

September 21, 2017

Brian P. Golden, Director
Boston Planning & Development Agency
One City Hall, Ninth Floor
Boston, Massachusetts 02201

Attention: Aisling Kerr, Project Manager

Re: Notice of Project Change - Proposed Changes, 49/51/63 Melcher Street Project

Dear Director Golden:

JSIP 63 Melcher, LLC, a Delaware limited liability company controlled by Jones Street Investment Partners ("Proponent") respectfully submits this Fourth Notice of Project Change ("Fourth NPC") regarding the 49/51/63 Melcher Street Project, located in the Fort Point Channel district of South Boston, to notify the Boston Redevelopment Authority ("BRA") doing business as the Boston Planning & Development Agency ("BPDA") of proposed changes to the project, the proposed Fourth Revised Project.

Under Section 80A-6 of the Boston Zoning Code ("Code"), the Proponent is required to notify BPDA of any material changes to the project. The Proponent is seeking BPDA's determination that the proposed changes do not increase significantly the impacts of the project, and therefore, no further review applies pursuant to Article 80B of the Code (Large Project Review and Related Approvals).

The Site

49 Melcher Street, 51-61 Melcher Street and 63 Melcher Street are adjacent lots, each improved with one building ("Existing Buildings"), occupying one city block of approximately 0.68 acres (29,219 square feet) ("Site"). The Site is bordered by Melcher Street to the north, A Street to the east, Necco Court to the south, and Necco Street to the west. Necco Court and Necco Street are private ways open to public travel, and owned by MEPT Necco Street Garage LLC, a Delaware limited liability company, c/o New Tower Trust Company, Bethesda, Maryland. The Proponent owns 63 Melcher Street ("63 Melcher Street"). 49 Melcher Street, LLC, a Massachusetts limited liability company, owns 49 Melcher Street ("49 Melcher Street"), and Bos Office 2 LLC, a Delaware limited liability company, c/o Zurich Alternative Asset Management, New York, New York owns 51-61 Melcher Street ("51-61 Melcher Street").

The Proponent has sought and received the consent of 49 Melcher Street and 51-61 Melcher Street in connection with this Fourth NPC.

The Site is identified as Parcel A4 in the Master Plan for Planned Development Area (“PDA”) No. 69, South Boston/The 100 Acres, as amended by the First Amendment dated July 12, 2012, and by the Second Amendment dated June 13, 2013, and by the Third Amendment dated November 1, 2016 (“PDA Master Plan”). The Site is further subject to the Second Amended and Restated Development Plan for 49, 51 And 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres dated February 16, 2012 (“Second Amended and Restated Development Plan”), as amended by the First Amendment effective July 10, 2013 (“First Amendment”).

The First Amendment by its terms does not apply to 63 Melcher Street. Accordingly, 63 Melcher Street is subject to the PDA Master Plan and the Second Amended and Restated Development Plan.

The Initial Project

In February 2008, a Project Notification Form encompassing the Site and describing the Initial Project was duly filed (“PNF”). The PNF proposed the renovation and expansion of the Existing Buildings to create an integrated office building with first-level retail/service space and additional gross floor area (“Initial Project”). The Development Plan for the Initial Project (“Original Development Plan”) was duly approved by the BRA on December 4, 2008. The Boston Zoning Commission approved the Original Development Plan for the Initial Project on February 4, 2009.

First Revised Project

In January 2011, a Notice of Project Change and a First Amended and Restated Development Plan were filed proposing certain changes to the Initial Project, which were approved by the BRA on April 14, 2011 and by the Boston Zoning Commission on May 4, 2011.

Second Revised Project

In December 2011, a Second Notice of Project Change and a Second Amended and Restated Development Plan were filed proposing certain changes to the First Revised Project, including separation of the Existing Buildings. Accordingly, the Second Amended and Restated Development Plan proposed three phases: Phase I at 63 Melcher Street; Phase II at 51 Melcher Street; and Phase III at 49 Melcher Street. The Second Amended Development Plan was approved by the BRA on February 16, 2012 and by the Boston Zoning Commission on March 14, 2012.

Third Revised Project

In April 2013, a Third Notice of Project Change and the First Amendment were filed proposing a single change to the Second Revised Project: the acknowledgement of

approximately 8,736 square feet of then existing gross floor area in basement of 51 Melcher Street. The First Amendment was approved by the BRA on June 13, 2013 and by the Boston Zoning Commission on June 10, 2013.

Fourth NPC; Fourth Revised Project

63 Melcher Street

Consistent with the PDA Master Plan and Second Amended and Restated Development Plan, 63 Melcher Street is a residential apartment building improved with thirty-eight (38) residential apartment units¹ and approximately 3,835 square feet of basement floor area (“63 Melcher Basement Space”).

Regarding the 63 Melcher Basement Space, Second Amended and Restated Development Plan Section 5, Phase I at 63 Melcher Street, Bullet Four provided for the “conversion of approximately 3,835 square feet of basement floor area into an amenity level for the use of the building residents, potentially including work, media, kitchen, laundry, and/or gallery spaces”. Currently, the 63 Melcher Basement Space is improved with a small kitchenette, lounge areas, a small conference room, and a restroom. The space also contains resident storage lockers, historically only a few of which have been used. The Fort Point Neighborhood Association (“FPNA”) holds its monthly meetings in the space, and local arts’ groups/artists display works in the space. Generally, however, the 63 Melcher Basement Space has been underutilized for its intended purposes.

