project previously completed Article 80B Large Project Review and construction is planned to begin in 2012. As described in the Adequacy Determination, the Project, as approved, consisted of approximately 1,001,700 square feet of hotel, residential, office, retail/restaurant and civic uses in three buildings (to be constructed in one or more phases), with associated underground parking and limited surface parking. The project also includes significant open space amenities, including an approximately one-acre Waterfront Park, 1,800 linear feet of Harborwalk, and a water transportation facility called the Water Commons. As approved in the PDA, the Project remains a long-term, phased project, which will be constructed over an extended period depending upon continued market demand for the contemplated uses and stability in the larger economy without requiring an additional Notice of Project Change on account of lapses of time.

Proposed Modifications

The following Project Modifications are proposed at this time:

- Conversion of the Phase 1 building previously approved as commercial office use to residential use, including innovation micro units to respond to the Mayor's Innovation District initiative;
- Reduction of the Phase 1 building footprint previously approved as 30,607 square feet by approximately 18 percent to approximately 24,986 square feet, resulting in the creation of an additional land area of approximately 5,600 square feet available for public space and related programming;
- Construction of a 258-space underground parking garage to serve the Phase 1 building;
- The programming for the previously approved 20,000 square foot civic space may include a mix of interior and exterior space, will be approved pursuant to the Management Plan contemplated by the Project's Consolidated Written Determination and will comply with the Municipal Harbor Plan;
- Updates to the proposed Water Commons and seawall repair designs to improve efficiency and reduce overall Project impacts, as follows:

- o Elimination of the floating dock located perpendicular to the southern end of the pier, resulting in approximately 50 percent reduction in watersheet coverage and pilings, reducing impacts to the marine and harbor environment while maintaining (and slightly increasing) the required linear feet of marine use and improving navigation by users;
- o Relocation of the covered waiting area, ticketing, and bait and tackle shop/kiosk to the pier level at the top of the access ramps. This relocation results in better access for all users and visitors of Pier 4 at both the pier and float level and increased safety by allowing waiting patrons (in particular, disabled patrons) to remain on the fixed platform and allowing direct overview of the waiting area; and
- o Improving the proposed seawall design by rehabilitating and preserving the existing granite seawall, preserving the historical and aesthetic appeal of the existing seawall, and addressing structural issues to stabilize the pier.

The only exterior change proposed to the Phase 1 building is the reduction of the footprint and creation of additional area available for public space and related programming along Seaport Boulevard and Northern Avenue described above. No additional changes in the exterior physical structure for subsequent phases are proposed since the issuance of the Adequacy Determination. There are no changes in the height, setback from the water or public realm commitments (including, without limitation, public realm commitments, open space commitments, compliance with the Municipal Harbor Plan, etc.). While certain impacts of the Project were analyzed and included in the DPIR/FPIR, we have not included similar analyses regarding such impacts in connection with this Notice of Project Change because the impacts associated with such analysis have decreased on account of the reduced footprint of the Phase 1 building and the reduced traffic impacts as a result of the use conversion. Specifically, wind, shadow, air quality, tideland and stormwater impacts have been reduced on account of the changes described herein. No changes are proposed regarding the other phases of the Project or buildings.

The above-described Project Modifications, including a chart demonstrating compliance with the Municipal Harbor Plan, are depicted on the schematic plans attached hereto as Exhibit A.

Review of Potential Impacts

The project team has examined the Project Modifications for potential additional impacts as required by Section 80A-6, with particular consideration to the factors to be considered by the Director under Section 80A-6(2). Table 1 summarizes the factors to be considered by the Director under Section 80A-6(2) and describes how the proposed Project Modifications do not increase the potential impacts of the Project.

