

BRA APPROVAL: 9/13/13  
ZC APPROVAL: 10/10/13  
EFFECTIVE: 10/14/13

**BOSTON REDEVELOPMENT AUTHORITY**  
**SECOND AMENDED AND RESTATED DEVELOPMENT PLAN**  
**FOR**  
**THE MILLENNIUM TOWER AND BURNHAM BUILDING REDEVELOPMENT**  
**(f/k/a the One Franklin/Filene's Redevelopment)**  
**PLANNED DEVELOPMENT AREA NO. 72**

426 Washington Street

MP Franklin, LLC

September 13, 2012

Development Plan: On November 16, 2006, the Boston Redevelopment Authority (the "BRA") approved a Development Plan for the One Franklin/Filene's Redevelopment, Planned Development Area No. 72 (the "**Original Development Plan**") concerning the proposed development (the "**Prior Project**") of the site located at 426 Washington Street (the "**Project Site**") pursuant to Section 3-1A of the Boston Zoning Code (as in effect on the date hereof, the "**Code**"). The Original Development Plan was approved by the Boston Zoning Commission on December 6, 2006. The Original Development Plan contemplated that the Original Development Plan would be amended once the design of the Prior Project had been further developed and once the review process, including review by the Boston Landmarks Commission (the "BLC") and Large Project Review under Section 80B of the Code, neared completion. Accordingly, the BRA approved an Amended and Restated Development Plan for the One Franklin/Filene's Redevelopment, Planned Development Area No. 72 (the "**First Amended Development Plan**") on August 14, 2007, and the Boston Zoning Commission approved the First Amended Development Plan on October 31, 2007.

After that approval, the capital markets and tenant demand deteriorated amidst the global economic recession, and the Prior Project stalled following initial demolition activities. Today, with some improvement in the capital markets, the new developer of the Project Site, MP Franklin, LLC, has revised the Project as described herein (the "**Project**") to make it viable in the current market conditions and to reflect its vision for the transformation of the Midtown Cultural District and the surrounding community. The Project has been the subject of a collaborative review process and will significantly enhance the surrounding neighborhood. Accordingly, the First Amended Development Plan is hereby superseded in its entirety, and this Second Amended and Restated Development Plan (this "**Development Plan**") is approved in place thereof and shall constitute the Development Plan for Planned Development Area No. 72.

In accordance with Sections 3-1A, 38-10 through 38-17 and 80C of the Code, this Development Plan sets forth information on the proposed development of the Project, including the proposed location and appearance of structures, open spaces and landscaping, proposed uses, densities, proposed traffic circulation, parking and loading facilities, access to public transportation and proposed dimensions of structures. This Development Plan represents a stage in the planning process for the development of the Project, which is also undergoing review

under Section 80B of the Code. A Project Notification Form (“PNF”) for the Project was filed with the BRA on November 14, 2006 and a comprehensive Draft Project Impact Report (“DPIR”) for the Project was filed with the BRA on April 27, 2007. The BRA issued a Preliminary Adequacy Determination Waiving Further Review for the Project under Section 80B of the Code on September 26, 2007. A Notice of Project Change describing certain changes to the Prior Project (which changes are reflected in this Development Plan) will be filed with the BRA shortly after the filing of this Development Plan. Based upon that process and approval of this Development Plan, final plans and specifications for the Project will be submitted to the BRA pursuant to Section 3-1A and Section 80C of the Code for final design review approval and certification as to consistency with this Development Plan.

This Development Plan consists of seven (7) pages of text and Exhibits A and B. All references to this Development Plan contained herein shall pertain only to such seven (7) pages of text and Exhibits A and B. Exhibits A and B are subject to design, environmental and other development review by the BRA and by other governmental agencies and authorities, and the Project as described herein may evolve in the course of such review. Unless otherwise set forth herein, all references herein to terms set forth in the Code shall have the meanings set forth in the Code, as amended to the effective date hereof, and not as the same may be amended hereafter.

In accordance with Section 80C-9 of the Code, consistency of the Project with this Development Plan constitutes compliance with the requirements of the Code to the extent such requirements have been addressed in this Development Plan.

Developer: MP Franklin, LLC, a Delaware limited liability company, its successors and assigns (the “**Developer**”). MP Franklin, LLC is controlled by the principals of Millennium Partners. Upon the commencement of construction of the Project, the Developer will own the Project Site either directly or indirectly through one or more majority-owned and controlled entities.

Proposed Location: The Project will be located at the site of the former Filene’s Department Store in the block surrounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of downtown Boston (the “**Project Site**”). The Project Site is located in the Midtown Cultural District and the Restricted Parking Overlay District and consists of approximately 63,569 square feet of privately-owned land area as well as adjacent sidewalks and certain public space located along Franklin Street commonly known as Shopper’s Park (“**Shopper’s Park**”), all as more specifically depicted on Exhibit A.

Location, Appearance and Proposed Dimensions of Structures and Proposed Density. The Project will include the preservation of and renovations to the existing eight-story building located at the corner of Washington and Summer Streets (the “**Burnham Building**”), the development of a new mixed-use residential tower (the “**Tower**”) along the Franklin Street side of the Project Site and a multi-level below-grade parking garage beneath both buildings with parking for up to 550 vehicles. As currently envisioned, the Burnham Building will contain approximately 330,000 square feet of gross floor area comprised of some or all of the following uses: retail, restaurant, office and parking. The Tower will be approximately sixty (60) stories tall, and will include a new, multi-story podium currently anticipated to contain some or all of the following uses: residential, health/club, retail and restaurant. The Tower podium will extend

to the property lines at most points on Washington, Franklin, and Hawley Streets. Above the podium, the massing of the Tower is set close to the Franklin Street/Shopper's Park side of the Project Site to create appropriate separation from the Burnham Building above approximately the third floor, and will contain floor plates of approximately 23,000 to 28,000 square feet of gross floor area on the podium floors and approximately 18,000 square feet of gross floor area on the higher floors. The parking garage will extend below the entire Project Site, including the use of up to three of the existing basement floors beneath the Burnham Building. Conceptual plans and renderings of the Project are attached hereto as Exhibit B.

The Project buildings will have a maximum building height (which shall mean the vertical distance from grade to the top of the structure of the last occupied floor, without a requirement that the total area of roof structures and penthouses not exceed 33 1/3 percent of the total of all roof areas) not to exceed six hundred twenty-five (625) feet. The floor area ratio ("FAR") of the Project will not exceed 20, as calculated pursuant to the Code, provided that elements of the Project that may be located on separately owned lots at any time and from time to time shall be treated as a single lot for purposes of calculating FAR if there is a recorded agreement between the owners of such lots that allocates the gross floor area of the Project so that the total FAR of such lots together does not exceed the total FAR allowable in this Development Plan. As currently envisioned, the Project will contain approximately 1,185,000 square feet of gross floor area (but in any event will not exceed the maximum gross floor area permitted in connection with the Project's maximum FAR of 20).

The maximum building height and FAR set out above will be the only dimensional requirements applicable to the Project and the Project Site. All other dimensional requirements of the Code, including without limitation the Specific Design Requirements set out in Section 38-19 of the Code, shall not be applicable to the Project and the Project Site and are superseded by this Development Plan. The Project shall be subject to design, environmental and other development review by the BRA, and the aspects of the Project approved as part of such review shall be and hereby are deemed to be the dimensional and design requirements applicable to the Project and are hereby incorporated in this Development Plan.

Proposed Uses of the Project Site. The Project may be used for residential uses, office uses, retail, restaurant, entertainment and service uses, recreational, community and health club/spa uses, hotel uses, underground parking and accessory uses. As currently envisioned, the Project will contain approximately 784,000 to 800,000 square feet of residential space, approximately 122,000 to 231,000 square feet of retail space, approximately 125,000 to 218,000 square feet of office space, approximately 35,000 square feet of health club/spa space, approximately 10,000 square feet of restaurant space and a parking garage with parking for up to 550 vehicles. Uses at the Project with street frontage located on the ground level or entered by stairs from a sidewalk entry will, to the extent required under Section 38-18.1 of the Code, consist only of retail, service, parking, loading and other Ground Level Uses and Cultural Uses permitted by the Code. The requirements of Section 38-18.4 of the Code shall be and hereby are waived with respect to the Project. The distribution of floor area to the various uses may change as the Project is further refined and implemented in accordance with and subject to further design, environmental and other development review by the BRA. Without limiting the foregoing, the development of the Project in accordance with the foregoing program or as refined

and implemented in accordance with such further review shall be deemed in compliance with this Development Plan.

General Design and Environmental Impact Standards. The Project (as the same may be modified in response to design, environmental and other development review by the BRA and other governmental agencies and authorities) shall be in substantial accord with the General Design and Environmental Impact Standards described in Section 38-16 of the Code, as evidenced by the issuance of a Certification of Consistency for the Project issued by the Director of the BRA, which Certification of Consistency shall be conclusive as to the Project's compliance with such standards. The Project will be in substantial accord with such standards by complying with the following:

*Shadow Criteria.* Pursuant to Section 38-16.1, the Project has been designed to avoid casting net new shadow for more than two hours on any single Shadow Impact Area depicted in the Code, and has been developed in a way that manages to cast net new shadow for more than two hours on only two small portions of the Shadow Impact Areas during limited portions of the year: (i) Shopper's Park and adjacent portions of Franklin Street and Washington Street and (ii) a portion of the sidewalk in front of 350 Washington Street. To mitigate these shadow impacts, the Developer has agreed to undertake various measures to improve the urban landscape surrounding the Project Site, including renovating Shopper's Park and MBTA facilities as described below and improving certain public ways in the vicinity of the Project, as may be further determined during design, environmental and other development review by the BRA and other City agencies.

*Wind.* The Project will be designed and shaped (or incorporate other wind-baffling measures) to avoid excessive and uncomfortable downdrafts on pedestrians such that the Project will not cause ground-level ambient wind speeds to exceed the standards set forth in Table B of Section 38-16.2 of the Code.

*Transportation Access.* As described below, the Project emphasizes use of mass transit and incorporates measures to limit the impact of the Project on traffic congestion. Upon the City of Boston's approval and execution of a Transportation Access Plan Agreement for the Project, the Developer shall be deemed to have demonstrated that the location of the Project is suitable for increased floor area.

*Skyline Plan.* The Project (as the same may be modified in response to design, environmental and other development review by the BRA and other governmental agencies and authorities) is generally consistent in height and form with the modified high spine/cluster skyline plan described in the text of the Midtown Cultural District Plan.