63 Melcher Basement Space

The only proposed change under this Fourth NPC from the Third Revised Project is to acknowledge 2,695 square feet of the 63 Melcher Basement Space as gross floor area for Office and/or Cultural and/or Community use, which will result in a like increase in the overall office/cultural/community area and a reduction of overall residential area, but not residential units, as depicted on Table 1, below. The remainder of the 63 Melcher Basement Space will be

¹ Of the thirty-eight (38) units, nine (9) are affected by affordable housing restrictions (“AHR Units”). Four (4) of the AHR Units are subject to an AHR and further designated as Innovation Housing (“AHR Innovation Units”), and the other five (5) AHR Units are subject to a different AHR and further designated as artist work/live units (“AHR Art Units”). Regarding the AHR Art Units, Second Amended and Restated Development Plan Section 5, Phase I at 63 Melcher Street, Bullet One specified in pertinent part: “On the first floor, five (5) affordable artist live/work units . . .” Regarding the AHR Innovation Units, Second Amended and Restated Development Plan Section 5, Phase I at 63 Melcher Street, Bullet Two specified in pertinent part: “On the second through fourth floors approximately 27 dwelling units specifically designed to serve Innovation District workers, including four (4) affordable dwelling units specifically designed to serve Innovation District workers and satisfying the affordable housing required for Phase I of the Project.” The twenty-nine (29) residential units at 63 Melcher not subject to an AHR, are referred to herein as the “Market Units”.

absorbed into reconfigured utility, entry and lobby areas appurtenant to the primary residential use of the building.

TABLE 1 – COMPARISON OF THIRD AND FOURTH REVISED PROJECTS BY USE			
	Third Revised Project (previous)	Fourth Revised Project (current)	Change
Office and/or Cultural and/or Community (2,695 s.f. at 63 Melcher Street)	107,736 s.f.	110,431 s.f.	+2,695 s.f.
Enter., rest. Or rec./Retail/Svc.	11,510 s.f.	11,510 s.f.	No change
Residential	62,490 s.f.	59,795 s.f.	-2,695 s.f.
All Uses	181,736 s.f.	181,736 s.f.	No change
Parking Spaces	0	0	No change

Additional Public Benefits

The additional Office space at 63 Melcher Street will be subject to periodic use by area arts and/or community organizations through express provisions in the lease of that space. Accordingly, that space is also being proposed for Cultural and/or Community use in addition to Office use. Generally, any Office lease for this space shall provide that from time to time, during the lease term, the Office lessee shall host within the premises events and meetings for local arts and/or community organizations during other than usual business hours, and shall make the premises available for “art lending programs” as defined from time to time by the participating arts organizations. The scope of these Cultural and/or Community events may include between eight (8) to twelve (12) community meetings and two (2) to three (3) “open studio” programs yearly. The Cultural and/or Community use of the space is intended to be consistent with the current use of the space as a residents’ and public amenity, as well as consistent with the use of similar ground-floor spaces in nearby buildings, which are available to the public and used by such neighborhood arts and community groups.

The reprogrammed 63 Melcher Basement Space under the Fourth Revised Project will generate added public benefits in the form of the BPDA’s Development Impact Project (“DIP”)

program, which requires development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job training programs. (Code Section 80B-7(1)). The Proponent will comply by paying DIP exactions for approximately 2,695 gross square feet of the DIP Uses to which they apply, in the amounts of \$8.34 for housing (approximately \$22,476.30), and \$1.67 for jobs (approximately \$4,500.65).

AHR Units

Separate from the sole change under the Fourth NPC - to acknowledge 2,695 square feet of the 63 Melcher Basement Space as gross floor area for Office and/or Cultural and/or Community use - the form of ownership of 63 Melcher Street will be altered to a condominium under M.G.L. c. 183A.²

Pending approval of the Fourth Revised Project, and upon conversion of 63 Melcher to a condominium form of ownership as otherwise permitted by law, the 63 Melcher Basement Space will be incorporated into the condominium as the Commercial Unit, as defined and treated in the germane proposed master deed ("Master Deed") and declaration of trust ("Declaration of Trust"), as applicable.

Regarding the AHR Innovation Units and the AHR Art Units, the Proponent has had extensive discussions with FPAC. The result of those discussions is that the AHR Innovation Units and the AHR Art Units are intended to remain as nine (9) individual, for-rent affordable housing units, to be defined as the Block Residential Unit under the Master Deed and the Declaration of Trust. The existing AHRs controlling the AHR Innovation Units and the AHR Art Units will remain in place, such that the Block Residential Unit shall be subject to the AHRs. This structure would be expressly set forth in the Master Deed and Declaration of Trust to preserve the current AHR structure relative to the AHR Innovation Units and AHR Art Units. Finally, initially the Proponent will own and operate the Block Residential Unit, subject to the AHRs, in contract with FPAC. That contract will provide for the eventual conveyance of the Proponent's interest in the Block Residential Unit to FPAC, which shall then be the sole owner of the Block Residential Unit.

