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November 5, 2019

By Hand

Mr. Brian P. Golden, Director  
Boston Planning & Development Agency  
One City Hall, 9<sup>th</sup> Floor  
Boston, MA 02201 - 1007

**Re: 5 and 15 Necco Street, Fort Point Channel neighborhood of South Boston Amended and Restated Development Plan and Fifth Amendment to Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres**

Dear Director Golden:

On behalf of this Firm's clients, ARE-MA Region No. 74, LLC, a joint venture between affiliates of Alexandria Real Estate Equities ("ARE") and National Development, and ARE-MA Region No. 72, LLC, an affiliate of ARE (collectively, the "Proponent"), we are pleased to submit an Amended and Restated Development Plan for 5 and 15 Necco Street, South Boston, Massachusetts within Planned Development Area No. 69, South Boston/The 100 Acres (the "Amended Development Plan") and the Fifth Amendment to the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the "Fifth Amendment"), each in accordance with Article 80C-5.2 of the Boston Zoning Code (the "Zoning Code"), for a 2.7 acre site along the Fort Point Channel that was originally slated to contain the General Electric Company headquarters campus (the "Project Site").

The Project Site has since been conveyed and ARE - MA Region No. 74, LLC is the owner of the 15 Necco Street property and ARE-MA Region No. 72, LLC is to be the owner of the 5 Necco Street property. Concurrently with the filing of these Planned Development Area documents, the Proponent is filing with the Boston Planning & Development Agency ("BPDA"), a Notice of Project Change pursuant to the provisions of Section 80A-6 of the Zoning Code (the "NPC"), primarily with respect to the 15 Necco Street property. The NPC presents a new architectural design for the new 12-story office/life sciences/research and development building to be constructed there, as well as modest changes to the landscape design for the Project Site.

The Amended Development Plan is proposed to amend, restate and supersede in its entirety, the "Development Plan for General Electric Company Headquarters Campus, South Boston, Massachusetts within Planned Development Area No. 69, South Boston/The 100 Acres" dated November 1, 2016 and effective November 18, 2016, as amended by a First Amendment thereto

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dated February 8, 2018 and effective February 12, 2018 (the “Development Plan”). The Fifth Amendment is proposed to amend the “Boston Redevelopment Authority Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres” dated January 10, 2007 and effective January 10, 2007, as amended by four subsequent amendments (the “PDA Master Plan”).

The Amended Development Plan describes the Proposed Project, which will adhere to the density (floor area ratio), maximum building height and other development regulations previously established for the Project Site in the Development Plan and the PDA Master Plan, including the redevelopment of the land parcels designated as Parcels HW2 and FT1-A under the PDA Master Plan as open space areas. The Amended Development Plan reflects that while the Project Site will still contain a two-building integrated development, the buildings will be separate and independent multi-tenant buildings containing office, research and development and/or life sciences uses on the upper floors, with retail, restaurant and other uses designed to encourage pedestrian visits to the Project Site and enliven the public realm to be located on the ground floor. The Proposed Project will contain approximately 6,745 more square feet of open space than had been proposed for the GE corporate headquarters project.

The new building will have a new architectural design, including a north/south pedestrian corridor on its ground floor that will enhance pedestrian circulation in the area, and a southern entrance that will provide access to the new park area to be constructed by others south of the new building. The new building will not contain any underground parking and its loading area will be in substantially the same location off Necco Street as previously proposed.

In addition, none of the key regulatory parameters for the Project Site set forth in the Development Plan and the PDA Master Plan are proposed to be changed.

We look forward to working with you and your staff in the BPDA’s review of these PDA documents. If you have any questions or would like any additional information, please do not hesitate to contact me.

Sincerely,



Rebecca A. Lee

cc: Sherry Clancy (via email)  
Thomas Andrews (via email)  
Jonathan Greeley (via email)  
Aisling Kerr (via email)  
Matthew Fitzgerald, Esq. (10 copies by hand)

**FIFTH AMENDMENT TO MASTER PLAN**  
**FOR**  
**PLANNED DEVELOPMENT AREA NO. 69**  
**SOUTH BOSTON/THE 100 ACRES**  
\_\_\_\_\_, 2020

Pursuant to Section 3-1A and Section 80C-7 of the Zoning Code of the City of Boston, as amended (the “Zoning Code”), this amendment constitutes the Fifth Amendment to the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres dated January 10, 2007, as amended (“Fifth Amendment”). Capitalized terms not defined in this Fifth Amendment are as defined in the Zoning Code as of the date hereof.

**1. The PDA Master Plan.** On August 10, 2006, the Boston Redevelopment Authority (“BRA”) approved an amendment to the Boston Zoning Maps to create Planned Development Area No. 69, and also approved a Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres. Such map amendment and plan were approved by the Boston Zoning Commission (the “Zoning Commission”) on January 10, 2007, and became effective on January 10, 2007; the plan was subsequently amended by (1) a First Amendment thereto approved by the BRA on June 12, 2012, by the Zoning Commission on July 11, 2012, and effective as of July 12, 2012, (2) a Second Amendment thereto approved by the BRA on June 13, 2013, by the Zoning Commission on July 10, 2013 and effective as of July 10, 2013, (3) a Third Amendment thereto approved by the BRA on November 1, 2016, by the Zoning Commission on November 16, 2016, and effective as of November 18, 2016; and (4) a Fourth Amendment thereto approved by the BRA on February 18, 2018, by the Zoning Commission on March 7, 2018, and effective as of March 12, 2018 (as so amended, the “PDA Master Plan”). The PDA Master Plan provides for the redevelopment of an approximately 47 acre area of land in South Boston, Massachusetts bounded generally by the Fort Point Channel and A Street to the west, Summer Street to the north, the South Boston Bypass Road to the east, and West First Street and Mt. Washington Avenue to the south, but excludes those properties identified as 249 A Street, 326 A Street, 21 Wormwood Street, 33 Wormwood Street and 285 Summer Street (the “Site”). In addition, the PDA Master Plan provides that the properties within Planned Development Area No. 53 (“PDA No. 53”) are to continue to be governed by the Development Plan for PDA No. 53, as the same may be amended from time to time. The Site is more particularly described and depicted on Exhibits B and C to the PDA Master Plan, and comprises a portion of the BRA planning area known as the “100 Acres.”

The PDA Master Plan was adopted in order to support the redevelopment of the 100 Acres area into a dense, varied and lively urban district that contains a broad range of uses such as residential, industrial, retail, service, research and development, office, open space and cultural uses.

**2. Development of Parcels G2, G3 HW2 and FT1-A.** The proponents of this Fifth Amendment are the following entities: (i) ARE-MA Region No. 72, LLC, a Delaware limited liability company which owns the property known as 5 Necco Street (“5 Necco Owner”), and (ii) ARE-MA Region No. 74, LLC, a Delaware limited liability company which owns the property known as 15 Necco Street (“15 Necco Owner” and collectively with 5 Necco Owner, the “Proponents”). The property known as 5 Necco Street comprises Parcel G2 as shown on Exhibit A, and the property known as 15 Necco Street comprises Parcels HW2, FT1-A and G3 as shown on Exhibit A. The Proponents propose coordinated development on these parcels, as follows:

(i) construction on Parcel G3 of a new 12-story structure containing approximately 316,000 square feet of Gross Floor Area, to house office, research and development, life sciences, retail, restaurant, and other Facilities of Public Accommodation uses (as defined in the M.G.L. Chapter 91 regulations) and other uses, together with uses accessory and ancillary thereto. The new building at 15 Necco Street will have a maximum Building Height of 180 feet, consistent with the height limit for Parcel G-3 set forth in the PDA Master Plan as shown on Exhibit I (Buildout Plan) thereto (the “New Building”), and construction of the New Building will be accompanied by the creation of a new plaza area to the north of the New Building that will be open to the public and provide pedestrian access between the Fort Point Channel and A Street and the Fort Point Channel community to the south;

(ii) completion of the rehabilitation of the two former Boston Wharf Company historic buildings at 5 and 6 Necco Court located on Parcel G2, which has included the construction of a glass enclosure to connect the two buildings at multiple floors and a rooftop addition, as well as the reconstruction of the historic overhead pedestrian bridge over Necco Court; it will also include the future fit-out of the ground floor space to be used for retail/restaurant uses and/or other Facilities of Public Accommodation;

(iii) the construction of new public open space on Parcels HW2 and FT1-A as shown on Exhibit G (Open Space Plan) to the PDA Master Plan; and

(iv) the permanent widening and reconstruction of the City of Boston’s Harborwalk along the Fort Point Channel located on Parcels FT1-A and HW2. This work has been substantially completed.

