BRA APPROVAL: 4/14/1, TC APPROVAL: 5/4/1, EFFECTIVE: 5/6/1

# FIRST AMENDED AND RESTATED DEVELOPMENT PLAN for 49, 51 AND 63 MELCHER STREET within

# PLANNED DEVELOPMENT AREA NO. 69, SOUTH BOSTON/THE 100 ACRES

### Boston, Massachusetts

# April 14, 2011

1. Amended and Restated 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 the First Amended and Restated PDA Development Plan (the "Amended and Restated Development Plan") for the redevelopment of a parcel in the Fort Point Channel district of Boston at 49, 51 and 63 Melcher Street (the "Site"), owned by W2005 BWH II Realty, L.L.C. (the "Proponent"). The Site is more particularly described in Section 4 hereof, and in EXHIBIT A, attached hereto. The Site and PDA Overlay District are both depicted on the locus map attached hereto as EXHIBIT B.

The Site is improved with three contiguous buildings -- 49 Melcher Street, 51 Melcher Street and 63 Melcher Street (the "Existing Buildings") -- all owned by the Proponent. Pursuant to Section 3-1A and Article 80C of the Code, and the PDA Master Plan, by a vote taken on December 4, 2008, the Boston Redevelopment Authority (the "BRA") approved a PDA Development Plan for the approximately 0.68-acre (29,219 square-foot) Site, entitled Development Plan for 49, 51 and 63 Melcher Street within Development Plan No. 69, The 100 Acres (the "Original Development Plan"). Under the Original Development Plan, the Proponent proposed to rehabilitate and expand the Existing Buildings at the Site into a single integrated office building with ground-floor retail/service space, and to make related improvements on the Site (the "Original Project"). On February 4, 2009, the Zoning Commission of the City of Boston (the "Commission") approved the Original Development Plan, which became effective on February 5, 2009.

On January 3, 2011, the Proponent filed this Amended and Restated Development Plan to allow certain changes to the design, uses and phasing of the Original Project (the "Revised Project"). The Revised Project will be developed in two phases and result in two buildings, as further described in Section 5 hereof.

Table 1, on the following page, compares the Original Project to the Revised Project, by use.

TABLE 1 – COMPARISON OF ORIGINAL AND REVISED PROJECTS BY USE						
	Original Project	Revised Project	Change			
Office	191,136 s.f.	166,370 s.f.	- 24,766 s.f.			
Retail/Service	33,000 s.f.	18,880 s.f.	- 14,120 s.f.			
Residential	0 s.f.	34,700 s.f.	+ 34,700 s.f.			
All Uses	224,136 s.f.	219,950 s.f.	- 4,186 s.f.			
Parking spaces	0	0	No change			

Proposed site plans, floor plans, sections and elevations ("Drawings") are attached hereto as EXHIBIT D-1 (Phase I) and EXHIBIT D-2 (Phase II).

This Amended and Restated Development Plan amends and restates the Original Development Plan to allow development of the Revised Project in place of the Original Project. Upon approval, this Amended and Restated Development Plan will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code, and the Original Development Plan will be of no further force and effect. The Revised Project will contribute to the city's economic well-being by providing construction and permanent jobs, creating new and affordable housing opportunities at the Site, and furthering the Innovation District.

Under Section 80C-8 of the Code, no building, use or occupancy permit for the Revised Project or for any Revised Project Component (defined in Section 20 hereof) will be issued until the BRA has issued a Certification of Consistency under Article 80C-8 for the Revised Project or such Revised Project Component. To the extent that the Director of the BRA (the "Director") certifies consistency with this Amended and Restated Development Plan, the Revised Project or such Revised Project Component will be deemed to be in compliance with the requirements of the Code, under Code Section 80C-9.

This Amended and Restated Development Plan consists of 17 pages of text plus attachments designated <u>Exhibits A</u> through <u>D-2</u>. All references to this Amended and Restated 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 Amended and Restated Development Plan.

- 2. <u>The Proponent</u>: The Proponent, W2005 BWH II Realty, L.L.C., 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 Revised Project team are identified on **EXHIBIT C**.
- 3. <u>PDA Master Plan Area:</u> 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. 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 Revised Project complies with these requirements.

Likewise, the Revised 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 PDA Master Plan 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 Parcel A<sub>4</sub>, and assigns it to the Residential / Commercial Mixed Use category. (PDA Master Plan, Exh. E.)

4. <u>Site</u>: The Site comprises a single parcel of land of approximately 0.68 acres (29,219 square feet), owned by the Proponent. It is bordered by Melcher Street to the north, Necco Court to the south, A Street to the east, and Necco Street on the west. Necco Court and Necco Street are private ways, open to public travel and owned by the Proponent. The adjacent property at 300 A Street, which is in separate ownership, also uses Necco Court.

The Site is located in the heart of a vibrant mixed-use and creative neighborhood in the South Boston Fort Point Channel district. Located a few blocks to the east is the Boston Convention and Exhibition Center, which opened in the summer of 2004. Just three blocks from South Station, the location of 49, 51, 63 Melcher Street is convenient to the MBTA subways, Silver Line, and commuter rail, and the I-90 and I-93 connections to Downtown, 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

<sup>&</sup>lt;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.

proposed projects and components thereof; hence this Amended and Restated Development Plan.<sup>2</sup>

As stated above, the Site is currently improved with three adjacent buildings: 49 Melcher Street, 51 Melcher Street and 63 Melcher Street. 51 Melcher Street is a nine-story (130 foot-high), steel and concrete frame building that is flanked by two five-story (80 foot-high) buildings located at 49 and 63 Melcher Street. The latter two buildings are brick and wood timber structures.

According to the PDA Master Plan, the Existing Buildings have a combined total of approximately 163,225 square feet of gross floor area.<sup>3</sup> Their main entries are on Melcher Street. The first floor of each building is approximately five feet above-grade, and the basement of each is approximately six to seven feet below-grade. Each is listed as contributing to the Fort Point Channel District listed on the State and National Registers of Historic Places. They are also located within the City's Fort Point Channel Landmark District, which was approved after the Original Development Plan.

All three buildings are considered to be representative of warehouse and commercial loft structures developed by the Boston Wharf Company. Each building features large glass storefronts on the first floor fronting Melcher Street. Original drawings show offices lining the front of the buildings with storage or factory space along the rear.

5. <u>Revised Project</u>: As noted above, the Revised Project will be developed in two phases and result in two buildings.

In Phase I, the existing former warehouse building located at 63 Melcher Street will be rehabilitated in conjunction with the development of the Proponent's nearby project at 319 A Street Rear, and converted to residential use. The building will include up to 34,700 square feet of residential gross floor area, 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;

<sup>&</sup>lt;sup>2</sup> No provisions of the underlying M-4 zoning establish use, dimensional, design, or other requirements for projects within PDAs. For zoning restrictions, the Plan need only comply with the PDA Master Plan.

<sup>&</sup>lt;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. Table 2 to the PDA Master Plan ascribes a floor area of 163,225 square feet to the Site: 35,500 square feet at 49 Melcher Street, 99,000 square feet at 51 Melcher Street, and 28,725 square feet at 63 Melcher Street. In fact, the three Existing Buildings have a total floor area of approximately 173,000 square feet, when those portions of the basement levels not devoted exclusively to uses accessory to building operation, or otherwise excluded from the Code's definition of "gross floor area," are taken into account. This was true when the PDA Master Plan was adopted. Table 2 to the PDA Master Plan will be amended to correct this discrepancy. However, for the purposes of this Plan, the Existing Buildings are assumed to have a combined floor area of 163,225 square feet, plus another 12,275 square feet of basement area that will be converted to gross floor area through the Revised Project.

- On the second through fourth floors, approximately 27 dwelling units specifically designed to serve "Innovation District" workers and ranging in size from approximately 340 to 500 square feet, and including approximately four (4) affordable dwelling units specifically designed to serve "Innovation District" workers, and satisfying the affordable housing required for the Revised Project;
- On the fifth floor, approximately six (6) loft-style apartments;
- Conversion of up to 5,275 square feet of basement floor area into an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and gallery spaces; and
- A rooftop garden for the use of building residents, including a greenhouse structure.

No horizontal (infill) or vertical (rooftop) additions will be built during Phase I.

In Phase II, the existing former warehouse buildings located at 49 and 51 Melcher Street will be rehabilitated, expanded and converted into a single, integrated commercial building with a single elevator core and continuous floors spanning both buildings, including up to 185,250 square feet of commercial use, as follows:

- Conversion of up to 18,880 square feet of basement floor area to retail/service use; and
- Up to 166,370 square feet of office use, including:
  - O A new rooftop addition at 51 Melcher Street with up to 12,210 square feet, which is less than 10% of the combined existing gross floor area ("GFA") of 49 and 51 Melcher Street (134,500 square feet); and
  - O Two, five-story infill extensions within the notches between 49 and 51 Melcher Street and between 51 and 63 Melcher Street, both along Necco Court, with a total of up to 32,240 square feet. A stair within the easterly infill in the notch between 51 and 63 Melcher Street will also be made available for use as an emergency egress by 63 Melcher Street.

Table 2 describes Phases I and II of the Revised Project, by use.

TABLE 2 – PROJECT USES BY PHASE				
Phase	Uses			
Phase I	Residential: 34,700 s.f.			
Phase II	Office: 166,370 s.f. Retail/Service: 18,880 s.f.			
Total Revised Project	219,950 s.f.			

As noted above, Drawings of the Revised Project are attached hereto as **Exhibits D-1** (Phase I) and **D2** (Phase II).

- 6. <u>Innovation District</u>: To promote the goals of the South Boston Innovation District, Phase I of the Revised Project will be undertaken in conjunction with the development of the Proponent's residential project located nearby at 319 A Street Rear (a portion of Parcel A<sub>3</sub>). Smaller unit sizes, such as at 63 Melcher Street, 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. <u>Green Building Measures</u>: Each phase of the Revised Project will comply separately with the requirements of Article 37, Green Buildings, of the Code. The Revised Project team will use 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. Compliance with Article 37 will be confirmed by issuance of the Certification of Compliance pursuant to Section 80B-6 of the Code.
- 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 storm water to help sustain groundwater levels. The Revised Project is subject to Article 32 because it involves the extension of structures (at 49 and 51 Melcher Street) where the new extensions 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 Revised 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 (i) dewatering permit or (ii) cooperation agreement entered into by the Proponent and the BRA. No such permits or agreements exist.

The Proponent will incorporate systems into the Revised Project that meet the groundwater conservation standards set forth in Article 32 of the Code. 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. Accordingly, the Proponent will not be required to obtain a conditional use permit from the Board of Appeal for the Revised Project.

The proposed foundations for the infill extensions will not impact groundwater levels at the Site or adjacent lots. New basements will be finished at Elevation 12 similar to the existing basements, which is above prevailing groundwater levels, and will be waterproofed as a precaution against extreme groundwater levels. Permanent foundation (underslab) drains, which could impact groundwater levels, will not be used. Pressure relief systems may be used to protect the below-grade space from extreme groundwater levels. Such systems would not impact normal groundwater levels, and

would only function when groundwater rises above approximately Elevation 10. Minor excavations required for utility installations are not expected to encounter groundwater.

9. Proposed Location, Dimensions and Appearance of Structures: A primary goal of the PDA Master Plan is to preserve the historic scale and character of the 100 Acres. The Revised Project does this by adaptively reusing the Existing Buildings. Under the PDA Master Plan, there are no setback requirements or bulk limitations, other than for rooftop additions. There are also no limitations on lot coverage that could affect infill (horizontal) addition. The proposed location, dimensions and appearance of the structures after completion of the Revised Project are shown in the Drawings, attached hereto as Exhibit D-1 (Phase I) and Exhibit D-2 (Phase II), and result from preliminary meetings with BRA staff.

The final location, dimensions and appearance of the structures may change during BRA review of the Revised Project, or as a result of review by other agencies, and as agreed upon by the BRA. The Revised Project has five main exterior components. These include: (a) infill extensions of two existing loading and service courtyards fronting on Necco Court; (b) incorporation of a rooftop addition on 51 Melcher Street; (c) façade restoration; (d) ground-level modifications to provide universally accessible entries; and (e) various site improvements.

(a) <u>Infills</u>: By infilling the light wells at the rear of the buildings during Phase II, the Revised Project can create the necessary floor area to remain feasible while minimizing the additional floor area that otherwise would have been required on the rooftops of the Existing Buildings. As a result of the proposed infill construction, a one-story rooftop addition only at 51 Melcher Street is required. Mechanical equipment on the rooftops of 49 and 63 Melcher Street buildings will be limited.

The infills will be visible above the 49 and 63 Melcher Street buildings and along Necco Court, a private way that is open to public travel. The infill extensions will be constructed of red brick and will maintain the existing pattern of vertical bays, but will be differentiated from the original buildings through the use of tri-partite groups of windows separated with mullions and set on cast stone sills.

At grade, the westerly infill will provide accessible entries to future retail/service space and a secondary entry to the office building lobby. This second entry will provide easy access from the parking garage (owned by an affiliate of the Proponent and located behind the Site) to the main lobby of the building. At grade, the easterly infill will house a loading dock and enclose existing utility company electric equipment.

The placement of the loading dock and service entry for the building corresponds with the location of the service entry of the abutting office building to the south, 300 A Street. A loading entrance will be created on the south elevation of the easterly infill.

(b) <u>Rooftop Addition</u>: Current development guidelines set forth in the PDA Master Plan permit a rooftop addition on an existing building within certain limitations. After study undertaken for the Original Project, the Proponent concluded that 51

Melcher, which is the tallest of the three buildings and the one which lacks a strong accompanying cornice line from adjacent buildings, would be best suited to accept a rooftop addition.

The existing vertical pattern of window bays will be extended from the Existing Buildings up into the new addition. Along Melcher Street, the building façade will be clad with brick and cast stone elements drawn from the existing façade and parapet below. The east and west (side) elevations as well as the rear elevation are defined by similar, yet clearly new, bays of windows. The sides, which align with the raw brick party walls of the Existing Buildings, will be predominantly solid, like the party walls themselves, and will be clad in metal panels.

The elevator penthouse, stair headhouse, and cooling tower (within an enclosure) will be situated on the roof of the proposed rooftop addition. Existing roofline appurtenances such as old elevator overruns and stairs extensions will remain part of the façade and are set against the new materials. The south side of the infill additions will be set back from the building wall to allow more natural light to reach Necco Court.

- (c) <u>Façade Restoration</u>: Nearing one-hundred years in age, the façades of the buildings are in need of significant restoration. Existing features of the buildings will be rehabilitated or repaired, as needed. To provide additional natural light into the upper levels of the 51 Melcher Street building, new window openings, in vertical bays, will be created on the east and west elevations above the adjacent buildings.
- (d) <u>Ground-Level Entries</u>: The Revised Project creates street-level access points to retail/service space within 49-51 Melcher Street that fronts on Melcher Street. Currently, the first floor of each building is higher than sidewalk grade by approximately five feet. To create viable retail/service space that meets accessibility requirements, a portion of the façade will be altered to allow for a grade-level entry. To maintain components of the original building fabric, an existing loading dock bay will be retained.

To create new pedestrian entrances at the ground floor of the buildings, the existing entrance on the north elevation of 49 Melcher Street will be retained and new doors installed, and a new entrance at the corner of Melcher and Necco Streets will be created by using existing window openings. The existing central entrance at 51 Melcher Street will be retained and new doors installed. Three new entrances will be created along the north elevation by using existing window openings.

- At 63 Melcher Street, a new corner entrance will be created at the end of the building at the intersection of Melcher and A Streets. In addition to the new entrances created along Necco Court, a new pedestrian entrance will be created at the ground floor of the rear elevation of the 51 Melcher Street building by using existing window openings.
- (e) <u>Site Improvements</u>: A new sidewalk will be constructed along Necco Court, and sidewalks on the other three sides of the Site will be refurbished as necessary following construction. Necco Court, a private way that is open to public travel, will be

repaved and will remain open to the public. Street lighting will be provided along the property line facing Necco Court.

- 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 Revised 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>
- 11. Proposed Uses: After completion of the Revised Project, the Site will include up to 166,370 square feet of office space, up to 34,700 square feet of residential space, and up to 18,880 square feet of retail/service space, for a total of up to 219,950 square feet of gross floor area. This complies with the PDA Master Plan, which calls for significant office and other commercial uses to be located at the northern edge of the area near Summer Street, where the Site is located.