The creation of the Block Residential Unit and its eventual conveyance to FPAC is directly related to and supportive of the proposed Cultural and/or Community uses of the 63 Melcher Basement Space as proposed in this Fourth NPC, and is fully consistent with the PDA Master Plan's objective of encouraging and sustaining arts and arts organizations in the Fort Point Channel district. To be sure, FPAC's ultimate ownership of the Block Residential Unit will provide that dynamic organization with a reliable income stream to further promote the arts

² As discussed with BPDA staff, the mere change in the form of ownership proposed - with no change to the use or to the configuration of the residential units, nor any change in density nor to the exterior appearance of the building, nor any other change inconsistent with the PDA - should not require any amendment to the Second Amended and Restated Development Plan, as amended by the First Amendment, or to the PDA Master Plan; provided the AHRs are not violated, and subject to all applicable codes, statutes, ordinances and the like.

Brian P. Golden, Director
September 21, 2017
Page 6

for many years to come, together with the preservation of the for-rent artist live/work residential units.

Similarly, subjecting the Market Units to a condominium form of ownership and offering them for sale individually will advance the planning objective, and economic necessity, of creating much needed for-sale housing in the Fort Point Channel district.

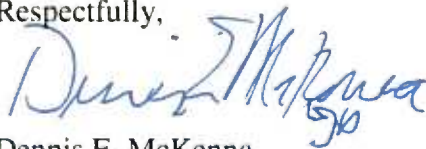
Project Impacts

The Fourth Revised Project makes one material change for purposes of Section 80B of the Code: it acknowledges the existence of approximately 2,695 s.f. of floor area for office and/or cultural and/or community use at the basement level of 63 Melcher Street. This change involves neither any significant change in the exterior of the building, nor the creation of any new floor area or number of residential units, and is not reasonably expected to increase significantly any environmental impacts.

Conclusion

For all these reasons, we respectfully request that you determine pursuant to Section 80A-6 of the Code that the changes outlined in this Fourth NPC do not significantly increase environmental impacts, and that no further review under Section 80B of the Code is required for the 49/51/63 Melcher Street Project.

Respectfully,

A handwritten signature in blue ink that reads "Dennis E. McKenna" with a date "9/10" written below it.

Dennis E. McKenna

Attachments:

Second Amendment to Second Amended and Restated Development Plan

First Amendment to Second Amended and Restated Development Plan for
49, 51 and 63 Melcher Street within Planned Development Area No. 69, South
Boston/The 100 Acres

Second Amendment to Second Amended and Restated Development Plan

[see following]

SECOND AMENDMENT
to
SECOND 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

September 21, 2017

1. Second Amendment to Second Amended and Restated Development Plan: Pursuant to Section 3-1A and Article 80C of the Boston Zoning Code (the “Code”), and the Master Plan for Planned Development Area (“PDA Master Plan”) No. 69, South Boston/The 100 Acres, as amended by the First Amendment to the PDA Master Plan dated July 12, 2012, and by the Second Amendment to the PDA Master Plan dated June 13, 2013, and as amended by the Third Amendment to the PDA Master Plan dated November 1, 2016 (together, the “PDA Master Plan”), this development plan constitutes the Second Amendment to the Second Amended and Restated Development Plan, defined below (this “Amendment”) for the redevelopment of a parcel in the Fort Point Channel district of Boston comprising three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet) (the “Site”).

Each lot is owned by a different entity and improved with an existing building (the “Existing Buildings”): 49 Melcher Street, LLC, a Massachusetts limited liability company (“49 Melcher Owner”), owns 49 Melcher Street; Bos Office 2 LLC, a Delaware limited liability company (“51-61 Melcher Owner”), owns 51-61 Melcher Street; and JSIP 63 Melcher, LLC, a Delaware limited liability company (the “Proponent”), owns 63 Melcher Street.

On December 4, 2008, the Boston Redevelopment Authority (the “BRA”) approved a Development Plan for 49, 51 and 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres (the “Original Development Plan”). Under the Original Development Plan, W2005 BWH II Realty L.L.C., a Delaware limited liability company controlled by Archon Group, L.P, which then owned the entire Site, proposed to rehabilitate and expand the Existing Buildings into a single integrated office building with first-level retail/service space and additional gross floor area (“GFA”) (the “Original Project”). On February 4, 2009, the Boston 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, a Notice of Project Change (the “First NPC”) as well as a First Amended and Restated Development Plan (the “First Amended Development Plan”) was filed to allow certain changes to the Original Project (the “First Revised Project”). On April 14, 2011,

the BRA approved the First Amended Development Plan, which the Commission approved on May 4, 2011, and became effective on May 6, 2011.