Collectively, the foregoing improvements outlined in (i) – (iv) above constitute the “Project.” The site upon which the Project is being developed comprises approximately 2.7 acres of land, as shown on Exhibit A attached hereto and incorporated herein (the “Project Site”).

In connection with the development of the Project, the Proponent is seeking BRA and Zoning Commission approval concurrently for this Fifth Amendment as well as for that certain “Amended and Restated Development Plan for 5 and 15 Necco Street, South Boston within Planned Development Area No. 69, South Boston/The 100 Acres.”

**3. Allocated Enhancements.** Reference is made to that certain Amended and Restated Memorandum of Agreement dated as of January 10, 2007 between the BRA and certain

“Owner Parties” (as defined therein) (as amended to date, the “100 Acres MOA”). Pursuant to the 100 Acres MOA, the “Allocated Enhancements” (as defined therein) assigned to the Project Site include the development of Parcel HW1 and a portion of Parcel FT1 into open space; the creation of a new street between former Parcels G2 and G3; and improvements to Necco Street. As noted in the Third Amendment to the PDA Master Plan, Parcel G1 will not be developed as a building and therefore, there is no need to develop the planned new street between Parcels G2 and G3. Thus, this Fifth Amendment confirms that the Allocated Enhancements assigned to Parcels G2 and G3 shall remain the same and consist of the following:

- (i) the development of former Parcel G1 (now part of Parcel FT1-A) as open space (instead of as an 80-foot tall building);
- (ii) the creation of a pedestrian plaza between the buildings on Parcels G2 and G3 (*i.e.*, between 5 Necco Street and the New Building);
- (iii) the construction of open space on Parcels HW2 and FT1-A; and
- (iv) streetscape improvements to Necco Street.

**5. Amendments to PDA Master Plan.** In recognition of the foregoing, the PDA Master Plan is hereby amended as follows:

- (i) Exhibit D to the PDA Master Plan is replaced by the Exhibit D attached to this Fifth Amendment.
- (ii) Exhibit E to the PDA Master Plan is replaced by the Exhibit E attached to this Fifth Amendment.
- (iii) Exhibit G to the PDA Master Plan is replaced by the Exhibit G attached to this Fifth Amendment.
- (iv) Exhibit I to the PDA Master Plan is replaced by the Exhibit I attached to this Fifth Amendment.
- (vi) Exhibit K to the PDA Master Plan is replaced by the Exhibit K attached to this Fifth Amendment.

These new Exhibits solely reflect the modest changes in the site plan for the Project, the changes in the footprint of the New Building as a result of its new architectural design, and the landscape changes associated therewith (including a new entrance gateway on the southern side of the New Building). Approximately 60,000 square feet of the Project Site will be developed as public open space.

The revised Exhibit K attached to this Fifth Amendment sets forth the status of certain First Phase Public Realm Enhancements (as defined in the 100 Acres MOA).

**6. PDA Master Plan, as Amended.** Except as amended by this Fifth Amendment, the PDA Master Plan remains unmodified and is in full force and effect.

**Attachments:**

- Exhibit A: Plan of Project Site
- Exhibit D: Illustrative Plan for 100 Acres Development
- Exhibit E: Use Plan
- Exhibit G: Open Space Plan
- Exhibit I: Buildout Plan
- Exhibit K: List of First Phase Public Realm Enhancements

EXHIBIT A

PLAN OF PROJECT SITE

(See attached)

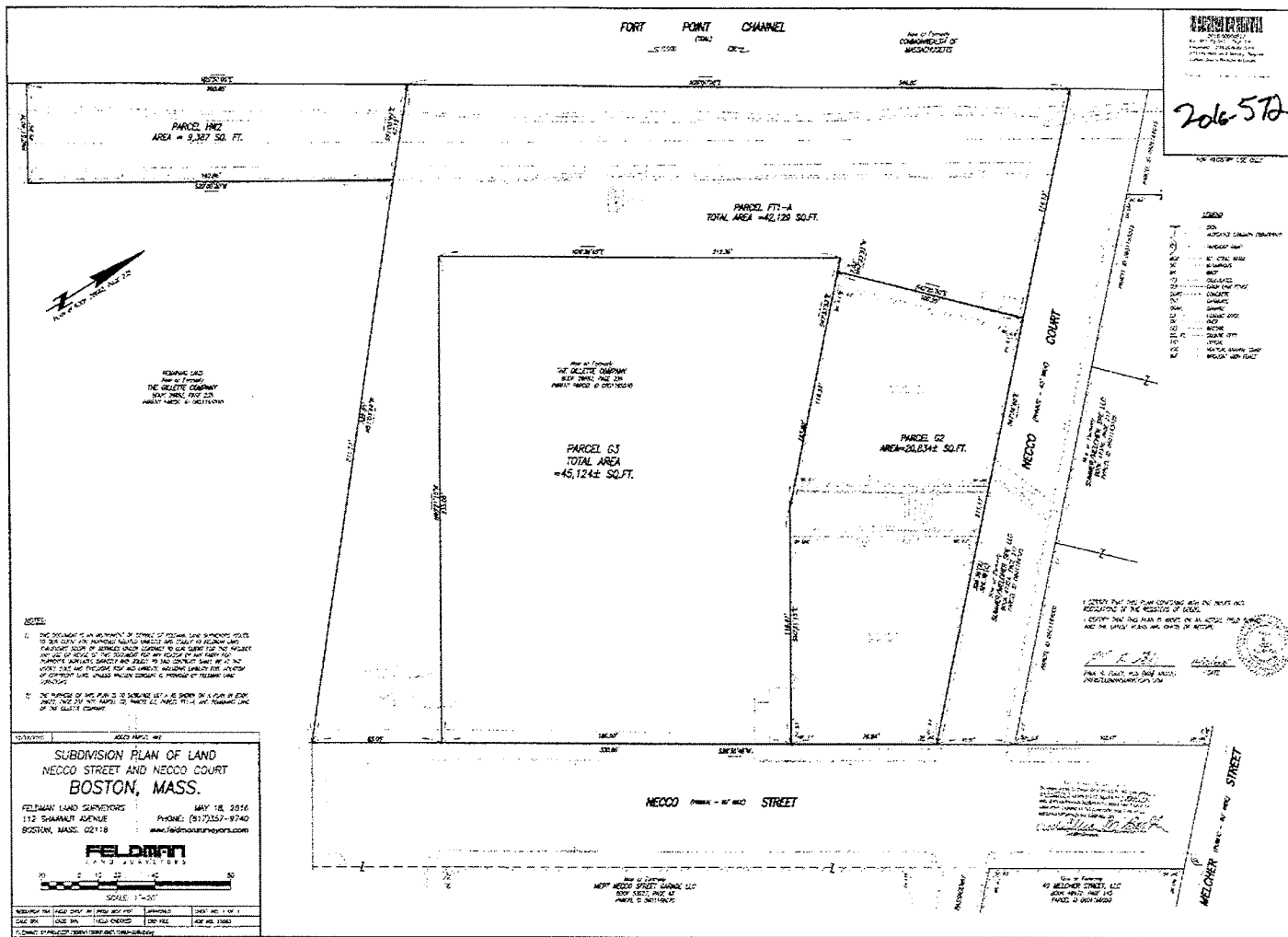




EXHIBIT D

ILLUSTRATIVE PLAN FOR 100 ACRES DEVELOPMENT

(See attached)

