

PDA APPROVAL: 12/14/10  
ZC APPROVAL: 1/19/11  
EFFECTIVE: 1/30/11

**DEVELOPMENT PLAN  
for  
319 "A" STREET REAR  
within  
PLANNED DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES**

**Boston, Massachusetts**

**January 19, 2011**

1. **Development Plan:** Pursuant to Section 3-1A and Article 80C of the Zoning Code of the City of Boston (the "**Code**"), and the Master Plan for Planned Development Area ("**PDA**") No. 69, South Boston/The 100 Acres (the "**PDA Master Plan**"), this plan constitutes a PDA Development Plan (the "**Development Plan**") for the redevelopment of a parcel in the Fort Point Channel district of Boston (the "**Site**") at 319 A Street Rear, owned by W2005 BWH II Realty, L.L.C. (the "**Proponent**"). The Site is more particularly described below and in EXHIBIT 1, attached hereto. The Site and PDA Overlay District are both depicted on the locus map attached hereto as EXHIBIT 2.

The Proponent proposes to demolish an existing building at the Site and replace it with a new residential building, and to make related improvements on the Site, all as more fully described below (the "**Proposed Project**"). This Development Plan sets forth information on the Proposed Project, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses of the Site, densities, proposed traffic circulation, parking and loading facilities, access to public transportation, and dimensions of structures proposed as part of the Proposed Project.

Upon approval, this Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Under Section 80C-8 of the Code, no building, use or occupancy permit for the Proposed Project will be issued until the Boston Redevelopment Authority (the "**BRA**") has issued a Certification of Consistency under Article 80C-8 for such Proposed Project. To the extent that the Director of the BRA (the "**Director**") certifies consistency with this Development Plan, the Proposed Project will be deemed to be in compliance with the requirements of the Code, under Code Section 80C-9, to the extent that such requirements have been addressed in the Development Plan.

The Development Plan consists of 15 pages of text plus attachments designated EXHIBITS 1 through 4. All references to this Development Plan contained herein shall pertain only to such pages and exhibits. Unless otherwise set forth herein, all references to terms defined by the PDA Master Plan and by the Code will have the meanings set forth in each as of the date of this Development Plan.

2. **Proponent:** The Proponent, W2005 BWH II Realty, LLC, a Delaware limited liability company, has its business address at c/o Archon Group, L.P., 800

Boylston Street, Suite 3330, Boston, MA 02199. Members of the Proposed Project team are identified on EXHIBIT 3.

3. **PDA Master Plan Area:** On September 7, 2006, the BRA approved the “The Fort Point District 100 Acres Master Plan” (the “**100 Acres Master Plan**”), which served as the planning basis for the PDA Master Plan, adopted by the Zoning Commission on January 10, 2007.<sup>1</sup> The PDA Master Plan is intended to support the central goal of the 100 Acres Master Plan: to transform the area into a dense, varied and lively urban district, with 24-hour vibrancy.

The PDA Master Plan sets maximum floor area ratio (“**FAR**”) and building heights for construction. FAR limits are calculated based on groupings of parcels, excluding the gross floor area of any development that preexisted adoption of the PDA Master Plan on January 10, 2007. Because FAR limits apply to the specified Parcel Groupings in the aggregate, individual sites within them may have higher or lower FARs. As addressed below, the Proposed Project complies with these requirements.

Likewise, the Proposed Project complies with the limitations on use set by the PDA Master Plan. The PDA Master Plan contemplates that projects within the PDA Master Plan Area will feature a broad range of uses, principally office, research and development, retail, service, residential, open space, tourism-related, and art and cultural uses. Exhibit E to the PDA Master Plan assigns parcels within the area to three broad use categories: Industrial / Commercial Mixed Use; Residential / Commercial Mixed Use (which governs most of the area); and Open Space. The PDA Master Plan further identifies the Site as a portion of Parcel A<sub>3</sub>, and assigns it to the Residential / Commercial Mixed Use category. (PDA Master Plan, Exh. E.)

4. **Site:** The Proposed Project will be constructed at the eastern end of Pastene Alley in the Fort Point Channel district portion of Boston’s Innovation District, on the site of an existing five-story former warehouse building known as 319 A Street Rear. The Project site is generally bounded by United States Postal Service (“**USPS**”) land to the south and east, an existing former warehouse owned by the Proponent known as 319 A Street Front to the west, and Pastene Alley (a private way owned by the Proponent) to the north. The Proponent’s adjacent building at 319 A Street Front is identified in the PDA Master Plan as part of Parcel A<sub>2</sub>, and is not included in the Site.

The Proponent is negotiating with the USPS to purchase approximately 4,000 square feet of USPS property located between 319 A Street Rear and 337 Summer Street to the west, and West Service Road (currently a state highway) to the east. Therefore, the Site includes approximately 2,200 square feet of USPS land, for a total area of approximately 20,572 square feet.

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<sup>1</sup> The area subject to the PDA Master Plan (the “**PDA Master Plan Area**”) measures approximately 49 acres (2,134,440 square feet). The 100 Acres Master Plan encompasses a larger area than the PDA Master Plan Area.

The Site is located in the Fort Point Channel district portion of Boston's Innovation District, which includes a mix of creative professional, commercial, and residential uses. Located approximately two blocks to the east is the Boston Convention and Exhibition Center, which opened in the summer of 2004. Approximately four blocks from South Station, and approximately three blocks from the Courthouse Station on the Silver Line, the Site is convenient to the MBTA Red Line, Silver Line, and commuter rail, and the I-90 and I-93 connections to downtown Boston, Greater Boston, and Logan Airport.

According to Zoning Map 4 South Boston, the Site is located within an underlying M-4 (Restricted Manufacturing) District, the overlaying PDA Master Plan Area, the Groundwater Conservation Overlay District ("GCOD") and the South Boston Restricted Parking Overlay District. The PDA Master Plan provides for one or more PDA Development Plans to be submitted with more specific information about various proposed projects and components thereof; hence this Development Plan.<sup>2</sup>

As stated above, the Site is currently improved with an existing, approximately five-story former warehouse building, used as transitional artist work space. According to the PDA Master Plan, the existing building has approximately 37,920 square feet of gross floor area.<sup>3</sup> The main entry is on Pastene Alley, a private way owned by the Proponent that is not open to public travel. The Site is also located within the City's Fort Point Channel Landmark District.

5. **Proposed Project:** Under the Proposed Project, the new building constructed in place of the existing building (the "New Building") will be located immediately adjacent to the existing building located at 319 A Street Front to the west. The New Building will include up to 184 dwelling units, a lobby and building amenities spaces, and a four-level parking garage accessory to the residential use.

Pedestrian and vehicular access from A Street to the New Building's lobby will be via Pastene Alley at the northern edge of the Site, or using an existing but improved driveway along the southern exterior wall of 319 A Street Front and looping through an existing covered vehicle passageway at 319 A Street Front. It is anticipated in the 100 Acres Master Plan and the PDA Master Plan that Melcher Street will be extended along the southern edge of the Site to connect to West Service Road. At that time, access to the Site will become possible directly from Melcher Street.

The New Building will have up to 268,500 square feet of floor area, including up to 212,610 square feet of residential program (apartments, circulation, lobbies, and building amenities), and up to 56,000 square feet of accessory parking with

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<sup>2</sup> No provisions of the underlying M-4 zoning establish use, dimensional, design, or other requirements for projects within PDA's. Accordingly, the Plan need only comply with the PDA Master Plan.

<sup>3</sup> Throughout this Plan, all references to "floor area" shall refer to "gross floor area" as defined in the Code, and all references to "height" shall refer to "height of building" as defined in the Code.

approximately 96 spaces. Pastene Alley would be connected to West Service Road across a portion of the land purchased from the USPS to create additional vehicular access.

By a letter dated June 14, 2010, the Fort Point Channel Landmark District Commission (the "FPCLDC") gave notice of its conceptual approval of the Proposed Project, including the proposed demolition of the existing building. The Fort Point Channel Landmark District Standards and Criteria (Design Guidelines) acknowledge that the PDA Master Plan identifies the Site as having the potential for new construction that would result in buildings with heights up to 180 feet, and is also eligible to exceed that height. In considering a certificate of appropriateness for the Project, the FPCLDC is thus expected to consider new construction in place of 319 A Street Rear, Pastene Alley, or both, within the context of the planning process that resulted in the PDA Master Plan.

The Proponent considered alternatives to minimize impacts to the overall Fort Point Channel Landmark District during the planning stages of the Proposed Project, and concluded that due to its small size and limited structural capacity, as well as the programmatic needs of the Proposed Project to provide sufficient housing units and accessory parking, together with the requirements for infrastructure improvements outlined in the PDA Master Plan, the existing building must be demolished to make the Proposed Project economically and physically viable.

Through informal consultations with the BRA and the Boston Landmarks Commission ("BLC") that began during 2007, the Proponent has revised earlier versions of the Proposed Project that were substantially larger, involving the entirety of Parcel A<sub>3</sub>, as contemplated under the 100 Acres Master Plan and PDA Master Plan. This included construction above Pastene Alley and substantial reconstruction of and vertical additions to the two buildings located at 327 and 337 Summer Street.

The Proponent has taken into consideration the impacts that redevelopment of the entire Parcel A<sub>3</sub> may have, and has significantly reduced the scope of the Proposed Project by limiting construction of a New Building to the site of 319 A Street Rear and reducing the height of the proposed building from 25 stories and 240 feet to the height described below. No work is proposed at 327 Summer Street nor 337 Summer Street, and Pastene Alley (also part of Parcel A<sub>3</sub>) will remain.

The new residential building that will replace the existing building will include a ground level with lobby and other supporting space (convertible to retail use), four levels of above-grade parking, and 16 floors of residential apartments for a total of 21 stories plus a mechanical penthouse. Total building height is up to 180 feet (not including the mechanical penthouse because it will not occupy more than one-third of the roof area) as measured from Summer Street in accordance with the PDA Master Plan.

Proposed site plans, floor plans and elevations ("**Drawings**") are attached hereto as **EXHIBIT 4**.



6. **Innovation District:** The Proponent is committed to making the Proposed Project a welcome addition to the Innovation District. In conjunction with the development of the Proposed Project, the Proponent would rehabilitate and convert to residential use its existing former warehouse building less than one block away from the Site at 63 Melcher Street, which is part of Parcel A4. The Proposed Project will not be eligible to receive a final certificate of occupancy until a certificate of occupancy has been issued for the rehabilitated building at 63 Melcher Street, described below.

The rehabilitated building at 63 Melcher Street will obtain its zoning relief through an amendment to the Development Plan for 49, 51 and 63 Melcher Street within PDA No. 69. The rehabilitated building at 63 Melcher Street shall include approximately 38 dwelling units (approximately 32,000 square feet), as follows:

- On the first floor, approximately five (5) affordable, artist live/work units, which will partially satisfy the affordable housing required for the Proponent's project at 319 A Street Rear;
- On the second through fourth floors, approximately 27 dwelling units specifically designed to serve Innovation District workers, including approximately four (4) affordable dwelling units specifically designed to serve Innovation District workers;
- On the fifth floor, approximately six (6) loft-style apartments;
- In the basement, an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and gallery spaces;
- A rooftop garden for the use of building residents, including a greenhouse structure; and
- No infills will be built.

Smaller unit sizes are typically available at lower rents, meeting the demand of workers in the innovation economy for inexpensive living space with access to amenities outside their units.

7. **Green Building Measures:** The Proposed Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Proposed Project team has used the appropriate U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design ("LEED") green building rating system to evaluate sustainable design measures, in accordance with Article 37 of the Code. The Proposed Project will target meeting LEED-NC standards at the Certified Level, and a LEED checklist was submitted to BRA staff. Sustainable design measures are planned to include: an erosion and sedimentation control program; sustainable site selection; roofing for reduced heat island effect; third-party commissioning of building systems; design exceeding the ASHRAE 90.1-2007 Energy Standard by 20%; low-emitting adhesives, sealants, paints, coatings, flooring, and wood and agrifiber products; and direct line of sight to the outdoors in 90% of regularly occupied areas. Compliance with Article

37 will be confirmed by issuance of the Certification of Compliance pursuant to Section 80B-6, as described below.

8. **Groundwater Conservation Measures:** The Site is located within the GCOD, governed by Article 32 of the Code. Article 32 requires that projects meeting certain criteria employ mitigation measures to avoid adverse impacts to groundwater levels and, in some instances, to recharge stormwater to help sustain groundwater levels. The Proposed Project is subject to Article 32 because the New Building will occupy more than fifty (50) square feet of lot area.

Based on its location in South Boston, only the requirements of Section 32-6(b) of the Code apply to the Site. Under that section, the Proposed Project must demonstrate that it will result in no negative impact on groundwater levels at the Site or adjacent lots, subject to the terms of any (A) dewatering permit or (B) cooperation agreement entered into by the Proponent and the BRA. No such permits or agreements exist.

The New Building does not include a basement. Elevator pits may extend five to seven feet below the adjacent ground surface, that is, to a depth which is anticipated to be above normal groundwater level. The New Building will be supported on reinforced concrete drilled shafts (caissons) that will extend downward from near the existing ground surface, and through the underlying soil overburden, and will be socketed into bedrock. This will not impact groundwater levels at the Site or adjacent lots. Minor excavations at the Site required for utility installations are not expected to encounter groundwater.

The Proposed Project will comply with the applicable standards set forth in Section 32-6(b) of the Code by resulting in no negative impact on groundwater levels within the Site or on adjacent lots. If necessary, the Proponent will incorporate systems into the Proposed Project that meet the groundwater conservation standards set forth in Section 32-6(b). The Proponent will obtain a written determination from the Boston Water and Sewer Commission as to whether said standards are satisfactorily met. The Proponent will provide a copy of this letter to the BRA and to Boston Groundwater Trust prior to the issuance of a Certificate of Consistency.