Under the PDA Master Plan, office, residential and retail/service uses are expressly permitted at the Site. All of the uses listed in Exhibit F to the PDA Master Plan, as well as apartment hotel, and college and university uses, shall be permitted at the Site, except at the ground level. The Site is subject to a Chapter 91 license. As stated in the PDA Master Plan, the ground floors of all new construction within Chapter 91 jurisdiction must contain publicly accessible uses such as retail/service uses. The Revised Project will comply with this requirement by providing publicly accessible uses, such as retail, service, restaurant or similar uses in the ground floor of 49-51 Melcher Street, where new infills will be constructed as part of Phase II. 63 Melcher Street does not include the construction of any new ground floor space.

12. **Proposed Building Height:** Other than the FAR limitations specified in the PDA Master Plan, and addressed in Section 13 hereof, the sole dimensional regulation applicable to the Revised Project is building height. The existing buildings at 49 and 63 Melcher Street are approximately 80-feet high and flank the approximately 130-foot high building at 51 Melcher Street.

In addition to renovating these two commercial buildings and converting them into a single building, with a single elevator core and continuous floors, the Revised Project adds up to up to 56,725 square feet of floor area, in the form of conversion of basement area to gross floor area (up to 12,275 square feet), infill extensions (up to 32,240 square feet), and a rooftop addition (up to 12,210 square feet).

<sup>&</sup>lt;sup>4</sup> As described in the PNF filed February 11, 2008, no shadow from the Original Project was anticipated to fall on existing, planned or proposed open spaces or public parks in the area. Except for the rooftop addition to 51 Melcher Street, which will be slightly smaller, the Revised Project has the same dimensions as the Original Project, and so will not cast any additional shadow.

The PDA Master Plan contemplates the infill and rooftop additions, as follows:

- Infill extensions (e.g., the filling in of light wells, or an extension to the lot line), provided they are clearly visually demarcated from the original structure, and conform to the building's cornice line;
- Rooftop additions, provided they do not exceed ten percent (10%) of the floor area of the existing building, as set forth in Table 2 of the PDA Master Plan, are set back from the cornice lines of the existing building to minimize, and eliminate where feasible, visibility from nearby streets, and add no more than two stories.

The infill and rooftop additions included in Phase II will meet these requirements. Up to 31,000 square feet of new floor area will be built within the space currently formed by wings of L-shaped configurations of the Existing Buildings. These horizontal additions are a combination of five-story and nine-story elements that conform to the height of the existing cornice lines against which they abut. The gross floor area for 49 and 51 Melcher Street, as set forth in the PDA Master Plan, is hereby being combined for this Revised Project due to the fact that they are being renovated into one single building. The combined total gross floor area of the 49 and 51 Melcher Street is reported as 134,500 square feet under the PDA Master Plan. The rooftop addition of 13,450 square feet will occupy no more than ten percent (10%) of 134,500 square feet.

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 GFA.

As noted above, the Site comprises Parcel  $A_4$ , which is in turn part of Parcel Grouping  $A_1$ - $A_7$ . 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  $A_1$ - $A_7$ .

Table 2 to the PDA Master Plan provides that, as of its effective date, the combined gross floor area of the Existing Buildings was 163,225 square feet. The Revised Project includes the addition of up to 56,725 square feet of gross floor area, for a total gross floor area resulting from the Revised Project of up to 219,950 square feet.

Previously built or approved gross floor area across Parcel Grouping A<sub>1</sub>-A<sub>7</sub> 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 174,690 square feet of net new

floor area approved by the BRA Board on December 14, 2010, for the Proponent's 319 A Street Rear residential project at a portion of Parcel  $A_3$ . Adding these to the net new floor area for the Revised Project of up to 56,725 square feet would result in total net new gross floor area for the Parcel  $A_1$ - $A_7$  Grouping of up to 237,115 square feet.

When this total allocation of 237,115 square feet 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 12,615 square feet of new gross floor area still available for Parcels A<sub>1</sub>-A<sub>7</sub> after approval of the Revised Project. Accordingly, the Revised Project will be consistent with the PDA Master Plan.

14. **Proposed Traffic Circulation**: The Site is a short walk from South Station and Downtown Boston. Retail/service space within 49-51 Melcher Street will be accessed from Melcher Street at grade via new accessible entries. Main lobby doors for the office space at 49 and 51 Melcher Street will be located at Melcher Street and Necco Court. A new sidewalk will be constructed along Necco Court, and sidewalks on the other three sites of the Site will be refurbished as necessary following construction.

It is anticipated that automobiles coming to the Site from Downtown Boston ("Downtown") will follow Melcher Street, turning right onto Necco Street, and then left onto Garage Access Way to enter the Necco Street Garage, the public parking facility closest to the Site, which is owned by an affiliate of the Proponent. Automobiles arriving from the north or south are expected to follow A Street, turning right or left, respectively, onto Garage Access Way to reach the Necco Street Garage.

Exiting automobile traffic is expected to follow these routes in reverse. Traffic heading toward Downtown would likely exit the garage onto Garage Access Way, turn right onto Necco Street north, and turn left on Melcher Street. Traffic heading north or south would likely exit the garage onto Garage Access Way, turn left or right onto A Street, and proceed to their destinations. Truck traffic coming to the Site from Downtown is expected to follow Melcher Street, turn right onto A Street, and turn right onto Necco Court. Trucks coming to the Site from the north or south is expected to follow A Street and turn right or left, respectively, onto Necco Court.

Truck traffic leaving the Site would likely follow Necco Court to Necco Street, where it would follow one of three routes. It could turn right onto Necco Street, then left onto Melcher Street to go Downtown. It could turn right onto Necco Street, then right onto Melcher Street, then left onto A Street to head north. It could turn left onto Necco Street, then left onto Fort Point Avenue, then right onto A Street to head south.

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.)

15. <u>Parking and Loading Facilities</u>: The PDA Master Plan does not specify off-street parking and loading requirements. For the Revised Project, off-street parking is determined during Large Project Review under Article 80B of the Code. No new parking spaces are proposed at the Site. Over 8,300 off-street parking spaces are located in

garages and lots within a seven-minute walk of the Revised Project, including the nearby 585-space Necco Street Garage, a parking facility owned and controlled by the Proponent's affiliate, and located immediately across Necco Court from the Site.

Residential parking demand from the Revised Project will be met off-site at the Necco Street Garage. The Proponent will enter into an agreement with its affiliate to offer up to 15 parking spaces to residents of the 29 market-rate units at 63 Melcher Street on a month-to-month lease basis. Monthly resident lease programs of full-time access, or evening and weekend access, will be offered at market rates. Should any additional parking demand occur from 63 Melcher Street, it can be absorbed at the Necco Street Garage on a month to month, first-come/first-served basis, subject to space availability.

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.

Loading operations for the Site currently occur in the off-street loading area along Necco Court, just west of A Street. Trucks access Necco Court via A Street, Garage Access Way, or Necco Street. 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. Two loading bays are proposed for the Revised Project.

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 Revised 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 Revised 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 an approximately 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 one block 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. Because 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 Revised Project: Expected public benefits from the Revised Project include historic preservation, improved neighborhood vitality, public realm improvements, new linkage payments, sustainable design, increased and affordable housing that furthers Innovation District goals, groundwater conservation, increased property taxes, and the creation of temporary and permanent jobs.

<u>Historic Preservation</u>: The Revised Project involves renovation and adaptive reuse of three approximately 100-year-old warehouse buildings located within the Fort Point Channel Historic District, which is listed on the State and National Registers of Historic Places, as well as within the City's Fort Point Channel Landmark District, which was approved after the Original Development Plan.

<u>Neighborhood Vitality</u>: The renovation of the Existing Buildings will help to enliven the Fort Point Channel neighborhood by providing upgraded office space, accessible retail and restaurant space, and new residences.

<u>Public Realm Enhancements</u>: 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.

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 certain open space and transportation improvements (together, the "Public Realm Enhancements").

The MOA binds participating owners to allocate construction costs among them for Public Realm Enhancements, 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. 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.

As described above, the net new floor area of the Revised Project is up to 56,725 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 \$676,729.

<u>Linkage Payments</u>: The BRA's Development Impact Project ("**DIP**") exactions (linkage) program requires the payment of development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job training programs. (Code Section 80B-7(1).) The Revised Project will trigger the DIP exactions requirements of Section 80B-7. The Revised Project will comply by paying a housing exaction of \$7.87 for each gross square foot of office or retail floor area in excess of 100,000 square feet

(approximately \$670,918), and a jobs exaction of \$1.57 for each gross square foot of office or retail floor area in excess of 100,000 square feet (approximately \$133,843).

Sustainable Design: The Revised Project will comply with the requirements of Article 37, Green Buildings, of the Code. The Revised 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 Revised Project will target meeting LEED-NC standards at the Certified Level.

Increased and Affordable Housing: During Phase I, the Revised Project will create 38 new dwelling units at 63 Melcher Street. This building will meet the requirements for affordable housing on site, in accordance with the Mayor's Executive Order Regarding Inclusionary Housing, dated February 29, 2000, as amended, by including 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. 63 Melcher Street will include another five (5) affordable artist live/work units as off-site affordable housing for the Proponent's nearby project located at 319 A Street Rear, also within the South Boston Innovation District.

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.

<u>Increased Property Taxes</u>: Once complete, the Revised 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 Revised Project is expected to create 150-200 construction-related employment opportunities. The Revised Project also creates the potential for approximately 750-950 commercial office and approximately 15-20 retail employment opportunities.

- 18. <u>Large Project Review</u>: Pursuant to Article 80B of the Code, on February 11, 2008, the Proponent filed a Project Notification Form ("PNF") for the Original Project. On December 19, 2008, the Director of the BRA issued a Scoping Determination waiving further review of the Original Project pursuant to Section 80B-5.3(d) of the Zoning Code. In the course of that review, the impacts of the Original Project upon the surrounding neighborhoods were fully addressed, and appropriate mitigation were proposed and incorporated into the Original Project, as follows:
  - New traffic related to the Original Project was expected to be minimal. During the morning peak hour, only one change in level of service was expected to occur, and during the evening peak hour, only two level-of-service changes are expected to occur under Build Conditions.
  - The Original Project would have increased parking demand by just 34 spaces in an area that has approximately 8,300 existing parking spaces including the

- 585-space Necco Street Garage, which is adjacent to the Site, owned by an affiliate of the Proponent, and currently operates below capacity.
- The Original Project would have added only 12 transit trips (3 boarding and 9 alighting) during the morning peak hour and 26 transit trips during the evening peak hour (16 boarding and 10 alighting), so would not have affected transit capacity adversely.

The Revised Project includes a substantial reduction in office space, a minor reduction in retail space, and the inclusion in their place of approximately 38 residential units, without any increase in building dimensions. Therefore, the Revised Project changes are largely internal, except that the rooftop addition will be slightly smaller, and so will not affect areas of potential environmental impact, as follows:

- Minor increases in water consumption and wastewater generation are expected.
- The Revised Project would result in 31 fewer vehicle trips during the morning peak hour and 48 fewer vehicle trips in the evening peak hour.
- Estimated parking demand associated with the Revised Project (136 spaces) is lower than with the Original Project (157 spaces).
- The Revised Project design will continue to comply with Article 37 of the Code, ensuring LEED certifiability
- The TDM program will continue to encourage non-vehicular travel to the Site, emphasizing the Site's proximity to public transportation services.
- The Revised Project will continue to have little or no affect on pedestrianlevel winds, generate minimal new shadow, not significantly affect daylight reaching the Site, and not create adverse impacts from reflected solar glare.
- Potential air quality and noise impacts will continue to be well below City and State thresholds.
- Minimal geotechnical impacts will be continue to be monitored as required.
- Storm water will continue to be managed in accordance with applicable regulations, and the Revised Project will comply with Article 32 of the Code.
- 19. Other Necessary Government Approvals: Because Phase II of the Revised Project will include the construction of new building space for non-water-dependent uses on filled former tidelands, it will require an amendment to the existing Chapter 91 License for the Site. Based on the Commonwealth's Chapter 91 jurisdiction, the Secretary of Energy and Environmental Affairs reviewed the Original Project under the Massachusetts Environmental Policy Act ("MEPA"), and determined in a Certificate on the Environmental Notification Form dated September 10, 2010 that further MEPA review is not required. The Proponent has notified the Secretary of the Revised Project, who has confirmed his determination.

- 20. <u>Development Schedule:</u> Build out of the Master Plan Area is expected to occur in multiple phases over approximately 20 years. The Proponent currently estimates that construction of the Revised Project will take approximately 24 months, with initial site work expected to begin in the fourth quarter of 2011. In accordance with the PDA Master Plan, the current parcel at the Site may be reconfigured into multiple parcels, which may be under common or separate ownership and may include subdivision or condominium ownership, developed sequentially or simultaneously, and separately developed and/or financed. Each such parcel is referred to as a "Revised Project Component." One or more of the Revised Project Components may be further subdivided into one or more separate parcels which may be under separate ownership, or one or more of the Revised Project Components may be combined to create one single parcel, or a condominium ownership structure may be created for all or part of the Revised Project.
- 21. Applicability of this Amended and Restated Development Plan: Consistency of the Revised Project with this Amended and Restated 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 Amended and Restated Development Plan constitutes approval for any zoning nonconformity created or increased by the future separation of ownership of individual Revised Project Components, and Parcel Grouping A<sub>1</sub>-A<sub>7</sub>, provided that: (A) the use limitations and dimensional requirements of this Amended and Restated Development Plan, other than FAR, with respect to each Revised Project Component 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 Revised Project: Notwithstanding anything set forth in this Amended and Restated Development Plan to the contrary, under no circumstances will the Proponent be obligated to proceed with the Revised Project or any Revised Project Component.
- 23. Minor Modifications to Plans: This Amended and Restated Development Plan constitutes the zoning for the Site and the Revised Project. Final plans and specifications for the Revised 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 Amended and Restated Development Plan, and to other governmental agencies and authorities for final approval. Accordingly, subject to consistency with the dimensional regulations set forth in this Amended and Restated Development Plan, minor changes may occur to the Revised Project's design described in this Amended and Restated Development Plan.
- 24. <u>Amendment of this Amended and Restated Development Plan:</u> The owner of the Revised Project or of an individual Revised Project Component may seek amendment of this Amended and Restated Development Plan in accordance with the procedures prescribed by the Code, without the consent of the owner(s) of any other Revised Project Component. In the event that any amendment affects the overall compliance of the Revised Project with this Amended and Restated Development Plan,

this Amended and Restated Development Plan will be deemed amended with respect to the Revised Project as a whole, to the extent necessary for the overall Revised Project to comply with this Amended and Restated Development Plan, without requiring any modification of the requirements of this Amended and Restated Development Plan as to any other Revised Project Components.

### LIST OF EXHIBITS

Exhibit A Legal Description of the Site

Exhibit B Locus Plan

Exhibit C Revised Project Team

Exhibit D-1 Phase I Drawings

> - Existing Site Plan - Proposed Site Plan

- Proposed Basement Floor Plan

- Proposed First Floor Plan

- Proposed 2<sup>nd</sup>- 4<sup>th</sup> Floor Plan

- Proposed 5<sup>th</sup>

- Proposed Roof Plan

- Proposed Longitudinal Building Section

- Proposed Cross Section

- Proposed Melcher Street, Necco Street, Necco Court and A Street Elevations

#### Exhibit D-2 Phase II Drawings

- Existing Site Plan

- Proposed Site Plan

- Proposed Basement Floor Plan

- Proposed First Floor Plan

- Proposed 2<sup>nd</sup>- 4<sup>th</sup> Floor Plan

- Proposed 5<sup>th</sup> Floor Plan - Proposed 6<sup>th</sup> - 9<sup>th</sup> Floor Plan

- Proposed 10<sup>th</sup> Floor / Penthouse Plan

- Proposed Penthouse / Roof Plan

- Proposed Longitudinal Building Section

- Proposed Cross Section

- Proposed Penthouse Wall Sections

- Proposed Melcher Street, Necco Street, Necco Court and A Street Elevations

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## **EXHIBIT A**

### LEGAL DESCRIPTION OF THE SITE

All of Lot A as shown on the plan entitled "Subdivision Plan of Parcel 15 in Boston, Mass.," prepared by Bennett Engineering, dated November 21, 2005, and recorded with the Suffolk County Registry of Deed as Plan No. 965 of 2005. Lot A is known as 49 Melcher Street, Boston, Massachusetts, 51-61 Melcher Street, Boston, Massachusetts, and 63 Melcher Street, Boston, Massachusetts, contains about 29,220 square feet, and is bounded and described as follows:

A parcel of land in the city of Boston, Suffolk County, Massachusetts, situated on the southwesterly side of Melcher Street, the northwesterly side of A Street, the northeasterly side of a 25' wide passageway also known as Necco Court and the southeasterly side of Necco Street, beginning at the most northwesterly corner of the property herein described on said Melcher Street at a point at the southeasterly intersecting corner of said Melcher Street and said Necco Street; thence,

S47°34'41"E	by said Melcher Street, two hundred ninety-two and 24/100 feet (292.24'); thence,
S29°38'45"W	by said A Street, one hundred two and 53/100 feet (102.53'); thence,
N47°34'41"W	by Lot B on said plan, two hundred ninety-two and 14/100 feet (292.14'); thence,
B29°35'35"E	by Lot B on said plan, one hundred two and 55/100 feet (102.55') to the point of beginning.