On December 9, 2011, a second Notice of Project Change (the “Second NPC”) as well as a Second Amended and Restated Development Plan (the “Second Amended Development Plan”) was filed to allow certain changes to the Second Revised Project, including separate operation of the Existing Buildings, and the elimination of all additional Gross Floor Area (“GFA”) (the “Second Revised Project”). The Second Revised Project had three phases: “Phase I” at 63 Melcher Street; “Phase II” at 51 Melcher Street; and “Phase III” at 49 Melcher Street. On February 16, 2012, the BRA approved the Second Amended Development Plan, which the Commission approved on March 14, 2012, and which became effective the same day.

On April 25, 2013, a third Notice of Project Change (the “Third NPC”) as well as a First Amendment to the Second Amended Development Plan was filed to allow a single change to the Second Revised Project (the “Third Revised Project”). The sole change from the Second Revised Project was to acknowledge approximately 8,736 square feet (“s.f.”) of existing GFA in the basement of the existing building of 51 Melcher Street. On June 13, 2013, the BRA approved the First Amendment to the Second Amended Development Plan, which the Commission approved on July 10, 2013, and which became effective the same day.

On September 21, 2017, the Proponent filed a fourth Notice of Project Change (the “Fourth NPC”) and this Amendment to allow a single change to the Third Revised Project (the “Fourth Revised Project” or the “Project”), as follows:

The sole change from the Third Revised Project is to acknowledge approximately 2,695 s.f. of existing residential GFA in the basement of the existing building of 63 Melcher Street, which is owned and is being renovated by the Proponent, for Office and/or Cultural and/or Community use.

	Third Revised Project (previous)	Fourth Revised Project (current)	Change
Office and/or Cultural and/or Community (2,695 s.f. at 63 Melcher Street)	107,736 s.f.	110,431 s.f.	+2,695 s.f.
Enter., rest. Or rec./Retail/Svc.	11,510 s.f.	11,510 s.f.	No change
Residential	62,490 s.f.	59,795 s.f.	-2,695 s.f.
All Uses	181,736 s.f.	181,736 s.f.	No change

Parking Spaces	0	0	No change
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This Amendment has no effect on either Phase II at 51 Melcher Street, which is owned by Bos Office 2 LLC, or Phase III at 49 Melcher Street, which is owned by 49 Melcher Street, LLC.

This Amendment modifies the Second Amended Development Plan, as amended by the First Amendment, to allow development of the Fourth Revised Project in place of the Third Revised Project. Upon approval, this Amendment will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Except as modified by this Amendment, the Second Amended Development Plan, as amended by the First Amendment, remains unmodified and in full force and effect.

This Amendment consists of four (4) pages of text plus a single ground floor plan, designated EXHIBIT A. 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 Amendment.

2. Proponent: The Proponent, JSIP 63 Melcher, LLC, which owns 63 Melcher Street, is a Delaware limited liability company with its business address c/o Jones Street Investment Partners, 100 High Street, Suite 2500, Boston, Massachusetts 02210.

3. Project: As noted in Section 1 of this Amendment, above, the single change from the Third Revised Project is to acknowledge approximately 2,695 s.f. of existing residential gross floor area in the basement of the existing building of 63 Melcher Street for Office and/or Cultural and/or Community use. The physical appearance of the Project as visible to the public is entirely unchanged.

Table 2, below, describes the overall land uses included in the Project, by phase. There are no changes in use to Phase II at 51 Melcher Street or Phase III at 49 Melcher Street.

TABLE 2- PROJECT USES BY PHASE	
	Uses (approximate gross floor area)
Phase I (63 Melcher Street)	Residential: 29,865 s.f. Office/Cultural/Community: 2,695 s.f.
Phase II (51 Melcher Street)	Office: 107,736 s.f.
Phase III (49 Melcher Street)	Residential: 29,930 s.f. Enter. Rest. Or rec./Retail/Svc: 11,510 s.f.
All Phases	181,736 s.f.

As noted above, a revised basement plan for 63 Melcher Street is attached to this Amendment as EXHIBIT A. This plan shall replace the plan depicting the ground floor of 63 Melcher Street, attached as EXHIBIT D-1 to the Second Amended Development Plan.

4. Proposed Densities: The 100 Acres Master Plan and the PDA Master Plan anticipated that the 100 Acres area may ultimately accommodate approximately 5.9 million s.f. of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million s.f.).

The remaining 1.8 million s.f. of potential development may take place when it is demonstrated to the BPDA that adequate transportation infrastructure exists in the area to support the resulting new gross floor area.

The PDA Master Plan sets the maximum floor area ratio ("FAR") for new construction on an aggregate basis by groupings of parcels ("Parcel Groupings") within the PDA Master Plan Area. These FAR limits are calculated 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 than one another.

As noted above, the PDA Master Plan designates the three parcels that make up the Site as part of Parcel A4. Accordingly, the Site is part of Parcel Grouping A1-A7. The aggregate FAR limit for Parcel Grouping A1-A7 is 1.3 under the 70-percent build-out scenario, which is now authorized. Because the approximately 181,736 s.f. of GFA currently existing at the Site is excluded from this limit, there is no net addition of gross floor area to be counted against FAR for the Parcel Grouping from the Project.