Compliance with this Development Plan shall constitute compliance with Article 32 without the necessity of the Proposed Project obtaining a conditional use permit pursuant to Article 32.

9. **Proposed Location, Dimensions and Appearance of Structures:** The proposed location, dimensions and appearance of the structures after completion of the Proposed Project are shown in the Drawings, attached hereto as **EXHIBIT 4**. The final location, dimensions and appearance of the Proposed Project may change during ongoing BRA review of the Proposed Project, or as a result of review by other agencies.

The Proposed Project has been designed to take into consideration both the functionality of the building itself and its location within the District. The footprint and

orientation of the New Building follow the existing street grid as well as the future layout of public rights-of-way on the south side of the Site. To accommodate a residential unit layout, the footprint of the New Building will be larger than the existing building, but is still substantially smaller than the massing anticipated in the 100 Acres Master Plan and the PDA Master Plan. The orientation of the Proposed Project is consistent with the existing view corridors along Pastene Alley and up Melcher Street toward downtown, and looking east toward the Boston Convention and Exhibition Center.

The building's design blends the character of the historic, former warehouse buildings in the Fort Point Channel Landmark District with the more contemporary expressions of twenty-first century residential design. The building's massing is broken into a tripartite arrangement consisting of: a base in scale with the adjacent buildings; a middle with a combination of punched windows and contemporary curtain wall; and a top composed of metal panels that screen roof-top mechanical equipment from view.

Access to and the enjoyment of Pastene Alley will be improved. The northern face of the New Building will be approximately 26 feet from the rear facades of 327 and 337 Summer Street. This condition will provide sufficient light and air to the interior spaces of these buildings and will help maintain the network of alleys found throughout the district that provide pedestrian access. With these improvements, the potential for enlivening the rear facades of 327 and 337 Summer Street as part of future projects can be realized. Pastene Alley will remain a private way maintained by the Proponent.

The massing of the New Building will be stepped back along the future Melcher Street extension to create a pedestrian scale in anticipation of future activity. The six-story base along this future street will enclose a through lobby that will be visible both from within Pastene Alley and from A Street, where a new entrance drive will be created along the westerly boundary of the Site with 319 A Street Front. Adjacent to the lobby, building amenity spaces and the Proposed Project leasing office will front on the future Melcher Street extension to enhance the feeling of an active base.

The entrance and exit to the accessory parking garage, which will occupy the second through fifth floors, will be located on the Pastene Alley side of the building, and will be divided into two distinct openings, rather than one large opening, to emphasize the vertical pier language of the building.

10. **Open Spaces and Landscaping:** To reinforce the prevailing physical conditions within the historic areas of the PDA Master Plan Area, and to maintain strong, consistent urban street walls throughout the district, the PDA Master Plan provides that new construction is intended to conform to a zero-lot-line standard and be constructed to the sidewalk. Accordingly, no open space or landscaping is required for the Proposed Project. Moreover, the PDA Master Plan does not require the dedication of any portion of the Site to be used as new public open space. (See PDA Master Plan, Exh. G.)<sup>4</sup>

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<sup>4</sup> As described in the Draft Project Impact Report filed July 16, 2010, no significant shadow from the Proposed Project is anticipated to affect existing, planned or proposed open spaces or public parks in the area.

Pastene Alley, an asphalt-paved private way originally utilized as a railroad spur line, will be retained as part of the Proposed Project. An unnamed alley, also formerly a railroad spur line, on the south side of 319 A Street is currently paved in asphalt. The condition of the asphalt paving at both locations is poor. To enhance the pedestrian experience and improve the view sheds along Pastene Alley and the south side of 319 A Street, new hardscape and other site improvements will be made that will reflect the industrial character of the area.

11. **Proposed Uses:** After completion of the Proposed Project the Site will include up to 212,610 square feet of residential program and up to 56,000 square feet of accessory parking with approximately 96 spaces. The Proposed Project complies with the PDA Master Plan, which calls for significant residential use to be located at the northern edge of the area near Summer Street, where the Site is located. Residential use and accessory parking are expressly permitted at the Site. All of the uses listed in Exhibit F to the PDA Master Plan (including retail, which could be added to the ground level in future), shall be permitted at the Site.

12. **Dimensions of the Proposed Project:** Other than the FAR limitations specified in the PDA Master Plan, and addressed below, the sole dimensional regulation applicable to the Proposed Project is building height. The buildout plan attached to the PDA Master Plan as Exhibit I sets the building height limits for the development parcels within the Site. Parcel A<sub>3</sub> is one of five parcels that have a by-right height limit of 180 feet, and one of two where building height is measured from Summer Street. Proposed projects at Parcel A<sub>3</sub> are eligible for additional build out, as well as height beyond 180 feet, if such proposals (a) undergo review pursuant to Article 80B of the Code, and (b) provide exceptional public benefits. The Proposed Project will not use this option, and instead meets the 180-foot height limit.

13. **Proposed Densities:** The 100 Acres Master Plan and the PDA Master Plan anticipate that the 100 Acres area may ultimately accommodate 5.9 million square feet of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million square feet). The remaining 1.8 million square feet of potential development may take place when it is demonstrated to the BRA that adequate transportation infrastructure exists in the area to support the resulting new gross floor area.

As noted above, the Site is part of Parcel A<sub>3</sub>, which is in turn part of the Parcel A<sub>1</sub>-A<sub>7</sub> Grouping. The PDA Master Plan authorizes a maximum FAR of 1.3 across this entire grouping, based on net new floor area. This maximum FAR can increase to 1.8 when the BRA authorizes the final 30% of net new floor area in the 100 Acres. Based on the lot areas set forth in Exhibit I to the PDA Master Plan, the aggregate lot area in the Parcel Grouping is 192,100 square feet. Therefore, at a maximum FAR of 1.3, the PDA Master Plan authorizes up to 249,730 gross square feet of net new floor area across Parcels A<sub>1</sub>-A<sub>7</sub>.

Table 2 to the PDA Master Plan provides that, as of its effective date, the gross floor area of the existing building at 319 A Street Rear was 37,920 square feet. The New Building to be constructed in its place will have up to 212,610 square feet in residential program (apartments, circulation, lobbies, and building amenities) included in the calculation of FAR, for a net new floor area resulting from the Proposed Project of up to 174,690 square feet.<sup>5</sup>

Previously built or approved FAR across the Parcel A<sub>1</sub>-A<sub>7</sub> Grouping includes the 5,700 square feet of new floor area built as part of ADD Inc's completed project at 311 Summer Street (Parcel A<sub>2</sub>), and the up to 60,911 square feet of net new floor area approved by the City in 2009 as part of the Proponent's 49-51-63 Melcher Street (Parcel A<sub>4</sub>) project.

Adding these to the net new floor area for the Proposed Project of up to 174,690 square feet would result in total net new floor area for the Parcel A<sub>1</sub>-A<sub>7</sub> Grouping of up to 241,300 square feet. When this total is, in turn, subtracted from the aggregate limit of 249,730 square feet available under the current 1.3 FAR limit, this would leave approximately 8,429 square feet net new floor area still available for Parcels A<sub>1</sub>-A<sub>7</sub> after approval of the Proposed Project. Accordingly, the Proposed Project will be consistent with the PDA Master Plan.<sup>6</sup>

14. **Proposed Traffic Circulation:** The Site is a short walk from South Station and Downtown Boston. Access to the Site by both pedestrians and vehicles will be from A Street via the improved driveway along the southern wall of 319 A Street Front, as well as Pastene Alley, a private way. Private use of Pastene Alley is shared by the immediately adjacent building at 319 A Street Front and by four buildings along Summer Street (311, 321, 327, and 337 Summer Street).

The Proposed Project would include a curb cut along West Service Road for vehicle access to Pastene Alley across a strip of land to be purchased from the USPS. The primary pedestrian entrance to the New Building would be from A Street, but new secondary pedestrian access would be created from West Service Road via Pastene Alley. Additional pedestrian and vehicle access will be afforded to the Site once the extension of Melcher Street is completed per the 100 Acres Master Plan and the PDA Master Plan.

The PDA Master Plan does not require the dedication of any portion of the Site to be used as new public rights-of-way. (See PDA Master Plan, Exh. H.)

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<sup>5</sup> Pursuant to Article 2A of the Code, the Proposed Project's residential accessory parking is excluded from the definition of "floor area ratio."

<sup>6</sup> On January 3, 2011, the Proponent filed an amendment to the Development Plan for the 49-51-63 Melcher Street project, in which the proposed net new floor area would be up to 56,725 square feet instead of the up to 60,911 square feet originally approved by the City in 2009. If both that amendment and this Development Plan were approved, that would leave approximately 12,615 square feet of net new floor area still available in the Parcel A<sub>1</sub>-A<sub>7</sub> Grouping, rather than approximately 8,429 square feet.

15. **Parking and Loading Facilities:** The PDA Master Plan does not specify off-street parking and loading requirements. For the Proposed Project, off-street parking is determined during Large Project Review under Article 80B of the Code. The Proposed Project will provide approximately 96 accessory parking spaces for use by residents. Parking will be located on floors two through five.

The Proposed Project would have a parking ratio of approximately 0.52 spaces per dwelling unit. Given the excellent access that the Site enjoys to public transit, and provision in the PDA Master Plan for a mix of uses in the neighborhood, it is appropriate to provide on-site parking to serve the Proposed Project at a rate below the maximum district-based parking guidelines recommended by the Boston Transportation Department (“**BTD**”) for the South Boston Waterfront area (maximum 1.0 to 1.5 spaces for each residential unit). In recent years, apartment projects in similarly dense, mixed-use, and transit-rich Boston neighborhoods have successfully included between 0.20 and 0.65 parking spaces per residential unit.

On-street parking restrictions within a seven-minute walk of the site, or about three-eighths of a mile, consist of a mixture of no parking, metered parking, permit parking, South Boston Resident Permit parking, two-hour parking, and handicapped-designated spaces. A significant number of no-parking areas, South Boston resident parking, and metered parking lie within the immediate vicinity of the site, mostly on A Street, Melcher Street, and Summer Street.

Over 8,300 off-street parking spaces are located in garages and lots within a seven-minute walk of the Proposed Project. Additional parking for the Proposed Project will be available in the nearby 585-space Necco Street Garage, which is owned by an affiliate of the Proponent.

The entrance and exit to the parking garage accessory to the Proposed Project will be located at the northwestern corner of the building at Pastene Alley. Vehicular access to the parking garage will be either from West Service Road to Pastene Alley or from A Street to the driveway south of 319 A Street Front. Vehicles exiting the garage will travel westerly on Pastene Alley to A Street.

Residential loading and trash removal for the building will be located along Pastene Alley. The number of loading bays required by Article 24 of the Code is determined during the Large Project Review process under Article 80B of the Code. The Project provides for at-grade residential loading and trash pick-up through a shared overhead door along Pastene Alley.

The Proponent intends to implement Transportation Demand Management (“**TDM**”) measures to reduce dependence on autos under a Transportation Access Plan Agreement with **BTD**. **TDM** will be facilitated by the Proposed Project’s proximity to residential developments in the neighborhoods of Fort Point Channel and South Boston, along with available transit services nearby, described in the following section.

16. **Access to Public Transportation:** Residents of and visitors to the Proposed Project have several transit options. The Site is located within an approximately five-minute walking distance from the South Station Transportation Center, a transit hub that provides access to the MBTA Red Line and Silver Line and seven commuter rail branches serving points south and west of Boston. South Station is the terminus for Amtrak train service along the Northeast Corridor, and regional and commuter bus service is also provided from South Station. Many commuters and visitors to the Fort Point neighborhood travel into South Station on the Red Line, commuter rail, or other transit, then walk over the Summer Street Bridge to the Fort Point Channel district.

The Site is also within a five-minute walk of several MBTA bus routes and the Silver Line Courthouse Station. South Station is accessible via MBTA Bus Route #7 along Summer Street about one-and-a-half blocks from the site. In addition, MBTA Bus Route #11, which travels between Downtown Boston and City Point via Melcher Street, provides access from South Station. Since Route #11 travels in a clockwise loop along A Street in South Boston and Washington Street in Chinatown, the bus only operates on Melcher Street and A Street as it travels outbound from Downtown. Route #11 operates frequently (every 15 minutes or less) throughout the day.

17. **Public Benefits of the Proposed Project:** Expected public benefits from the Proposed Project include: on-site circulation improvements; public realm enhancements through the PDA Master Plan, described below; sustainable design/green building; increased housing opportunities, including affordable housing; improved community parking; groundwater conservation; increased property taxes; and the creation of temporary and permanent jobs.

**Public Realm Enhancements:** The PDA Master Plan requires new development within the PDA Master Plan area to be accompanied by approximately 6.9 acres of new and expanded open spaces at full build out, to be constructed primarily on land owned by the proponents of new developments in the PDA. The PDA Master Plan also requires that development of land include significant expansions of and upgrades to local rights-of-way, beyond mitigation of project-related impacts. As with new open spaces, the PDA Master Plan requires the proponents of new developments to provide the necessary land - - approximately 9.8 acres -- to construct the public rights-of-way.

Concurrently with its adoption of the PDA Master Plan, the City entered into an Amended and Restated Memorandum of Agreement with the various owners of property subject to the PDA Master Plan (the "MOA"). The MOA allocates responsibility among the City and the property owners for the phased construction and long-term maintenance of the open space and transportation improvements (together, the "**Public Realm Enhancements**").