*Landmarks and Historic Buildings.* The Project (as the same may be modified in response to design, environmental and other development review by the BRA and other governmental agencies and authorities) is designed and arranged in a way that limits the reduction of light and air surrounding, and physical isolation of or intrusion on, Landmarks and Historic Buildings, and minimizes the shadow impact on their facades.

*Enhancement of Pedestrian Environment.* The Project (as the same may be modified in response to design, environmental and other development review by the BRA and other governmental agencies and authorities) will enhance the pedestrian environment by, among other things, maintaining and enhancing pedestrian pathways connecting to mass transit stations, incorporating materials, landscaping, public art, lighting and/or street furniture to improve the streetscape around the Project Site, redesigning and renovating Shopper's Park and incorporating substantial new shopping opportunities.

*Boston Civic Design Commission Review.* The Project shall be subject to review by the Boston Civic Design Commission in accordance with Article 28 of the Code.

Proposed Open Spaces and Landscaping. Subject to design approval from the BRA's urban design staff, the Developer will redesign and renovate Shopper's Park in connection with the Project to improve upon the character of this area as a public urban open space by providing an appropriate setting for the various Project uses that front onto such public open space and upgrading access to the Orange Line station located below the Project (as further described below). The Developer shall be perpetually responsible for the routine day-to-day maintenance of such public open space and the proposed landscaping features and improvements to be constructed therein.

Proposed Traffic Circulation. As currently designed, vehicles arriving to the Project will either proceed to the proposed new drop-off/pick-up driveway located on Franklin Street or to the underground parking garage via the driveway on Hawley Street. Vehicles will enter the drop-off/pick-up driveway by travelling westbound on Franklin Street. Currently, travel on Franklin Street between Hawley Street and Washington Street is restricted to taxicabs and buses. To enhance traffic flow near the Project Site, the Developer has proposed, subject to applicable approvals from BRA staff and the Boston Transportation Department, that Franklin Street be opened to permit access to the drop-off/pick-up driveway and that the section of Hawley Street between Franklin Street and the entrance to the Project garage be converted to two-way traffic. These changes would ease access to and egress from the Project Site and allow direct utilization of the proposed drop-off/pick-up driveway adjacent to the Project Site along Franklin Street. Vehicles exiting the drop-off/pick-up driveway would turn left or turn right onto Hawley Street. The access/egress ramp to the Project garage and loading dock facilities will be located on Hawley Street.

Proposed Parking and Loading Facilities. A maximum of five hundred fifty (550) parking spaces will be provided in a below-grade parking garage, which will have access and egress to Hawley Street. Up to two hundred fifty (250) of the garage parking spaces may be made available for public use, with the remaining garage parking spaces available to residents, employees, visitors, patrons and guests of the Project. Approximately six (6) loading bays located inside the building will be provided to serve the Project, and will be accessed from Hawley Street. Trash compactors and containers are anticipated to be located in the loading areas and will not block access to the loading bays. In addition, the Developer will work with the City to develop an Operations and Management Plan pursuant to which delivery and trash removal restrictions during "rush hour" time periods will be enacted, and a full-time loading dock manager will be required to oversee the operation of the loading facilities of the Project.

Access to Public Transportation and Improvements to MBTA Facilities. The Project is located adjacent to the Downtown Crossing station on the MBTA's Red and Orange Lines, providing convenient access to the Project from most of Greater Boston. In addition, Green Line and Blue Line stations are located within walking distance from the Project. Several bus routes also serve the area. As part of the Project, the Developer intends to enter into a comprehensive agreement with the MBTA pursuant to which the Developer will: construct a contemporary MBTA headhouse for the Orange Line entrance located in Shopper's Park, thereby increasing the accessibility of this vital transportation hub and providing the surrounding neighborhood with a new signature MBTA station entrance; maintain the headhouse at the above-ground level as part of its maintenance responsibility for Shopper's Park; redesign the existing corner of Washington and Summer Streets to create a new retail location; and continue to work with the Massachusetts Historical Commission ("MHC") and the MBTA to install in the vicinity of the Project educational panels concerning the history of the City and of the Downtown Crossing area. The specific aspects of the Project and associated mitigation commitments with respect to the MBTA and MHC may change as the Project is further refined and implemented in accordance with and subject to further discussions with the MBTA and/or MHC. Without limiting the foregoing, the commitments of the Developer set forth above or as refined and implemented in accordance with such further discussions with the MBTA and/or MHC shall be deemed in compliance with this Development Plan.

Signage. The signage program for the Project shall be subject to design, environmental and other development review by the BRA, and any "Sign" approved as part of such review shall be deemed to be in compliance with the Development Plan.

Development Review Procedures. All design plans for the Project are subject to ongoing design and development review and approval by the BRA. Such review will be conducted in accordance with Large Project Review under Section 80B of the Code.

Urban and Public Benefits. The Project will provide a number of public benefits to the City of Boston, including the revitalization of a critical block in downtown Boston by preserving and substantially rehabilitating the historic Burnham Building and providing a new iconic tower in the heart of the City. The substantial rehabilitation of the Burnham Building will consist of alterations or repairs made to the Burnham Building costing in excess of fifty percent (50%) of the physical value of the Burnham Building, as determined pursuant to Section 38-14.2(ii) of the Code. The Developer shall obtain approval from the BLC of the foregoing rehabilitation in accordance with Chapter 772 of the Acts of 1975, as amended from time to time, prior to commencing material construction on the Burnham Building.

Among its many other benefits, the Project will improve pedestrian and retail vitality and enhance the urban design and architectural character of the Midtown Cultural District. The mix of uses at the Project will energize and enliven the area, restoring Downtown Crossing as a destination for Bostonians and visitors alike. The Project will also provide approximately 600 residential units to the burgeoning downtown neighborhood, helping to transform the neighborhood into a 24-hour vibrant mixed-use community. New and active retail space, the Project's location at the City's nexus of public transportation, the comprehensive redesign and renovation of Shopper's Park and an improved streetscape will improve aesthetics and provide an improved pedestrian environment in the neighborhood for residents, workers and visitors

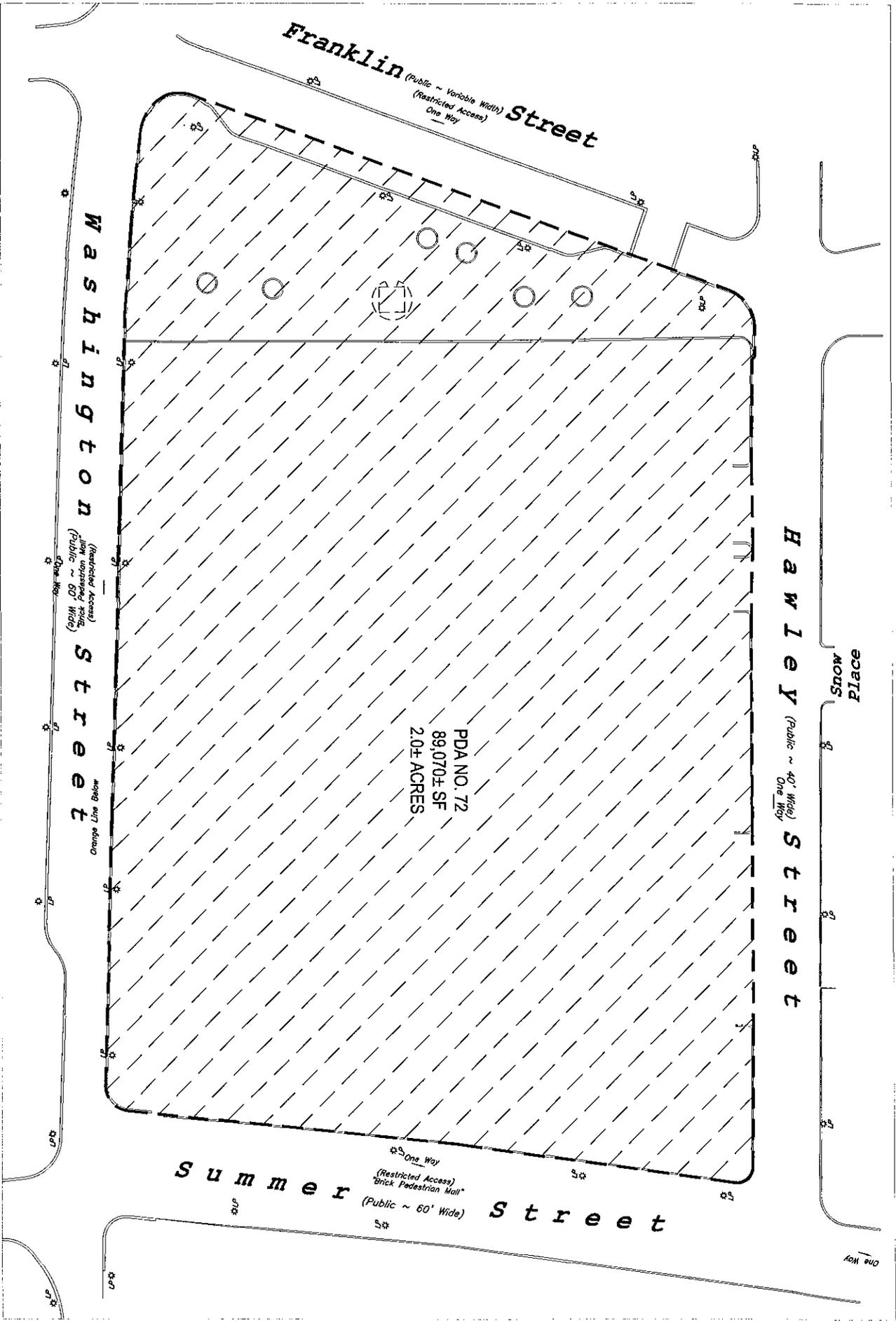
alike, while the development of a continuous street wall along Washington and Summer Streets will further strengthen the existing pedestrian district surrounding the Project Site. The Project will generate approximately \$2,240,000 to \$2,365,000 in housing linkage funds and approximately \$447,000 to \$472,500 in jobs linkage funds to the City of Boston. When built and fully operational, the Project is anticipated to generate approximately \$5,500,000 annually in real estate taxes to the City of Boston. The construction of the Project will contribute directly to the economy of Boston by providing approximately 600 construction jobs, with a goal of employing at least 50% Boston residents, 25% minorities and 10% women, and approximately 2,300 permanent jobs.

Neighborhood Business Opportunities. The Proponent shall use Best Efforts to market space within the Project in accordance with the requirements of Section 38-18.3 of the Code, including without limitation implementing a Neighborhood Business Opportunity Plan.