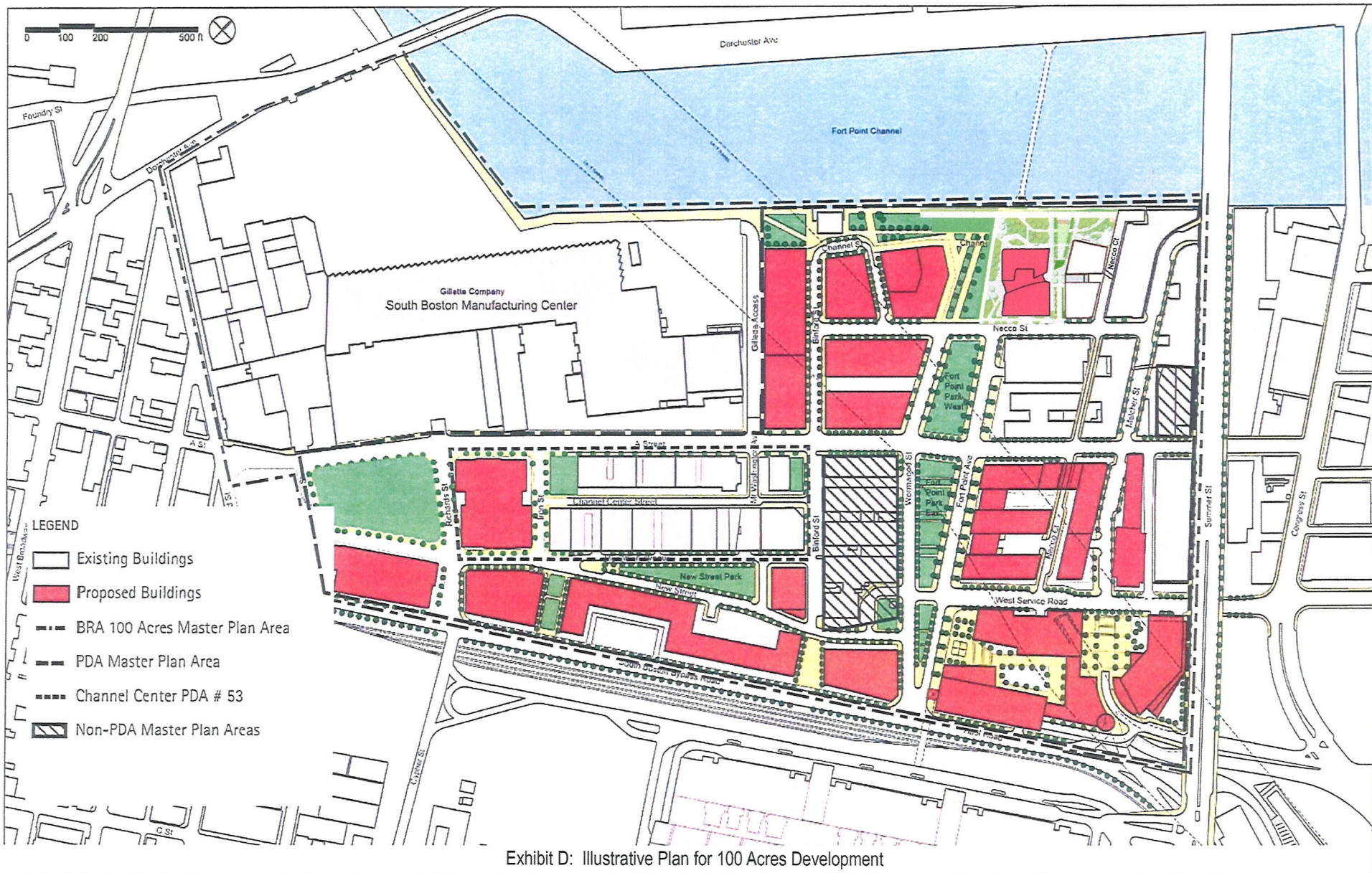


Exhibit D: Illustrative Plan for 100 Acres Development

EXHIBIT E

USE PLAN

(See attached)



Exhibit E: Use Plan

EXHIBIT G

OPEN SPACE PLAN

(See attached)



EXHIBIT I

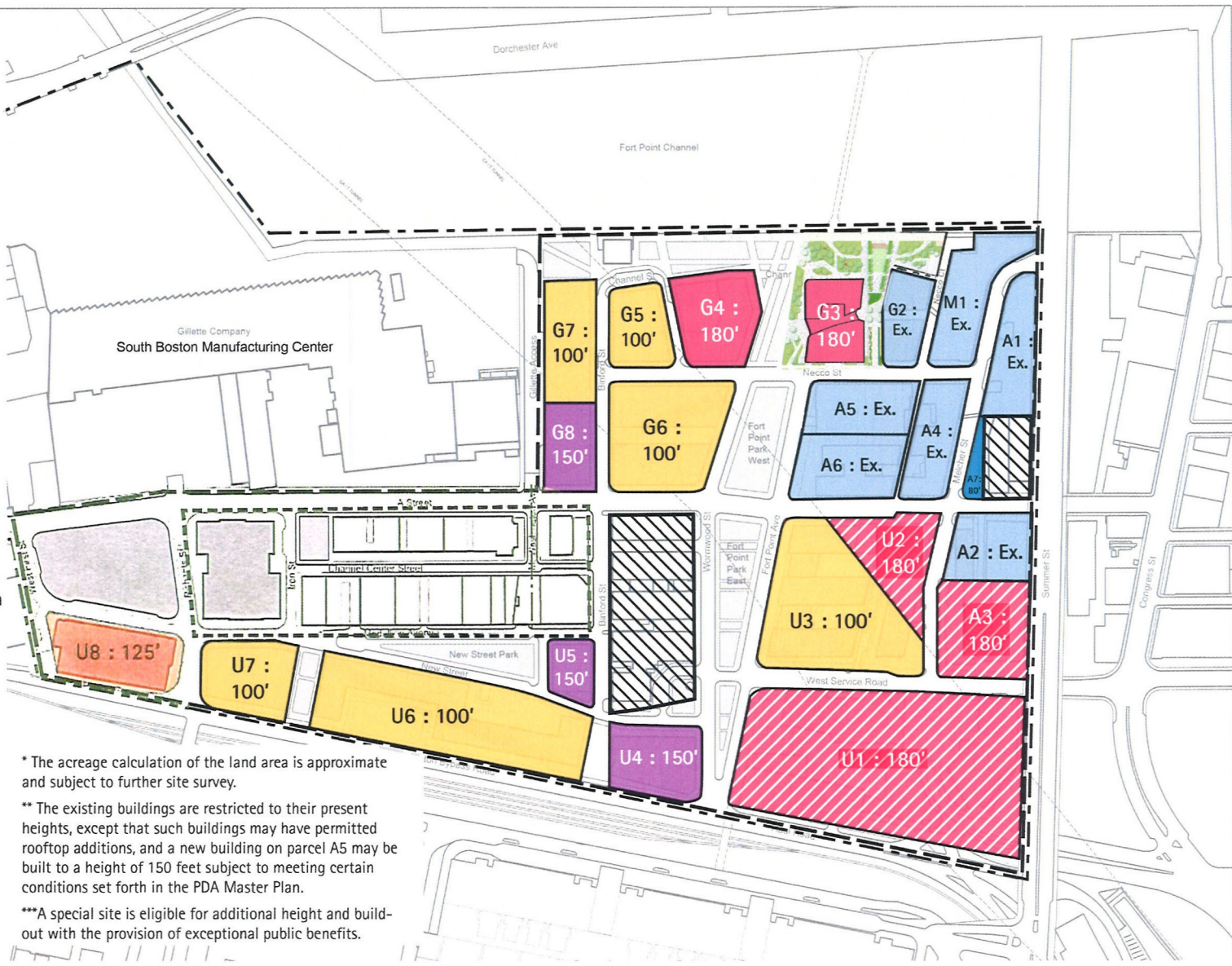
BUILDOUT PLAN

(See attached)

Parcel ID	Land Area* (acres)
A1	0.68
A2	0.81
A3	0.66
A4	0.67
A5	0.89
A6	0.63
A7	0.07
A8	0.07
G2	0.48
G3	1.032
G4	0.76
G5	0.53
G6	1.49
G7	0.83
G8	0.57
M1	0.87
U1	5.75
U2	0.87
U3	2.15
U4	0.78
U5	0.30
U6	2.69
U7	0.85
U8	1.04

- BRA 100 Acres Master Plan Area
- PDA Master Plan Area
- Channel Center PDA #53
- ▨ Non-PDA Master Plan Areas
- xx : xxx' Parcel ID: Height Limit

- Ex. Existing Buildings\*\*
- 80 Feet
- 100 Feet
- 125 Feet
- 150 Feet
- 180 Feet
- Special Site\*\*\*



\* The acreage calculation of the land area is approximate and subject to further site survey.

\*\* The existing buildings are restricted to their present heights, except that such buildings may have permitted rooftop additions, and a new building on parcel A5 may be built to a height of 150 feet subject to meeting certain conditions set forth in the PDA Master Plan.

\*\*\*A special site is eligible for additional height and build-out with the provision of exceptional public benefits.