The MOA binds participating owners to a phasing plan for the construction of all of the Public Realm Enhancements, and to allocate construction costs among them based

on payments into a Sinking Fund. A developer's contribution to the Sinking Fund is a condition precedent to the issuance of a building permit for its development project, and is specifically enforceable in equity by the other participating owners. The developer must also pay its fair share of the costs to maintain the new open spaces. The new streets will be maintained by the City of Boston.

The PDA Master Plan provides that, as of its effective date, the gross floor area of the existing building is 37,920 square feet. As described above, the net new floor area of the Proposed Project is up to 174,690 square feet. Therefore, based on a per square-foot payment of \$11.93 provided in the MOA, the total payment due under the MOA would be approximately \$2,084,052.

Sustainable Design/Green Building: The Proposed Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Proposed Project team will use the appropriate USGBC LEED green building rating system to evaluate sustainable design measures, in accordance with Article 37 of the Code. The Proposed Project will target meeting LEED-NC standards at the Certified Level, as described above.

Increased and Affordable Housing: The Proposed Project will create 184 new dwelling units, and meet the requirements for affordable housing on and off site, in accordance with the Mayor's Executive Order Regarding Inclusionary Housing, dated February 29, 2000, as amended, through: (a) nineteen (19) affordable dwelling units on site; and (b) the rehabilitation of the former warehouse building nearby at 63 Melcher Street, as described above, to include five (5) affordable, artist live/work units on the ground floor, and another four (4) affordable dwelling units on floors 2 through 4 that are optimally sized to serve Innovation District workers at 340 to 500 square feet each and which will satisfy the Mayor's Executive Order Regarding Inclusionary Housing for the 63 Melcher Street project.

Improved Circulation: The Proposed Project would improve Pastene Alley by extending it to West Service Road, allowing vehicles to travel from westbound from West Service Road to the New Building's parking garage and for loading.

Improved Community Parking: By rationalizing and improving Pastene Alley, the Proposed Project will return approximately 40 commercial parking spaces to the South Boston pool administered by the Boston Air Pollution Control Commission. These spaces will then be available for redistribution.

Groundwater Conservation: The Project will comply with the applicable standards set forth in Section 32-6(b) of the Code by resulting in no negative impact on groundwater levels within the Site or on adjacent lots.

Increased Property Taxes: Once complete, the Proposed Project is expected to generate significant additional annual property taxes for the City of Boston than the Site currently contributes.



Temporary and Permanent Employment: During construction, the Proposed Project is expected to create approximately 150 to 200 construction-related employment opportunities. The Proposed Project also creates the potential for approximately 20 ongoing employment opportunities, to manage and maintain the New Building.

18. **Large Project Review:** The BRA has conducted Large Project Review of the Proposed Project under Article 80B of the Code, applicable because the Proposed Project includes construction of a building having a gross floor area of at least 50,000 square feet. The Proponent submitted a Project Notification Form (“PNF”) to the BRA on November 5, 2009. The BRA issued a Scoping Determination on March 9, 2010. In response, the Proponent submitted a Draft Project Impact Report (“DPIR”) to the BRA on July 16, 2010. The BRA accepted public comment on the DPIR through August 30, 2010. On January 3, 2011, the BRA gave notice of the issuance of a Preliminary Adequacy Determination, in which it indicated that all components of the DPIR are sufficient to meet the requirements of the Scoping Determination and waived the requirements of subsection 5 of this Section 80B-5 for the filing and review of a Final Project Impact Report.

In the course of Large Project Review, the impacts of the Proposed Project upon the surrounding neighborhoods have been fully addressed, and appropriate mitigation has been proposed and incorporated into the Proposed Project, as follows:

- New traffic related to the Proposed Project will be minimal, with conditions at nearby intersections and approaches remaining the same as under no-build conditions. Mitigation will include commitments associated with the 100-Acre Master Plan and the PDA Master Plan.
- The Proposed Project will include approximately 96 new parking spaces. The surrounding area has adequate parking to meet any additional parking demand resulting from the Proposed Project.
- The Proposed Project’s net additional transit trips will not adversely affect transit capacity.
- New pedestrian and bicycle accommodations will improve access to the Site.
- The TDM program will encourage non-vehicular travel to the Site, emphasizing the Site’s proximity to public transportation services.
- Potential air quality and noise impacts will be well below City and State thresholds.
- Geotechnical impacts will be monitored as required. The Proposed Project’s stormwater will be managed in accordance with applicable regulations and the Proposed Project will comply with Article 32 of the Code.

19. **Other Necessary Government Approvals:** The Proposed Project is not subject to review under the Massachusetts Environmental Policy Act (“MEPA”). However, state and local permits and approvals are anticipated to be required for the

Proposed Project. Because West Service Road is under the jurisdiction of the Massachusetts Department of Transportation (“MassDOT”), the Proponent will apply to MassDOT for a Highway Access Permit. The Proposed Project will also undergo review by the Fort Point Channel Landmark District Commission.

20. **Development Schedule:** Build out of the PDA Master Plan Area is expected to occur in multiple phases over approximately 20 years. The Proponent currently estimates that construction of the Proposed Project will take approximately 24 months, with initial site work expected to begin in 2012.

21. **Applicability of this Development Plan:** Consistency of the Proposed Project with this Development Plan constitutes compliance with the dimensional, use, and other requirements of the Code, in accordance with Section 80C-9 of the Code. Moreover, this Development Plan constitutes approval for any zoning nonconformity created or increased by the separation of the Site from other portions of Parcel A<sub>3</sub> and the Parcel A<sub>1</sub>-A<sub>7</sub> Grouping, provided that: (A) the use limitations and dimensional requirements of this Development Plan, other than FAR, with respect to each Proposed Project are met; and (B) the FAR for the Parcel Grouping A<sub>1</sub>-A<sub>7</sub> in the aggregate does not exceed the limits established under the PDA Master Plan.

22. **No Duty to Develop the Proposed Project:** Notwithstanding anything set forth in this Development Plan to the contrary, under no circumstances will the Proponent be obligated to proceed with the Proposed Project.

23. **Minor Modifications to Plans:** This Development Plan constitutes the zoning for the Site and the Proposed Project. Final plans and specifications for the Proposed Project will be submitted to the BRA pursuant to Section 3-1A and Article 80C of the Code for final design review approval and certification as to consistency with this Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Development Plan, minor changes may occur to the Proposed Project’s design described in this Development Plan.

24. **Amendment of this Development Plan:** The owner of the Proposed Project may seek amendment of this Development Plan in accordance with the procedures prescribed by the Code.

## LIST OF EXHIBITS

- |                  |   |
|------------------|---|
| <b>Exhibit 1</b> | Legal Description of the Site   |
| <b>Exhibit 2</b> | Locus Plan  |
| <b>Exhibit 3</b> | Proposed Project Team   |
| <b>Exhibit 4</b> | Drawings <ul style="list-style-type: none"><li>- Existing Site Plan</li><li>- Proposed Site Plan</li><li>- Proposed First Floor Plan</li><li>- Proposed 2<sup>nd</sup> - 5<sup>th</sup> Floor Plan</li><li>- Proposed 6<sup>th</sup> Floor Plan</li><li>- Proposed 7<sup>th</sup> – 20<sup>th</sup> Floor Plan</li><li>- Proposed 21<sup>st</sup> Floor Plan</li><li>- Proposed Penthouse Roof Plan</li><li>- Proposed Elevations</li><li>- Proposed Renderings</li></ul> |

**EXHIBIT 1**

LEGAL DESCRIPTION OF THE SITE

A certain parcel of land situated off the southeasterly side of "A" Street in the City of Boston, County of Suffolk and the Commonwealth of Massachusetts, bounded and described as follows:

Commencing at a point at the southeasterly sideline of "A" Street at land now or formerly of the United States Postal Service; said point being two hundred and twenty-four hundredths (200.24) feet southwesterly along the sideline of "A" street from the southwesterly sideline of Summer Street; thence running,

S40°44'00"E by said land now or formerly of the United States Postal Service, a distance of two hundred and fourteen and seventeen hundredths (214.17') feet to the point of beginning; thence turning and running,

N49°01'07"E through the lot a distance of eighteen and eighty-eight hundredths (18.88') feet to a point; thence turning and running,

S41°11'51"E a distance of one and forty hundredths (1.40') feet to a point; thence turning and running,

N49°01'07"E a distance of fifty and forty-three hundredths (50.43') feet to a point; thence turning and running,

N48°12'02"E a distance of forty and two hundredths (40.02') feet to a point at land now or formerly of Normandy Summer Street, LLC; thence turning and running,

S43°07'15"E by land now or formerly of W2005 BWH II Realty, LLC, a distance of fifty-five and thirteen hundredths (55.13') feet to a point; thence turning and running,

S43°18'55"E a distance of one hundred four and seven hundredths (104.07') feet to a point at land now or formerly of United States Postal Service; thence running,

S43°18'55"E through land now or formerly of the United States Postal Service a distance of eighteen and seventy-five hundredths (18.75') feet to a point; thence turning and running,

S45°04'49"W a distance of one hundred seventeen and forty-seven hundredths (117.47') feet to a point; thence turning and running,

N40°44'00"W a distance of eighteen and ninety hundredths (18.90') feet to a point; thence running,

N40°44'00"W a distance of one hundred sixty-seven and eighty-three hundredths (167.83') feet to the point of beginning.

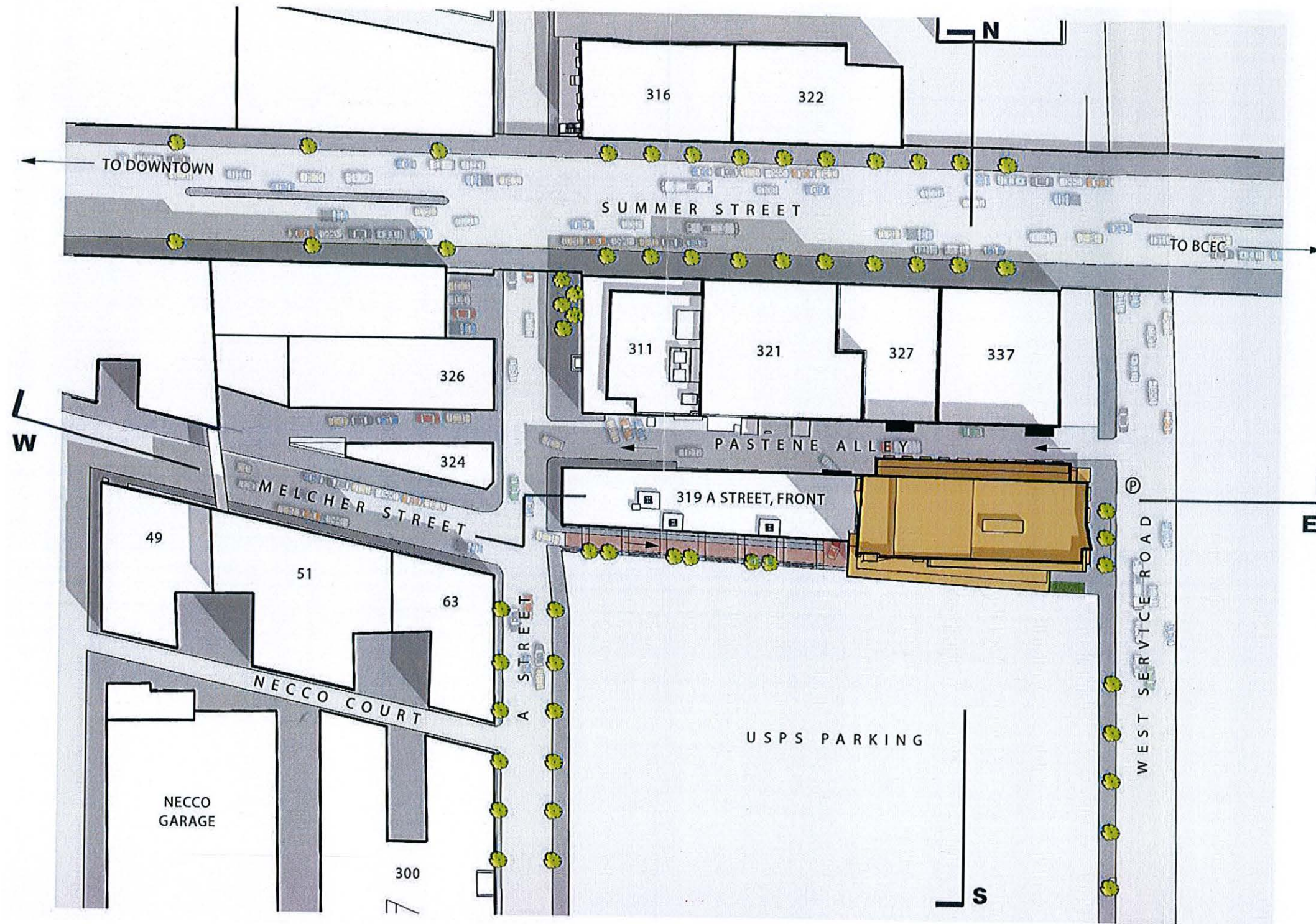
Said parcel contains an area of approximately 20,572 square feet.