**Exhibit A**

Plan of the Project Site

[See attached]



**Franklin Street**  
(Public ~ Variable Width)  
(Restricted Access)  
One Way

**Washington Street**  
(Public ~ 60' Wide)  
(Brick Pedestrian Wall)  
(One Way)

**Hawley Street**  
(Public ~ 40' Wide)  
One Way

**Summer Street**  
(Public ~ 60' Wide)  
(Restricted Access)  
(Brick Pedestrian Wall)  
One Way

PDA NO. 72  
89,070± SF  
2.0± ACRES

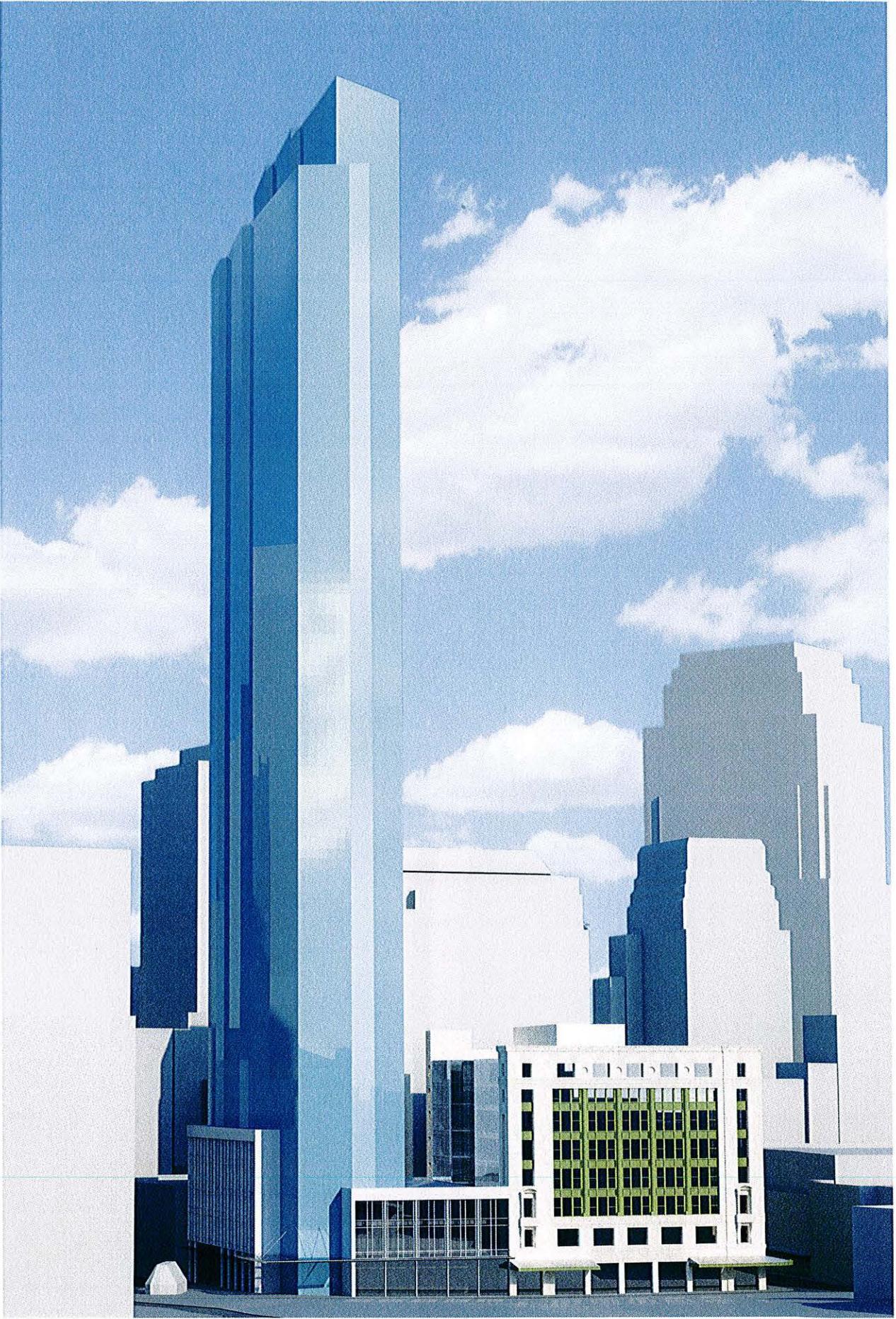
Snow Place

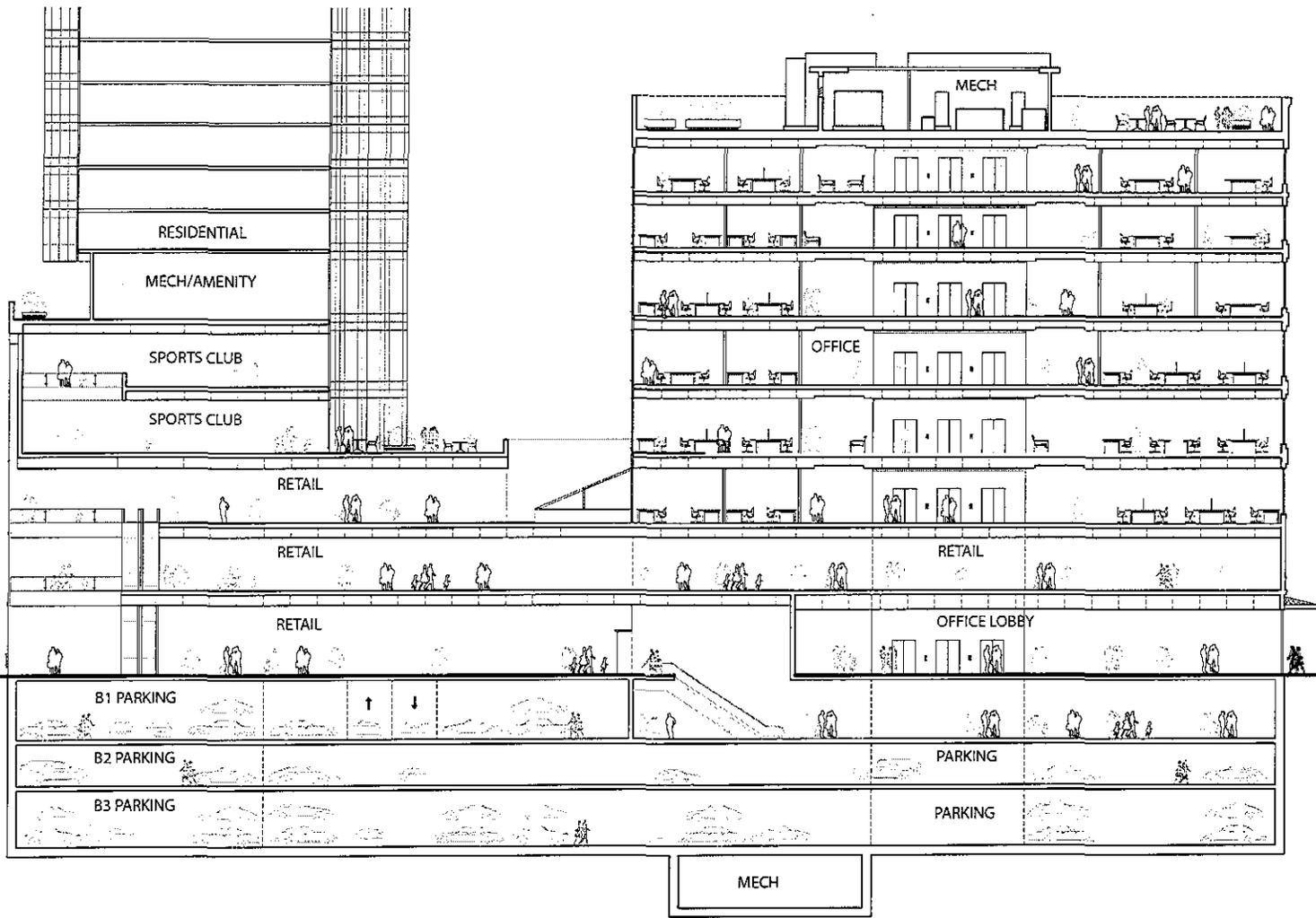
ONE WAY

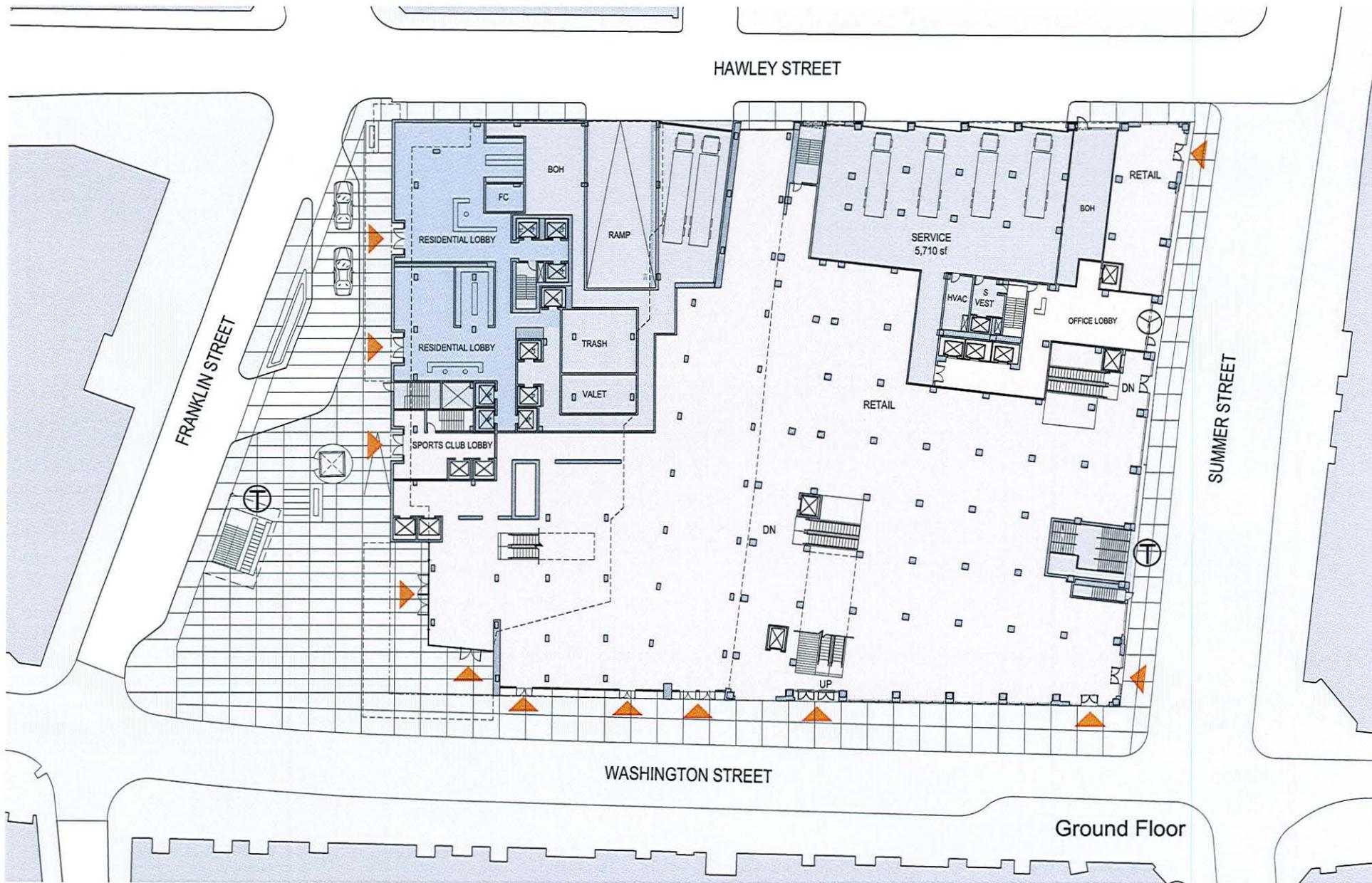
**Exhibit B**

Conceptual Plans and Renderings

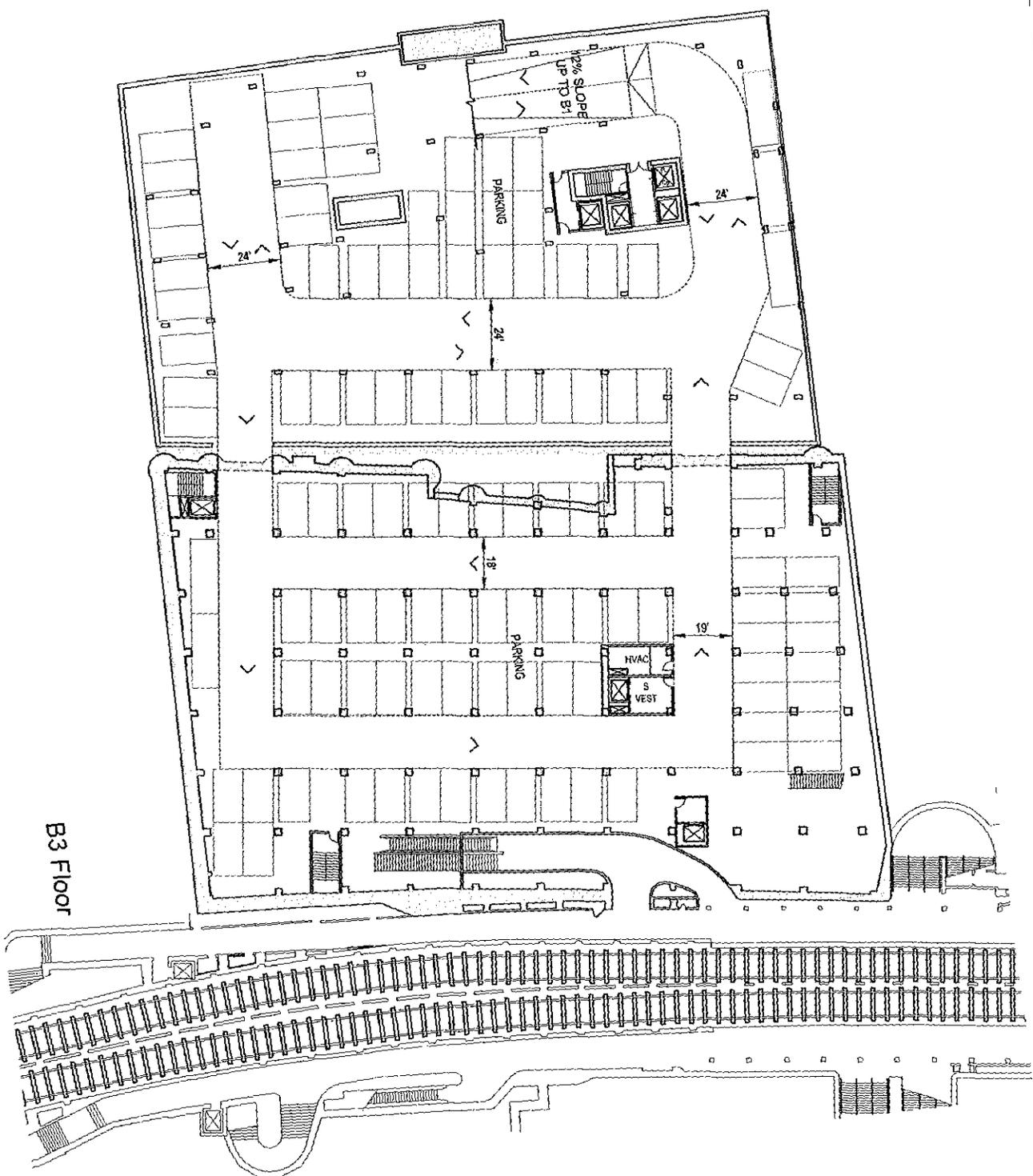
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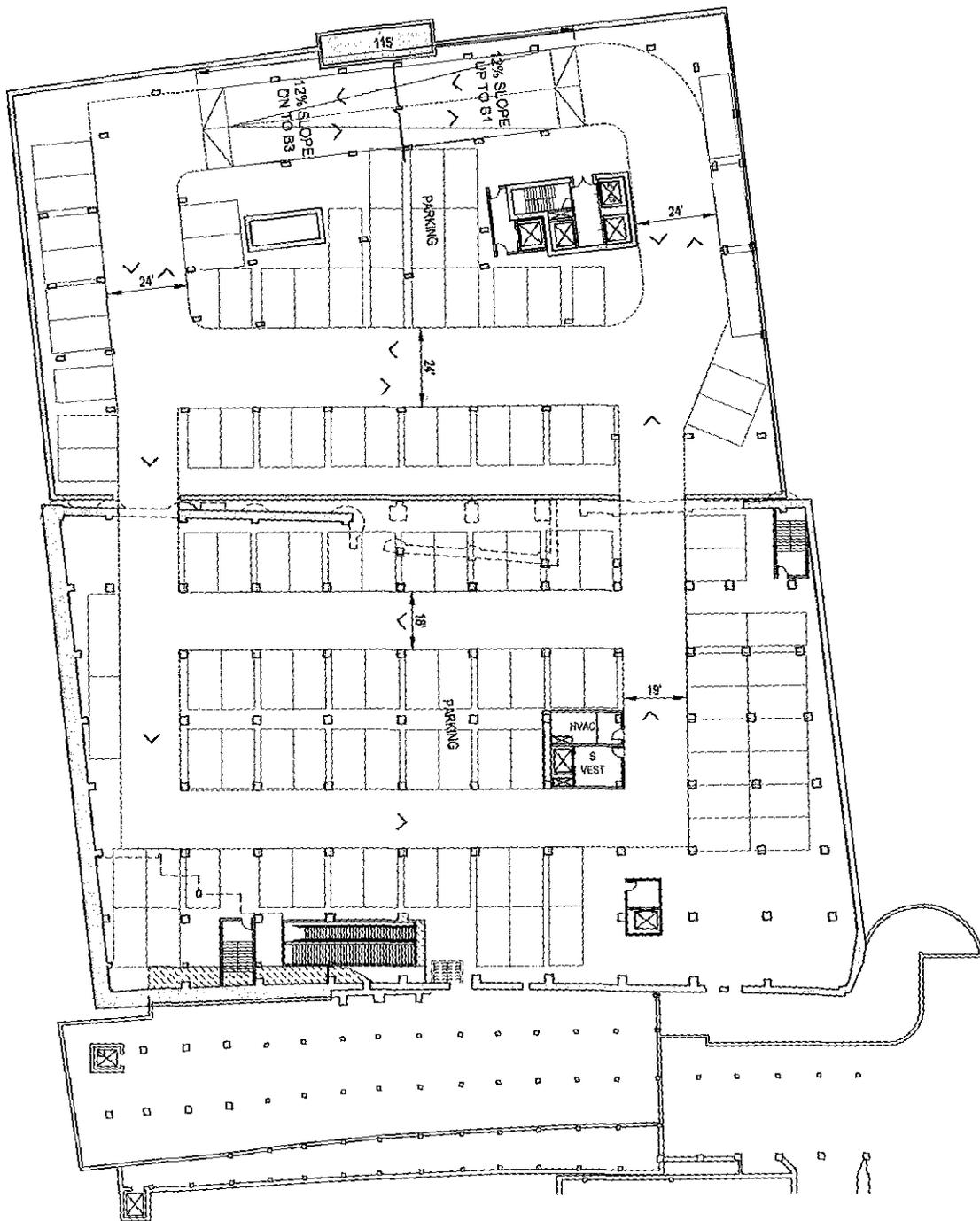