Table 1
Article 80A-6; Section 2 Review Criteria

Review Criteria	Potential Impacts
(a) Increase in the proposed project's size or intensity of use;	<ul style="list-style-type: none"> o The previously approved Project included a Phase 1 building with a footprint of approximately 30,607 square feet, which has been reduced to approximately 24,986 square feet, resulting in <u>reduced</u> impacts and project

Review Criteria	Potential Impacts
	<p>size and providing greater area available for public space and related programming;</p> <ul style="list-style-type: none">• The conversion of the Phase 1 building from office to residential use results in a <u>decrease</u> of 128 vehicle trips on an average weekday for the Phase I building as described in the updated Traffic Impact Assessment prepared by Vanasse and Associates, Inc., dated October 31, 2011, for the Phase I project attached as <u>Exhibit B</u> (the "TIAS").
(b) Generation of additional or greater impacts of the type that may be examined by the applicable review;	<p>The changes described herein were reviewed for potential impacts to the following:</p> <ul style="list-style-type: none">• <u>Wastewater flows:</u> The approved Project was estimated to generate approximately 128,586 gallons of wastewater per day (gpd) compared to approximately 169,856 gpd with the proposed Project Modifications. Slight increases in water usage and wastewater generation attributable to the modified Project are each <u>less than</u> the amount which would trigger a Notice of Project Change under MEPA, and can be adequately met by existing or proposed utilities within the Project site and the Boston Water and Sewer Commission area infrastructure.
(c) Increase in traffic impacts or increase in the number of proposed parking spaces	<ul style="list-style-type: none">• <u>Traffic:</u> The TIAS concluded that the conversion of the Phase 1 building from office to residential use results in a <u>decrease</u> of 128 vehicle trips on an average weekday for the Phase I building;• The Project Modifications will not increase the number of previously approved parking spaces. The TIAS concluded that the proposed 258-space parking garage associated with the Phase I building is sufficient to accommodate the residential parking demands of the Phase I building. The TIAS also concluded the parking demands for the retail/restaurant and civic components of the Phase I building, if in excess of the spaces provided, can easily be accommodated by the over 1,000 commercial parking spaces available within a 2 minute walking distance of the Project.
(d) Change in the expected commencement of completion date, or change in the schedule	<ul style="list-style-type: none">• Phase 1 of the Project is scheduled to undergo construction during 2012;

Review Criteria	Potential Impacts
of work	<ul style="list-style-type: none">As recognized in the PDA, the Project was approved as, and remains, a long-term, phased development;Construction of the Project and associated public benefits, including all public realm improvements, will proceed along the phasing schedule approved as part of Exhibit H to the PDA.
(e) Change of the project site	<ul style="list-style-type: none">No changes.
(f) The need for additional zoning relief	<ul style="list-style-type: none">The proposed Project Modifications will not require any additional zoning relief other than the approval of the First Amendment to Development Plan to change the use of the Phase I building from office to residential.
(g) Changes in the surrounding area, when a lapse of time is the reason for the Director's review under Section 80A-6	<ul style="list-style-type: none">While the surrounding South Boston Waterfront area has seen growing momentum to become an innovative and exciting area in the City of Boston, many of the pending projects at the time of the Adequacy Determination have not yet commenced, due to the unprecedented economic conditions over the past several years. Accordingly, there have not been significant changes in the surrounding area which would render the impacts of the Project problematic to the surrounding area. In addition, for the reasons set forth below, the lapse of time since the issuance of the Adequacy Determination was authorized and is insignificant under Section 80A-6 of the Code.

Traffic Generation and Parking

A revised trip generation estimate was calculated for the Project based on the revised program of uses and other changes which are the subject of this Notice of Project Change. These estimates were calculated using the same methodology approved in the Draft and Final PIR/EIR. All assumptions of trip generation rates, mode splits, vehicle occupancy rates are the same in this NPC as they were in the Draft and Final PIR/EIR. The same existing trips for the previously occupied buildings on-site, as identified for the Project in the Draft and Final PIR/EIR, were used in the NPC to determine net-new trips.