**EXHIBIT 2**

LOCUS PLAN

*[inserted behind]*





**319 A Street Rear Boston, Massachusetts**



**EXHIBIT 3**

PROJECT TEAM

Proponent: W2005 BWH II Realty, L.L.C.  
c/o Archon Group, L.P.  
800 Boylston Street, Suite 3330  
Boston, MA 02199  
(617) 451-5400  
John Matteson  
Albert Price  
John Barszewski

Architects: ADD Inc  
311 Summer Street  
Boston, MA 02210  
(617) 234-3100  
James Gray  
B.K. Boley

Legal Counsel: Goulston & Storrs, P.C.  
400 Atlantic Avenue  
Boston, MA 02110  
(617) 482-1776  
Matthew Kiefer  
Jared Eigerman

Permitting Consultant: Epsilon Associates, Inc.  
3 Clocktower Place, Suite 250  
Maynard, MA 01754  
(978) 897-7100  
Laura Rome  
Taya Dixon

Transportation/Parking  
Consultant: Howard/Stein-Hudson  
38 Chauncy Street  
Boston, MA 02111  
(617) 482-7080  
Guy Busa



Civil Engineers:

HW Moore Associates, Inc.  
112 Shawmut Avenue  
Boston, MA 02118  
(617) 357-8145  
John MacKinnon

Geotechnical Consultant:

Haley & Aldrich  
465 Medford Street, Suite 2200  
Boston, MA 02129  
(617) 886-7400  
Steve Kraemer