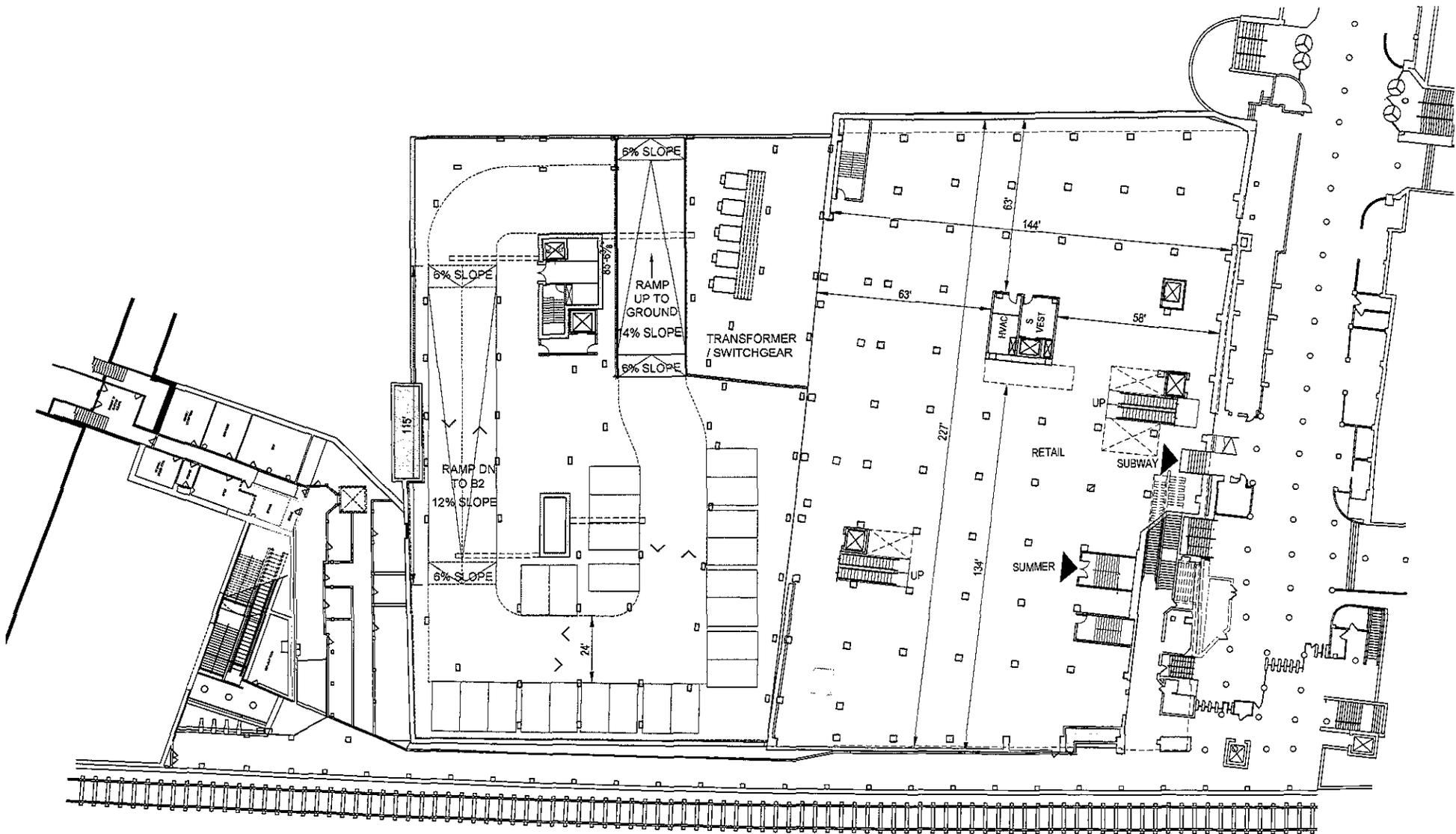


B3 FLOOR



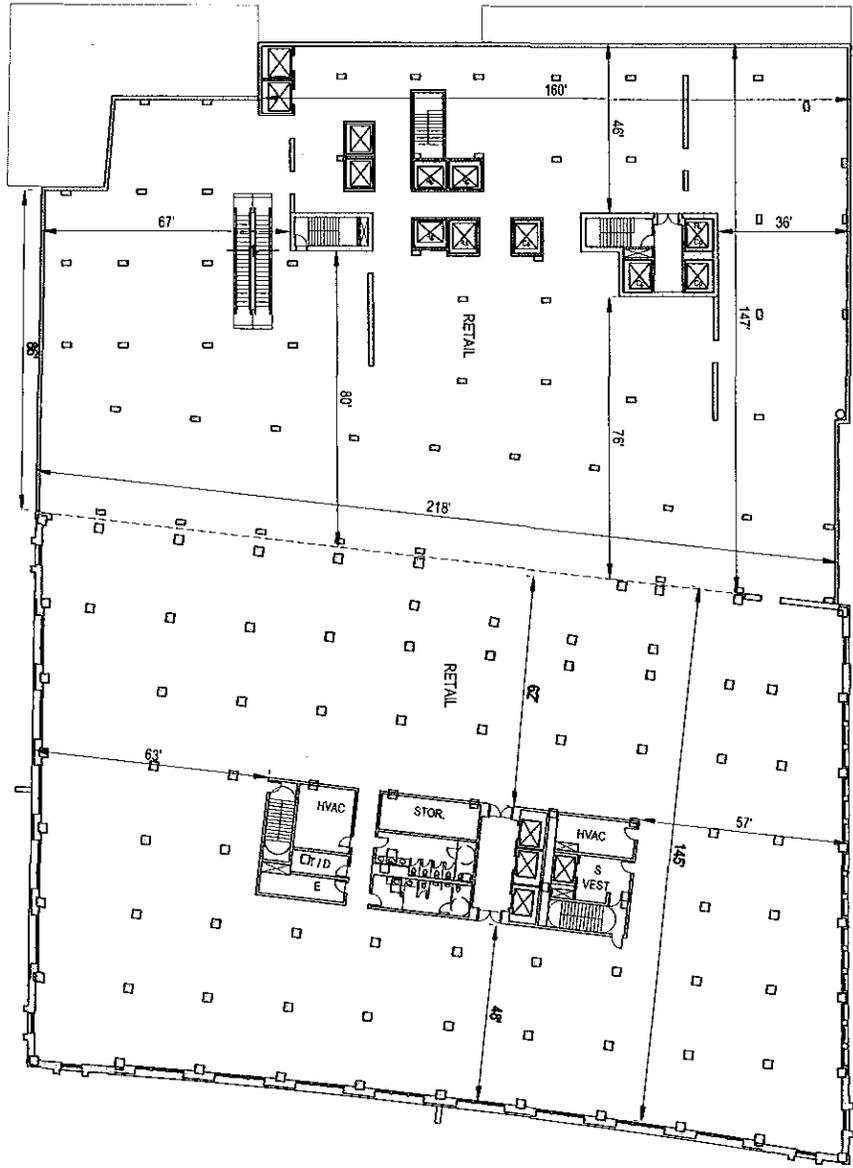
B2 FLOOR

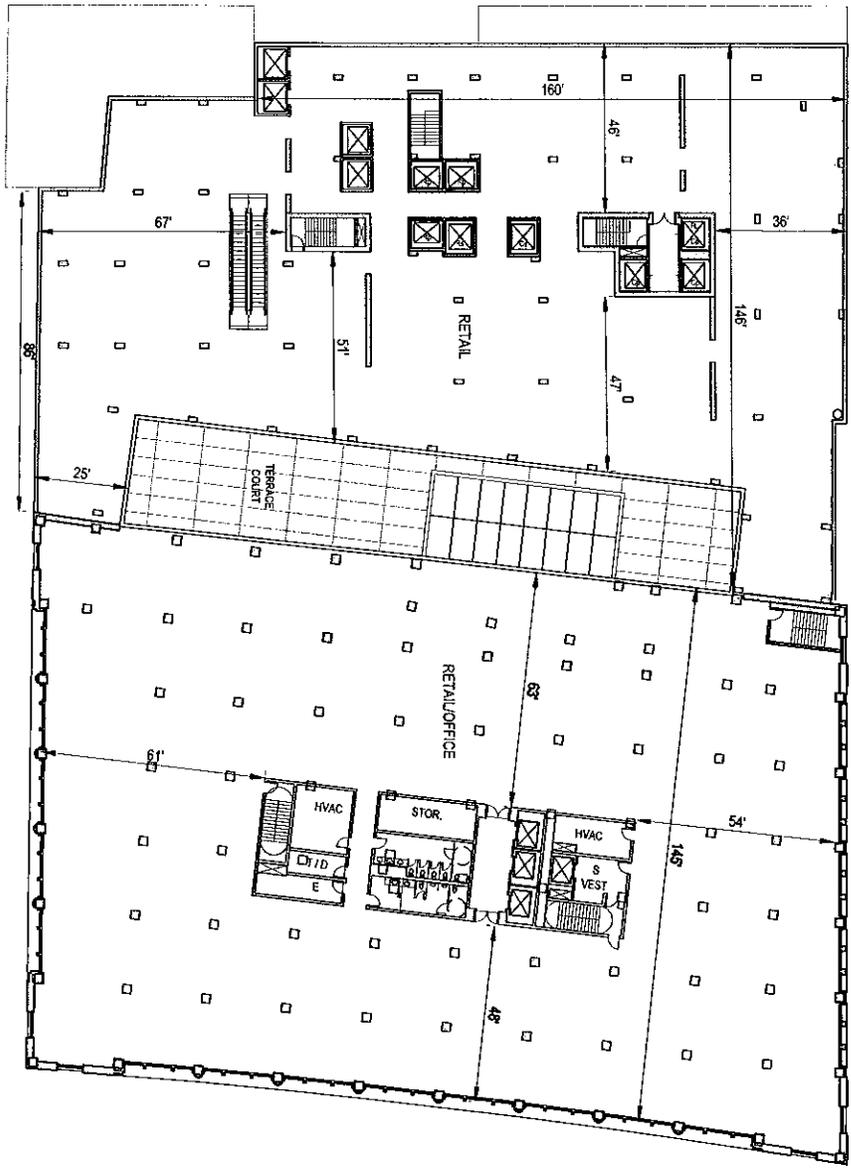




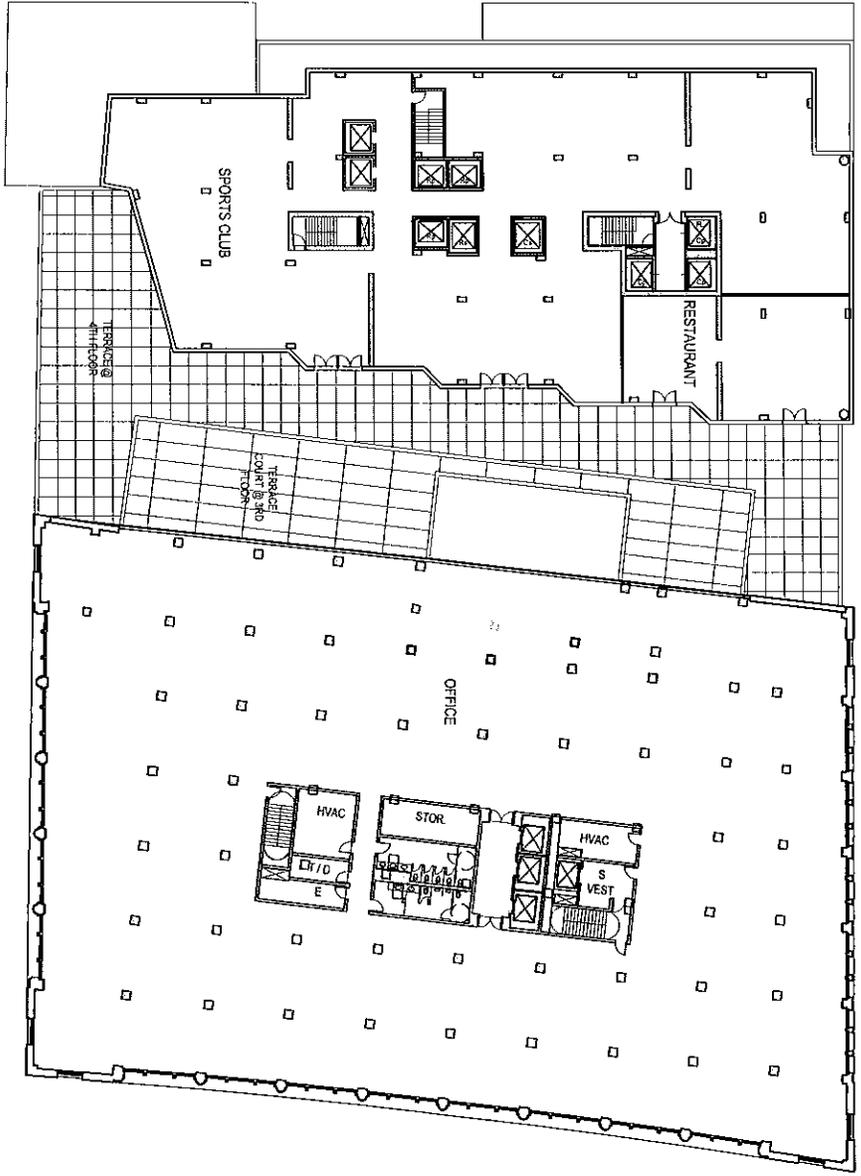
B1 Floor

2nd Floor



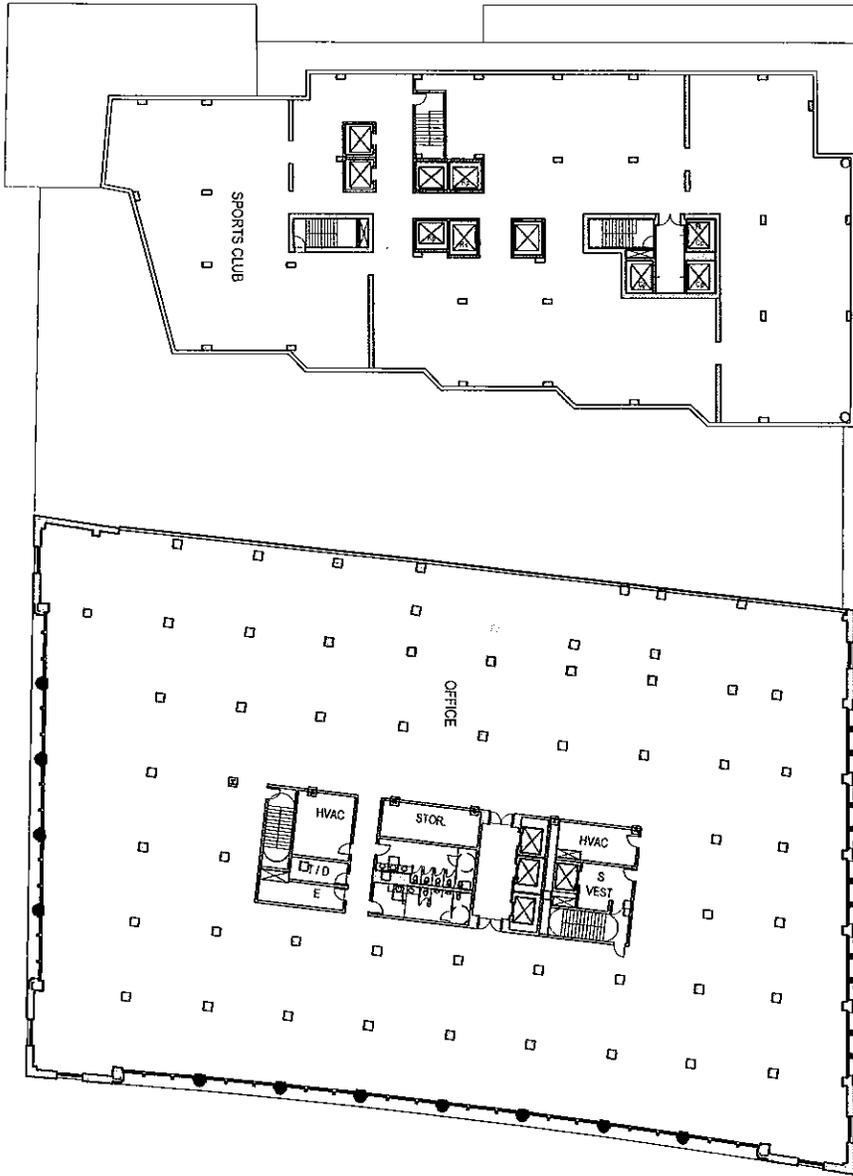


3rd Floor

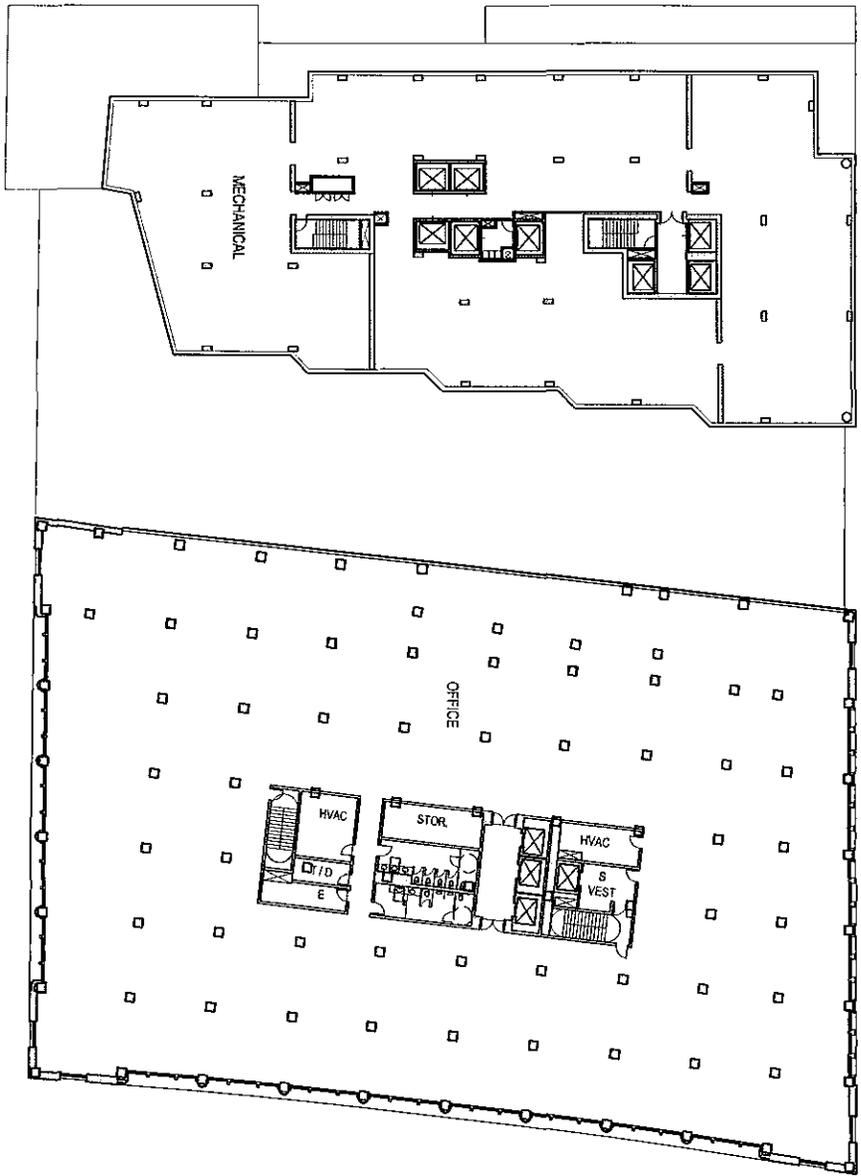


4th Floor

5th Floor



6th Floor



7th Floor



8th Floor



9th Floor





Typical Residential  
Floor

Second Amended and Restated Development  
Plan for Planned Development Area No. 72,  
The Millennium Tower and Burnham Building

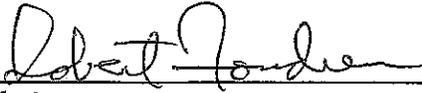
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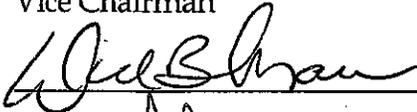
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PLANNED DEVELOPMENT AREA NO. 72, THE MILLENNIUM TOWER AND  
BURNHAM BUILDING, BOSTON

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 Second Amended and Restated Development Plan for Planned Development Area No. 72, The Millennium Tower and Burnham Building, dated September 13, 2012, and approved by the Boston Redevelopment Authority on September 13, 2012.