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49/51/63 Melcher Street

Boston, MA



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# **EXHIBIT C**

### PROJECT TEAM

The Proponent:

W2005 BWH II Realty, L.L.C.

c/o Archon Group, L.P.

800 Boylston Street, Suite 3330

Boston, MA 02199 (617) 854-5500

John Matteson Albert Price

Architects:

Bargmann, Hendrie & Archetype, Inc.

300 A Street

Boston, MA 02210 (617) 350-0450

Joel Bargmann Robert Del Savio

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

Jane Howard Liz Peart Guy Busa Civil Engineers:

HW Moore Associates, Inc.

112 Shawmut Avenue Boston, MA 02118 (617) 357-8145

John MacKinnon

Geotechnical Consultant:

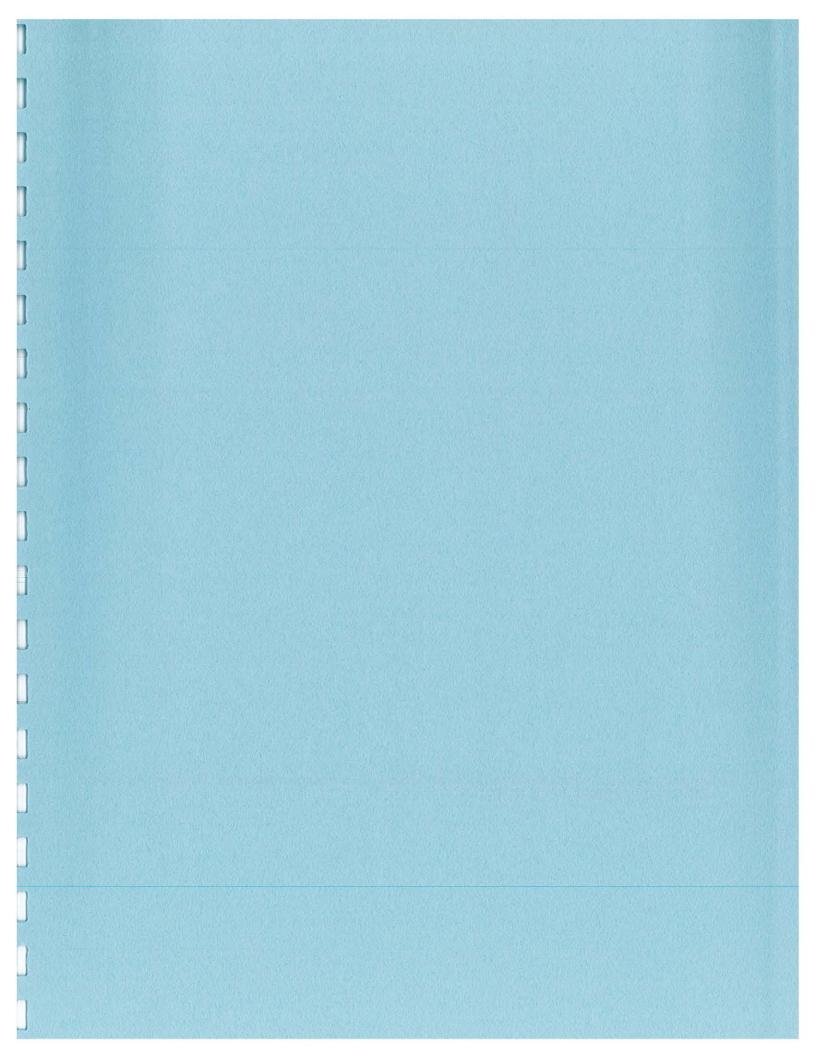
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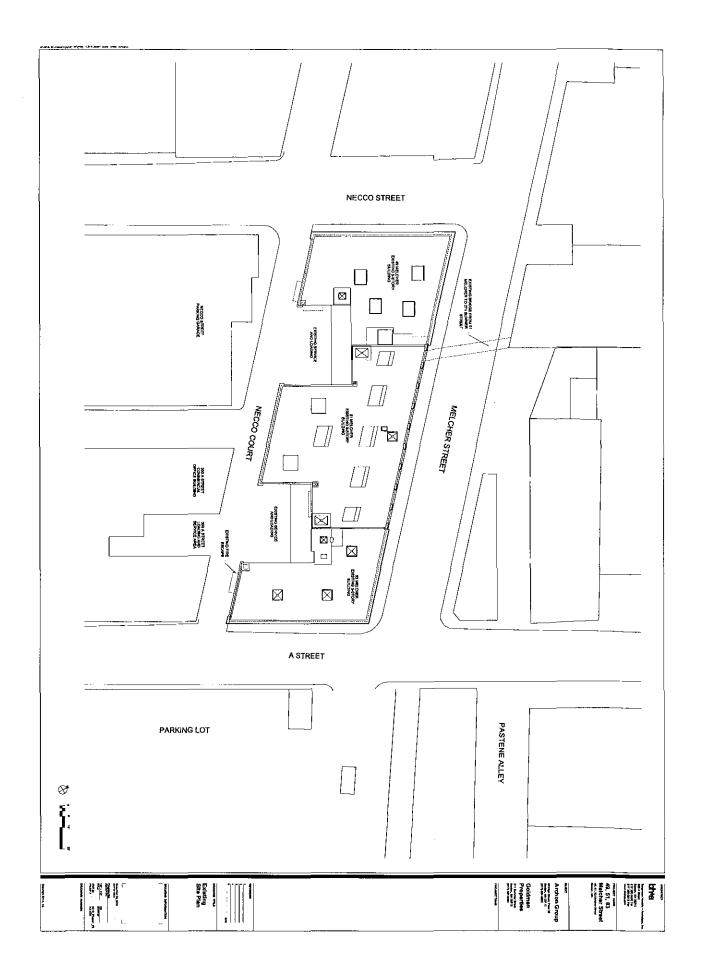
465 Medford Street, Suite 2200

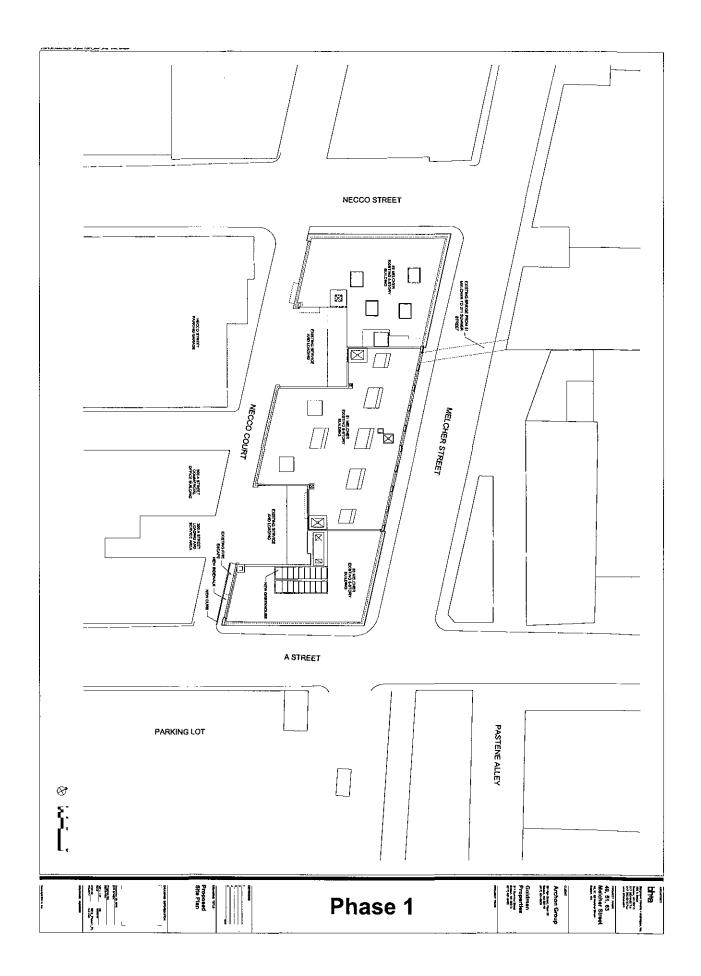
Boston, MA 02129 (617) 886-7400

Steve Kraemer

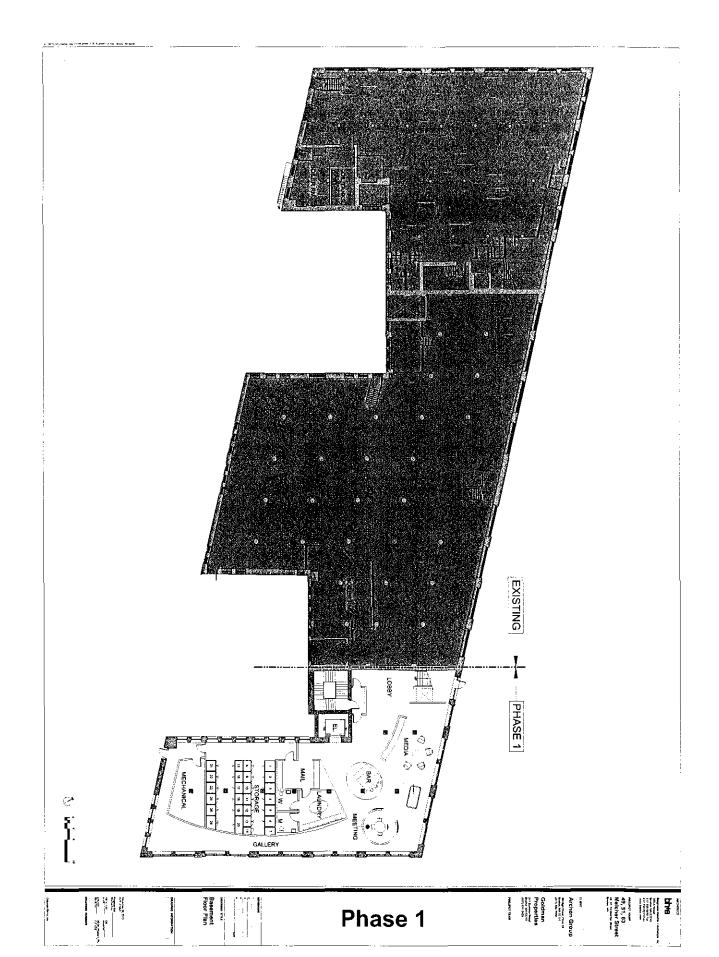
Exhibit D-1 Phase I Drawings



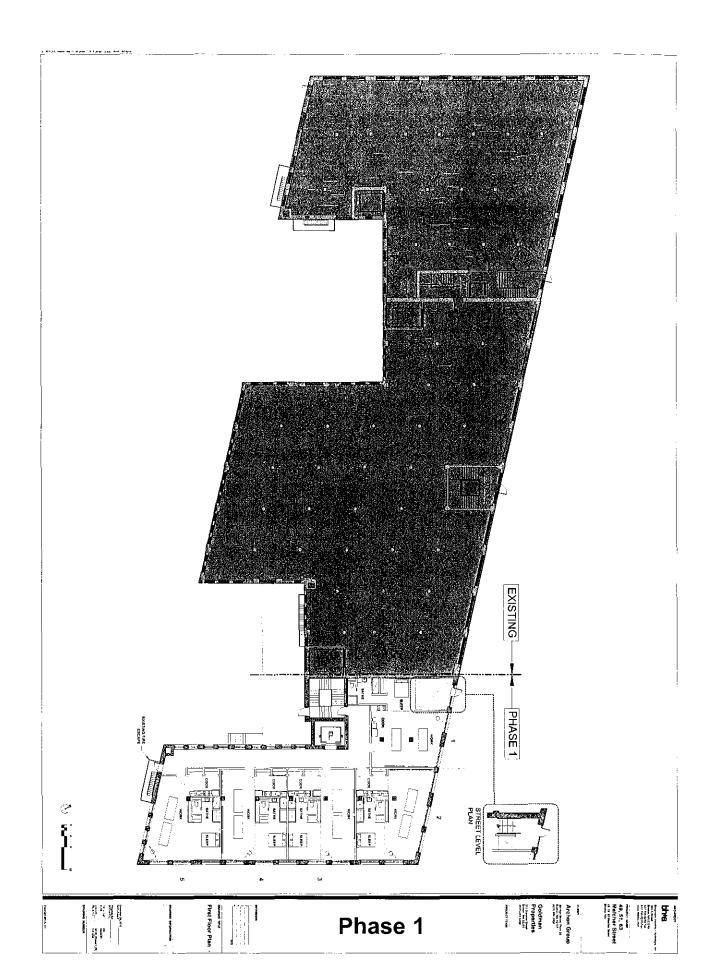




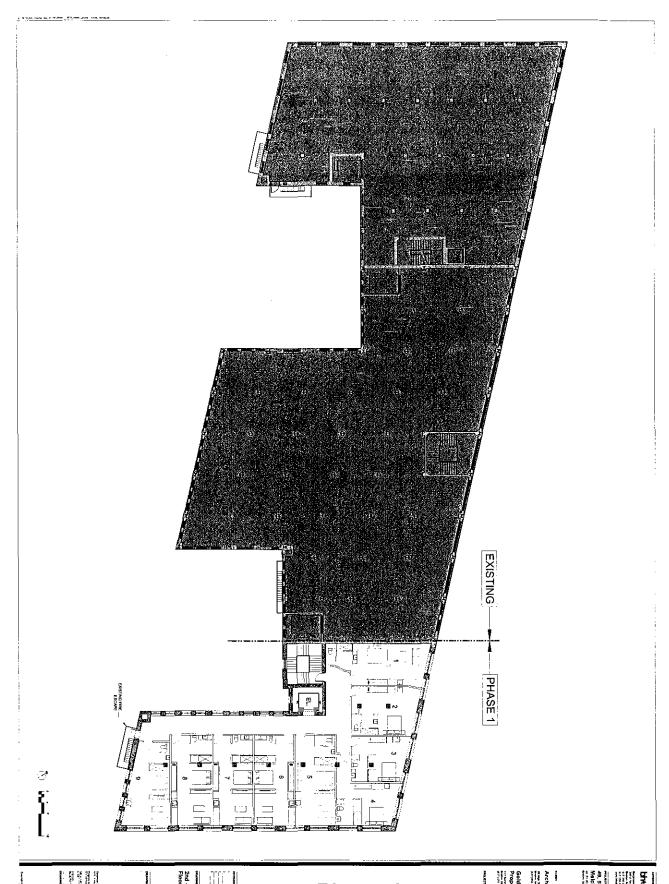
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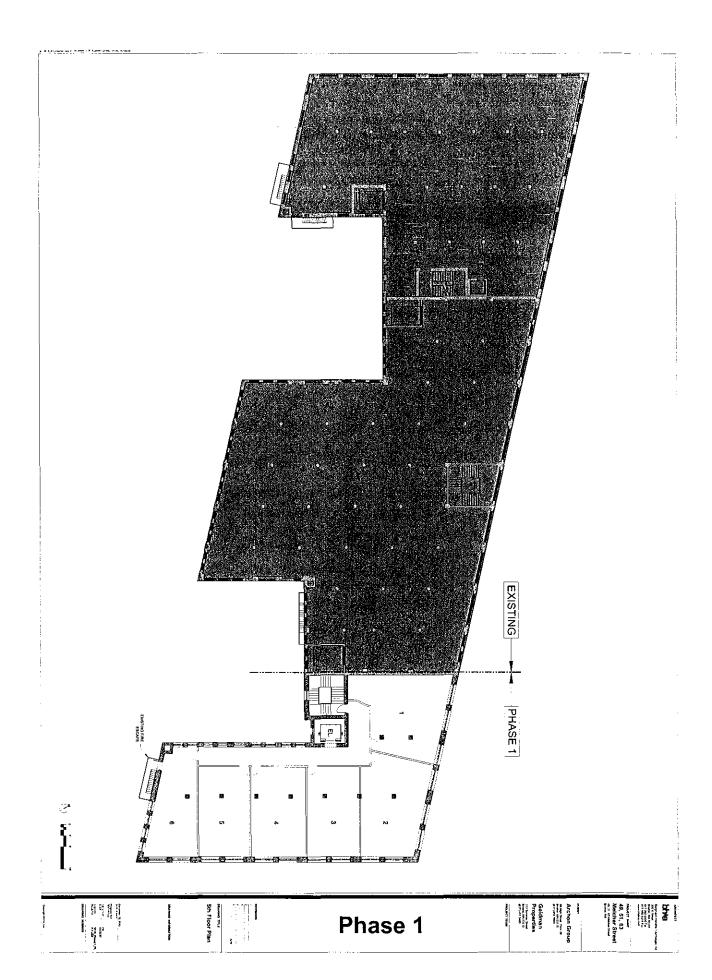