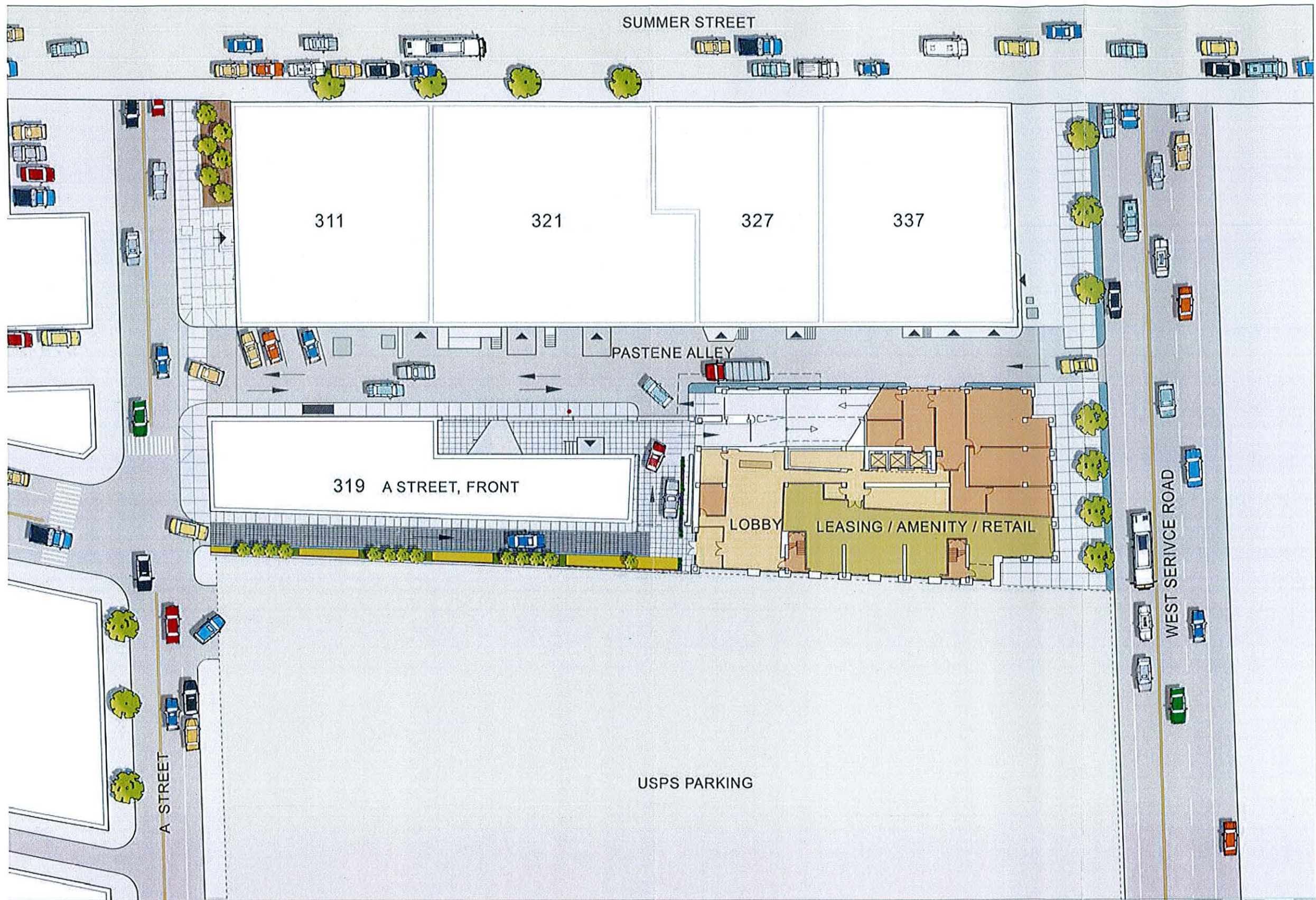
**EXHIBIT 4**

DRAWINGS

*[inserted behind]*

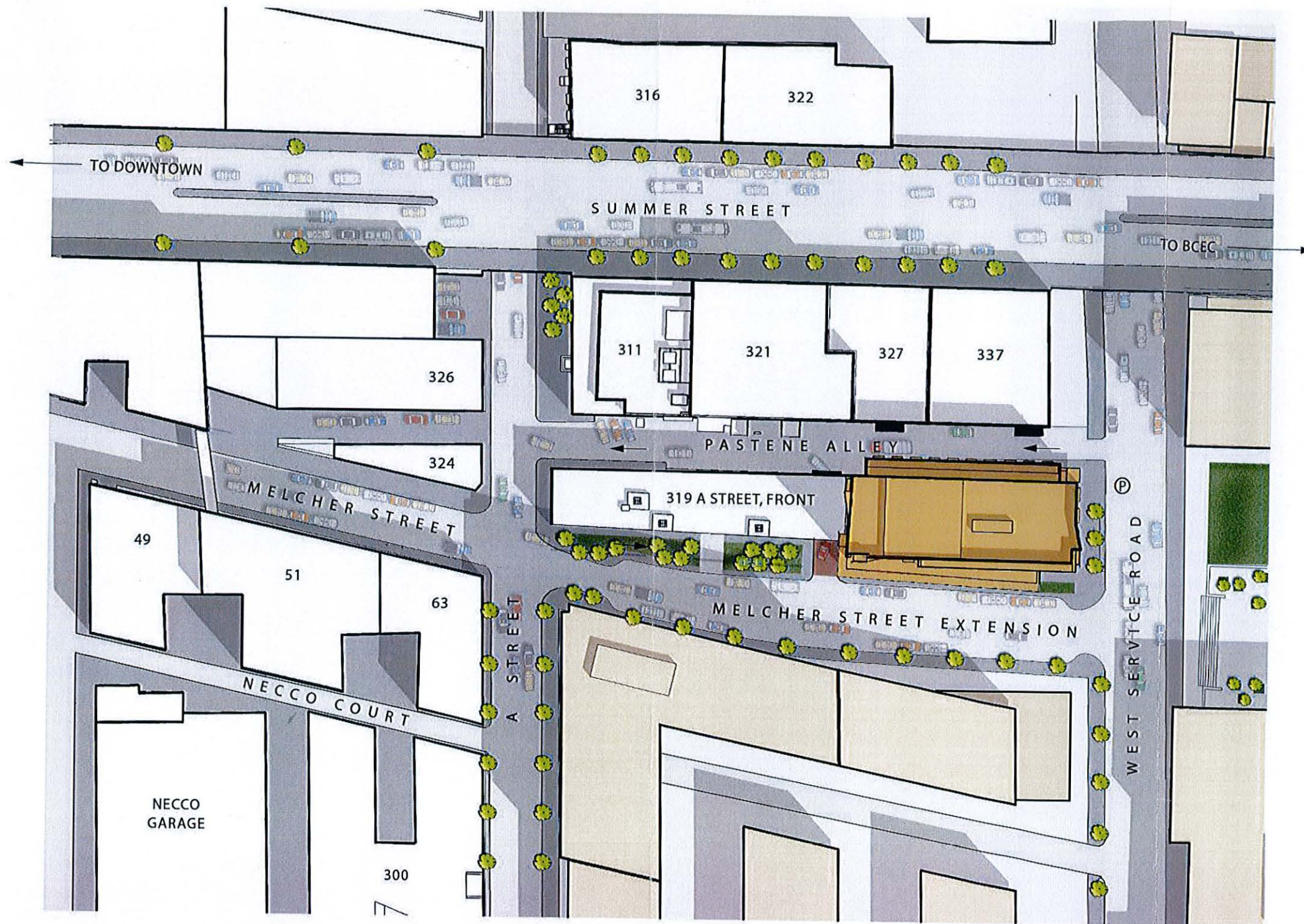






**319 A Street Rear Boston, Massachusetts**

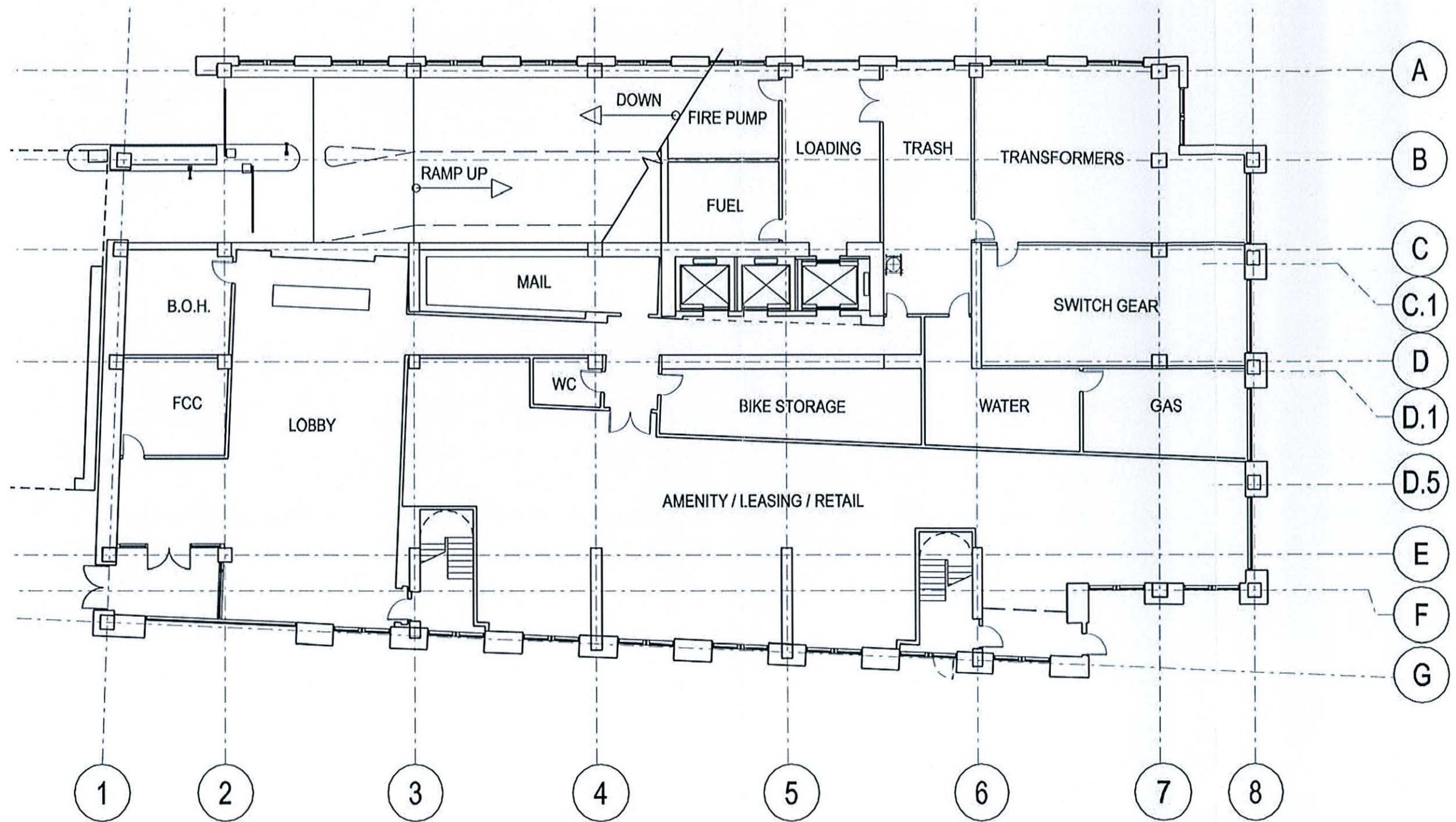




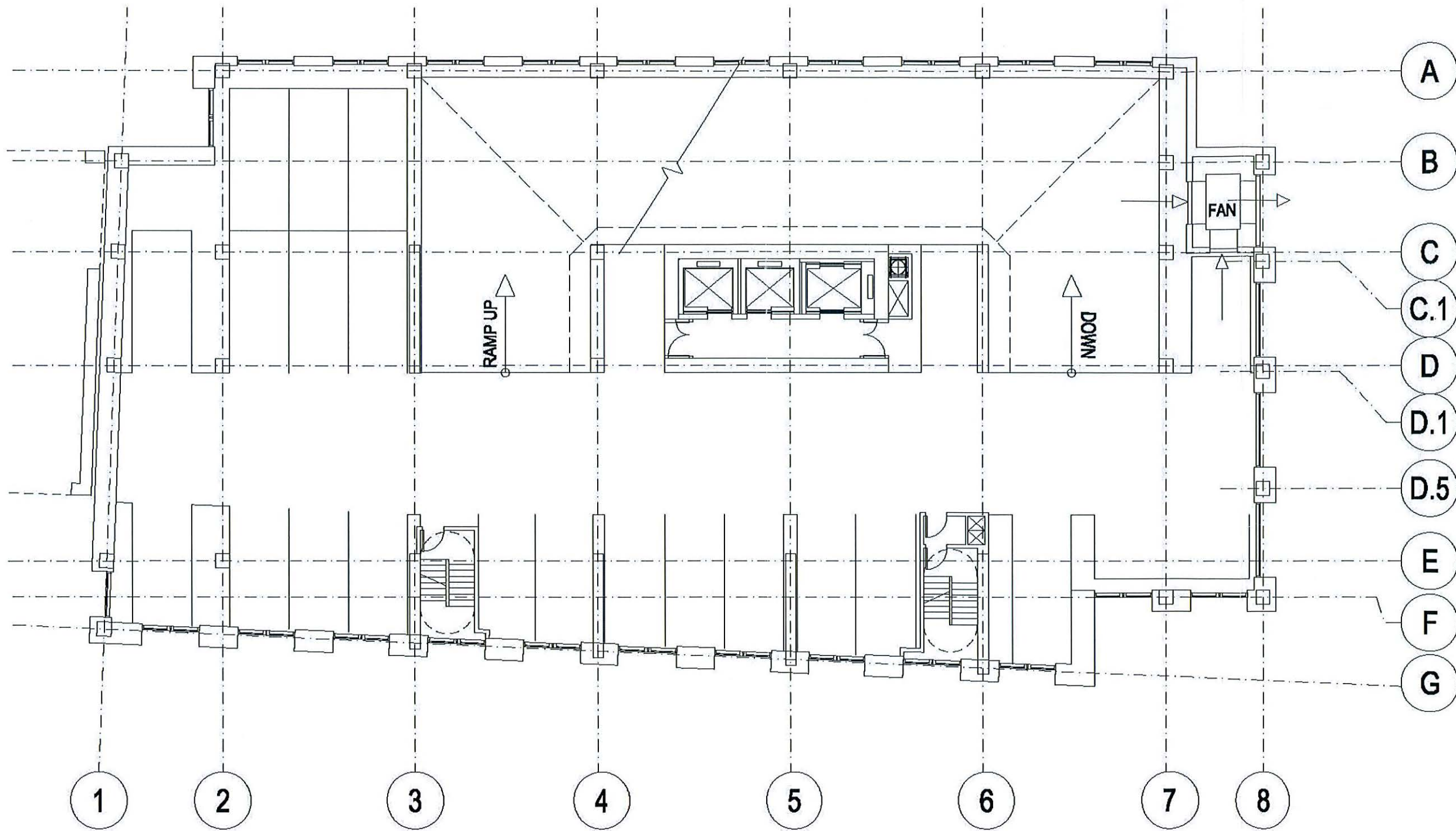
**319 A Street Rear Boston, Massachusetts**