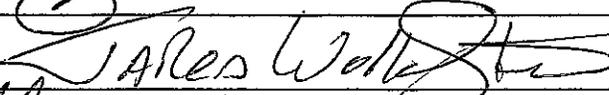
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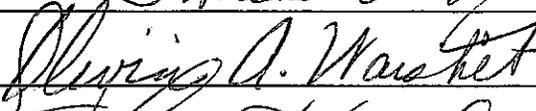
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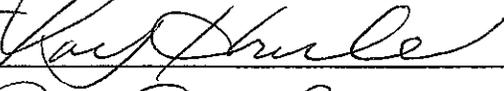
  
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Chairman

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Vice Chairman  


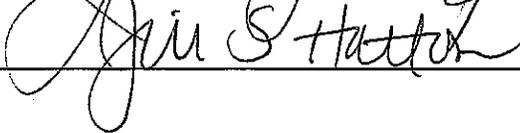
  
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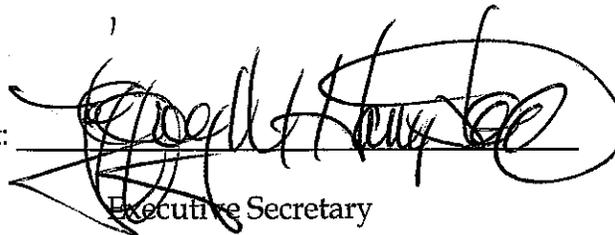
  
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In Zoning Commission

Adopted: October 10, 2012

Attest:

  
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Executive Secretary

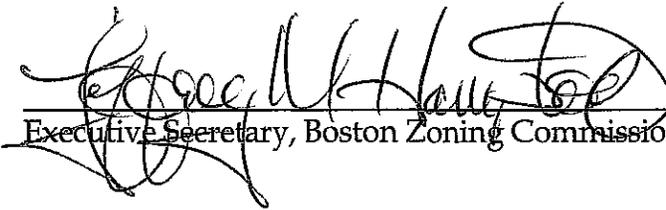
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The Millennium Tower and Burnham Building, Boston