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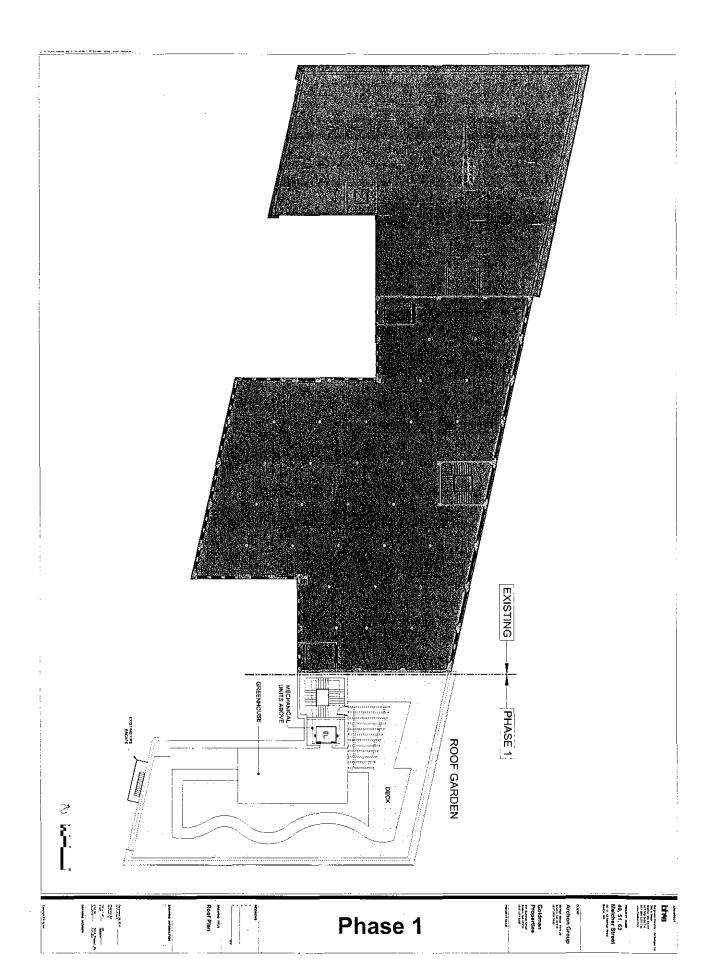


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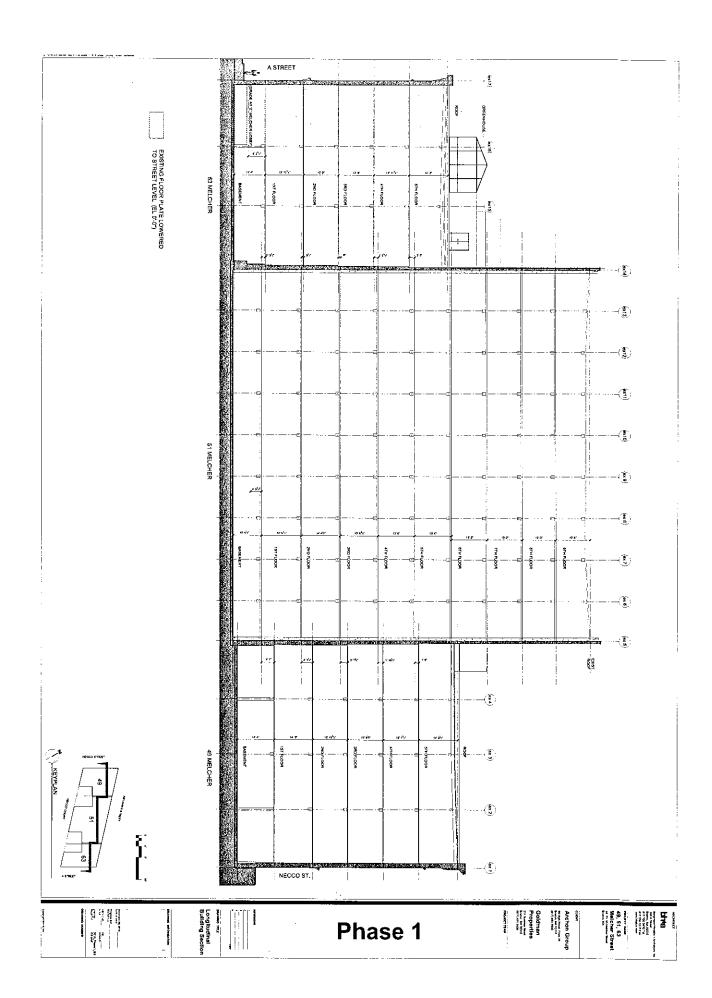
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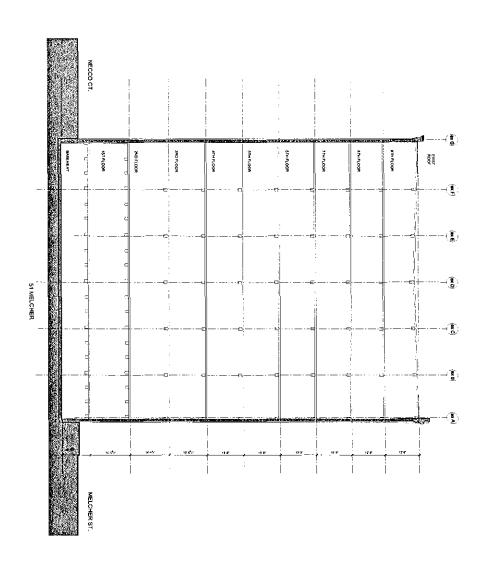
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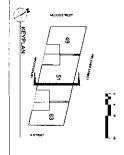


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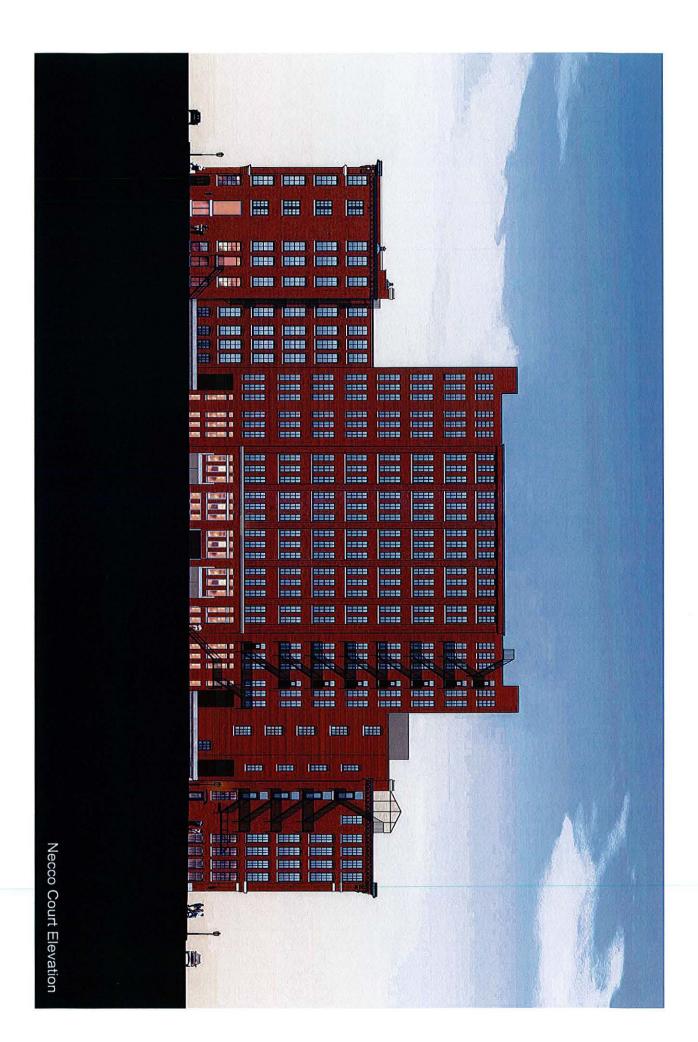
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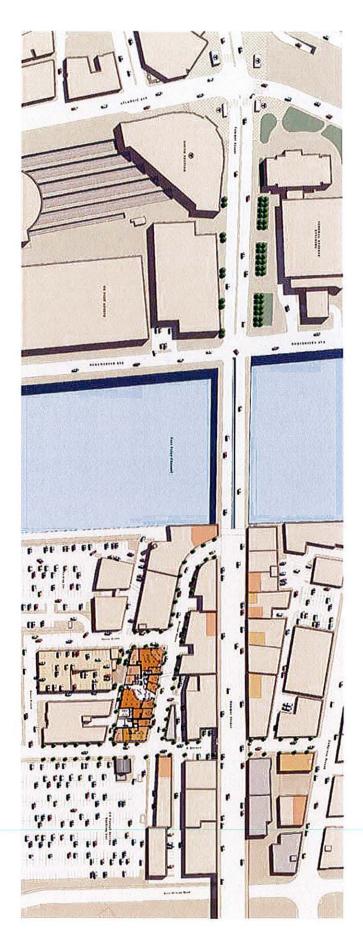


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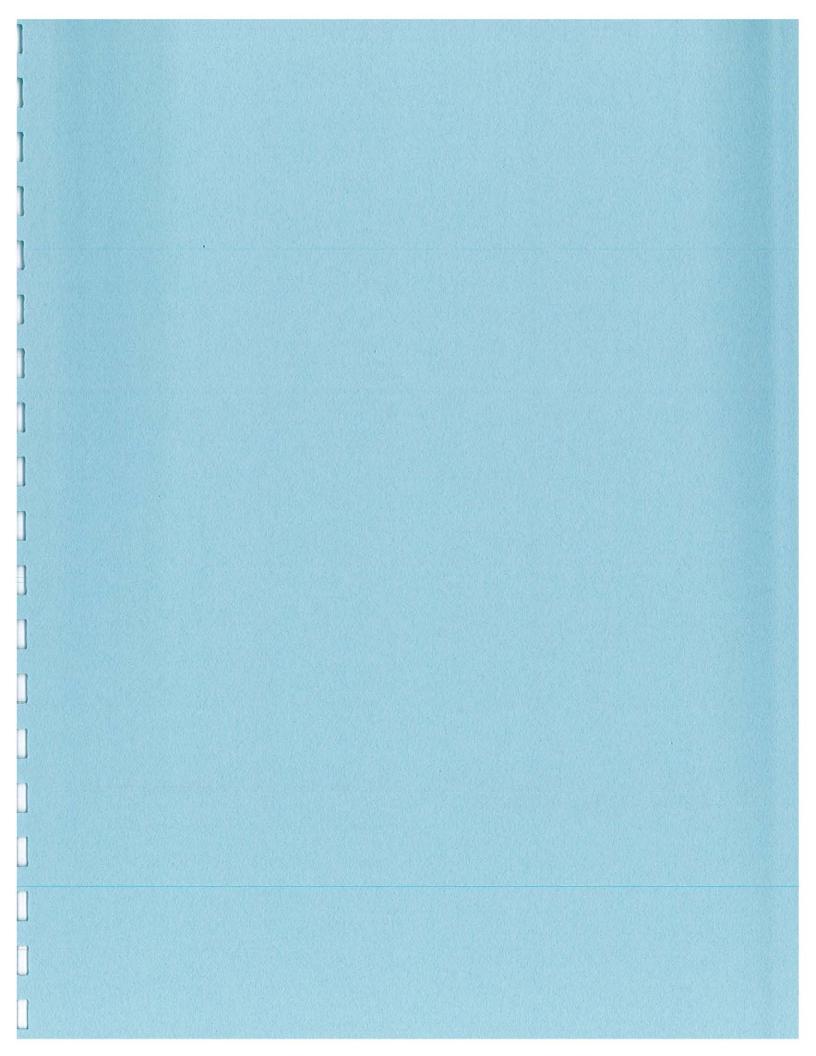
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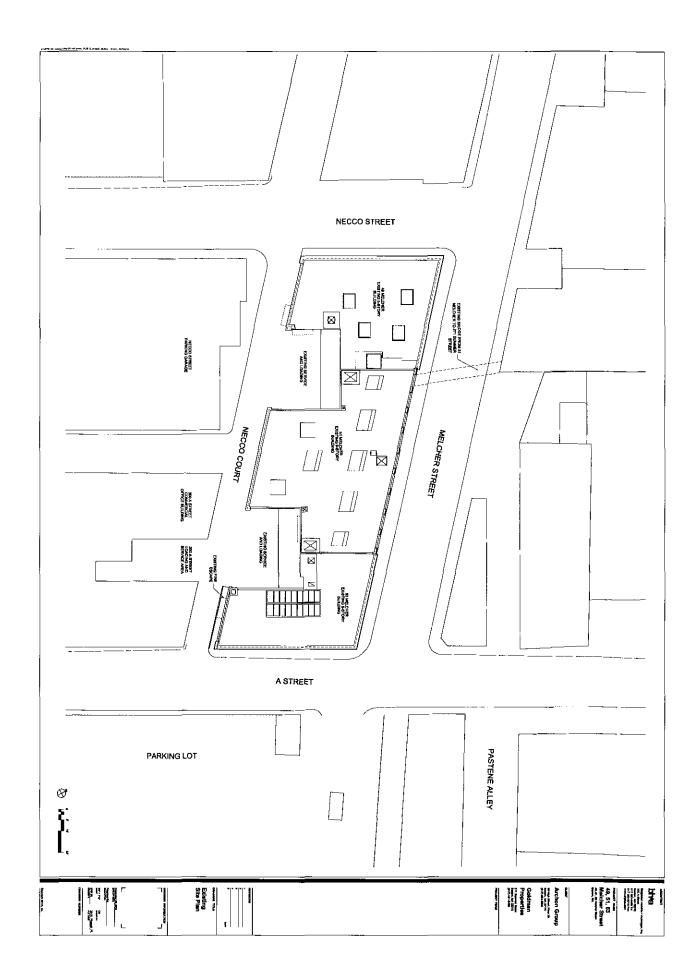


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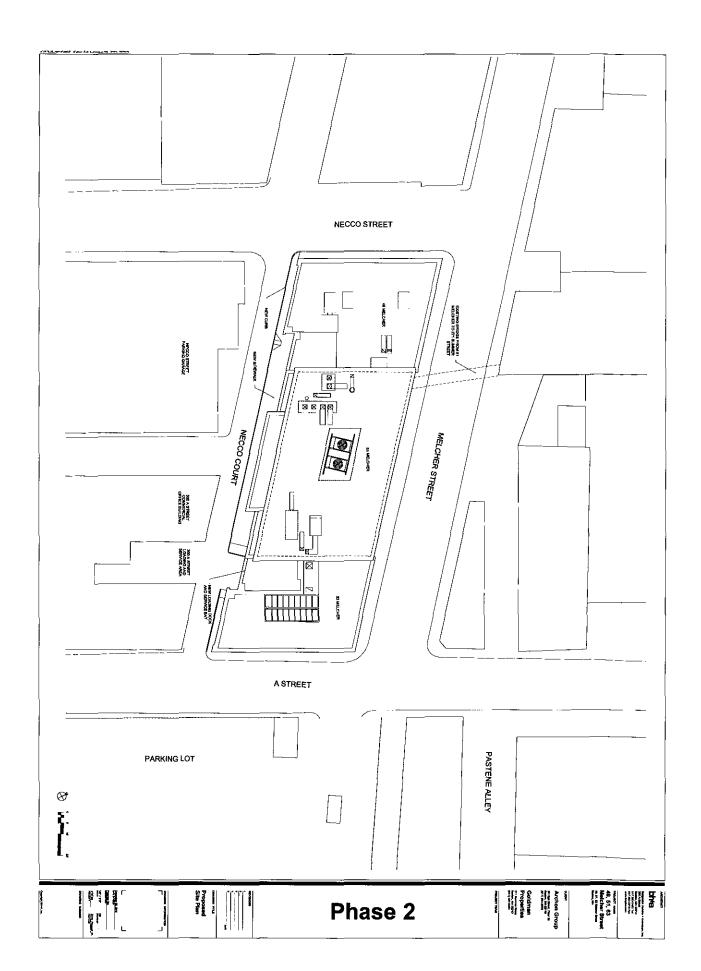
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Exhibit D-2 Phase II Drawings