Exhibit I: Buildout Plan



EXHIBIT K

LIST OF FIRST PHASE PUBLIC REALM ENHANCEMENTS

1. Melcher Street Signalization and Sequencing. [*Completed*]
2. Binford Street Signalization and Sequencing. [*GE provided a traffic analysis to the BRA and Boston Transportation Department in 2017 which indicated that signalization at this intersection was not warranted.*]
3. Traffic Direction Demonstration Project South of W. 2<sup>nd</sup> Street or Intersection Widening at A Street/W. 2<sup>nd</sup> Street (USPS property and property from other parties not part of the PDA Master Plan required). [*Not yet completed*]
4. Richards Street Connection Construction. [*Completed*]
5. Interim Harborwalk Landscaping/Irrigation. [*Interim Harborwalk, landscaping improvements completed by Gillette; permanent Harborwalk improvements located on Parcels HW2 and FT1-A have been substantially completed*]

**Amended and Restated Development Plan**  
**for**  
**5 and 15 Necco Street, South Boston, Massachusetts**  
**within**  
**Planned Development Area No. 69**  
**South Boston/The 100 Acres**  
**\_\_\_\_\_ , 2020**

Pursuant to the provisions of Section 3-1A and Article 80C of the Boston Zoning Code, as amended (the “Code”), as well as the provisions of the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres effective January 10, 2007, as amended to date (as so amended, the “PDA Master Plan”), this plan constitutes the Amended and Restated Development Plan (the “Amended Development Plan”) for an approximately 2.7 acre parcel of land shown on the survey attached as Exhibit A hereto, legally described on Exhibit B attached hereto (the “Project Site”), and further described herein, located in the Fort Point Channel neighborhood of the South Boston area of Boston.

In accordance with Section 3-1A of the Code, this Amended Development Plan sets forth information on the development of the proposed Project (as defined below), including the existing and proposed location and appearance of structures, open spaces and landscaping, the proposed uses and densities of such structures, proposed traffic circulation, proposed parking and loading facilities, and access to public transportation. This Amended Development Plan consists of 10 pages of text plus the attachments designated as Exhibit A through Exhibit F. All references herein to this Amended Development Plan pertain only to these 10 pages of text and Exhibit A through Exhibit F. The Project as described herein is undergoing Article 80 review by the Boston Redevelopment Authority (the “Authority”) in response to a Notice of Project change filed contemporaneously herewith by the Proponents, as defined below (the “NPC”). The NPC describes the proposed changes to the architectural design of the new building at 15 Necco Street and the environmental impacts thereof, as well as certain changes to the landscape design of the Project.

The design plans, landscaping plans and site plan for the Project are subject to further design refinement as well as design, environmental and other review by the Authority and other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review. Unless otherwise set forth herein, all references to terms defined in the Code shall be as defined in the Code as amended to the date hereof, and not as it may be amended in the future.

Proponents and Project Team. The proponents of this Amended Development Plan are the following entities: (i) ARE-MA Region No. 74, LLC (“15 Necco Owner”), a Delaware limited liability company which owns the property known as 15 Necco Street, and (ii) ARE-MA Region No. 72, LLC (“5 Necco Owner”), a Delaware limited liability company which owns and operates the property known as 5 Necco Street (collectively, the “Proponents”). 15 Necco

Owner is a joint venture of Alexandria Real Estate Equities (“ARE”), an international real estate investment trust, and National Development, a national development firm with headquarters in Newton, Massachusetts. 5 Necco Owner is an affiliate of ARE. Exhibit C attached hereto comprises a list of Project team members.

Project Site. The Project Site is located within the “100 Acres” portion of South Boston bounded generally by the Fort Point Channel and A Street to the west, Summer Street to the north, the South Boston Bypass Road to the east, and Mount Washington Avenue and West First Street to the south. This area constitutes Planned Development Area No. 69 pursuant to the PDA Master Plan.

The Project Site is bounded to the east by Necco Street, a private way open to public travel; to the north by Necco Court, a private way owned by a third party; to the west by the Fort Point Channel; and to the south by privately-owned land currently used as a surface parking lot.

The 5 Necco Street property comprises Parcel G2 as shown on the Subdivision Plan attached hereto and incorporated herein as Exhibit D, and the 15 Necco Street property comprises Parcels G3, HW2 and FT1-A as shown on said Subdivision Plan.

At present, the Project Site comprises the recently renovated, former Boston Wharf Company warehouse structures formerly known as 5 and 6 Necco Court (sometimes known as the “Brick Buildings” and now known as 5 Necco Street), as well as a vacant lot to the south that was formerly used as a surface parking lot and most recently used as a construction staging area for the renovation of the 5 Necco Street building. The Brick Buildings and a portion of the Project Site are located within the Fort Point Channel Landmark District established by the City of Boston in 2008. The Brick Buildings are also contributing buildings to the Fort Point Channel National Register Historic District established by the U.S. Department of the Interior in 2004.

Original Project and Permitting History. In November 2016, the Authority (now known as the Boston Planning & Development Agency) approved the development of a corporate headquarters campus on the Project Site pursuant to the provisions of Article 80B (Large Project Review) of the Code. That project (the “Original Project”) was to comprise the renovation of the Brick Buildings and the construction of the New Building (each as defined below) and associated Harborwalk, landscape and site improvements. The Project as proposed in this Amended Development Plan will remain largely the same, save for a new architectural design for the New Building and adjustments to the site and landscape design. Subsequent to approvals received from the Fort Point Channel Landmark District Commission, the Authority and other governmental agencies, the former Brick Buildings have been rehabilitated, including the addition of a connecting atrium structure and a rooftop addition, and they now comprise a single building known as 5 Necco Street. This initial construction phase has also included the widening and reconstruction of the City’s Harborwalk adjacent to the Project Site.

The remainder of the Project will continue to comprise the construction of the New Building and the creation of the planned landscape, site and streetscape improvements, as described below. In October 2019, the Proponents submitted the NPC to the Authority related to a new architectural design for the New Building; changes in use on the ground floor of the 5 Necco Street building and in the New Building; and changes to the related landscape, site and

streetscape improvements. 15 Necco Owner has also submitted the new architectural design for the New Building and associated revised landscape plan for the Project to the Boston Civic Design Commission (“BCDC”) for its review. Following the Authority’s approval of the NPC, BCDC design review, the approval of this Amended Development Plan by the Authority, and approval of this Amended Development Plan by the Boston Zoning Commission pursuant to Article 80C of the Code, the final plans and specifications for the New Building will be submitted to the Authority for its review, and approval as to consistency with this Amended Development Plan and compliance with the requirements of Article 80B of the Code.

Proposed Project. The Project comprises the following elements:

- (a) The rehabilitation of the Brick Buildings, including the addition of a glass enclosure with an approximately 1,265 square foot footprint and approximately 11,490 square feet of Gross Floor Area to connect the buildings at multiple levels and create functionality between them and to accommodate life safety access requirements, including an approximately 5,175 square foot rooftop addition, as well as the restoration to functionality of the historic metal-sheathed pedestrian bridge over Necco Court;
- (b) The construction of a new, approximately 316,000 square foot twelve-story building (the “New Building”), including a plaza between 5 Necco Street and the New Building that will be open to the public, and a rooftop mechanical penthouse that will have a solar PV system;
- (c) The construction of approximately 60,000 square feet of open space at the Project Site that will be privately owned and maintained but available for public use; and
- (d) The widening and reconstruction of the City’s Harborwalk along the entire length of the Fort Point Channel adjacent to the Project Site.

The main pedestrian entrances to both buildings will be off the plaza between 5 Necco Street and the New Building. There will also be additional pedestrian entrances located along the plaza for direct access to ground floor publicly-accessible facilities such as restaurant or retail uses, as well as entrances to similar facilities in the New Building along Necco Street; there may be additional secondary entrances on the west side of the New Building as well. In addition, the New Building includes a north/south pedestrian corridor to enhance connectivity of the Project to the neighborhood areas to the south, including a new park contemplated as part of the 100 Acres Master Plan. As a consequence, the New Building will have a prominent pedestrian entrance and plaza area on its southern side. A site plan of the Project is attached hereto as Exhibit E, and renderings, schematic plans, perspectives and elevations of the Project, including preliminary floor plans, are included as Exhibit F. The plans for the New Building are preliminary and subject to further review and comment as the design of the Project evolves and is subject to the Article 80B design review process, the review process under MEPA, and other public agencies’ review.

Proposed Uses. Both buildings will contain office, research and development and life science uses on their upper floors, facilities of public accommodation and lobbies and other

building support areas on the ground floor, as well as uses accessory and ancillary thereto. It is expected that the ground floors of the buildings may contain a range of uses designed to attract visitors to the area and to serve residents, employees and visitors, such as restaurants (with or without take-out components), cafes, retail stores, garage/fitness facilities and galleries. All of such uses shall be permitted pursuant to this Amended Development Plan.

The uses in the buildings are expected to change over time and as permitted under the PDA Master Plan, but it is expected that at least 75% of the ground floor space in both the New Building and the 5 Necco Street building will comprise facilities of public accommodation, as defined in and required by M.G.L. Chapter 91 regulations. This Amended Development Plan authorizes a range of non-residential uses at the Project that may change over time, including without limitation, Office, Cultural, Community, Restaurant, Research and Development (including life sciences), Retail, Service and Tourism-related uses (each as defined in the PDA Master Plan), as well as uses customarily accessory and ancillary thereto.