  
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Mayor, City of Boston

Date: 10/14/12

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The foregoing Second Amended and Restated Development Plan, was presented to the Mayor on OCTOBER 11, 2012, and was signed by him on OCTOBER 14, 2012 whereupon it became effective on OCTOBER 14, 2012 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:   
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Executive Secretary, Boston Zoning Commission

Second Amended and Restated Development  
Plan for Planned Development Area No. 72,  
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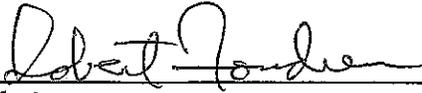
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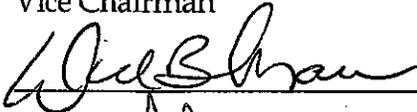
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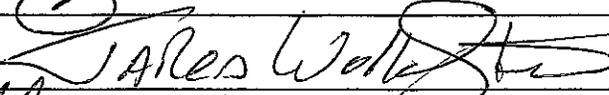
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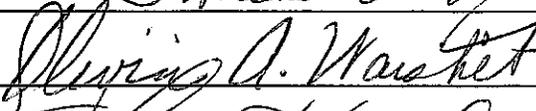
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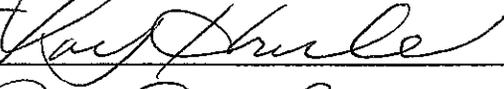
  
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Chairman

\_\_\_\_\_  
Vice Chairman  


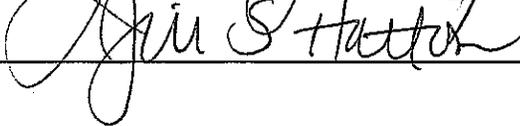
  
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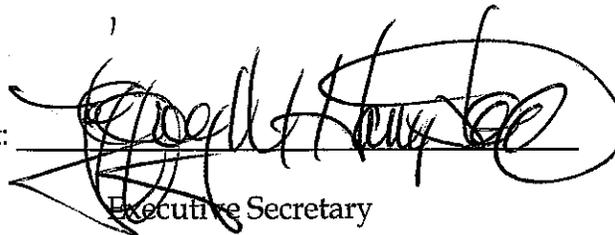
  
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In Zoning Commission

Adopted: October 10, 2012

Attest:

  
\_\_\_\_\_  
Executive Secretary

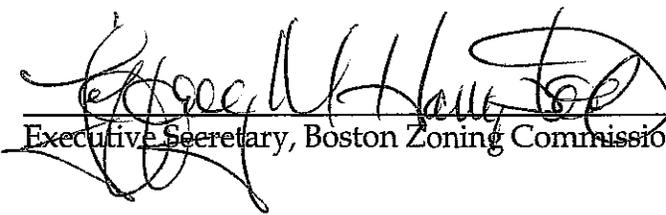
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The Millennium Tower and Burnham Building, Boston

  
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Mayor, City of Boston

Date: 10/14/12

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The foregoing Second Amended and Restated Development Plan, was presented to the Mayor on OCTOBER 11, 2012, and was signed by him on OCTOBER 14, 2012 whereupon it became effective on OCTOBER 14, 2012 in accordance with Section 3 of Chapter 665 of the Acts of 1956, as amended.

Attest:   
\_\_\_\_\_  
Executive Secretary, Boston Zoning Commission

MEMORANDUM

SEPTEMBER 13, 2012

**TO:** BOSTON REDEVELOPMENT AUTHORITY AND  
PETER MEADE, DIRECTOR

**FROM:** BRENDA MCKENZIE, DIRECTOR OF ECONOMIC DEVELOPMENT  
HEATHER CAMPISANO, DEPUTY DIRECTOR FOR DEVELOPMENT  
REVIEW  
GEOFFREY LEWIS, SENIOR PROJECT MANAGER

**SUBJECT:** PUBLIC HEARING TO CONSIDER A SECOND AMENDED AND  
RESTATED DEVELOPMENT PLAN FOR THE MILLENNIUM TOWER  
AND BURNHAM BUILDING REDEVELOPMENT (f/k/a THE ONE  
FRANKLIN/FILENES'S REDEVELOPMENT) PLANNED  
DEVELOPMENT AREA NO. 72, AND TO CONSIDER THE  
MILLENNIUM TOWER AND BURNHAM BUILDING  
REDEVELOPMENT PROJECT, LOCATED IN THE MIDTOWN  
CULTURAL DISTRICT, AS A DEVELOPMENT IMPACT PROJECT

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**SUMMARY:** This Memorandum requests that the Boston Redevelopment Authority (the "Authority"): (i) approve the Second Amended and Restated Development Plan for the Millennium Tower and Burnham Building Redevelopment (f/k/a the One Franklin/Filene's Redevelopment) Planned Development Area No. 72 ("Second Amended Development Plan") pursuant to Section 80C of the Boston Zoning Code (the "Code"); (ii) authorize the Director of the Authority to petition the Zoning Commission of the City of Boston for approval of Second Amended Development Plan pursuant to Sections 3-1A.a and 80C-6 of the Code; (iii) authorize the Director of the Authority to issue a Determination waiving the requirement of further review pursuant to Article 80, Section 80A-6.2 of the Code in connection with the Notice of Project Change for Millennium Tower and Burnham Building Redevelopment (the "Proposed Project") located at 426 Washington Street; (iv) authorize the Director of the Authority to issue a Certification of Consistency pursuant to Section 80C of the Code; (v) authorize the Director of the Authority to issue a Certification of Compliance pursuant to Section 80B-6 upon successful completion of the Article 80 Large Project review process; (vi) approve the Proposed Project as a Development Impact Project pursuant to Section 80B-7 of the Code; (vii) authorize the Director of the Authority to execute and deliver an agreement by and among the Authority, the Massachusetts Bay Transportation Authority, MP Franklin LLC, the City of Boston, and

any other necessary or desirable parties regarding the redesign, maintenance and operation of "Shopper's Park," and any and all other documents, as may be necessary and appropriate; and (viii) authorize the Director of the Authority to execute and deliver a Cooperation Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and one or more Affordable Housing Agreements, and any and all other documents, as may be necessary and appropriate

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## **PROJECT SITE**

The Proposed Project will be located at 426 Washington Street at the site of the former Filene's Department Store in the block surrounded by Washington, Franklin, Hawley and Summer Streets in the Downtown Crossing area of downtown Boston (the "Project Site"). The Project Site is located in the Midtown Cultural District and the Restricted Parking District and consists of approximately 63,569 square feet of privately-owned land area, as well as adjacent sidewalks and certain public space commonly known as Shopper's Park.

## **PROJECT BACKGROUND**

On November 16, 2006 the Authority approved a Development Plan for the One Franklin/Filene's Redevelopment Planned Development Area No. 72 (the "Original Development Plan") proposed by 426 Washington Street Owner LLC, a joint venture of Vornado Realty Trust and Gale International, LLC ("Vornado") concerning the proposed development of the Project Site. The Original Development Plan was approved by the Boston Zoning Commission on December 6, 2006. A Project Notification Form ("PNF") was filed by Vornado with the Authority on November 14, 2006 for the One Franklin/Filene's Redevelopment Project (the "Original Project"). A Draft Project Impact Report ("DPIR") was filed with the Authority on April 27, 2007. On August 14, 2007, the Authority Board approved an Amended and Restated Development Plan for the One Franklin/Filene's Redevelopment, Planned Development Area No. 72 (the "First Amended Development Plan") and the Boston Zoning Commission approved the First Amended Development Plan on October 31, 2007.

Demolition and excavation of a portion of the Project Site began in late 2007 and ended in 2008, leaving the Burnham Building and a portion of a 1905 Building on site.

On November 17, 2010, the Director of the BRA sent, pursuant to Article 80A-6 of the Code, a letter determination stating the delay in construction of the Original Project significantly increased the impacts of the Original Project and that the BRA would

require additional filings and submissions under Article 80 of the Code for a project on this site.

### **CURRENTLY PROPOSED PROJECT**

On July 27, 2012, MP Franklin, LLC (the "Proponent") filed the Second Amended Development Plan for the Millennium Tower and Burnham Building Redevelopment (f/k/a One Franklin/Filene's Redevelopment), Planned Development Area No. 72 (the "Second Amended Development Plan") and on August 6, 2012, the Proponent filed a Notice of Project Change ("NPC") describing the improvements to be made on the Project Site.

The Proponent is proposing an approximately 1,185,000 square-foot mixed-use project containing residential uses, office uses, retail, restaurant, entertainment and services uses, recreational, community and health club/spa uses, hotel uses, underground parking and accessory uses. As currently envisioned, the project will contain approximately 784,000 to 800,000 square feet of residential space, approximately 122,000 to 231,000 square feet of retail space, approximately 125,000 to 218,000 square feet of office space, approximately 35,000 square feet of health club/spa space, approximately 10,000 square feet of restaurant space and a below-grade parking garage with parking for up to 550 vehicles (the "Proposed Project").

The Proposed Project includes the preservation of, and renovations to, the Burnham Building and the development of a new mixed use residential building with a zoning height of up to 625 feet. A new, five-story podium containing residential, fitness, and retail functions is located along the property lines on Washington, Franklin, and Hawley Streets. Above the podium, the massing of the Tower is set close to the Franklin Street/Shopper's Park side of the Project Site to create maximum separation from the Burnham Building. The Burnham Building will contain approximately 100,000 square feet of retail space on the ground floor and first basement level, and at least one upper floor. Above the retail floors will be approximately 185,000 square feet of office space. Retail entryways, coupled with display windows, will be located along at least three sides of the entire block: on Summer and Washington Streets in the Burnham Building, and in the new Tower podium along Washington Street and facing Shopper's Park on Franklin Street. The office lobby will be on Summer Street. The residential lobbies will be located on Franklin Street. Access to service entrances and vehicular access to below grade parking will be from Hawley Street. The parking garage will extend below the entire Project Site, including the use of two existing basement floors beneath the Burnham Building. The Tower will contain approximately 600 residential units. It is shaped roughly as a tapered "wedge" to (1) present a slender profile to the west, (2) emphasize the distinct and historic character of the restored Burnham Building, (3) increase daylight opportunities for Washington Street, and (4) maximize daylight to the office space in the Burnham Building and lower floors of the Tower.

The Burnham Building will undergo a full façade restoration, including removing the current canopy and replacing it with replications of the historic canopies of the original 1912 design. A new glass curtain wall will enclose the north façade of the Burnham Building, with masonry returns at each corner facing Washington and Hawley Streets.