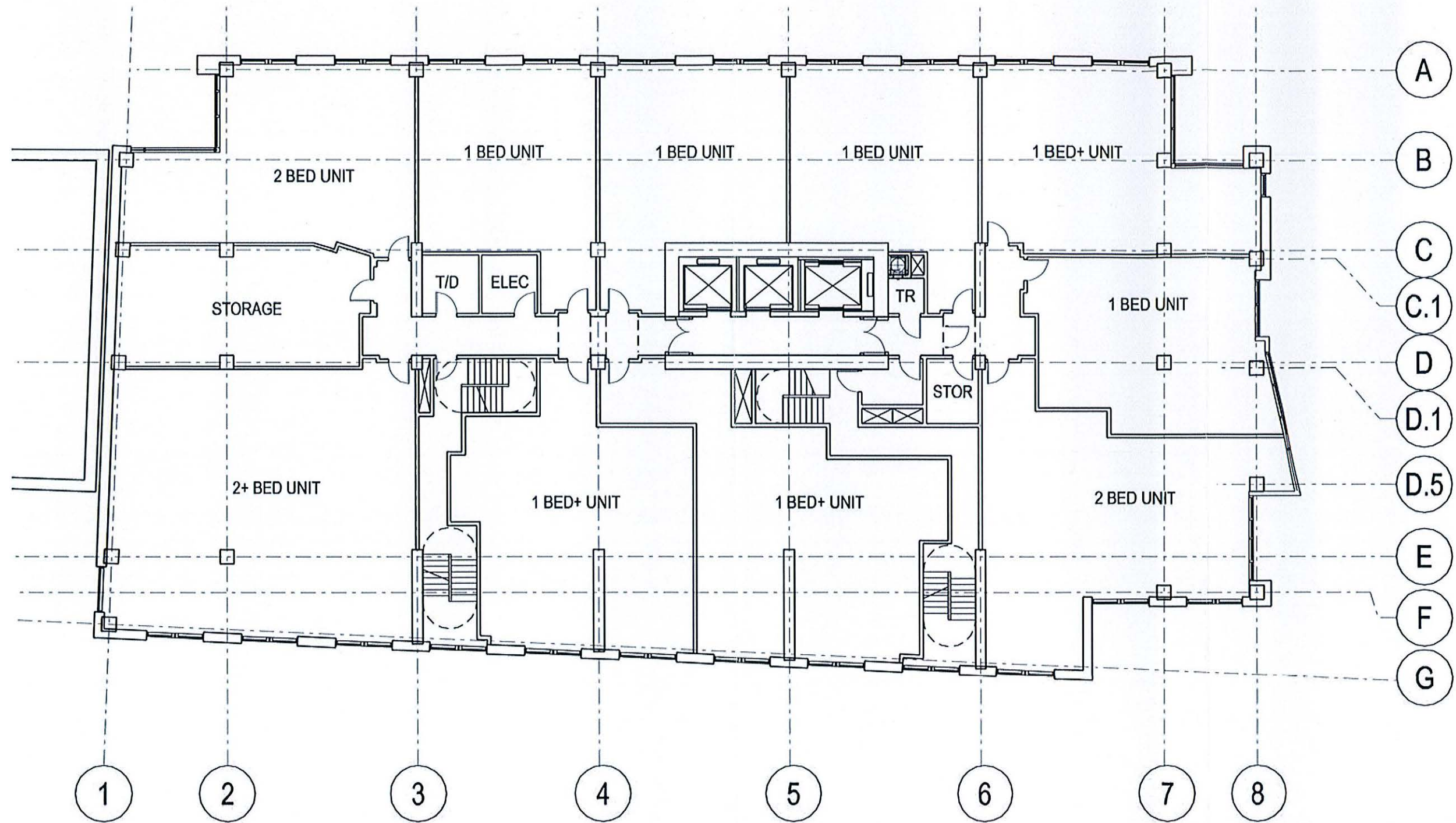


319 A Street Rear Boston, Massachusetts



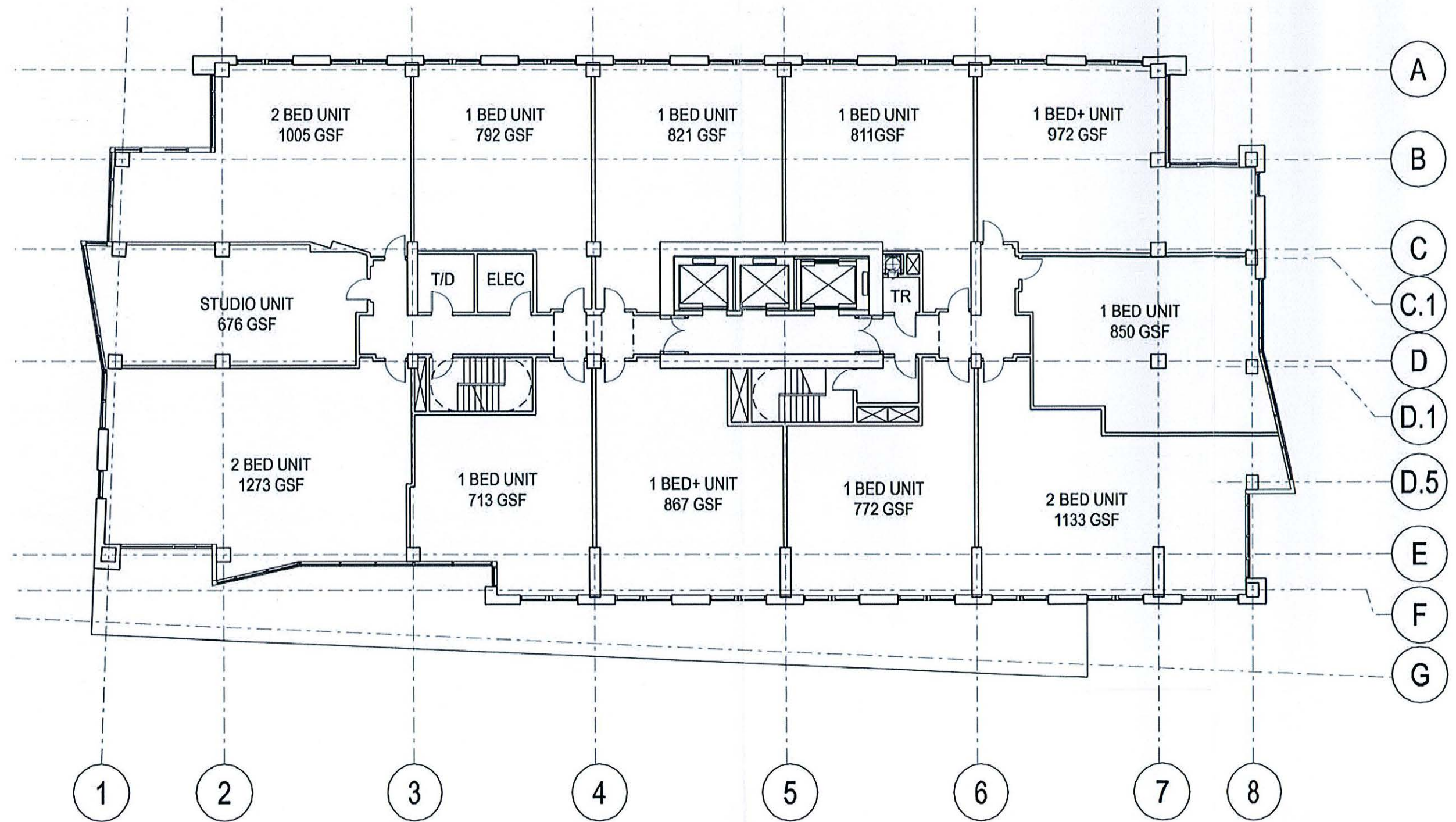
319 A Street Rear Boston, Massachusetts





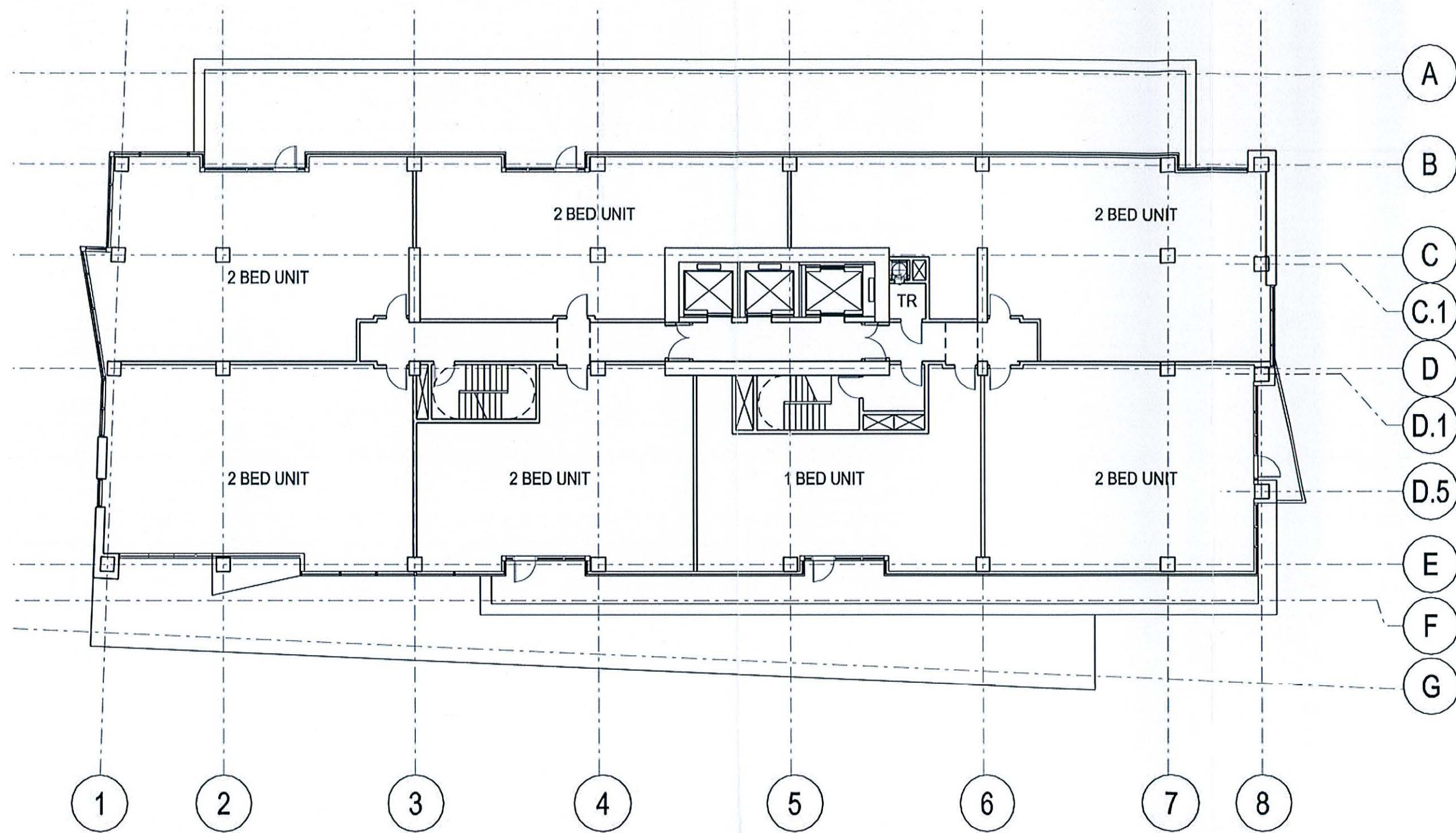
319 A Street Rear Boston, Massachusetts



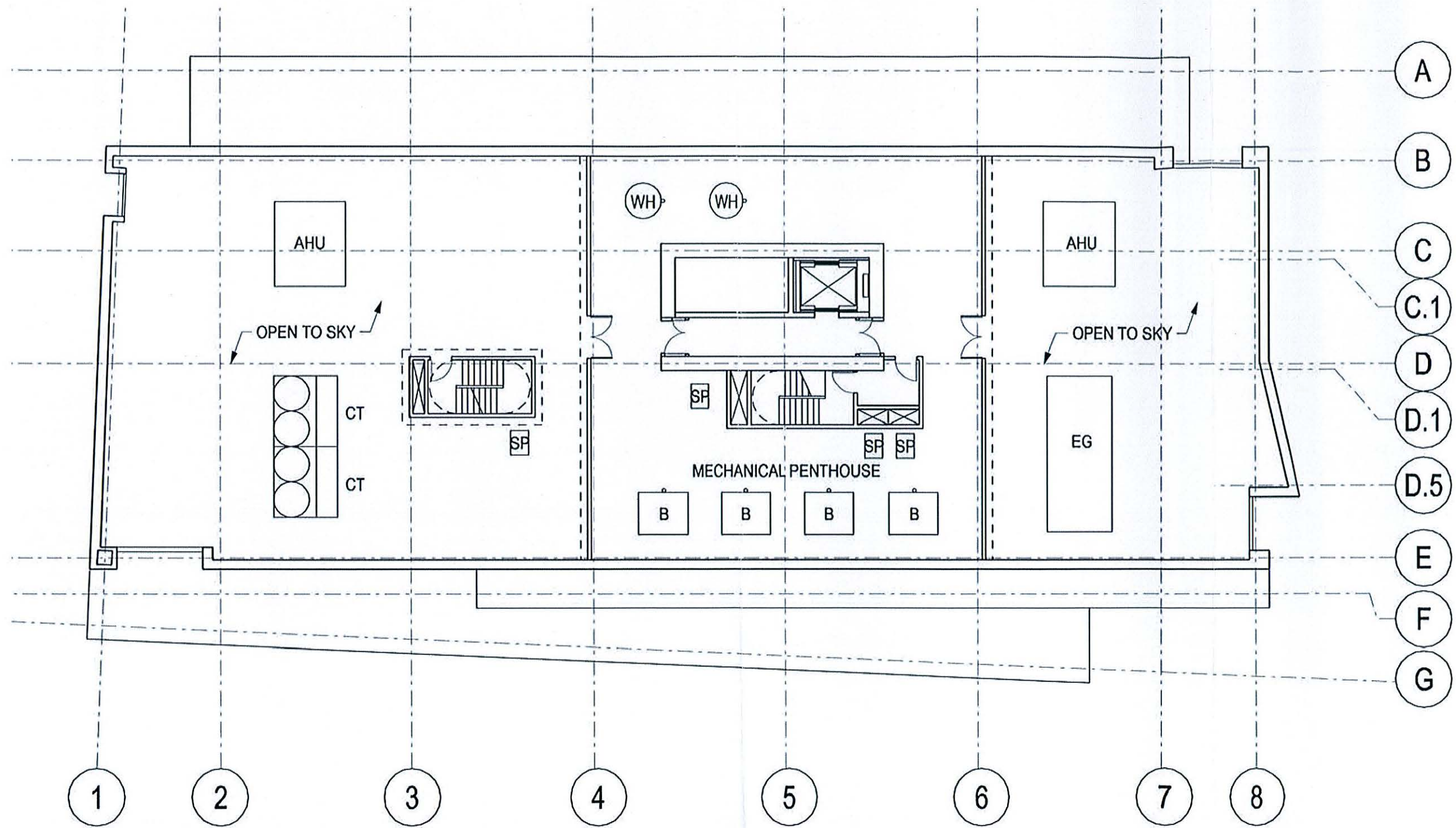


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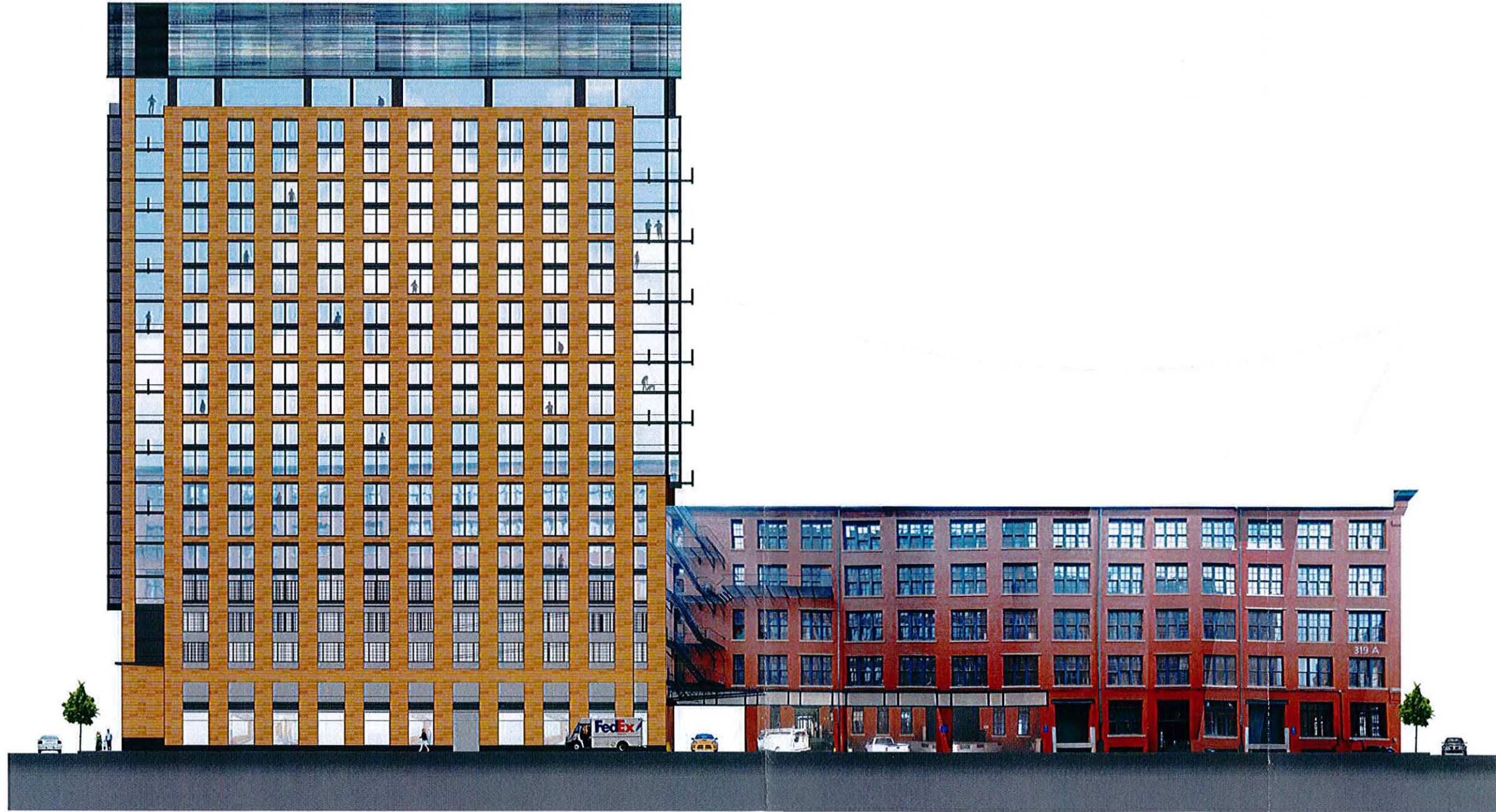


319 A Street Rear Boston, Massachusetts



319 A Street Rear Boston, Massachusetts





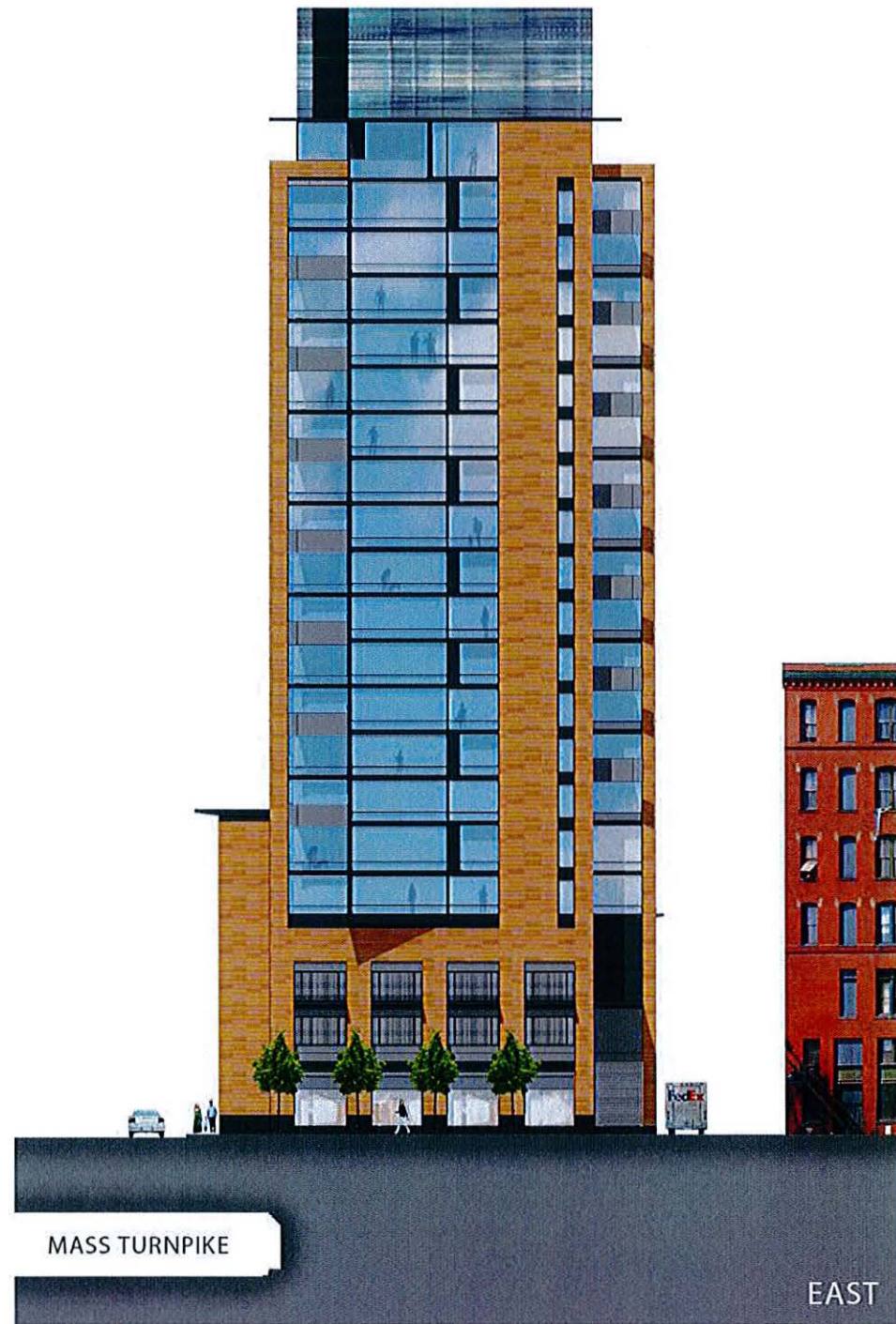
319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





**319 A Street Rear Boston, Massachusetts**





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts





319 A Street Rear Boston, Massachusetts



Development Plan for 319 A Street Rear within  
Planned Development Area No. 69, The 100  
Acres

Boston Redevelopment Authority on behalf of  
W2005 BWH II Realty, LLC

DEVELOPMENT PLAN  
For  
319 A STREET REAR  
Within  
PLANNED DEVELOPMENT AREA NO. 69  
THE 100 ACRES

The Zoning Commission of the City of Boston, acting under Chapter 665 of the Acts of 1956, as amended, after due report, notice and hearing, does hereby approve the Development Plan for 319 A Street Rear, dated January 19, 2011, within Planned Development Area No. 69, South Boston/The 100 Acres, dated January 10, 2007. The Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres was adopted by the Zoning Commission on January 10, 2007, and became effective January 10, 2007.

Planned Development Area No. 69 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 468, adopted by the Zoning Commission on January 10, 2007, effective January 10, 2007.