These estimates were compared with that presented in the traffic impact assessment for the previous building program identified in the Draft and Final PIR/EIR. According to the TIAS, the Project, as modified, is estimated to generate approximately 128 fewer vehicle trips on an average weekday. The Project will provide an approximately 258 space parking garage; the overall Project, subject to final design and construction considerations, will contain up to the same number of parking spaces described in the FPIR/FEIR. Accordingly

the Project Modifications referenced herein result in a reduction in overall traffic impacts, no increase in parking and continue to provide adequate parking capacity¹.

Affordable Housing

The First Amendment to PDA, filed with the BRA on October 17, 2011, included a description of the Project Modification's affordable housing commitment, which will include a combination of on-site affordable units and a payment in lieu of on-site units.

Sustainable Design

The Phase 1 Building will incorporate sustainable design features, including LEED-certifiable design. As shown in the LEED Checklist and described in the sustainability narrative attached in Exhibit C, the Phase 1 Building will be LEED certifiable, as described by Article 37 of the Boston Zoning Code. The Phase 1 Building will also incorporate many sustainable features, such as providing preferred parking spaces for low-emitting and fuel efficient vehicles, implementing water reduction fixtures, exceeding the ASHRAE 90.1-2007 Energy Standard by 20% and other features and methods further described in Exhibit C.

Innovation Units

In order to respond to the Mayor's Innovation District initiative, the Phase 1 Building will contain 50 innovation micro units (15% of the total number of non-micro residential units). The micro units will be primarily located on the second and third floor, with the remainder distributed in the Phase 1 Building based on final design plans and specifications. The micro units may either be a studio unit or, if a two-bedroom unit, shall be considered as two innovation micro units. The micro units on the second and third floors will be located proximate to collaborative work areas available to the residents of the micro units

Lapse of Time

The PDA recognized that the target date for completion of the Project (or any phase thereof) would depend upon, among other things, continued market demand for the uses contemplated and the stability of the larger economy. The PDA also approved construction of the Project in multiple phases or sub-phases, which may proceed sequentially or simultaneously, depending on market demand and other factors, along with interruptions between construction and completion of such phases. The Project, which was designed as a phased project pursuant to the approved PDA, was approved by the Adequacy Determination issued on April 1, 2005.

While the difficult economic climate of the past few years has delayed the filing of a building permit application for the Project beyond the applicable three (3) year period contemplated by Section 80A-6 of the Code, this lapse of time was approved under the PDA, which was an integral component of the Project approved by the Adequacy Determination. Accordingly, a Notice of Project Change on account of a significant lapse of time under Section 80A-6 is not required for the Project.

However, even if the lapse of time under Section 80A-6 were applicable to the Project, the lapse of time between the Adequacy Determination and this Notice of Project Change did not significantly

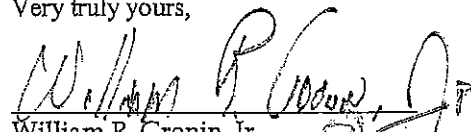
¹The Updated Phase I Project will provide interim roadway mitigation. This interim mitigation will not impede and will be superseded by the full-build traffic mitigation summarized in the DPIR/DEIR to be implemented by later phases of the Project.

increase the impacts of the Project in such a manner as to warrant re-submission of the PNF or a further DPIR or FPIR. In fact, the Project Modifications described herein have mostly reduced the impacts of the Project, as further described above.

Conclusion

Based on the minor nature of the proposed Project Modifications and the lack of material increase in impacts of the Project from those studied in the FPIR/FEIR, we respectfully request that you determine that the proposed Project Modifications are not material changes within the meaning of the Article 80A-6 of the Code, or, if the changes are material changes, that the proposed Project Modifications do not significantly increase the impacts of the Project and, accordingly, that no further review is required on account of the Project Modifications. We also respectfully request that you confirm that, as the PDA recognized and approved the Project's extended and phased construction, any lapse of time between the Adequacy Determination and the filing of a building permit application will not result in any significantly increased impacts from the Project and, accordingly, that no further review is required now or in the future on account of a lapse of time.

Very truly yours,


William R. Cronin, Jr.
on behalf of New England Development

CC: Goulston & Storrs, P.C.