The Tower façades will have a mixture of opaque and transparent materials, with aluminum and glass as the primary material of the Tower portion. The glazing will use a mixture of clear, translucent, and opaque spandrel glass. The podium will contain lighting and signage commensurate with the retail activities inside. Portions of the retail floors may open to the skylights above and/or to the lower retail level in the Burnham Building.

### **ARTICLE 80 PROCESS**

The Proponent filed a Letter of Intent to file a Notice of Project Change on July 2, 2012. Members of the Impact Advisory Group ("IAG") from the previously approved Vornado project were notified and new members were added to reflect changes in community groups and to replace members who have moved from the neighborhood. The NPC, received by the BRA on August 6, 2012, was subsequently distributed to the IAG, BRA staff, and other city agencies.

An IAG meeting was held on August 13, 2012 in the Authority Board Room in City Hall and a duly advertised community meeting was held on August 15, 2012 in the Authority Board Room in City Hall. At both meetings, the Proponent presented the Proposed Project and answered questions from members of the IAG and the community. In addition to the IAG meeting and a community meeting, the Proponent held twenty-three meetings with abutters, community groups, and other interested parties to discuss the Proposed Project.

The Proposed Project received Conceptual Design Approval with Provisos for continuing design review for the Boston Landmarks Commission on September 7, 2012 and received a conditioned recommendation for approval from the Boston Civic Design Commission ("BCDC") on September 4, 2012.

### **DEVELOPMENT TEAM**

MP Franklin, LLC c/o Millennium Partners - Proponent, Anthony Pangaro, Joseph Larkin, Kathleen MacNeil  
Handel Architects LLP, Blake Middleton, Stephen Matkovits  
Howard/Stein-Hudson Associates - Transportation Consultants, Guy Busa  
DLA Piper LLP - Legal Counsel, John Rattigan, Brian Awe  
Epsilon Associates, Inc. - Permitting, Cindy Schlessinger, Geoff Starsiak, Tyler Norod

## DEVELOPMENT IMPACT PROJECT ("DIP") EXACTIONS

The Currently Proposed Project constitutes a Development Impact Project ("DIP") under Article 80B-7 of the Code. Based on the present plans, the Proponent will provide the Neighborhood Housing Trust with a payment contribution over seven (7) years of approximately \$337,857 per year and the Neighborhood Jobs Trust a payment contribution over two (2) years of approximately \$236,000 per year. These estimated linkage payments are calculated as follows:

### Housing Linkage:

DIP Uses	400,500	square feet
Exclusion:	<u>-100,000</u>	
	300,500	
	<u>x \$7.87</u>	/square foot
	\$2,365,000	

### Jobs Linkage:

DIP Uses	400,500	square feet
Exclusion	<u>-100,000</u>	
	300,500	
	<u>x \$1.57</u>	/square foot
	\$472,000	

## AFFORDABLE HOUSING

The Proposed Project will comply with the requirements of the Inclusionary Development Policy, as amended through September 27, 2007, effective October 3, 2007 (as so amended, the "IDP"). The Authority shall not issue the Certification of Compliance for the Proposed Project until the Authority and the Proponent have executed one or more Affordable Housing Agreements for the Proposed Project.

## MITIGATION AND PUBLIC BENEFITS

- Preserve and rehabilitate the Burnham Building allowing for its continued functional viability as both a retail building and an office building, without compromise far into the future.
- Restart construction on an important but currently blighted site in Downtown Crossing.
- Improve pedestrian and retail vitality, and enhance the urban design and architectural character of Downtown Crossing.
- Provide for the growth of economic activity and residential homes in an environmentally efficient way by constructing a high-density building consistent

with the currently applicable energy codes and the City of Boston environmental codes in a location at the City's nexus of public transportation within walking distance of many daily activities and proximate to the growing public and private bike share and ride share infrastructure.

- Provide approximately 600 residential units which will continue the transformation of the neighborhood into a vibrant 24 hour mixed-use community.
- Create new and active retail space with onsite loading.
- Provide for the comprehensive redesign, renovation and ongoing routine day to day maintenance of Shopper's Park, making it an inviting place for workers, visitors and residents to enjoy.
- Provide for streetscapes and other measures to improve the pedestrian environment in the neighborhood for residents, workers and visitors alike.
- The Proponent has committed to an up to \$2,800,000 contribution toward streetscape improvements which will be used to design, engineer and carry to completion certain prioritized projects to be reviewed and agreed with the Authority and the Boston Transportation Department.
- Provide for the construction of a new Massachusetts Bay Transportation Authority (MBTA) headhouse and upgrades to the cladding of the existing MBTA elevator, each within Shopper's Park.
- Change the negative perception of the immediate environs by restarting the construction of a development critically important to the neighborhood.
- Generate approximately \$2,240,000 to \$2,365,000 in housing linkage funds and approximately \$447,000 to \$472,500 in jobs linkage funds to the City of Boston.
- Comply with the City's Inclusionary Development Policy.
- Evolve the design, in consultation with the Authority, the BCDC, the Boston Landmarks Commission and other interested parties, of an important beacon in the City of Boston.
- Generate up to approximately \$5,500,000 annually in real estate taxes to the City of Boston. The Project will also generate substantial sales taxes, meals taxes, payroll taxes and transfer taxes to the appropriate governmental authorities.
- Become an active and contributing member of the Downtown Boston Business Improvement District.
- Create approximately 600 construction jobs.
- Create approximately 2,300 permanent jobs.
- Contribute to the Crossroads Initiative by enhancing the Summer Street experience between Washington Street and Hawley Street. Summer Street has been identified as an important street connecting Boston Common to the Rose Fitzgerald Greenway, and the proposed mixed-use program meets the intent of the 2004 Downtown Crossing Economic Improvement Initiatives by making the Project a major destination for residents, shoppers, employees, and visitors and enhancing the vibrancy and economic vitality of the surrounding area.

## RECOMMENDATION

Based on the foregoing, Authority staff recommends that the Board: (i) approve the Second Amended and Restated Development Plan for the Millennium Tower and Burnham Building Redevelopment (f/k/a the One Franklin/Filene's Redevelopment) Planned Development Area No. 72 ("Second Amended Development Plan"); (ii) authorize the Director to petition the Boston Zoning Commission for approval of the Second Amended Development Plan; (iii) authorize the Director to issue a Determination waiving the requirement of further review pursuant to Section 80A-6.2 of the Code in connection with the Notice of Project Change for Millennium Tower and Burnham Building Redevelopment (the "Proposed Project") located at 426 Washington Street; (iv) authorize the Director to issue a Certification of Consistency pursuant to Section 80C-8 of the Code; (v) authorize the Director to issue a Certification of Compliance pursuant to 80B-6 of the Code; (vi) approve the Proposed Project as a Development Impact Project pursuant to Section 80B-7 of the Code; (vii) authorize the Director to execute and deliver an agreement by and among the Authority, the Massachusetts Bay Transportation Authority, the Proponent, the City of Boston, and any other necessary or desirable parties regarding the redesign, maintenance and operation of "Shopper's Park," and any and all other documents, as may be necessary and appropriate; and (viii) authorize the Director to execute and deliver a Cooperation Agreement, a Development Impact Project Agreement, a Boston Residents Construction Employment Plan, and one or more Affordable Housing Agreements, and any and all other agreements deemed appropriate and necessary.

Appropriate votes follow:

**VOTED:** That the Boston Redevelopment Authority ("Authority") hereby finds and determines with respect to the Second Amended and Restated Development Plan for the Millennium Tower and Burnham Building Redevelopment (f/k/a the One Franklin/Filene's Redevelopment) (the "Proposed Project") Planned Development Area No. 72 ("Second Amended Development Plan"), that (a) the Second Amended Development Plan is not for a location or Proposed Project for which Planned Development Areas are forbidden by the underlying zoning; (b) the Proposed Project complies with the provisions of the underlying zoning that establish use, dimensional, design, or other requirements in the Planned Development Area; (c) the Second Amended Development Plan complies with the provisions of the underlying zoning that establish planning and development criteria, including public benefits, for Planned Development Areas; (d) the Second Amended Development Plan conforms to the plan for the district, subdistrict, or similar geographic area and to the general plan for the City of Boston as a whole; and (e) on

balance, nothing in Second Amended Development Plan will be injurious to the neighborhood or otherwise detrimental to the public welfare, weighing all the benefits and burdens; and further finds and determines that the Second Amended Development Plan complies with Section 80C-4 of the Boston Zoning Code (the "Code"), Standards for Planned Development Area Review Approval, and otherwise complies with all applicable requirements for a Planned Development Area as set forth in the Code; and

**FURTHER**

**VOTED:** That Authority hereby approves, pursuant to Section 80C of the Code, the Second Amended Development Plan submitted to the Authority, in substantial accord with that Second Amended Development Plan presented at a public hearing before the Authority on September 13, 2012; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to petition the Zoning Commission of the City of Boston for approval of the Second Amended Development Plan, in substantial accord with the Second Amended Development Plan presented to the Authority at its hearing on September 13, 2012; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to issue a Determination pursuant to Section 80A-6.2 of the Code waiving further review for the Proposed Project, located at 426 Washington Street and proposed by MP Franklin, LLC, which Determination shall provide that the Notice of Project Change does not significantly increase the impacts of the Proposed Project and no further review is required; and

**FURTHER**

**VOTED:** That the Director be, and hereby is, authorized to issue a Certification of Consistency pursuant to Section 80C-8 of the Code for the Proposed Project as described in the Second Amended Development Plan; 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 Authority hereby finds and determines that the Proposed Project conforms to the general plan for the City of Boston as a whole and that nothing in such Proposed Project will be injurious to the neighborhood or otherwise detrimental to the public welfare and therefore approves the Proposed Project as a Development Impact Project pursuant to Section 80B-7 of the Code; and

**FURTHER  
VOTED:**

That the Director be, and hereby is, authorized to execute and deliver an agreement by and among the Authority, the Massachusetts Bay Transportation Authority, MP Franklin LLC, the City of Boston, and any other necessary or desirable parties regarding the redesign, maintenance and operation of "Shopper's Park," and any and all other documents, as may be necessary and appropriate; and

**FURTHER  
VOTED:**

That the Director be, and hereby is, authorized to execute all agreements and any and all other documents deemed necessary and appropriate by the Director in connection with the foregoing, including, without limitation, a Development Impact Project Agreement in accordance with Section 80B-7 of the Code, a Cooperation Agreement, a Boston Residents Construction Employment Plan, and one or more Affordable Housing Agreements, 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.