Development Plan for 319 A Street Rear within Planned Development Area No. 69, The 100 Acres

Robert London  
Chairman

Vice Chairman  
[Signature]

Robert Brown  
Jill S. Hutton

Paul W. Winkley  
John G. Bray  
John J. McFarrell

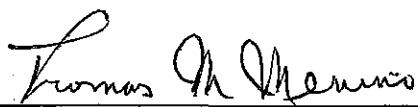
Kevin G. Washet

In Zoning Commission

Adopted: January 19, 2011

Attest: [Signature]  
Secretary

Development Plan for 319 A Street Rear within Planned Development Area No. 69, The 100 Acres




\_\_\_\_\_  
Mayor, City of Boston

Date: 1-20-11

\_\_\_\_\_  
The foregoing Development Plan, was presented to the Mayor on JANUARY 30, 2011, and was signed by him on JANUARY 30, 2011, whereupon it became effective on JANUARY 30, 2011, in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:



\_\_\_\_\_  
Secretary to the Zoning Commission

Development Plan for 319 A Street Rear within  
Planned Development Area No. 69, The 100  
Acres

Boston Redevelopment Authority on behalf of  
W2005 BWH II Realty, LLC

TO THE ZONING COMMISSION OF THE CITY OF BOSTON:

The Boston Redevelopment Authority, acting under Chapter 665 of the Acts of 1956, as amended, and under Section 3-1A of the Boston Zoning Code, hereby petitions the Zoning Commission of the City of Boston for its approval of the Development Plan for 319 A Street Rear, dated January 19, 2011, within Planned Development Area No. 69, South Boston/The 100 Acres, dated January 10, 2007. The Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres was adopted by the Zoning Commission on January 10, 2007, and became effective January 10, 2007.

Planned Development Area No. 69 was designated on "Map 4, South Boston" of the series of maps entitled "Zoning Districts City of Boston" dated August 15, 1962, as amended, by Map Amendment No. 468, adopted by the Zoning Commission on January 10, 2007, effective January 10, 2007.

Petitioner: Boston Redevelopment Authority

By: \_\_\_\_\_  
John F. Palmieri, Director

Address: City Hall/9<sup>th</sup> Floor  
Boston, MA 02201-1007

Tel. No.: 722-4300, ext. 4308

Date: \_\_\_\_\_  
as authorized by the BRA Board on December  
14, 2010.

**MEMORANDUM**

**DECEMBER 14, 2010**

**TO:** BOSTON REDEVELOPMENT AUTHORITY AND  
JOHN F. PALMIERI, DIRECTOR

**FROM:** BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT  
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT  
REVIEW  
DAVID CARLSON, SENIOR ARCHITECT/URBAN DESIGNER  
RICHARD MCGUINNESS, DEPUTY DIRECTOR FOR WATERFRONT  
PLANNING  
VALERIE GINGRICH, PLANNER II  
KRISTIN KARA, SENIOR PROJECT MANAGER

**SUBJECT:** PUBLIC HEARING FOR THE PLANNED DEVELOPMENT AREA  
DEVELOPMENT PLAN FOR THE 319 A STREET REAR PROJECT,  
LOCATED AT 319 A STREET REAR, FORT POINT CHANNEL DISTRICT  
OF SOUTH BOSTON

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**SUMMARY:** This Memorandum requests, as a part of the scheduled Public Hearing regarding the 319 A Street Rear Project, located at 319 A Street Rear, which is within the boundaries of the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres, that the Boston Redevelopment Authority ("BRA" or "Authority"): (i) approve the Planned Development Area Development Plan for the 319 A Street Rear Project (the "PDA Plan") within Planned Development Area No. 69, South Boston/The 100 Acres, pursuant to Section 80C of the Boston Zoning Code (the "Code"), substantially in the form presented to the Authority on December 14, 2010; (ii) authorize the Director of the Authority to petition the Boston Zoning Commission for the approval of the PDA Plan, in substantial accord with version presented to the Authority on December 14, 2010; (iii) authorize the Director of the Authority to issue a Preliminary Adequacy Determination waiving the requirement of further review pursuant to Section 80B-5.4(c)(iv) of the Code in connection with the 319 A Street Rear Project; (iv) authorize the Director of the Authority to issue a Certification of Compliance under Section 80B-6 upon successful completion of the Article 80 review process; (v) authorize the Director of the Authority to issue a Certification of Consistency under Section 80C-8 of the Code upon successful completion of the Planned Development Area Review process; and (vi) authorize the Director of the Authority to execute and deliver a Cooperation Agreement, a Boston Residents Construction Employment Plan, one or more Affordable Rental Housing Agreement(s) and

Restriction(s), a First Source Agreement, a Memorandum of Understanding and any and all other documents, as may be necessary and appropriate.

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## **BACKGROUND**

On August 16, 2010, the PDA Plan was filed with the Boston Redevelopment Authority (“BRA” or “Authority”) for a project to be located at 319 A Street Rear in the Fort Point Channel neighborhood of South Boston, on an approximately 20,572 square-foot site that includes an existing five-story former warehouse building (the “Project Site”), by W2005 BWH II Realty, L.L.C. (the “Proponent”), which is an entity controlled by Archon Group, L.P. and Goldman Properties. The Project Site is located within the boundaries of the Master Plan for Planned Development Area No. 69, South Boston/The 100 Acres (the “PDA Master Plan”). Specifically, the Project Site is identified in the PDA Master Plan as a portion of Parcel A<sub>3</sub>, and is located on the eastern half (rear) of 319 A Street. The Project Site is generally bounded by West Service road to the east, United States Postal Service (“USPS”) land to the south, an existing former warehouse owned by the Proponent at 319 A Street Front to the west, and Pastene Alley (a private way owned by the Proponent) to the north. The Project Site includes approximately 2,200 square feet of an approximately 4,000 square-foot parcel of land, located between 319 A Street Rear and 337 Summer Street to the west and West Service Road to the east that is owned by the USPS; the Proponent is currently negotiating to purchase this 4,000 square-foot parcel from the USPS. The Project Site is located approximately two blocks to the west of the Boston Convention & Exhibition Center (the “BCEC”), approximately four blocks east of South Station and approximately three blocks southeast of the MBTA Silver Line’s Courthouse Station.

The surrounding neighborhood, much of which was developed by the Boston Wharf Company, has evolved over the past century from primarily warehouse and industrial uses toward a mix of uses including commercial, retail, office, artist live/work units, and residential uses. The Project Site is also located within the boundaries of the Innovation District, an area of the South Boston Waterfront in which Mayor Menino and the City are focused on attracting startup companies and innovation industries, by creating housing types and office space that are oriented towards startup companies and their employees.

## **PDA MASTER PLAN BACKGROUND**

The PDA Master Plan is the result of an extensive public process. Many of the essential components of the PDA Master Plan were first articulated in the City of Boston’s February 1999 Seaport Public Realm Plan, which envisioned the Fort Point Channel as a great public space between Downtown Boston and the South Boston Waterfront, and called for a vibrant, 24-hour, mixed-use neighborhood. Seven years of subsequent



collaboration among residents, property owners, City and Commonwealth agencies and other interested parties culminated in the Fort Point District 100 Acres Master Plan, which was approved by the Authority on August 10, 2006. The resulting PDA Master Plan was also approved by the Authority on August 10, 2006, and subsequently approved by the Boston Zoning Commission; it became effective on January 10, 2007.

The PDA Master Plan (i) codifies the planning objectives, including dimensional and use regulations, public realm improvements, and design guidelines, outlined in the Fort Point District 100 Acres Master Plan, and (ii) provides for one or more PDA Development Plans to be submitted to the Authority and the Boston Zoning Commission, providing more specific information about various proposed projects and components thereof.

Parcel A<sub>3</sub> is designated as a “Special Site” in the PDA Master Plan and as such it is eligible for additional buildout, as well as height beyond one hundred eighty feet (180’), if such proposals (a) undergo review pursuant to Article 80B of the Code, and (b) provide exceptional public benefits. At a minimum, these exceptional public benefits would need to include significant contributions toward one or more of the following objectives:

- Increasing the City’s housing supply: proposing to create residential units on a parcel for which alternate, non-residential uses are allowed; or exceeding, in terms of the number of affordable units, depth of affordability, or both, the minimum level of affordability required by the City’s guidelines on affordable housing then in effect;
- Expanding the City’s economic base: supporting the diversification and expansion of Boston’s economy and job opportunities through economic activity, such as private investment in manufacturing, commercial uses, or research and development; or creating new job opportunities and establishing educational facilities, career counseling, or technical assistance providing instruction or technical assistance in fields related to such jobs;
- Enhancing the environment: providing significant open space and related public-realm facilities in addition to those otherwise required by this PDA Master Plan; or incorporating green design principles within a Proposed Project;
- Strengthening transportation infrastructure: contributing to area-wide transportation and transit improvements beyond the required traffic mitigation; or
- Mitigating development impacts: otherwise exceeding the City’s requirements for community benefits and mitigation.

## PROPOSED PROJECT

The Proponent proposes an up to 268,500 square-foot, 21-story, 180 foot-tall residential building, as measured from Summer Street pursuant to the PDA Master Plan, that includes approximately 184 rental apartments, a ground-level lobby, building amenities, service and mechanical space, four levels of above-grade parking for approximately 96 vehicles, and an off-site Innovation District component (the "Proposed Project"). Up to 212,610 square feet of the up to 268,500 square foot building will be dedicated to the residential program (apartments, circulation, lobbies, and building amenities) and the remainder (up to 56,000 square feet) will be for parking (the Proposed Project is reduced from earlier designs and previous submissions to the Authority, which are described in the Article 80 Review Section of this Memorandum). The Proposed Project includes the demolition of the existing five- (5-) story, approximately 37,920 square-foot, former warehouse structure known as 319 A Street Rear. Currently, the 319 A Street Rear building is used for artist work-only space. The Proposed Project is located within the boundaries of the Fort Point Channel Landmark District ("FPCLD"), and requires the review of Fort Point Channel Landmark District Commission (the "FPCLDC").

The off-site innovation component will be located at 63 Melcher Street, which is a building located nearby on a portion of Parcel A<sub>4</sub> that is also owned by the Proponent, and will include approximately 38 dwelling units, including: (a) five (5) affordable, artist live/work units, which will partially satisfy the affordable housing required for the Proposed Project; and (b) approximately 27 dwelling units ranging from approximately 340 to 500 square feet and intended to serve Innovation District workers, four (4) of which will be made affordable and will satisfy the Mayor's Executive Order Regarding Inclusionary Housing for the 63 Melcher Street project. In support of the Innovation District, the innovation housing units are intended for individuals whose income is too high to qualify for formally restricted affordable housing units but who are often priced out of the housing market, and include types of housing that will attract new economy employers to the area. The innovation units are a smaller unit type that have a flexible layout and have access to a shared common area. The Proposed Project will not be eligible to receive a final Certificate of Occupancy until a Certificate of Occupancy has been issued for the rehabilitated building at 63 Melcher Street. The rehabilitation of 63 Melcher Street in connection with the Proposed Project will require a Notice of Project Change and First Amendment to the Development Plan for 49/51/63 Melcher Street within Planned Development Area No.69, South Boston/The 100 Acres to allow for the residential uses described above.

The total development cost of the Proposed Project is estimated to be approximately \$150,000,000. The Proponent plans to begin construction in 3rd quarter 2011 with an estimated completion date in the 3rd quarter 2013.

## PROJECT TEAM

W2005 BWH II Realty, L.L.C. is an entity controlled by Archon Group, L.P. and Goldman Properties. Specifically, John Matteson, Assistant Vice President, from the Archon Group, is the principal involved. Matt Kiefer and Jared Eigerman from Goultston & Storrs are legal counsel; Jane Howard and Guy Busa from Howard/Stein-Hudson Associates are serving as transportation consultants; Laura Rome from Epsilon Associates is the permitting consultant; John MacKinnon from HW Moore Associates, Inc. is the civil engineer; Steve Kraemer of Haley & Aldrich is the geotechnical consultant; and, James Gray and BK Boley from ADD Inc. are the Proposed Project's architects.

## ARTICLE 80 REVIEW

On December 12, 2008, in accordance with the Authority's policy on mitigation as outlined in Mayor Thomas M. Menino's Executive Order Relative to the Provision of Mitigation by Development Projects in Boston, the Proponent submitted a Letter of Intent for the Proposed Project.

On June 16, 2009, letters soliciting Impact Advisory ("IAG") nominations for the Proposed Project were delivered to City Councilor Bill Linehan, State Representative Brian Wallace, and State Senator Jack Hart. Additional letters seeking recommendations were delivered to the Office of Neighborhood Services and the City Councilors At-Large. Nominations were also sought from the Authority.

Nine (9) individuals were appointed to the IAG and have been invited to participate in advising Authority staff on the determination and consideration of impacts and appropriate mitigation regarding the Proposed Project. The following list includes the names of the IAG members:

1. Mike Foley
2. Cheryl Forté
3. Linda Lukas
4. Brian Mahoney
5. Jennifer Mecca
6. Bill Meister
7. Gabrielle Schaffner
8. Cheryl Tougias
9. Michael Tyrrell

The Proponent submitted a Project Notification Form ("PNF") for the Proposed Project on November 5, 2009. Notice of the receipt by the Authority of the PNF was published

in the *Boston Herald* on November 5, 2009, which initiated a thirty (30) day public comment period that was extended and ended on December 11, 2009.

The notice of the receipt by the Authority of the PNF and the PNF were sent to the City's public agencies pursuant to Section 80A-2 of the Boston Zoning Code (the "Code"), as well as to the IAG members. Pursuant to Section 80B-5.3 of the Code, a scoping session was held on November 12, 2009 with the City of Boston's public agencies at which time the Proposed Project was reviewed and discussed. Members of the IAG were also invited to attend the scoping session.