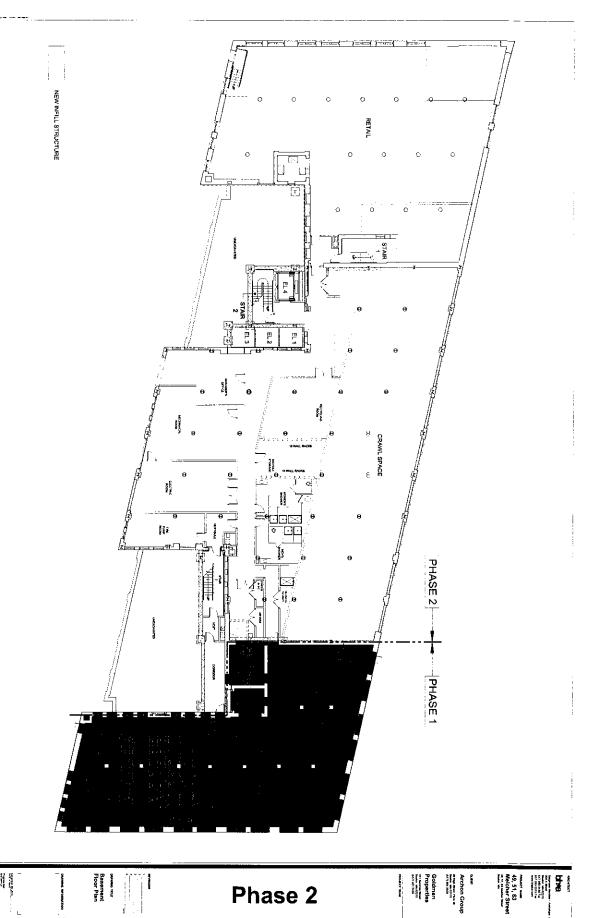




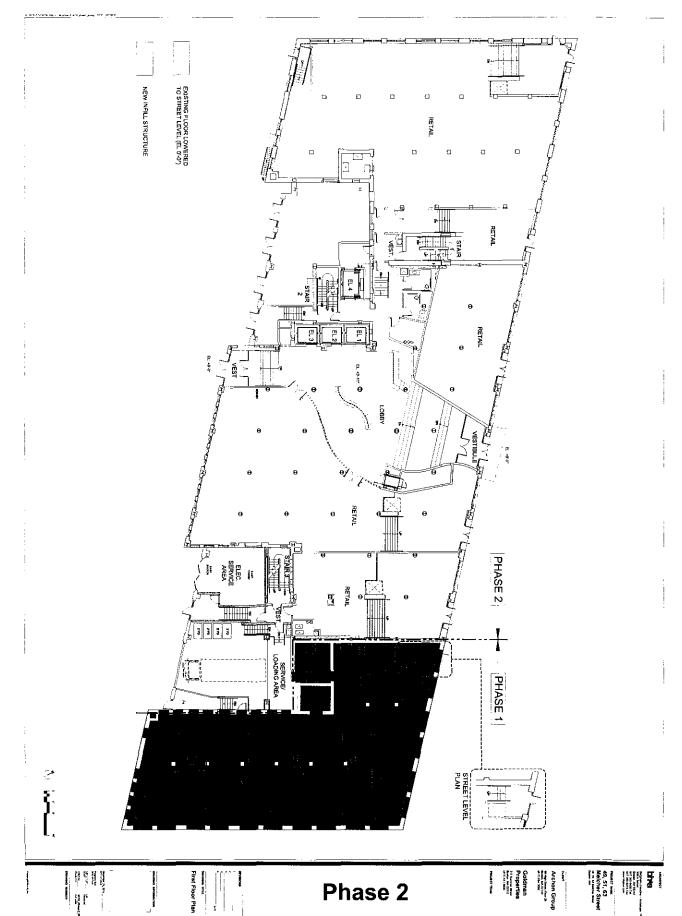
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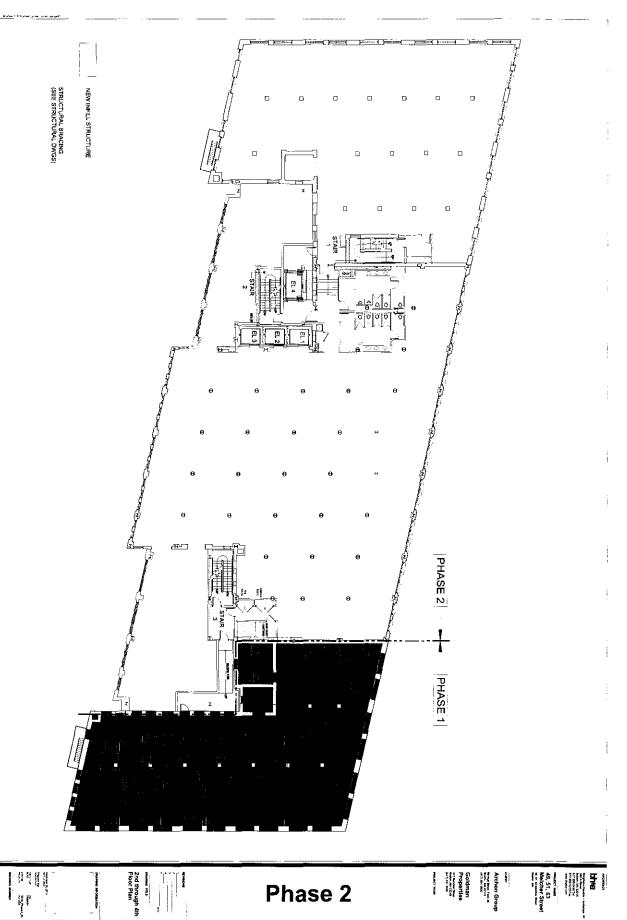
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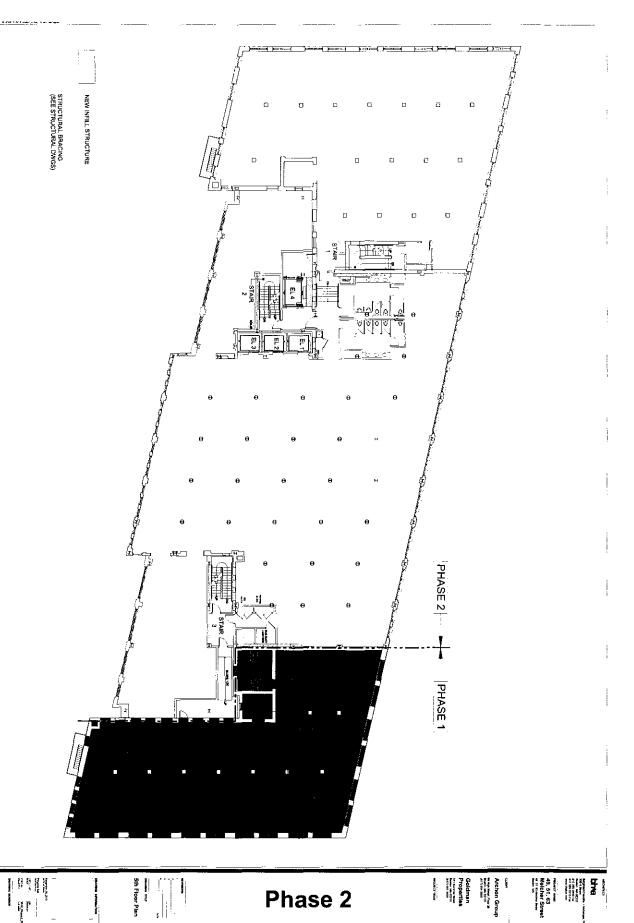


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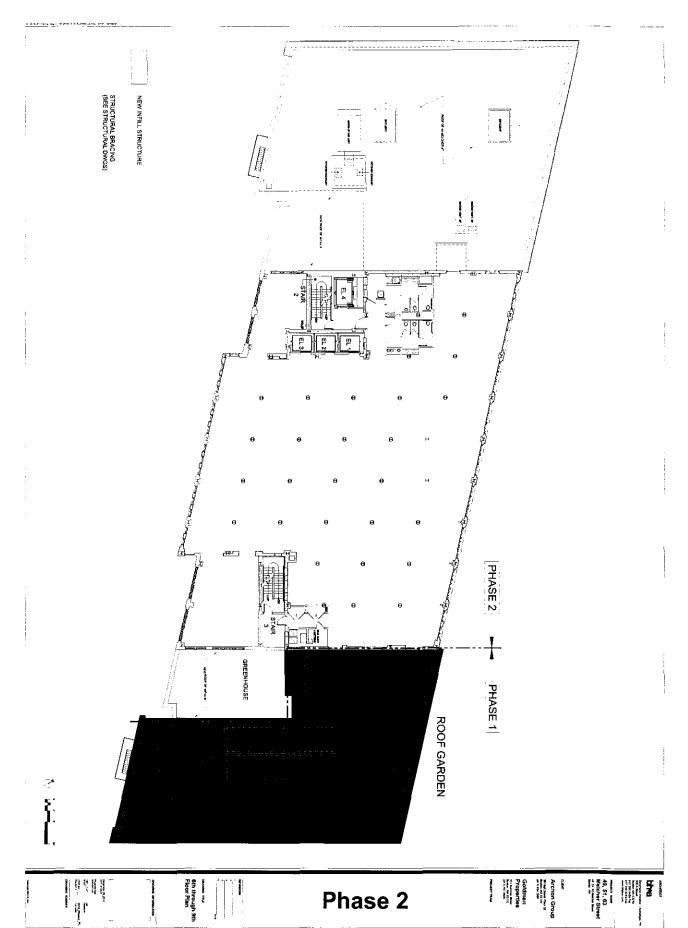
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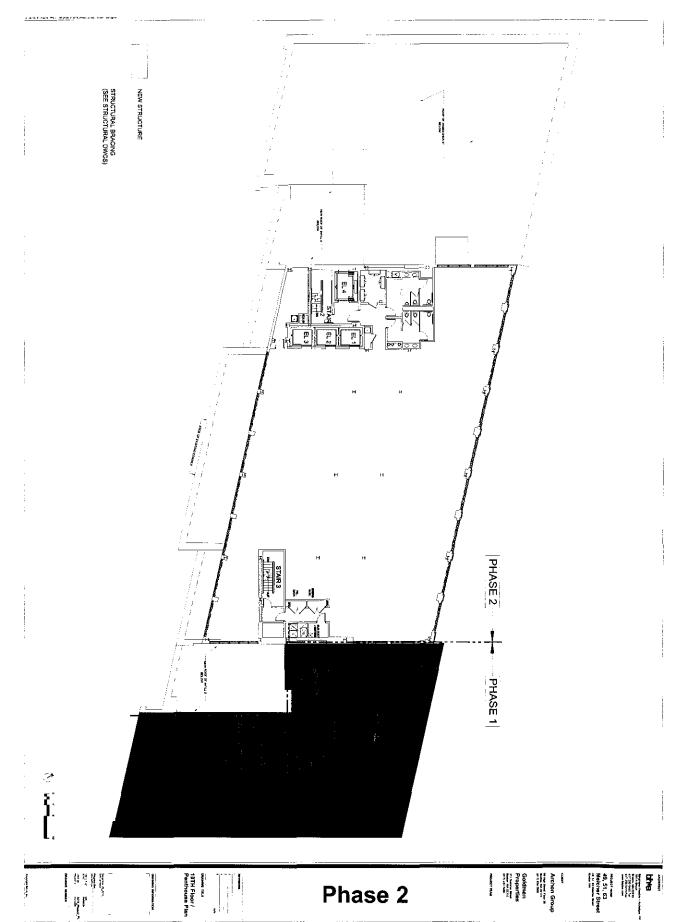
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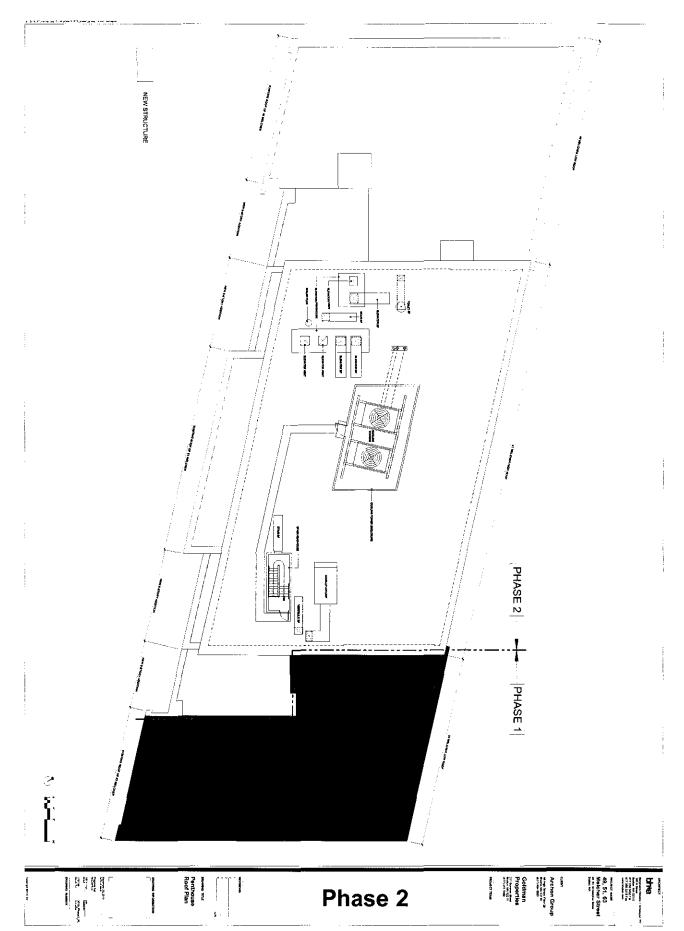


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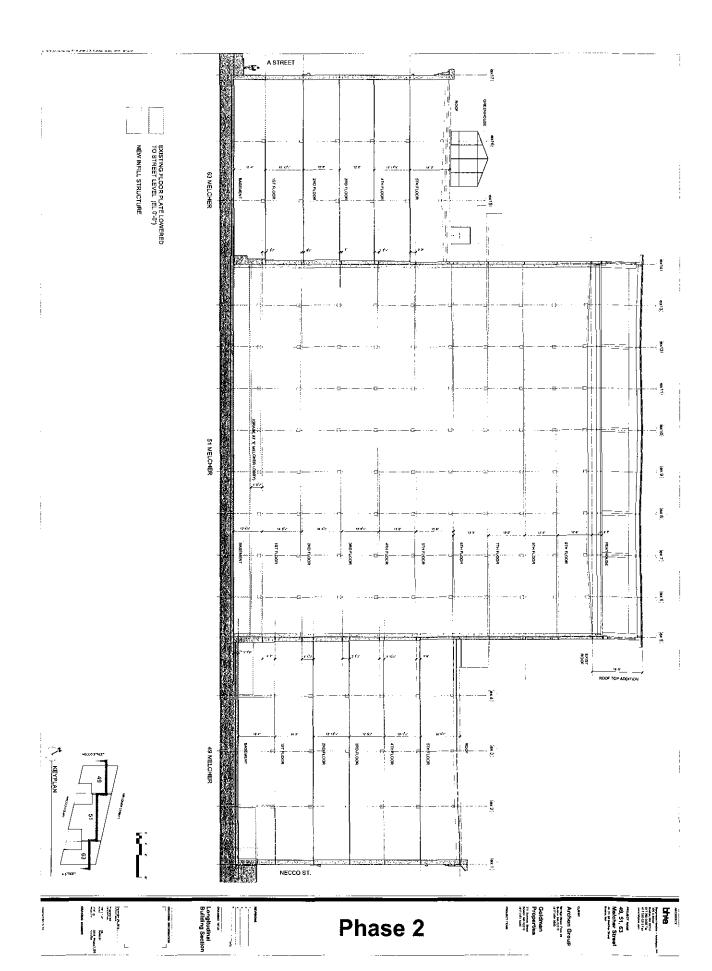
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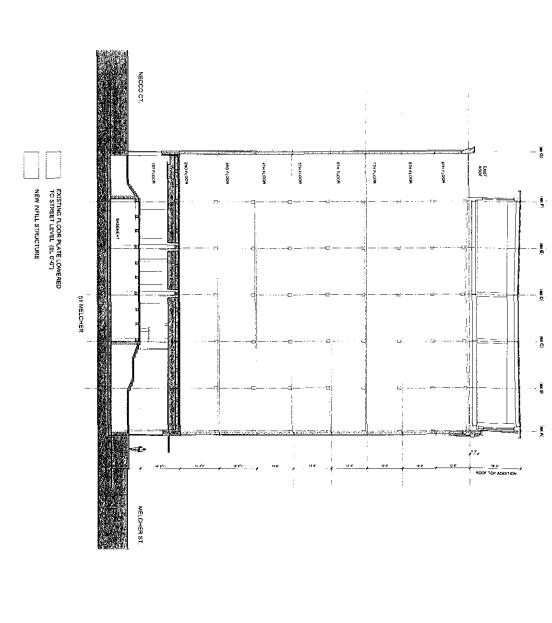
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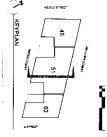