5. Additional Public Benefits: The additional Office space at 63 Melcher Street will be subject to periodic use by area arts and/or community organizations through express provisions in the lease of that space. Accordingly, that space is also being proposed for Cultural and/or Community use in addition to Office use. Generally, any Office lease for this space will provide that from time to time, during the lease term, the Office lessee shall host within the premises events and meetings for local arts and/or community organizations during other than usual business hours, and shall make the premises available for "art lending programs" as defined from time to time by the participating arts organizations. The scope of these Cultural and/or Community events may include between eight (8) to twelve (12) community meetings and two (2) to three (3) "open studio" programs yearly. The Cultural and/or Community use of the space is intended to be consistent with the current use of the space as a residents' and public amenity, as well as consistent with the use of similar ground-floor spaces in nearby buildings, which are available to the public and used by such neighborhood arts and community groups.

Consistent with the PDA Master Plan, 63 Melcher Street is a residential apartment building improved with thirty-eight (38) residential apartment units in addition to the existing 63 Melcher Street basement space discussed above, which basement space is the subject of this Amendment. Of the thirty-eight residential (38) units, nine (9) are affected by affordable housing restrictions ("affordable units"). Four (4) of the affordable units are further designated

as Innovation Housing (“the affordable Innovation Units”), and the other five (5) affordable units are designated as artist work/live units (“the affordable Art Units”).

Separate from the sole change under this Amendment - to acknowledge 2,695 square feet of the 63 Melcher Basement Space as gross floor area for Office and/or Cultural and/or Community use - the form of ownership of 63 Melcher Street will be altered to a condominium under M.G.L. c. 183A.¹

Despite the potential condominium form of ownership of 63 Melcher Street, the aforesaid four (4) affordable Innovation Units, along with the existing five (5) affordable Art Units at 63 Melcher Street, are intended to remain as individual affordable for-rent units. All nine (9) of those existing affordable units are to be defined as the Block Residential Unit under the germane master deed and declaration of trust, maintaining their individual for-rent status. Moreover, the Block Residential Unit shall be subject to the existing record affordable housing restrictions that will continue to protect and preserve their affordable, for-rent status and uses. Subject to the changes permitted under this Amendment, this structure is intended essentially to maintain the effect and the terms and conditions of the existing affordable housing restrictions that control the aforesaid affordable Innovation Units and the affordable Art Units. Lastly, at some point to be determined, the Block Residential Unit shall be wholly owned by a local not-for-profit arts organization, which will benefit from the rental income from the Block Residential Unit.

Regarding the remaining existing twenty-nine (29) residential rental units at 63 Melcher Street, which are not subject to any affordability requirements or residential restrictions under the PDA, they will become individual condominium units, without change to their numbers or dimensions and offered for sale at market rates.

The 63 Melcher Street basement space, which is the subject of this Amendment, will be incorporated into the condominium as the Commercial Unit.

The Fourth Revised Project will generate additional public benefits in the form of the BPDA’s Development Impact Project (“DIP”) program, which requires development exactions, or equivalent in-kind contributions, for the creation of affordable housing and job training programs. (Code Section 80B-7(1)). The Proponent will comply by paying DIP exactions for approximately 2,695 gross square feet of the DIP Uses to which they apply, in the amounts of \$8.34 for housing (approximately \$22,476.30), and \$1.67 for jobs (approximately \$4,500.65).