There will be no on-site parking created as part of the Project, as there are ample public parking facilities located within walking distance of the Project Site.

This Amended Development Plan also seeks authorization for the interim use of the undeveloped portion of the Project Site for surface parking until such time as construction of the New Building commences.

Consistency with Existing Zoning Parameters. Consistent with the PDA Master Plan, the New Building will be no greater than 180 feet in Building Height, exclusive of the rooftop mechanical penthouse that will enclose building equipment and include solar PV panels. The building's signage, as well as the building design generally, will be subject to Authority approval pursuant to the Article 80B design review process. The New Building will contain approximately 316,000 square feet of Gross Floor Area. As called for under the PDA Master Plan, the New Building will conform to a zero-lot line standard along Necco Street. The first level of the New Building will be raised approximately five feet from existing grade (consistent with the change in grade effected at the 5 Necco Street building) in order to anticipate climate resiliency needs.

The Brick Buildings formerly contained approximately 106,400 square feet of Gross Floor Area, and had a Building Height of 69 feet. The Building Height of the Brick Buildings was raised approximately three (3) feet so that the formerly concave roofs on the buildings could be made level. The rehabilitation of these buildings involved eliminating the second level of the buildings and raising the ground level by approximately five feet to address climate resiliency needs. Thus, the final Gross Floor Area of the 5 Necco Street building is smaller than formerly existed, at approximately 97,100 square feet, which includes the new glass enclosure between the Brick Buildings (with an approximately 1,265 square foot footprint and containing approximately 11,490 square feet of Gross Floor Area) and a rooftop addition of approximately 5,175 square feet in size. The new glass enclosure contains the entrance lobby to 5 Necco Street and connects the two Brick Buildings at multiple floors. The one-story rooftop addition to 5 Necco Street is approximately 15 feet high and thus, the maximum Building Height of 5 Necco Street is approximately 87 feet. The rooftop addition comprises less than 10% of the total Gross Floor Area of the original Brick Buildings, and is sited so as to minimize where feasible, its

visibility from Necco Street and Necco Court, the nearest private ways within the Fort Point Channel Landmark District. Thus, the rooftop addition as constructed is consistent with the permitted rooftop addition provisions of the PDA Master Plan.

Historic Preservation. As noted previously, a portion of the Project Site, including the Brick Buildings, is located within the Fort Point Channel Landmark District, and the Brick Buildings are listed as contributing buildings to the Fort Point Channel National Register Historic District. The Brick Buildings have been rehabilitated generally in accordance with the Secretary of the Interior's Standards for the Rehabilitation of Historic Structures, and with the benefit of design review and advice from the Fort Point Channel Landmark District Commission and the Massachusetts Historical Commission. This rehabilitation work has also included the rehabilitation and reconstruction of the historic pedestrian bridge over Necco Court that is connected to the Brick Buildings. Character-defining features of the Brick Buildings have been protected during extensive rehabilitation of the buildings (*e.g.*, roof and structural repairs and building and life safety system and seismic upgrades). The existing metal-sheathed connector bridge between the Brick Buildings has been restored to functionality and remains within the glass enclosure. The rehabilitation of the Brick Buildings has included the installation of energy efficiency features and a "green" roof, the construction of a glass enclosure to connect the buildings and create functionality between them, and the introduction of fenestration along the southern and western walls to provide light to the interior of the buildings. There will also be pedestrian entrances to ground floor retail, restaurant and other uses from the plaza between 5 Necco Street and the New Building when those spaces are leased. Those new entrances will be subject to future approval of the Fort Point Channel Landmark District Commission to the extent not already approved. All of these improvements have involved and will continue to involve the reuse of existing materials to the greatest extent feasible, the use of like-kind replacement materials, and the introduction of new features that will not detract from the historic character of these formerly industrial buildings, all consistent with the Fort Point Channel Landmark District Standards and Criteria (Design Guidelines).

Proposed Open Spaces. The Project will result in the creation of approximately 60,000 square feet of new public open space at the Project Site, including the creation of open space at former Parcel G1, which under the PDA Master Plan, was permitted for the development of a building of up to 80 feet in Building Height. Instead, that parcel will become public open space and integrated with the public open space that will be created at Parcel HW2 and Parcel FT1-A, as shown on the site plan attached hereto as Exhibit E. The Project will include 6,745± more open space than had been planned for the Original Project.

Proposed Traffic Circulation, Loading Facilities, and Access to Public Transportation. The Project Site is accessible by vehicle from Necco Street, a two-way private way open to public travel, and from Necco Court, a private way located to the north of the Project Site. A drop-off area will be created on the west side of Necco Street, leading to the two main building entrances. The at-grade loading area at the New Building will be accessed from a driveway located on Necco Street. Vehicular access to the loading area within 5 Necco Street will be from Necco Court. There will be no parking facilities located at either 5 Necco Street or the New Building. A Traffic and Site Circulation Plan is included in this Amended Development Plan as Exhibit F.

Sidewalk improvements will be undertaken on Necco Street adjacent to the Project Site to enhance the pedestrian experience there, including a widened sidewalk, street trees, street lighting and bicycle racks for the public. In addition, the Project includes permanent improvements to the City's Harborwalk, most of which have been substantially completed, such as new surface treatment, street furniture, street lighting and landscaping, as well as a landscape buffer to enhance the attractiveness of the Harborwalk to pedestrians.

Pedestrian access to the Project will be from the Summer Street Bridge and the Harborwalk along the Fort Point Channel to the west, from Melcher Street and Necco Street to the north, and from A Street and Necco Street to the east. The nearest MBTA transit facilities are at South Station (MBTA Red and Silver Lines and commuter bus and train service) and at Broadway Station (MBTA Red Line and connecting MBTA bus service). The majority of employees working at the Project Site and visitors to the Project Site are expected to travel by public transportation, walking, or bicycling, and the Project will contain secure bicycle storage for at least 100 bicycles. On-site shower and locker facilities will be provided at both buildings. In addition, public bicycle storage spaces will be provided along Necco Street. The Project Site will contain a network of pedestrian walkways that will provide connectivity within the Project Site as well as to the Fort Point community and beyond. To the extent employees and visitors access the Project Site by car, the NPC details the ample existing capacity at nearby public parking facilities, including the Necco Street Garage and the Channel Center Garage, to accommodate them.

The Proponents have committed to initiating, and encouraging their respective tenants under space leases to initiate, a robust transportation demand management ("TDM") program, to encourage employees and visitors to walk or bicycle to the Project Site, and to discourage single occupancy vehicle trips to the Project. Specific TDM measures will be set forth in the Transportation Access Plan Agreement executed by each Proponent and the Boston Transportation Department as part of the NPC review process.

Relationship to Area Planning Efforts. In 2006, the Authority approved the 100 Acres Master Plan, which represented the culmination of a years-long planning effort amongst community residents, other local stakeholders, public elected officials, and multiple City and State agencies towards a shared goal of a 100 Acres area redeveloped with a wide array of residential, commercial, industrial, research and development, cultural, open space and other uses. In 2007, the Authority and the Boston Zoning Commission approved the PDA Master Plan to codify in the Code, the height and density parameters under which such development would occur, and the uses to be permitted within the area. Concurrently therewith, the landowners within the 100 Acres area with significant property holdings entered into a Memorandum of Agreement with the Authority to set forth the public realm enhancements allocated to the development parcels within the 100 Acres, which public realm enhancements were to be undertaken by each project proponent (as amended from time to time, the "100 Acres MOA"). The most notable public realm enhancement completed under the auspices of the 100 Acres MOA is A Street Park, an approximately 1.5 acre City-owned park that is maintained by a consortium of participating private landowners who are parties to the 100 Acres MOA.

The Project Site comprises Parcels G2, G3, HW2 and FT1-A as shown in the PDA Master Plan, and the "allocated enhancements" attributable to such parcels include

improvements to Necco Street and the creation of new open space areas on Parcels HW2 and FT1-A. The Project includes the creation of that open space, which is expected to be completed by the time a certificate of occupancy is issued for the New Building.

The uses planned for the Project, as discussed in this Amended Development Plan, are all consistent with the 100 Acres Master Plan and PDA Master Plan goals of creating a lively, mixed-use neighborhood with a mix of uses and amenities, and integrated with the larger South Boston and South Boston Waterfront communities of which it will be a part.

Signage. The 5 Necco Street structure contains building identification signage as approved by the Fort Point Channel Landmark District Commission (“FPCLDC”), and it will contain signage for the future ground floor facilities of public accommodation (*e.g.*, retail and/or restaurant uses), consistent with the Fort Point Channel Landmark District Standards and Criteria (Design Guidelines). Such signage will be subject to the approval of the FPCLDC and the Authority. The New Building will also include building identification signage at the main building entrances, as well as additional signage for the ground floor facilities of public accommodation. All such signage will be subject to design review and approval by the Authority as part of a comprehensive sign design program for the New Building.