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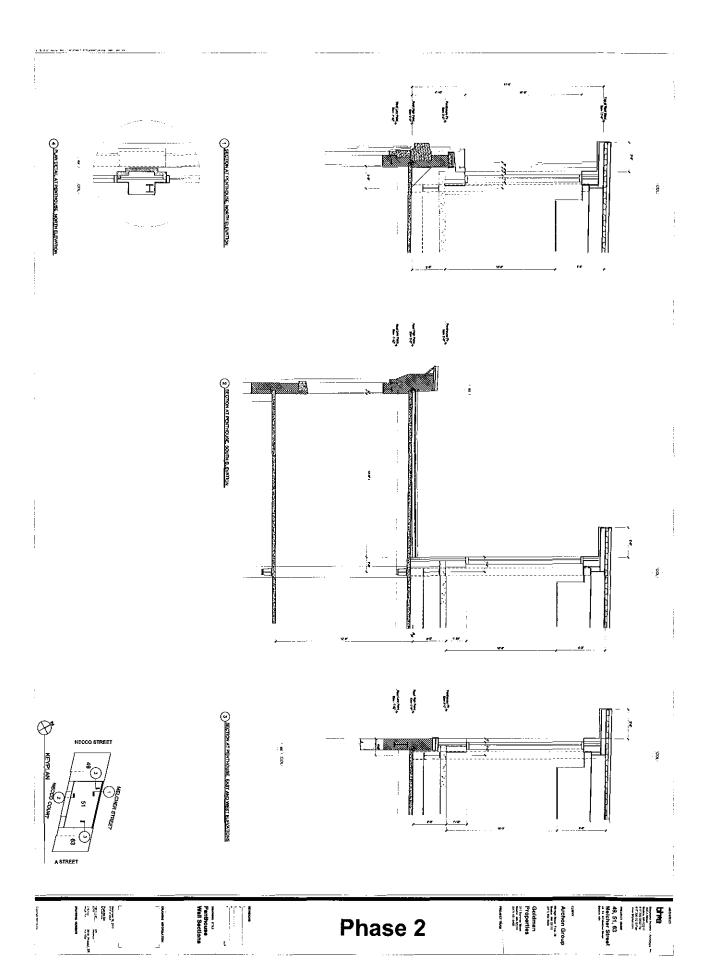
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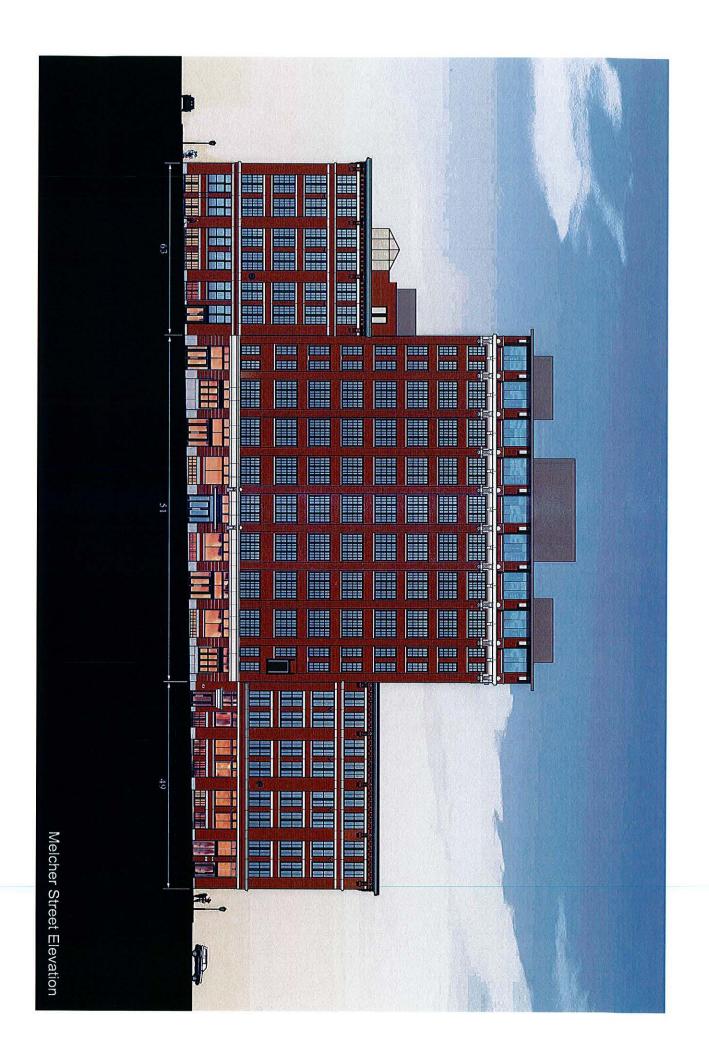
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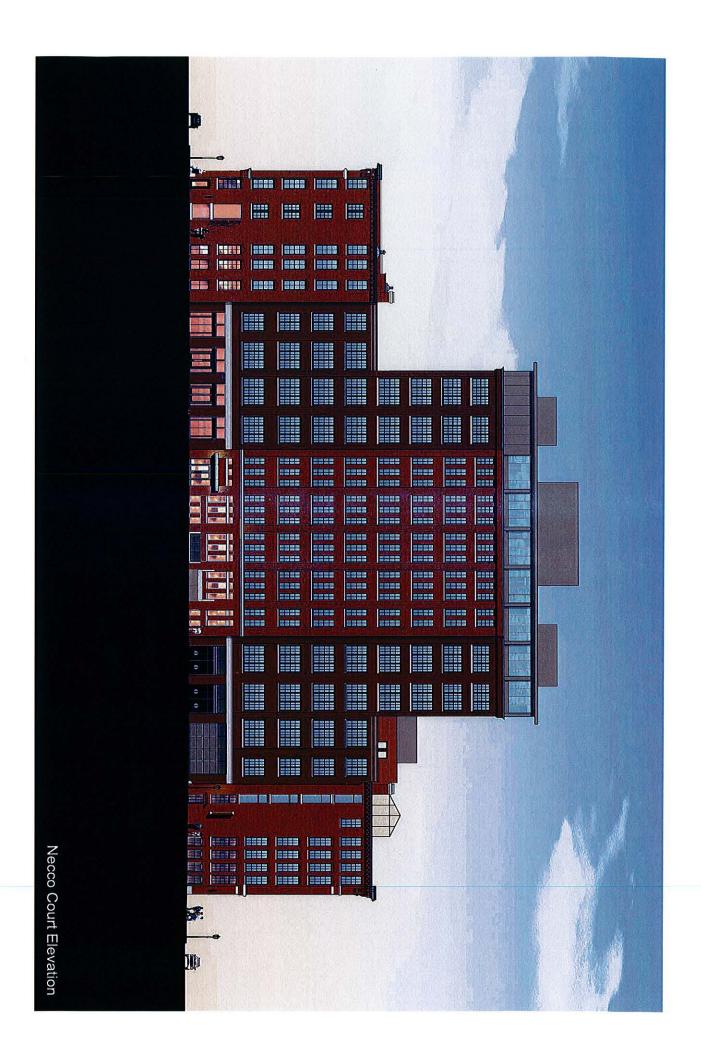
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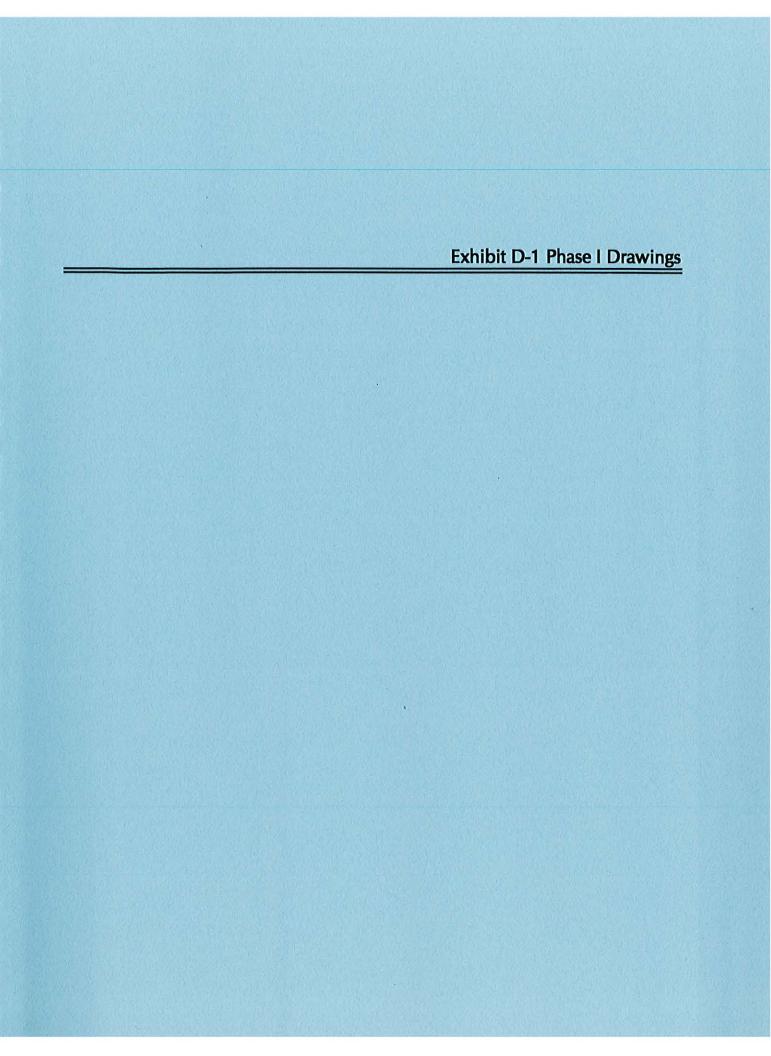
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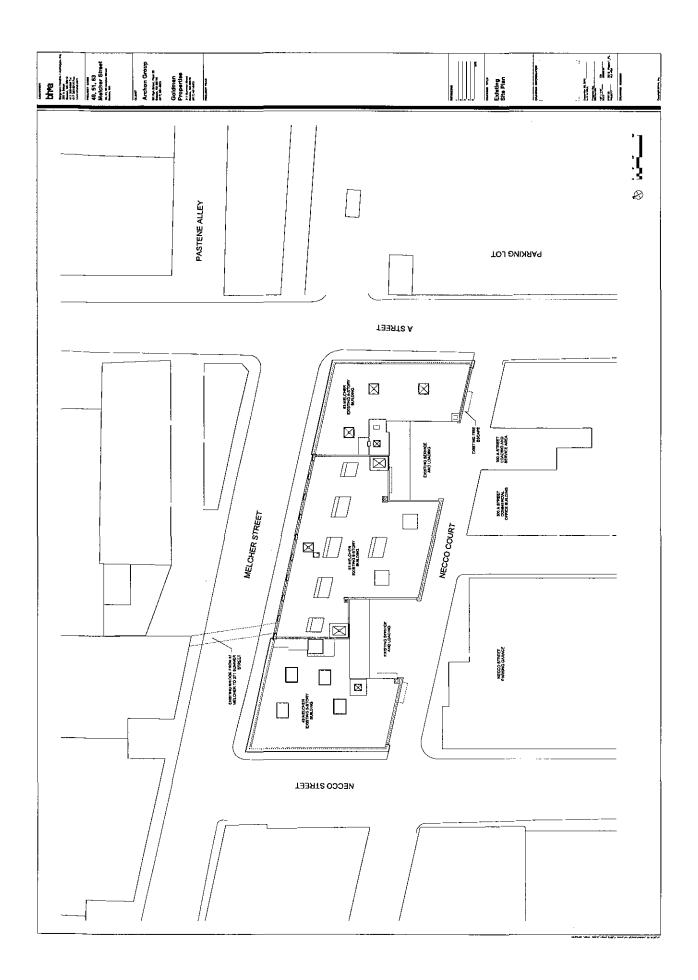


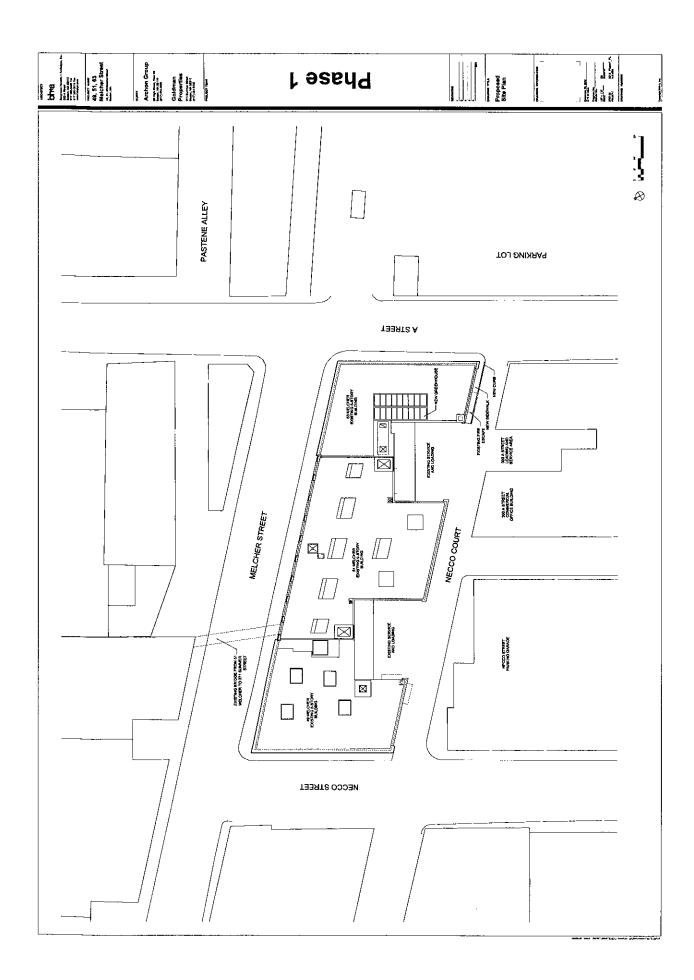
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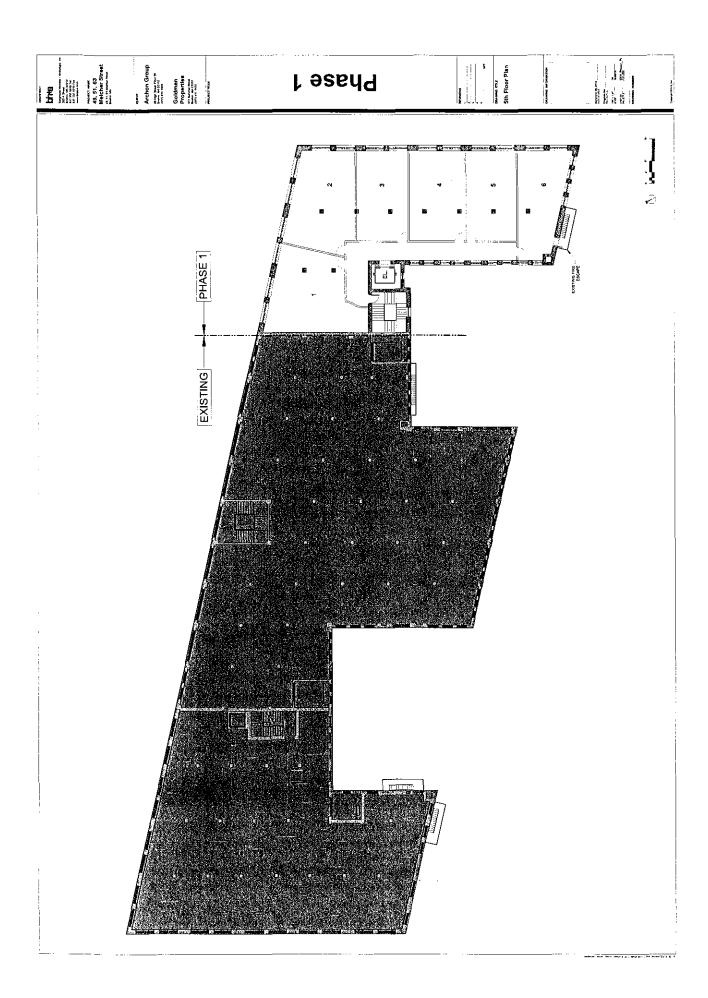