EXHIBITS

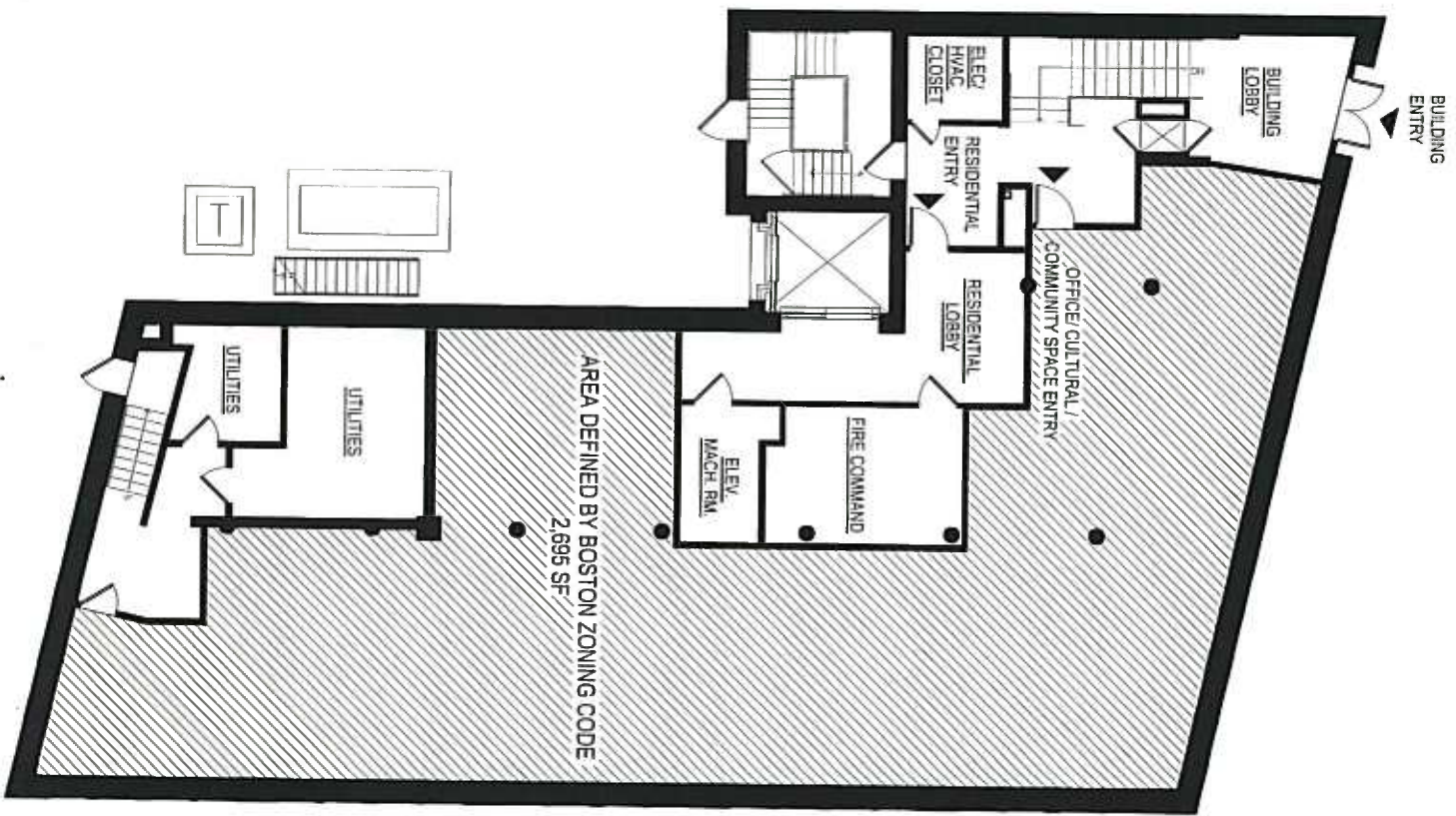
EXHIBIT A - 63 Melcher Street Ground Floor Plan

¹ The change in the form of ownership noted - with no change to the use or to the configuration of the residential units, nor any change in density nor to the exterior appearance of the building, nor any other change inconsistent with the PDA - does not require any amendment to the Second Amended and Restated Development Plan, as amended by the First Amendment, or to the PDA Master Plan; subject to all applicable codes, statutes, ordinances and the like.

EXHIBIT A

63 Melcher Street Ground Floor Plan

[see following]



1 GROUND FLOOR PLAN
1/4" = 1'-0"

Bergmeyer

Architecture and Interiors
Bergmeyer Associates, Inc.
51 College Street
Boston, MA 02210
Phone 617 542 1023
Fax 617 542 1028
www.bergmeyer.com

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OWNER:
JSP 63 MELCHER, LLC
18 SHIPYARD WAY
SUITE 2A #27
HINGHAM, MA 02043

63 MELCHER STREET

PROJECT ADDRESS:
63 MELCHER STREET
BOSTON, MA 02127

GROUND FLOOR PLAN

DATE: 7/22/17
DRAWN BY: A.E.
CHECKED BY: A.E.
DATE: 7/22/17

A101

First Amendment to Second Amended and Restated Development Plan for 49, 51 and 63 Melcher Street within Planned Development Area No. 69, South Boston/The 100 Acres

[see following]

FIRST AMENDMENT
to
SECOND 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 25, 2013

1. **First Amendment to Second Amended and Restated Development Plan:** Pursuant to Section 3-1A and Article 80C of the Boston Zoning Code (the “Code”), and the Master Plan for Planned Development Area (“PDA”) No. 69, South Boston/The 100 Acres, as amended by the First Amendment to the PDA Master Plan effective July 12, 2012 (together, the “PDA Master Plan”), this development plan constitutes the First Amendment to the Second Development Plan, defined below (this “Amendment”) for the redevelopment of a parcel in the Fort Point Channel district of Boston comprising three contiguous lots at 49, 51-61 and 63 Melcher Street, within a single city block of approximately 0.68 acres (29,219 square feet) (the “Site”).

Each lot is owned by a different entity and improved with an existing building (the “Existing Buildings”): 49 Melcher Street, LLC, a Massachusetts limited liability company (“49 Melcher Street, LLC”), owns 49 Melcher Street; Melcher Street Holdings LLC, a Massachusetts limited liability company controlled by Synergy Development LLC (the “Proponent”), owns 51-61 Melcher Street (“51 Melcher Street”); and 63 Melcher, LLC, an Oregon limited liability company controlled by Gerding Edlen Fund Management, LLC (“Gerding Edlen”), owns 63 Melcher Street.

On December 4, 2008, the Boston Redevelopment Authority (the “BRA”) approved a PDA 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, W2005 BWH II Realty L.L.C., a Delaware limited liability company controlled by Archon Group, L.P. (“W2005 II”), which then owned the entire Site, proposed to rehabilitate and expand the Existing Buildings into a single integrated office building with first-level retail/service space and additional gross floor area (“GFA”) (the “Original Project”). On February 4, 2009, the Boston 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, W2005 II filed a Notice of Project Change (the “First NPC”) as well as a First Amended and Restated Development Plan (the “First Amended Development Plan”) to allow certain changes to the Original Project (the “First Revised Project”). On April 14, 2011, the BRA approved the First Amended Development Plan, which the Commission approved on May 4, 2011, and became effective on May 6, 2011.