Groundwater, Green Building and Climate Resiliency. The Project Site is located within the Groundwater Conservation Overlay District established by Article 32 of the Code. Pursuant to Section 32-6 of the Code, there are performance standards required of certain projects to prevent adverse effects on area groundwater levels and on nearby properties. Each building at the Project has been, or will be, designed to meet the groundwater recharge standards of Section 32-6 of the Code such that the Project will not have any adverse effects on groundwater levels at the Project Site or on nearby Lots. The 15 Necco Owner will submit to the Authority and the Boston Water and Sewer Commission (“BWSC”), a certification from a registered civil engineer that as designed, the Project will include a groundwater recharge system enabling the Project to meet the groundwater recharge standards of Section 32-6 of the Code; such a certification has already been submitted for the 5 Necco Street building. The 15 Necco Owner will also obtain from the BWSC, confirmation that the New Building will meet such performance standards, which confirmation may be obtained through the BWSC site plan approval process. A copy of such BWSC determination shall be provided to the Authority and the Boston Groundwater Trust prior to the issuance of a Partial Certification of Consistency for the New Building under Article 80B of the Code. Accordingly, conditional use permits for the Project under Article 32 of the Code shall not be required from the City’s Board of Appeal.

Article 37 of the Code requires projects subject to Large Project Review under Article 80B of the Code, to be “LEED Certifiable,” as defined in Section 37-7 of the Code. The Proponents are committed to completing the rehabilitation of the Brick Buildings or constructing the New Building, respectively, such that they will be “LEED Certifiable” and meet the appropriate performance standards promulgated by the U.S. Green Building Council. The Brick Buildings and the New Building will each have “green” roofs as well as rainwater harvesting systems, and the New Building will have a high performance façade and sun shades as well as PV solar panels on its mechanical penthouse.



Development Review/Permits and Approvals. Concurrently with the Authority's Article 80B Large Project Review process, the Project underwent review pursuant to the Massachusetts Environmental Policy Act ("MEPA"), and the Secretary of the Executive Office of Environmental Affairs issued a certificate on January 22, 2017 stating that the Single Environmental Impact Report issued for the Original Project adequately examined the Original Project's impacts and addressed appropriate mitigation therefor. Concurrently herewith, the Proponents are filing a Notice of Project Change under MEPA to reflect the modest changes to be made to the Project and the proposed Chapter 91 license amendment discussed below.

Because the Project Site is located on filled tidelands, it required licensure under M.G.L. Chapter 91 regulations. A Chapter 91 license was recorded for the Original Project on April 21, 2017. The 2017 Chapter 91 license superseded an existing Chapter 91 "amnesty license" for the Brick Buildings as well as a separate Chapter 91 license governing the dock facility associated with the Project Site. The dock facility will continue to be maintained and operated as a public docking facility as part of the Project.

The Proponents will be seeking a Consolidated Written Determination under the Chapter 91 regulations to permit the issuance of separate Chapter 91 licenses for the 5 Necco Street and 15 Necco Street properties. This will facilitate separate financing and ownership of the two properties, which together, will be operated and maintained as a first class, integrated development.

The Proponents will also seek other permits and approvals for the Project from City of Boston agencies such as the Conservation Commission and the Public Improvement Commission, as well as building and occupancy permits from the Inspectional Services Department. A complete set of anticipated remaining permits and approvals is set forth in the NPC.

Public Benefits. The Project is expected to provide the following benefits:

- The Project has resulted in the historic rehabilitation of two former Boston Wharf Company buildings which are contributing structures to the Fort Point Channel Landmark District and the Fort Point Channel National Register Historic District.
- The Project will generate significant property tax revenues and expand the City's tax base.
- The Project will replace a surface parking lot area and vacant buildings.
- Approximately 60,000 of new public open space will be created as part of the Project, including permanent improvements to the City's Harborwalk along the Fort Point Channel with new paving, street furniture and landscaping.
- The New Building will be an architectural beacon along the City's Harborfront.

- The Project will contain active ground-floor uses along the pedestrian plaza between the New Building and the 5 Necco Street building, such as restaurants, cafés, and retail space.
- The planned improvements to the City’s Harborwalk will facilitate pedestrian access to and from the Fort Point Channel neighborhood, as well as access to the City’s waterfront.
- The Project will have sustainable design features that minimize environmental impacts, provide for climate resiliency, and accommodate alternative energy sources.

Development Schedule. The rehabilitation of the 5 Necco Street building is substantially completed and occupancy of leased space on Floors 2-6 by the General Electric Company for office purposes has commenced. The ground floor commercial spaces will be completed as tenants are identified and leases therefor signed. Construction of the New Building is expected to be initiated in the third quarter of 2020 and substantially completed as core/shell space in the first quarter of 2023. The fit-out of tenant spaces will proceed as leases are signed. These construction timetables are subject to the completion of design review approvals and the receipt of all applicable permits and approvals, as well as *force majeure*.

Applicability. In accordance with Section 80C-9 of the Code, consistency of the Project with the provisions of this Amended Development Plan constitutes consistency with the dimensional, density, use, groundwater protection and all other provisions of the Code, to the extent the same are discussed herein. The Project shall be deemed in compliance with the requirements of the underlying zoning for the Project Site, including without limitation, the PDA Master Plan, upon the Authority’s issuance of a Certification of Consistency for the Project (or a Partial Certification of Consistency for a Project Component as discussed below), pursuant to the provisions of Section 80C-9 of the Code.

Project Components and Ownership. As previously noted, it is contemplated that the Lots within the Project Site which comprise the 5 Necco Street building and the New Building will be separately owned and financed. The rehabilitation of 5 Necco Street shall comprise one Project Component (“Project Component 1”) and the New Building and the open space and Harborwalk improvements on Parcels HW2 and FT1-A shall comprise a second Project Component (“Project Component 2”). The obligations of the Proponent of Project Component 1 with respect to the Project shall be limited to the rehabilitation of the Brick Buildings. The obligations of the Proponent of Project Component 2 shall be limited to the construction of the New Building, the construction of the open space improvements on Parcels HW2 and FT1-A as discussed herein, and the construction of the pedestrian passageway/plaza between the 5 Necco Street Building and the New Building, as well as the streetscape improvements along Necco Street. The compliance of a Project Component with this Amended Development Plan shall be determined based on such Project Component’s compliance with the requirements of this Amended Development Plan which apply to such Project Component, including the provision of public amenities allocated to such Project Component. Each Project Component shall be eligible to receive its own Partial Certification of Compliance or Partial Certification of Consistency pursuant to Articles 80B and 80C of the Code, respectively. However, nothing set forth in this

Amended Development Plan shall obligate either Proponent to undertake all or any part of the Project.

Attachments:

- Exhibit A: Survey Plan of Project Site
- Exhibit B: Legal Description of Project Site
- Exhibit C: Project Team Members
- Exhibit D: Subdivision Plan
- Exhibit E: Site Plan
- Exhibit F: Design Plans, Perspectives, Renderings and Elevations
- Exhibit G: Traffic and Circulation Plan

Exhibit A  
Survey of Project Site



**Exhibit B**

**Legal Description of Project Site**

Parcels G3, G2, HW2 and FT1-A as shown on a plan entitled “Subdivision Plan of Land, Necco Street and Necco Court, Boston, Mass.” dated May 18, 2016 prepared by Feldman Land Surveyors and recorded with the Suffolk County Registry of Deeds in Plan Book 2016 as Plan 572.