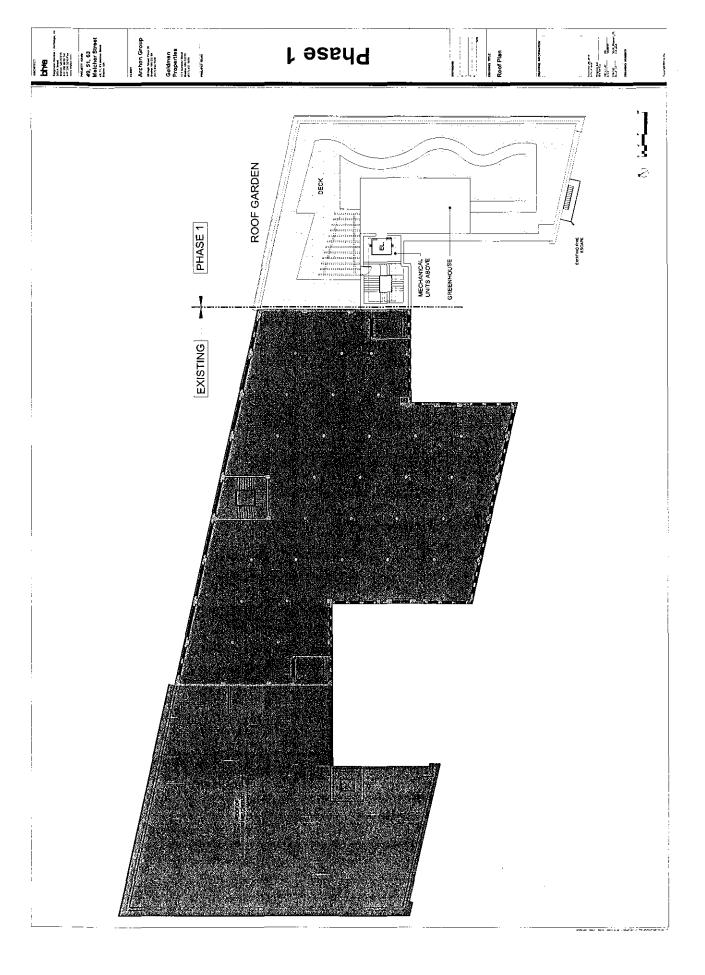
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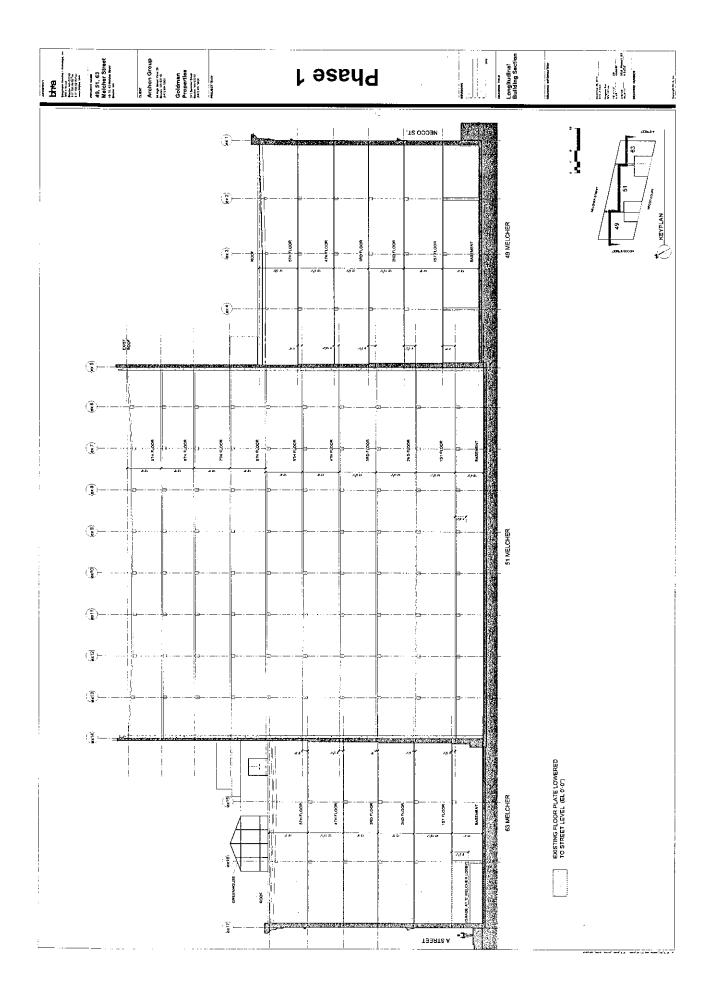