The Proponent conducted a publicly advertised public meeting on November 23, 2009 at the BCEC in South Boston. An IAG working session meeting was held on December 8, 2009, at 12 Farnsworth Street in South Boston.

On March 9, 2010, pursuant to Section 80B-5.3 of the Code, the Authority issued a Scoping Determination in response to and based on the review of the PNF for the Proposed Project.

On May 25, 2010, the Authority hosted an IAG meeting at 311 Summer Street in South Boston at which time the Proponent described the changes and details of the Proposed Project since the submission of the PNF.

After substantial public review and comment on the Proposed Project and in response to the Scoping Determination issued by the Authority, the Proponent refined the Proposed Project and a new reduced version of the Proposed Project was submitted to the Authority in the Draft Project Impact Report ("DPIR") on July 16, 2010. The height of the Proposed Project was reduced from approximately 240 feet to up to 180 feet, a reduction of 60 feet, and from 25 stories to 21 stories, respectively. The scaled down building reduced the amount of residential units from 232 to up to 184 units. The original square footage of approximately 315,000 square feet was decreased to up to 268,500 square feet, a 46,500 square-foot reduction. The amount of parking was reduced by approximately seven (7) spaces from 103 to 96 spaces. Access/egress to the garage was relocated from West Service Road to Pastene Alley. This change was made in response to the City and the Authority's concerns regarding the potential impact on West Service Road that would have been caused by having two curb cuts on West Service Road.

The Boston Transportation Department ("BTD") has reviewed the Proposed Project and has found the amount of parking acceptable. BTD also has found the location of the garage entrance/exit to be acceptable. An affiliate of the Proponent owns the Necco Street Garage, which is located approximately two blocks east of the Project Site. In the event that there is more demand for parking than is available at the Proposed Project, occupants of the Proposed Project can utilize the Necco Street Garage for a fee. The



Proponent will execute a Construction Management Plan and a Transportation Access Plan Agreement with BTD.

Originally, when the Proponent had sought a building height of 240 feet and therefore was to include exceptional public benefits to achieve additional buildout and the 240-foot height, the Proponent proposed two options for the exceptional public benefits: either provide more on-site affordable units than required under the City's Inclusionary Development Policy, by including 39 affordable housing units instead of 30 units; or support the desire of the City and of residents of the Fort Point Channel neighborhood to create affordable live/work space in independent buildings in the area by donating the building at 327 Summer Street, which is also owned by the Proponent, to a non-profit development entity, approved by the Authority, and assist this entity in developing the building as affordable live/work space concurrent with completion of the Proposed Project. Since then, the Proposed Project has been scaled back and is consistent with the height allowed under the PDA Master Plan, so the proposed exceptional public benefits are no longer part of the Proposed Project.

The filing of the DPIR initiated a 45-day public comment period that ended on August 30, 2010. Notice of the receipt by the Authority of the DPIR was published in the *Boston Herald* on July 16, 2010. The DPIR was sent to the City's public agencies pursuant to Section 80A-2 of the Code, as well as to the IAG members.

On July 22, 2010, the Authority hosted a publicly-advertised community meeting regarding the DPIR at the BCEC in South Boston. A meeting regarding the DPIR was held for the City's public agencies on August 9, 2010. The IAG members were also invited to attend the DPIR meeting.

Pursuant to Section 3-1A and Article 80C of the Code, the Proponent filed a PDA Plan on August 16, 2010, which initiated a 45-day public comment period that ended on September 30, 2010. Notice of receipt of the PDA Plan by the Authority was published in the *Boston Herald* on August 20, 2010. Pursuant to Section 80A-2 of the Code, the PDA Plan was sent to the City's public agencies, as well as to the IAG members.

On December 7, 2010, an IAG meeting was held to update the IAG and the community on the Proposed Project since the close of the comment periods in connection with the PDA Plan and the DPIR.

The Boston Civic Design Commission (the "BCDC") voted to review the Proposed Project on January 5, 2010 and saw a preliminary presentation. The Proposed Project was referred to design committee. Joint design review subcommittee sessions were held with the FPCLDC on July 29, 2010 and on September 21, 2010. The Proposed Project was approved by the BCDC on October 5, 2010.

The Proposed Project is located within the boundaries of the FPCLD and requires the review of the FPCLDC. On January 14, 2010, the FPCLDC held an advisory review session for the Proposed Project and on May 27, 2010, a formal application was submitted to the FPCLDC, which initiated the commission's formal review. On June 10, 2010, the FPCLDC held a public hearing regarding the Proposed Project. On June 14, 2010, the FPLDC gave notice of its conceptual approval of the Proposed Project, including the proposed demolition of the existing former warehouse building. The FPLDC established a subcommittee to review the Proposed Project and, as mentioned above, also held joint design review subcommittee sessions with the BCDC on July 29, 2010 and on September 21, 2010. At its October 14, 2010 hearing, the FPCLDC voted to grant approval of the design intent of the Proposed Project. A Certificate of Approval with Provisos was issued by the FPLDC on November 16, 2010.

### **AFFORDABLE HOUSING**

In accordance with the Inclusionary Development Policy, as amended through September 27, 2007, effective October 3, 2007 (as so amended, the "IDP"), the development of the Proposed Project will require the creation of an amount of affordable housing units equal to fifteen percent (15%) of the market-rate housing units included in the Proposed Project. These affordable housing units may be provided on-site, off-site or by means of a monetary contribution or a combination thereof.

Accordingly, in compliance with the IDP, the Proponent is proposing a combination of on-site and off-site affordable housing units. A total of twenty-four (24) housing units will be created as affordable housing units (the "Affordable Units"). The IDP requires that the Affordable Units be made affordable to households earning less than or equal to seventy percent (70%) of the Area Median Income (the "AMI") as determined by the American Community Survey conducted by the U.S. Census Bureau.

Specifically, nineteen (19) of the affordable units would be located on-site (the "On-Site Affordable Units") and five (5) affordable units would be located off-site at 63 Melcher Street (the "Off-Site Affordable Units"), which is a building located nearby on a portion of Parcel A<sub>4</sub> that is also owned by the Proponent, and will include approximately 38 dwelling units, including five (5) affordable, artist live/work units. Another four (4) affordable dwelling units ranging from approximately 340 to 500 square feet and intended to serve Innovation District workers will meet the IDP requirement for the 63 Melcher Street Project. The creation of the Off-Site Affordable Units will require a Notice of Project Change and First Amendment to the Development Plan for 49/51/63 Melcher Street within Planned Development Area No.69, South Boston/The 100 Acres to allow for residential use.

The size, location, square footage, finishes and attributes of the Affordable Units will be approved by Authority staff. The ground floor at 63 Melcher Street will be dedicated to the five (5) Off-Site Affordable Units that will be artist live/work units. Another four

(4) Off-Site Affordable Units will be located on levels 2 through 4 to satisfy the IDP requirement for the 63 Melcher Street Project.

The Authority will not issue the Certification of Consistency or the Certification of Compliance for the Proposed Project until (i) the Notice of Project Change and First Amendment to the Development Plan for 49/51/63 Melcher Street within Planned Development Area No.69, South Boston/The 100 Acres have been approved by the Authority and the Boston Zoning Commission, respectively, and (ii) the Authority issues a Certification of Consistency of the Certification of Compliance for the rehabilitation project at 63 Melcher Street. Furthermore, the Certificate of Occupancy for the Off-Site Affordable Units must be issued prior to or concurrently with the issuance of the Certification of Occupancy for the Proposed Project. All required documents, including the Affordable Rental Housing Agreement(s) and Restriction(s), for the Proposed Project must be executed prior to the issuance of the Certification of Compliance and Consistency for the Proposed Project.

The Proponent will enter into one or more Affordable Rental Housing Agreement(s) and Restriction(s) with the Authority for the Affordable Units. The Proponent has agreed to submit an Affirmative Marketing Plan to the Boston Fair Housing Commission and the Authority for the Affordable Units, which shall be approved prior to the execution of the Affordable Rental Housing Agreement(s) and Restriction(s). Preference for the On-Site Affordable Units will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Boston resident; and
- (2) Household size (a minimum of one (1) person per bedroom).

Preference for the Off-Site Affordable Units will be given to applicants who meet the following criteria, weighted in the order below:

- (1) Artist Household;
- (2) Boston resident; and
- (3) Household size (a minimum of one (1) person per bedroom).

The Affordable Units will not be marketed prior to the submission and approval of the Affirmative Marketing Plan. The Affordable Rental Housing Agreement(s) and Restriction(s) will be recorded to maintain affordability for a total period of fifty (50) years (this includes thirty (30) years with an Authority option to extend for an additional period of twenty (20) years). The income household of any subsequent tenant of the Affordable Units during this fifty (50) year period must fall within the applicable income limit for each Affordable Unit.



## **PUBLIC BENEFITS**

The Proposed Project will provide a number of public benefits:

- Increasing the City's housing stock by creating 184 residential units as part of the Proposed Project, in conjunction with the conversion of 63 Melcher Street nearby to include approximately 38 new dwelling units;
- Creating twenty-four (24) Affordable Units, of which nineteen (19) will be located on-site and five (5) affordable artist live/work units will be located off-site at 63 Melcher Street;
- Creating approximately twenty-seven (27) innovation housing units to be located off-site at 63 Melcher Street, which is also owned by the Proponent;
- Complying with the applicable standards set forth Article 32 of the Code by resulting in no negative impact on groundwater levels within the Project Site or on adjacent lots
- Promoting sustainable design by complying with Article 37 of the Code;
- Returning approximately 40 commercial parking spaces now located in Pastene Alley (owned by the Proponent) to the South Boston pool administered by the Boston Air Pollution Control Commission;
- An approximately \$2,084,052 fair-share payment for public realm enhancements under the Amended and Restated Memorandum of Agreement regarding the PDA Master Plan, dated January 10, 2007;
- Approximately 150 - 200 construction jobs;
- Approximately 20 permanent jobs in connection with the management of the Proposed Project;
- Significant additional annual property taxes for the City of Boston once the Proposed Project is built and the conversion to residential use of 63 Melcher Street is complete; and
- Access and circulation improvements to the Proposed Project by extending Pastene Alley to West Service Road.

## **RECOMMENDATION**

It is the staff recommendation that the Authority: (i) approve the PDA Plan for the Proposed Project located within Planned Development Area No. 69, South Boston/The 100 Acres substantially in the form submitted to the Authority on December 14, 2010; (ii) authorize the Director to petition the Boston Zoning Commission to approve the PDA Plan for the Proposed Project located within Planned Development Area No. 69, South Boston/The 100 Acres in substantial accord with the version presented to the Authority at its hearing on December 14, 2010; (iii) authorize the Director to issue a Preliminary Adequacy Determination waiving the requirement of further review for the Proposed Project pursuant to Section 80B-5.4(iv) of the Code; (iv) authorize the Director to issue a Certification of Compliance for the Proposed Project pursuant to 80B-6 of the

Code upon successful completion of the Article 80 review process; (v) authorize the Director to issue a Certification of Consistency for the Proposed Project, pursuant to Section 80C-8 of the Code, upon successful completion of the Planned Development Area Review process; (vi) authorize the Director to execute and deliver a Cooperation Agreement, a Boston Residents Construction Employment Plan, one or more an Affordable Rental Housing Agreement(s) and Restriction(s), a First Source Agreement, a Memorandum of Understanding and any and all other agreements deemed appropriate and necessary.

Appropriate votes follow:

**VOTED:** That the Boston Redevelopment Authority (the "Authority") hereby finds and determines that the Development Plan for 319 "A" Street Rear (the "PDA Plan") located within Planned Development Area No. 69, South Boston/The 100 Acres complies with Section 80C-4(a)-(e), Standards for Planned Development Area Review Approval of the Boston Zoning Code (the "Code"); and

**FURTHER**

**VOTED:** That pursuant to the provisions of Section 3-1A.a and Article 80C of the Boston Zoning Code (the "Code"), the Authority hereby approves and adopts the PDA Plan located within Planned Development Area No. 69, South Boston/The 100 Acres and authorizes the Director to petition the Boston Zoning Commission for approval of the PDA Plan in substantial accord with the form presented to the Authority on December 14, 2010 and attached hereto; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to issue a Preliminary Adequacy Determination pursuant to Section 80B-5.4(c)(iv) of the Code waiving the requirement to file and review a Final Project Impact Report for the 319 A Street Rear Project located at 319 A Street Rear and described in the PDA Plan (the "Proposed Project"), and proposed by W2005 BWH II Realty L.L.C. (the "Proponent"), which Preliminary Adequacy Determination shall provide that the Project Notification Form and Draft Project Impact Report: (i) adequately describe the impacts from the Proposed Project, subject to further Authority design review, and (ii) include any conditions necessary for the mitigation of such impacts; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to issue a Certification of Compliance pursuant to Section 80B-6 of the Code for the Proposed Project upon the successful completion of the Article 80B Large Project review process; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized, upon completion of continuing Authority design review, and following Boston Zoning Commission approval of the PDA Plan, to issue a Certification of Consistency pursuant to Section 80C-8 of the Code, upon finding that the standards set forth in the Code have been met; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to execute all agreements and other documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, a Cooperation Agreement, one or more Affordable Rental Housing Agreement(s) and Restriction(s), a Boston Residents Construction Employment Plan, a First Source Agreement and a Memorandum of Understanding, amendments to any existing agreements relating to the Proposed Project, subject to such terms and conditions as the Director deems to be in the best interest of the Authority, and to take such other actions deemed necessary and appropriate by the Director in connection with the foregoing.