**Exhibit C**

**Project Team Members**

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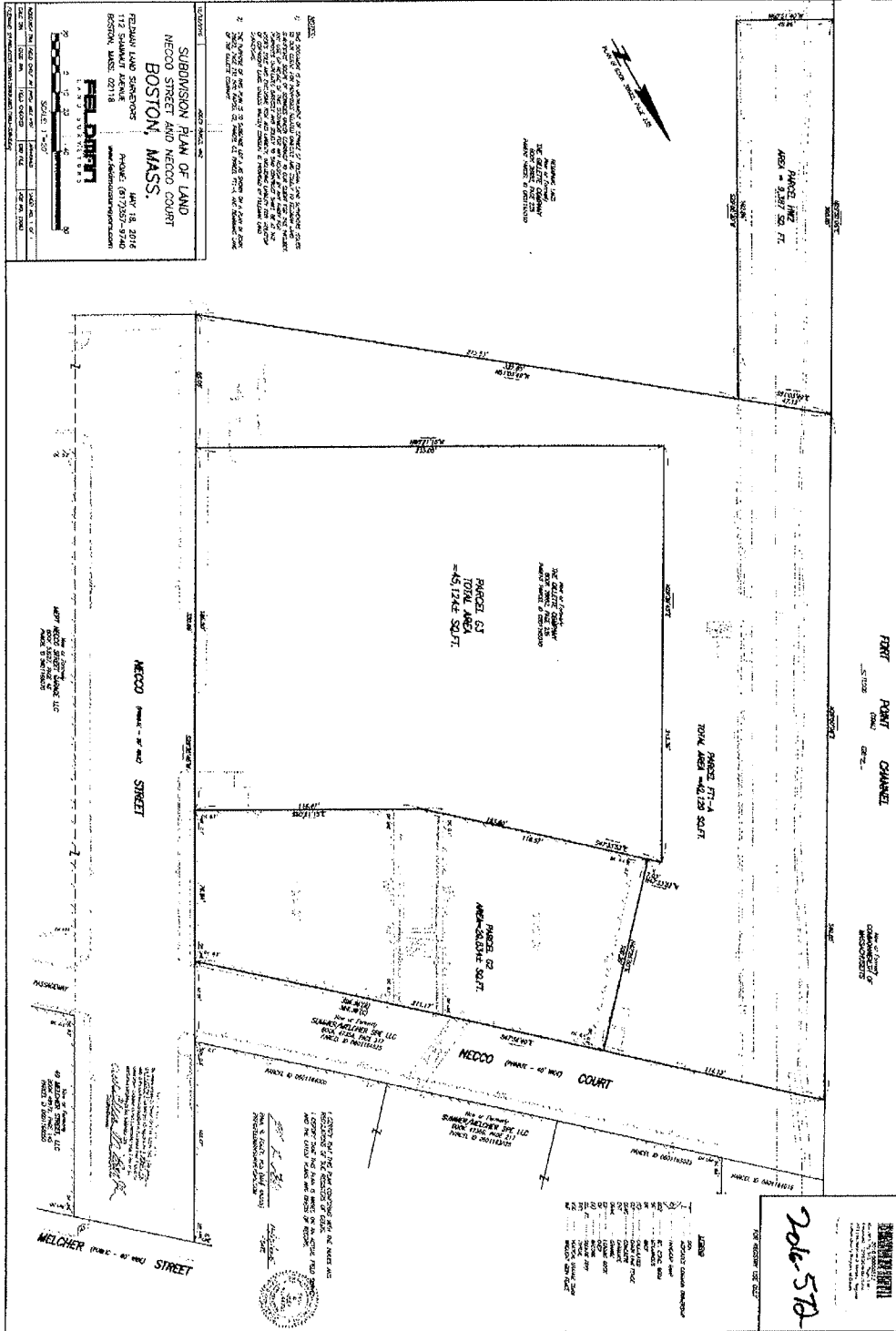
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# Exhibit D

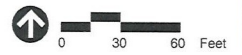
## Subdivision Plan



**Exhibit E**

**Site Plan**

[See attached]



Source OJB  
- - - Site Boundary

Exhibit - D

**OJB**  
Exhibit D  
Site Plan

15 Necco Street Project  
Boston, Massachusetts

**Exhibit F**

**Design Plans, Perspectives, Renderings and Elevations**

[See attached]