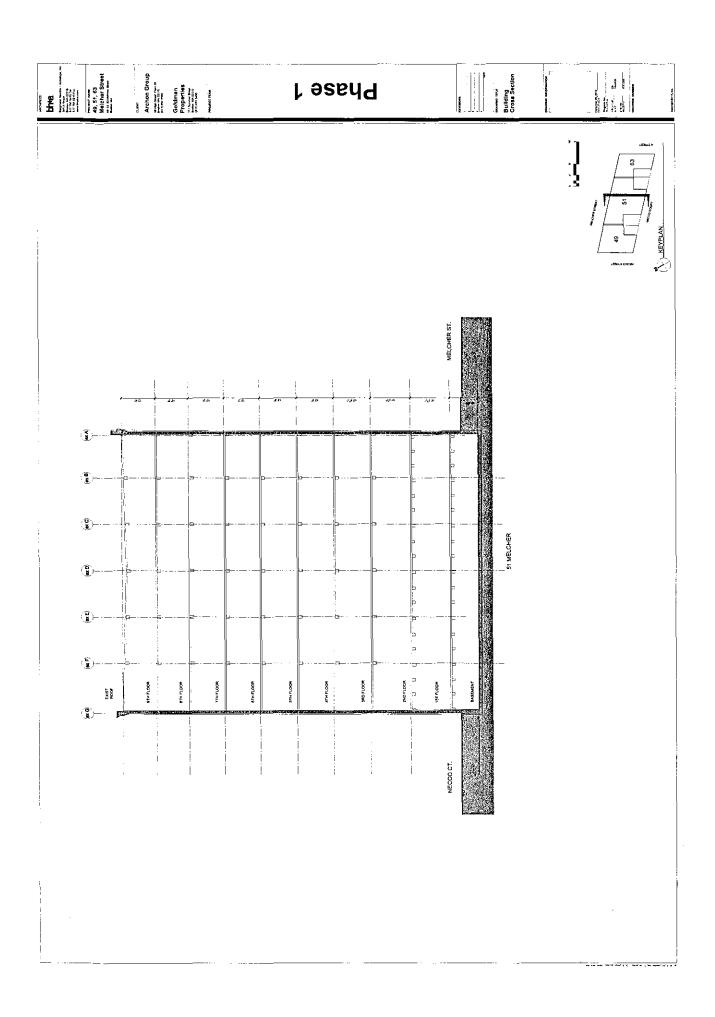


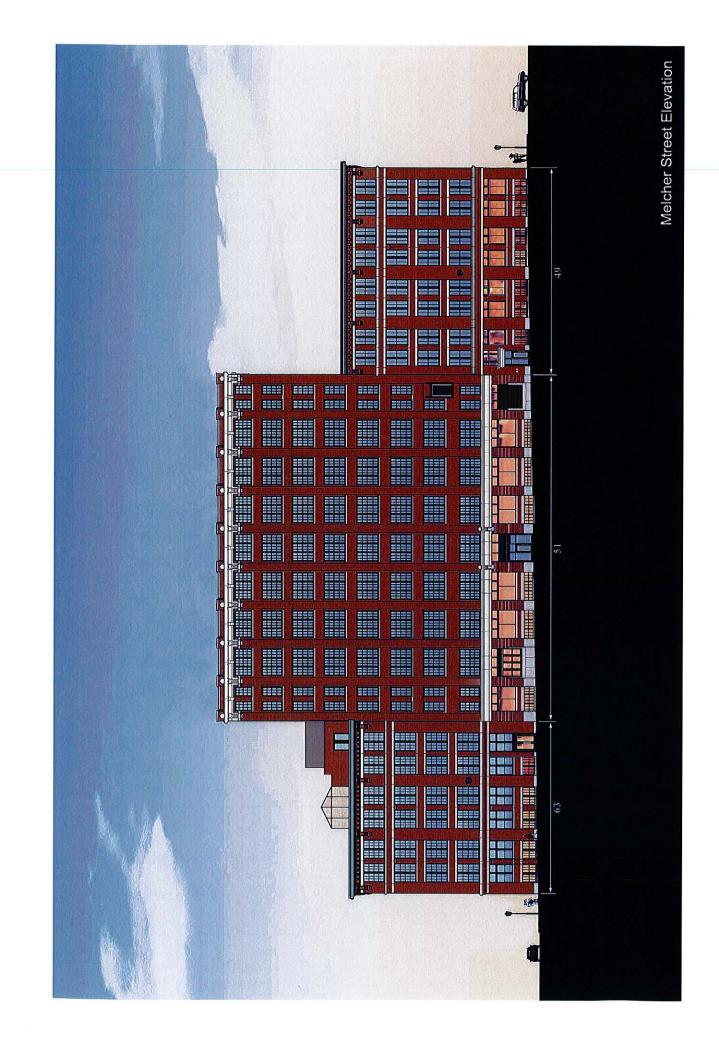


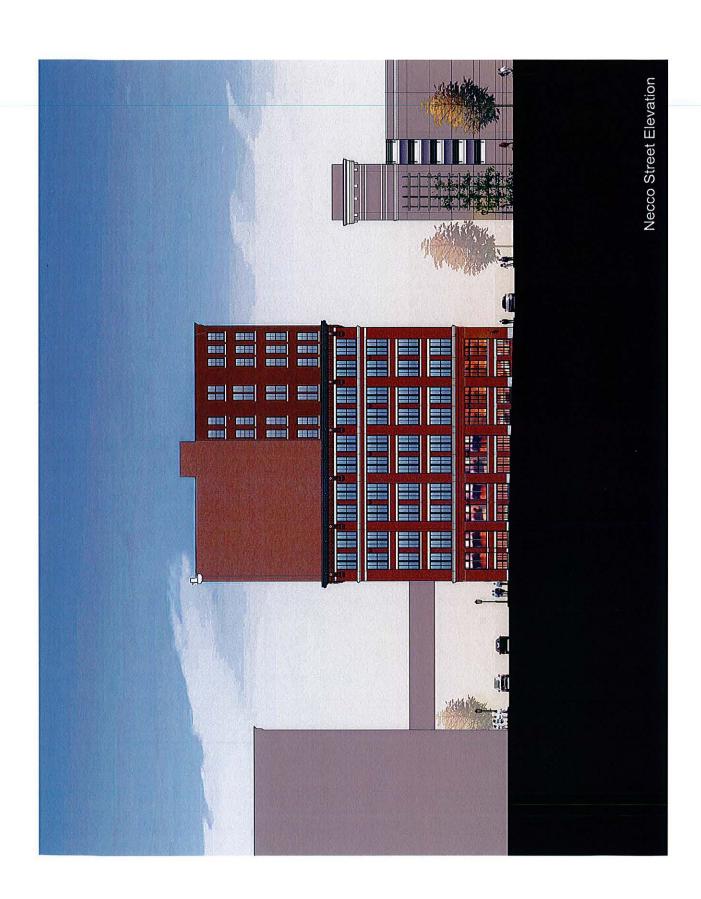


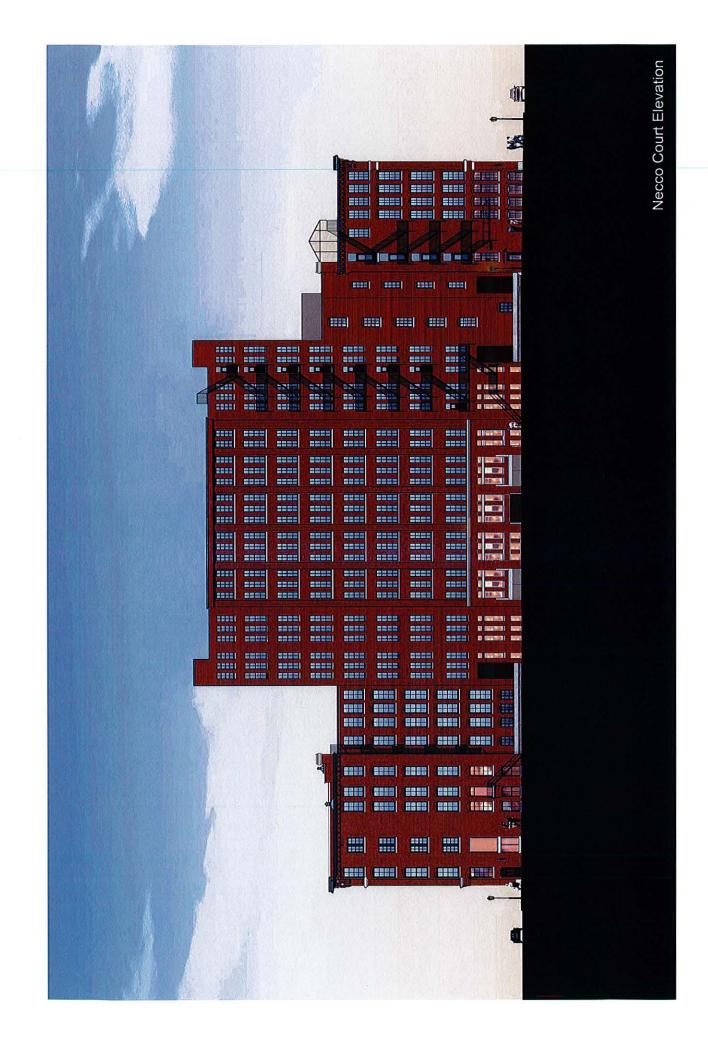


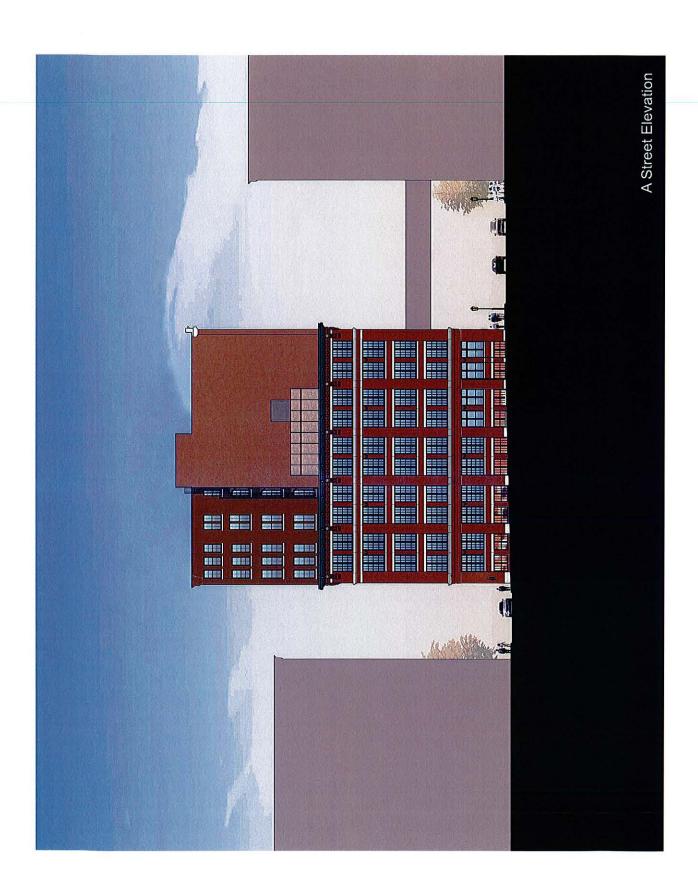


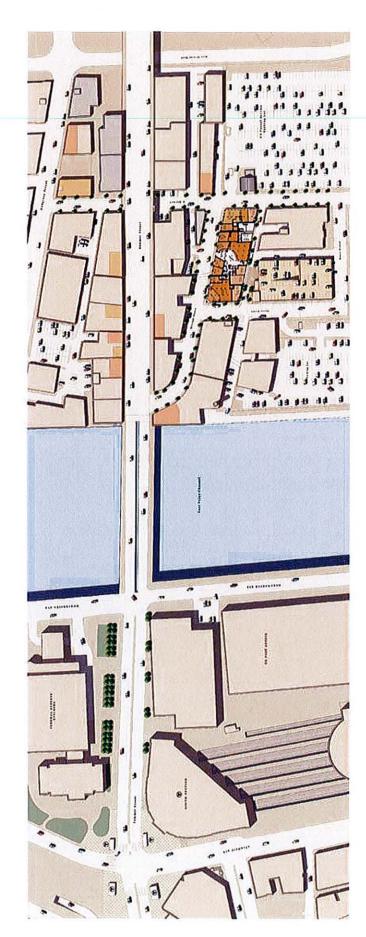






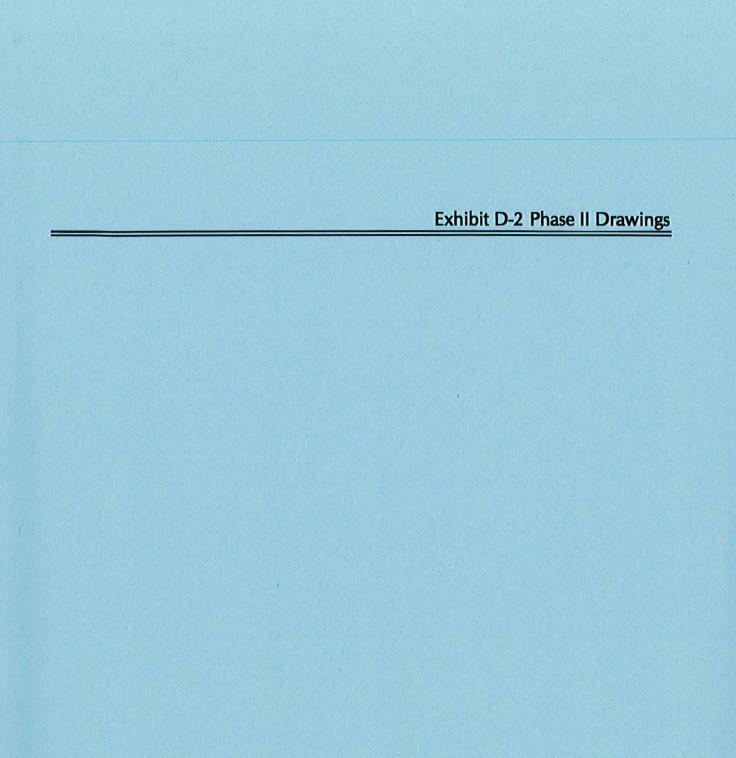


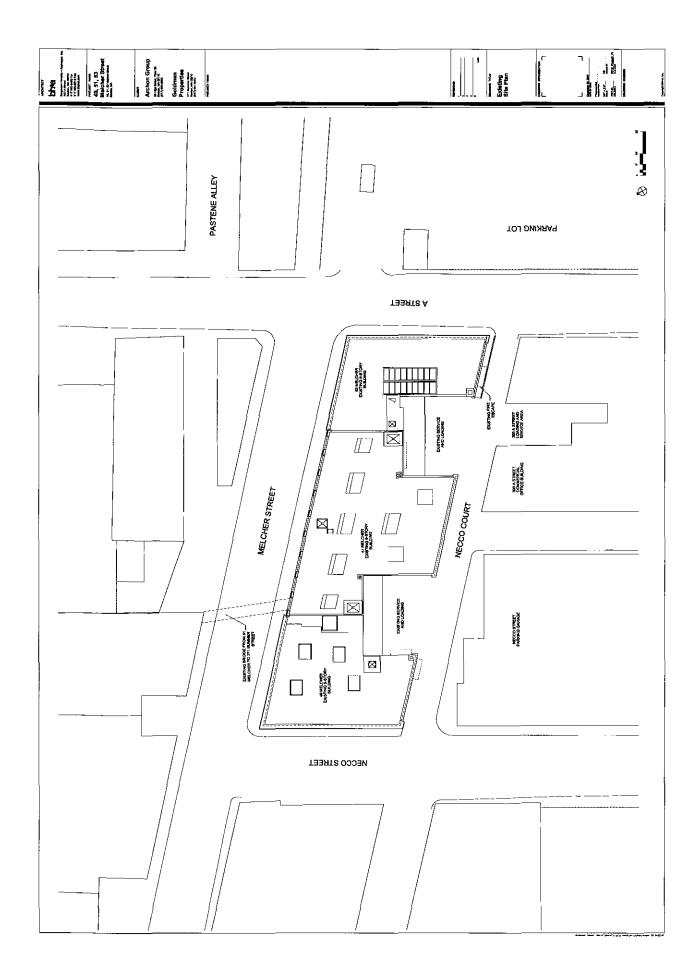


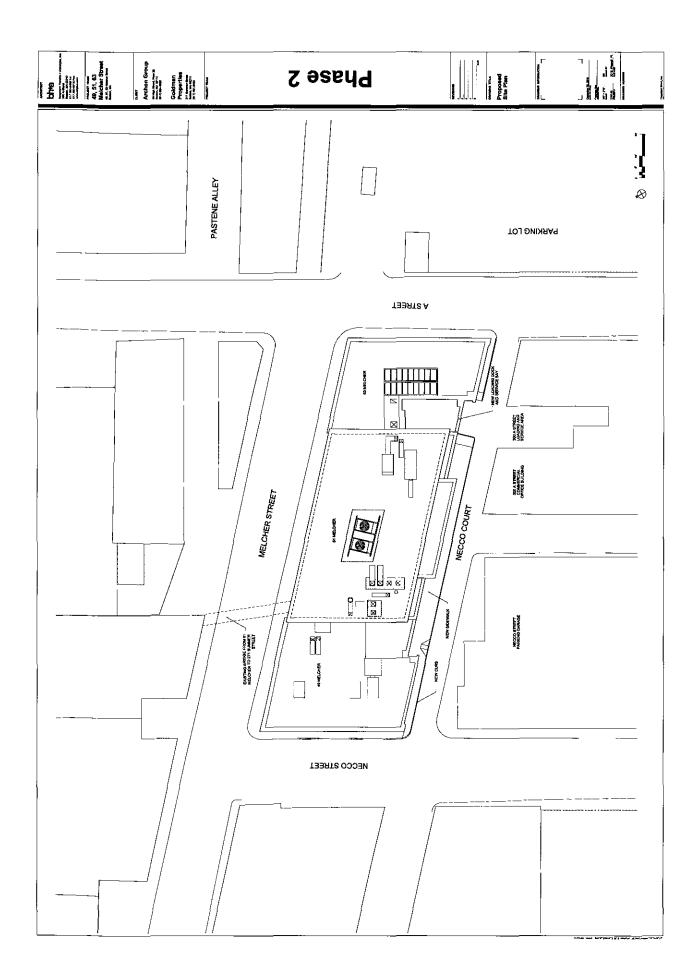


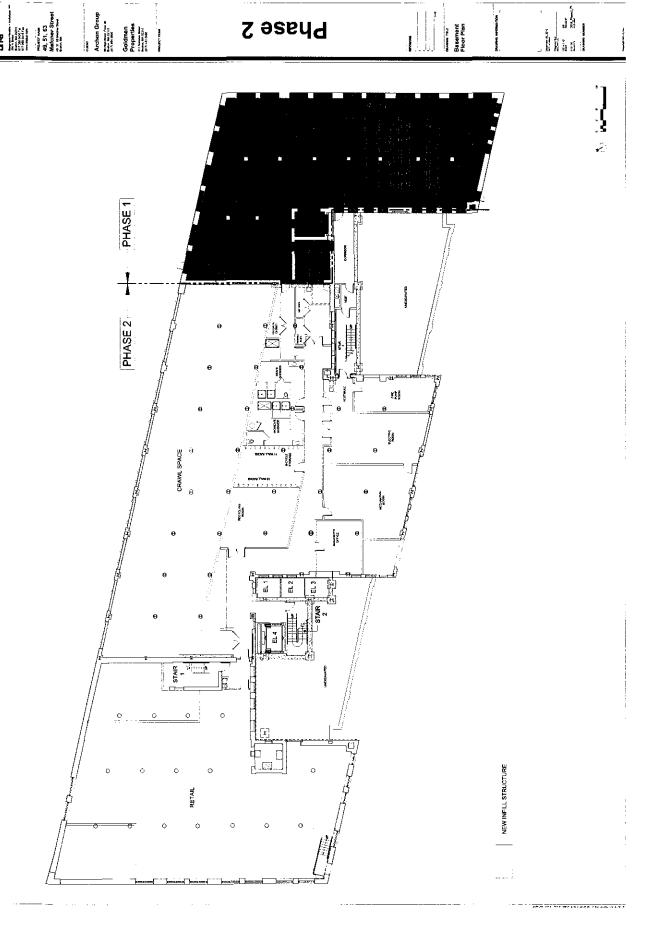
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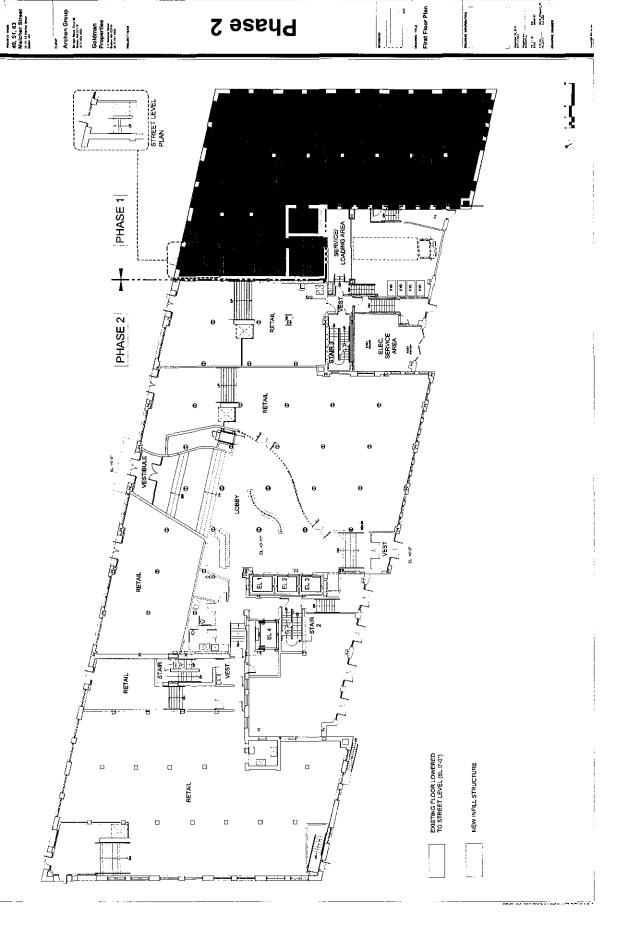
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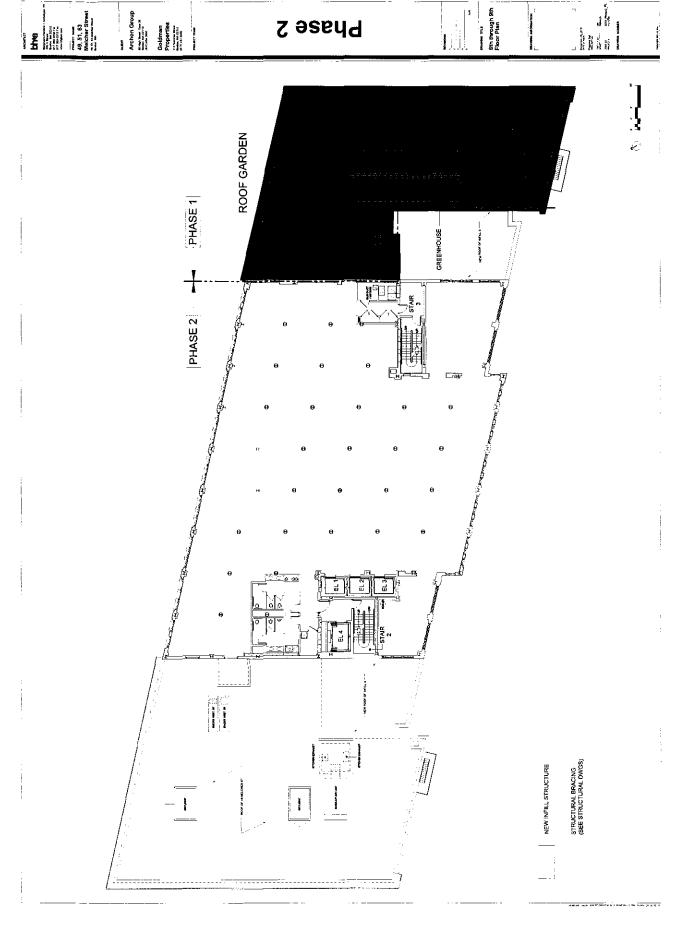


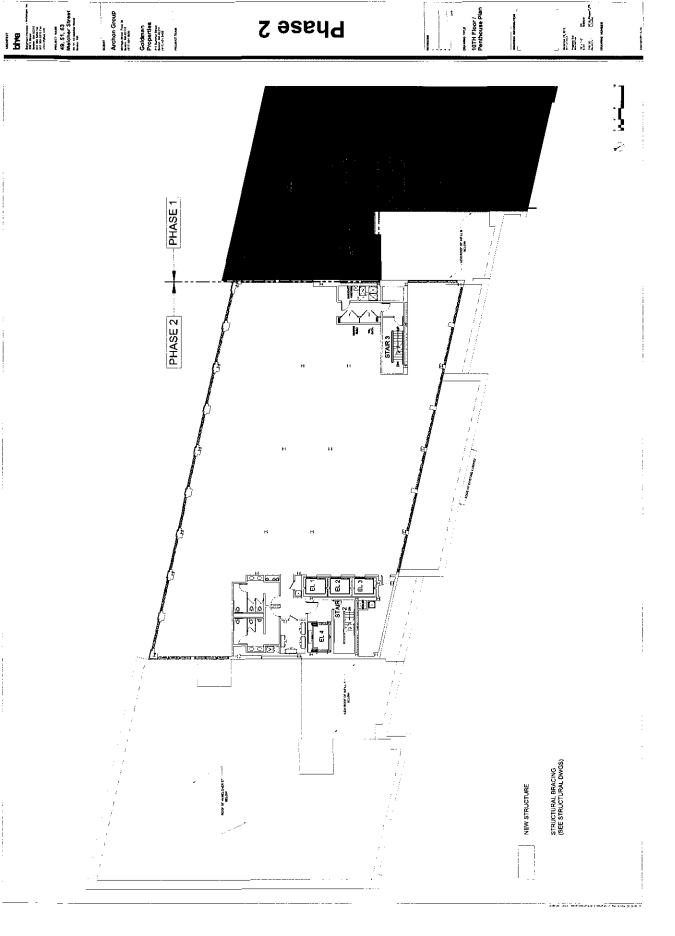


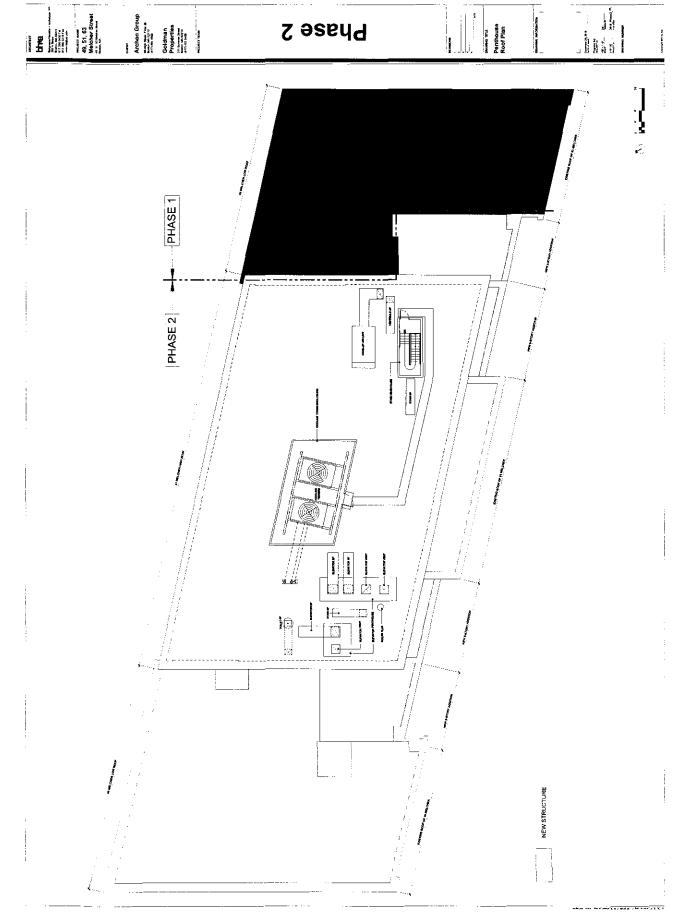








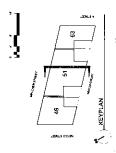




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