On December 9, 2011, with the consent of the Proponent, which then owned 51 Melcher Street, and of Gerding Edlen, which then owned 63 Melcher Street, W2005 II filed a second Notice of Project Change (the "Second NPC") as well as a Second Amended and Restated Development Plan (the "Second Amended Development Plan") to allow certain changes to the Second Revised Project, including separate operation of the Existing Buildings, and the elimination of all additional GFA (the "Second Revised Project"). The Second Amended Project had three phases: "Phase I" at 63 Melcher Street; "Phase II" at 51 Melcher Street; and "Phase III" at 49 Melcher Street. On February 16, 2012, the BRA approved the Second Amended Development Plan, which the Commission approved on March 14, 2012, and which became effective the same day.

On April 25, 2013, the Proponent filed a third Notice of Project Change (the "Third NPC") and this Amendment to allow a single change to the Second Revised Project (the "Third Revised Project" or the "Project"). The sole change from the Second Revised Project is to acknowledge approximately 8,736 square feet ("s.f.") of existing GFA in the basement of the existing building of 51 Melcher Street, which is owned and is being rehabilitated by the Proponent. This Amendment has no effect on either Phase I at 63 Melcher Street, which is still owned by Gerding Edlen, or Phase II at 49 Melcher Street, which is now owned by 49 Melcher Street, LLC.

Table 2 to the PDA Master Plan currently ascribes a GFA of 99,000 s.f. to 51 Melcher Street. In fact, the building at 51 Melcher Street has an existing GFA of approximately 107,736 s.f. when those portions of the basement 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 originally took effect on January 10, 2007, but it appears the basement was not counted at that time. In conjunction with this Amendment, the Proponent has applied to amend Table 2 to the PDA Master Plan to correct this discrepancy

Table 1, below, compares the Third Revised Project to the Second Revised Project, by use.

TABLE 1 – COMPARISON OF SECOND AND THIRD REVISED PROJECTS BY USE			
	Second Revised Project (previous)	Third Revised Project (current)	Change
Office	99,000 s.f.	107,736 s.f.	+ 8,736 s.f.
Enter., rest. or rec./ Retail/Svc.	11,510 s.f.	11,510 s.f.	No change
Residential	62,490 s.f.	62,490 s.f.	No change
All Uses	173,000 s.f.	181,736 s.f.	+ 8,736 s.f.
Parking spaces	0	0	No change

This Amendment modifies the Second Amended Development Plan to allow development of the Third Revised Project in place of the Second Revised Project. Upon approval, this Amendment will constitute permanent zoning for the Site in accordance with Section 3-1A and Article 80C of the Code. Except as modified by this Amendment, the Second Amended Development remains unmodified and in full force and effect.

This Amendment consists of 4 pages of text plus a single basement floor plan, designated **EXHIBIT A**. 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 Amendment.

2. **Proponent:** The Proponent, Melcher Street Holdings, LLC, which owns 51 Melcher Street, is a Massachusetts limited liability company with its business address c/o Synergy Investment & Development 100 Franklin Street, Suite 200, Boston, MA 02110. As the owners of 49 and 63 Melcher Street, respectively, both 49 Melcher Street, LLC, and Gerding Edlen, have given their written consent to this Amendment.

3. **Project:** As noted in Section 1 of this Amendment, above, the sole change from the Second Revised Project is to acknowledge approximately 8,736 s.f. of existing gross floor area in the basement of the existing building of 51 Melcher Street. The physical appearance of the Project as visible to the public is entirely unchanged.

Table 2, below, describes the overall land uses included in the Project, by phase. There are no changes in use to Phase I at 63 Melcher Street or Phase III at 49 Melcher Street.

TABLE 2 – PROJECT USES BY PHASE	
	Uses (approximate gross floor area)
Phase I (63 Melcher Street)	Residential: 32,560 s.f.
Phase II (51 Melcher Street)	Office: 107,736 s.f.
Phase III (49 Melcher Street)	Residential: 29,930 s.f. Enter., rest. or rec./Retail/Svc: 11,510 s.f.
All Phases	181,736 s.f.

As noted above, a revised basement plan for 51 Melcher Street is attached to this Amendment as **EXHIBIT A**. This plan shall replace the corresponding plan attached to the Second Amended Development Plan at Exhibit D-1 thereto.

4. **Proposed Densities:** The 100 Acres Master Plan and the PDA Master Plan anticipate that the 100 Acres area may ultimately accommodate approximately 5.9 million s.f. of net new development. The PDA Master Plan currently authorizes the build-out of approximately 70 percent of that amount (approximately 4.1 million s.f.).

The remaining 1.8 million s.f. of potential development may take place when it is demonstrated to the BRA that adequate transportation infrastructure exists in the area to support the resulting new gross floor area.