ELKUS | MANFREDI  
ARCHITECTS

Perspective View From Southwest

Exhibit F-1

15 Necco Street  
Boston, Massachusetts

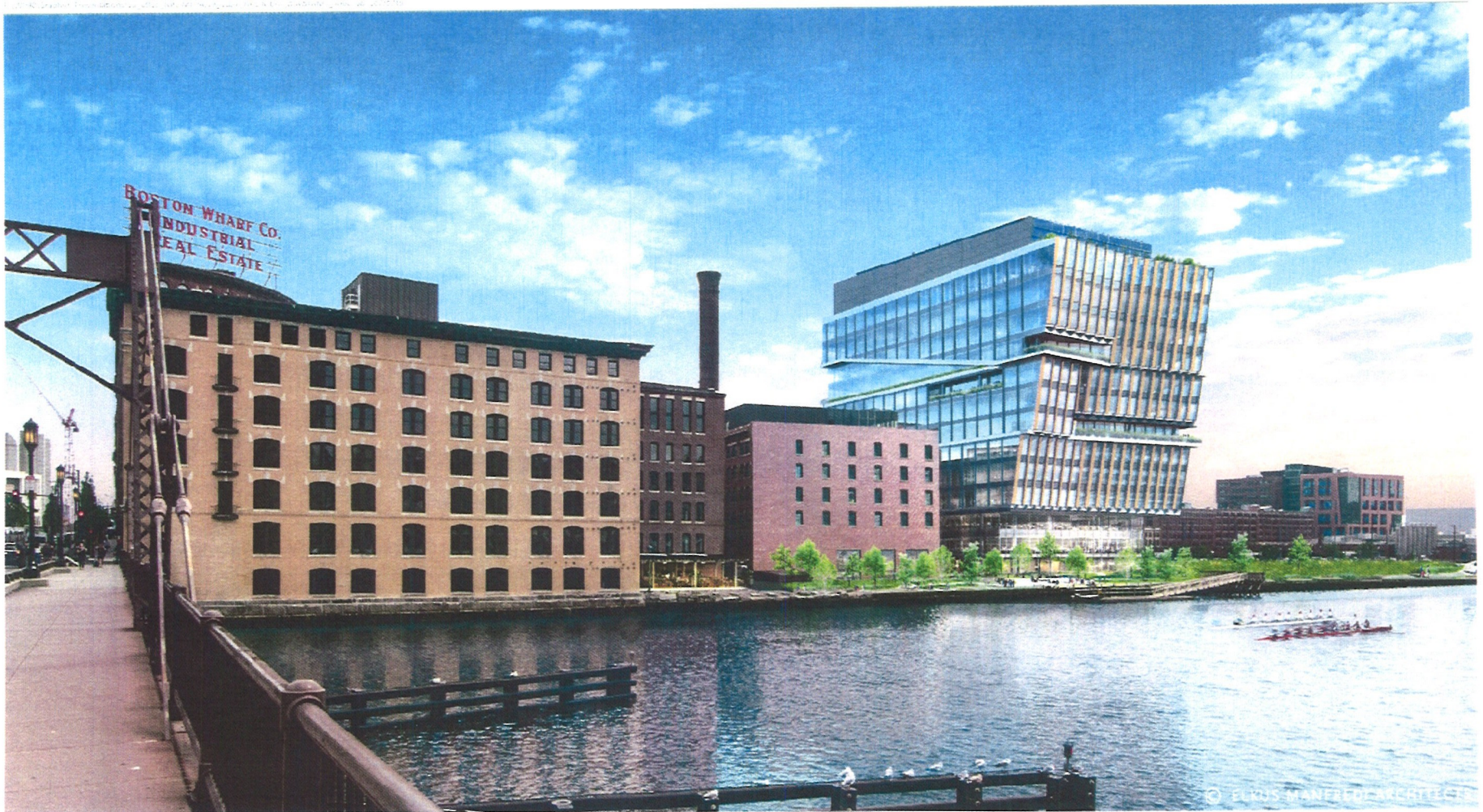


Exhibit F-2



Perspective View From Summer Street  
Bridge North Facade

15 Necco Street  
Boston, Massachusetts



Exhibit F-3



Perspective View From Necco Street  
Looking North

15 Necco Street  
Boston, Massachusetts

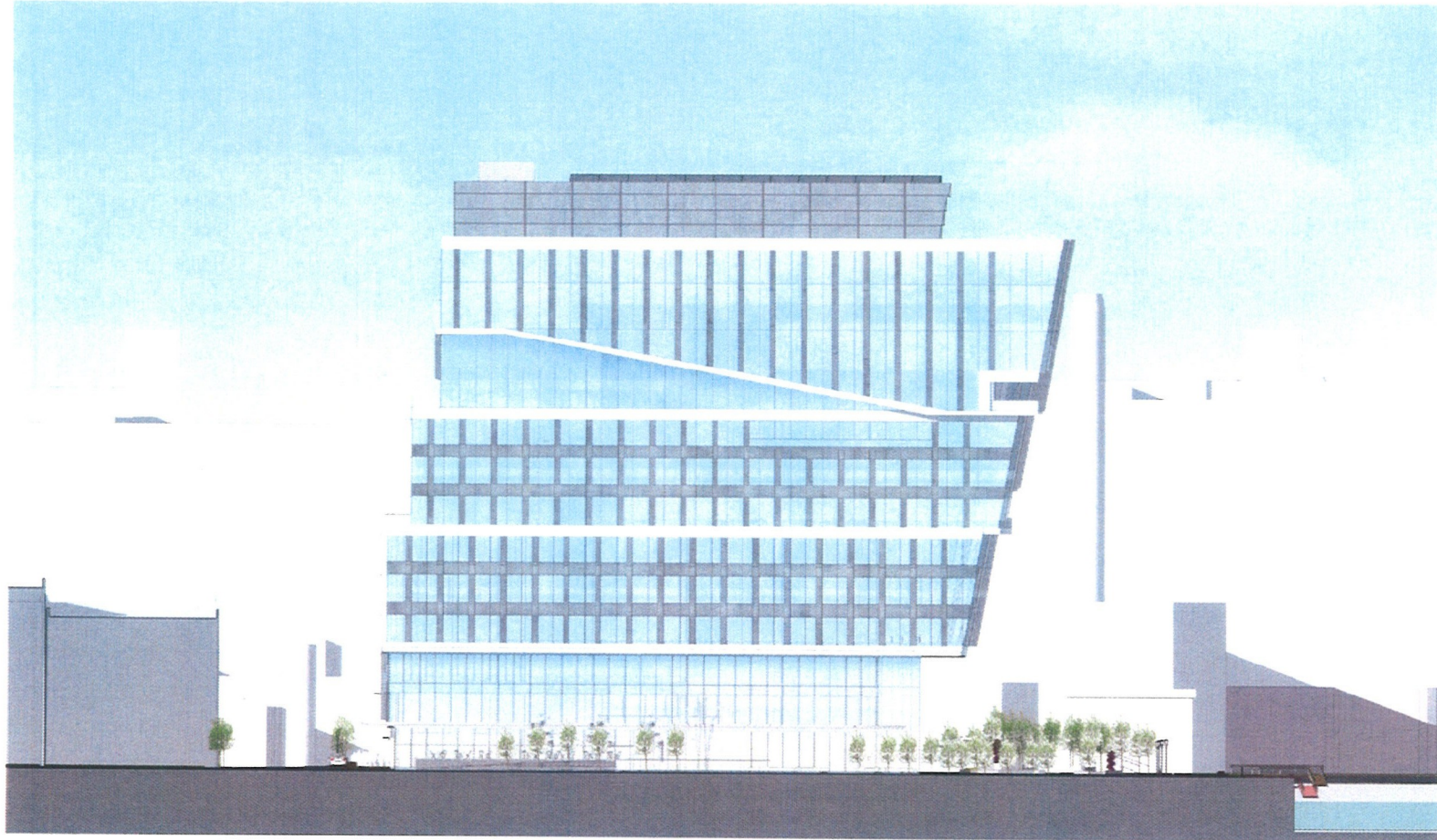


Exhibit F-4



New Building Elevation - North Facade

15 Necco Street  
Boston, Massachusetts





Exhibit F-5



New Building Elevation - South Facade

15 Necco Street  
Boston, Massachusetts



Exhibit F-6



New Building Elevation - East Facade

15 Necco Street  
Boston, Massachusetts



Exhibit F-7



New Building Elevation - West Facade

15 Necco Street  
Boston, Massachusetts



- Facility of Public Accommodation (FPA)<sup>\*</sup>
- Lobby (FPA)
- Loading Dock
- Back of House/Building Core

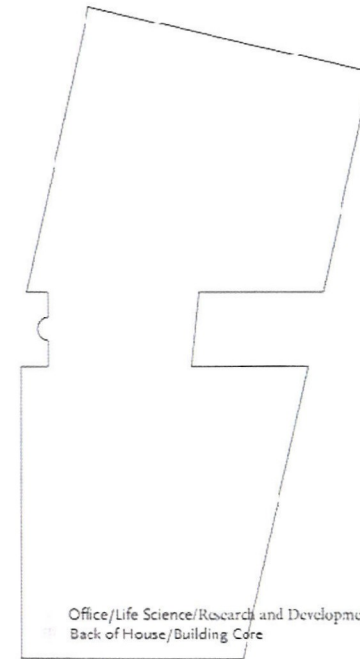
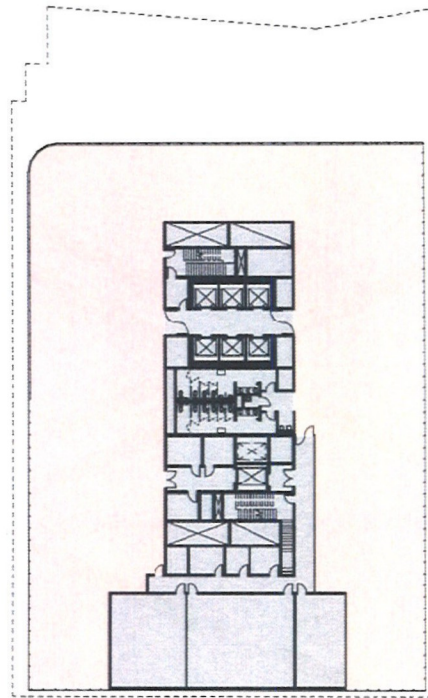
<sup>\*</sup>Potential ground floor FPA uses could include cafe/restaurant, retail, fitness, lobby gathering space, restrooms and gallery space



Ground Level Plan

Exhibit F-8

15 Necco Street  
Boston, Massachusetts



Office/Life Science/Research and Development  
Back of House/Building Core

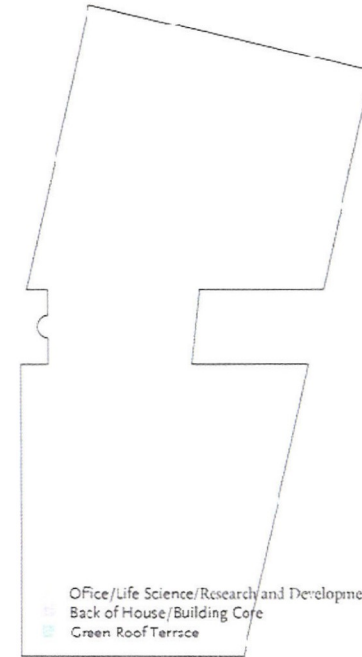
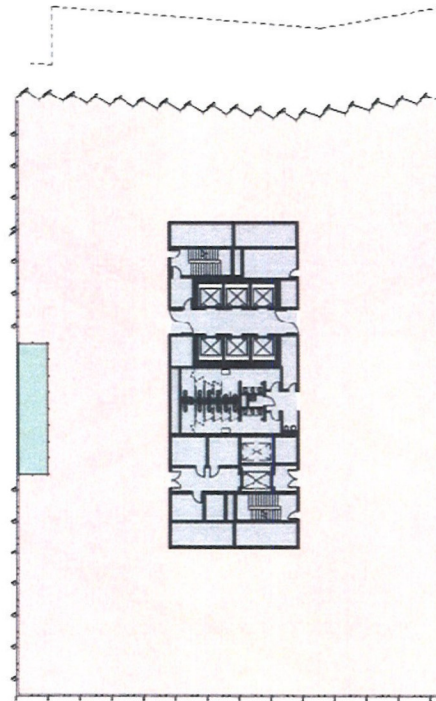


Exhibit F-9



Second Level Plan

15 Necco Street  
Boston, Massachusetts



Office/Life Science/Research and Development  
Back of House/Building Core  
Green Roof Terrace

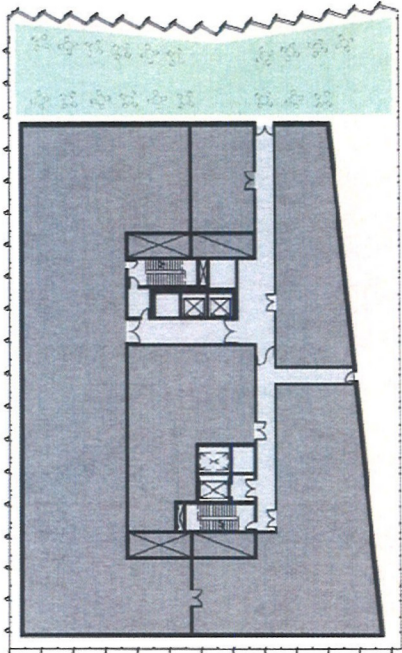


Exhibit F-10



Typical Upper Level Plan

15 Necco Street  
Boston, Massachusetts



- Penthouse MEP Space
- Building Core and Circulation
- Roof Terrace
- Green Roof Zone



Exhibit F-11



Roof Plan

15 Necco Street  
Boston, Massachusetts

**Exhibit G**

**Traffic and Circulation Plan**

[See attached]





Source: OJB

Prepared By: VHB

 Project Site



Traffic and Circulation Plan

Exhibit G

15 Necco Street Project  
Boston, Massachusetts