The PDA Master Plan sets the maximum floor area ratio ("FAR") for new construction on an aggregate basis by groupings of parcels ("Parcel Groupings") within the PDA Master Plan Area. These FAR limits are calculated 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 than one another.

As noted above, the PDA Master Plan designates the three parcels that make up the Site as part of Parcel A₄. Accordingly, the Site is part of Parcel Grouping A₁-A₇. The aggregate FAR limit for Parcel Grouping A₁-A₇ is 1.3 under the 70-percent build-out scenario, which is now authorized. Because the approximately 181,736 s.f. of GFA currently existing at the Site is excluded from this limit, there is no net addition of gross floor area to be counted against FAR for the Parcel Grouping from the Project.

5. **Additional Public Benefits:** This Amendment will result in additional public benefits from the Project in the form of linkage payments: 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).) Phase I of the Project at 63 Melcher Street does not include any Development Impact Uses as defined in Section 80B-7 of the Code. Together, Phases II and III at 51 Melcher Street and 49 Melcher Street, respectively, have approximately 119,246 s.f. of Development Impact Uses, of which approximately 19,246 s.f. is subject to DIP exactions, as follows.

Phase II (51 Melcher Street): The Proponent will comply by paying DIP exactions for approximately 8,736 gross square feet of the Development Impact Uses to which they apply, in the amounts of \$7.87 for housing (approximately \$68,752), and \$1.57 for jobs (approximately \$13,716).

Phase III (49 Melcher Street): 49 Melcher, LLC will comply by paying DIP exactions for the remaining approximately 10,510 gross square feet of the Development Impact Uses to which they apply, in the amounts of \$7.87 for housing (approximately \$82,714), and \$1.57 for jobs (approximately \$16,501).

LIST OF EXHIBITS

EXHIBIT A

Phase II (51 Melcher Street) Basement Floor Plan

EXHIBIT A

PHASE II (51 MELCHER STREET) BASEMENT FLOOR PLAN

[inserted behind]

ARCHITECT

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PROJECT NAME
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CLIENT
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PROJECT WALLS
PROJECT ARCHITECT
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Blitcher Street Holdings LLC
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DATE OF CONTRACT
11/15/2011
11/15/2011
11/15/2011

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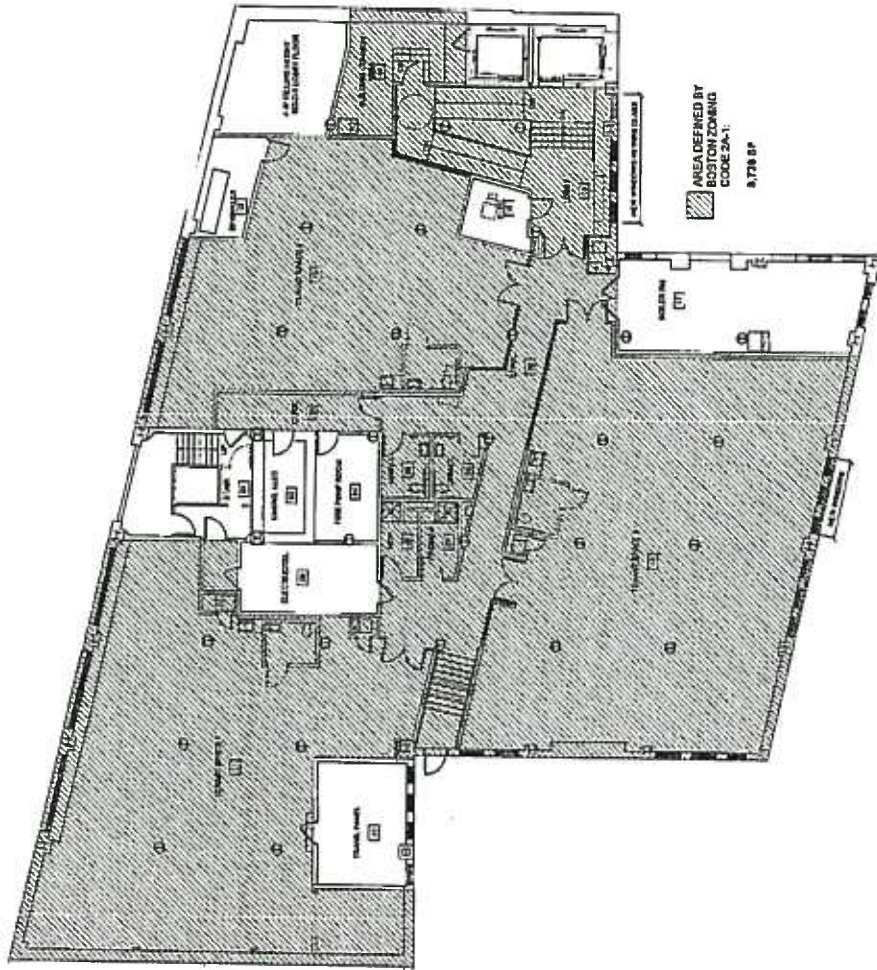
DRAWING TITLE
Basement Layout

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1 BASEMENT FLOOR PLAN