



CITY OF CAMBRIDGE, MASSACHUSETTS

# PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

## SPECIAL PERMIT APPLICATION • COVER SHEET

In accordance with the requirements of the City of Cambridge Zoning Ordinance, the undersigned hereby petitions the Planning Board for one or more Special Permits for the premises indicated below.

Location of Premises: \_\_\_\_\_

Zoning District: \_\_\_\_\_

Applicant Name: \_\_\_\_\_

Applicant Address: \_\_\_\_\_

Contact Information: \_\_\_\_\_

Telephone #	Email Address	Fax #
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List all requested special permit(s) (with reference to zoning section numbers) below. *Note that the Applicant is responsible for seeking all necessary special permits for the project. A special permit cannot be granted if it is not specifically requested in the Application.*

List all submitted materials (include document titles and volume numbers where applicable) below.

Signature of Applicant: \_\_\_\_\_

For the Planning Board, this application has been received by the Community Development Department (CDD) on the date specified below:

\_\_\_\_\_ Date

\_\_\_\_\_ Signature of CDD Staff

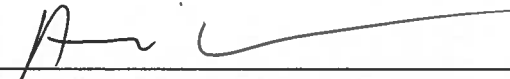
**OWNERSHIP CERTIFICATE**

**Project Address:** 20 Child Street, Cambridge, MA      **Application Date:**

This form is to be completed by the property owner, signed, and submitted with the Special Permit Application:

I hereby authorize the following Applicant: PRII Twenty20, LLC, DivcoWest Real Estate Investments, and JAMI North  
at the following address: Point LLC, c/o PRII Twenty20, LLC, 7 Giralda Farms, Madison, NJ 07940  
to apply for a special permit for: an Amendment to Special Permit PB #179  
on premises located at: 20 Child Street, Cambridge, MA  
for which the record title stands in the name of: PRII Twenty20, LLC  
whose address is: 7 Giralda Farms, Madison, NJ 07940

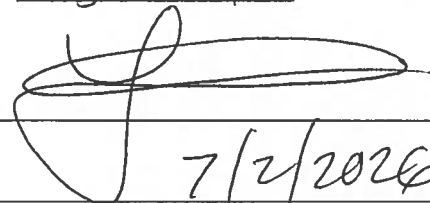
by a deed duly recorded in the:  
Registry of Deeds of County: Middlesex S<sub>1</sub> Book: 65896 Page: 176  
*OR* Registry District of the Land Court, Certificate No.: \_\_\_\_\_ Book: \_\_\_\_\_ Page: \_\_\_\_\_

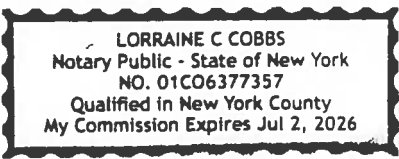
 ALEXANDRA KAPLAN  
Signature of Land Owner (If authorized Trustee, Officer or Agent, so identify)

To be completed by Notary Public:

New York  
Commonwealth of Massachusetts, County of New York

The above named Alex Kaplan personally appeared before me,  
on the month, day and year August 24, 2022 and made oath that the above statement is true.

Notary:   
My Commission expires: 7/2/2026



August 24, 2022

**VIA FEDEX OVERNIGHT AND EMAIL**

Ms. Catherine Preston Connolly, Chair  
Cambridge Planning Board  
344 Broadway  
Cambridge, MA 02139

**Re: Request for Minor Amendment of PB #179 – Childcare Use at Parcel N**

Dear Chair Connolly and Members of the Board:

DivcoWest Real Estate Investments and its affiliates (the “**Master Developer**”), with JAMI North Point LLC d/b/a Rock and Roll Daycare (“**Rock and Roll Daycare**”) and PRII Twenty20, LLC (the “**Parcel N Land Owner**”), hereby respectfully submit this request for (a) a Minor Amendment to Special Permit PB #179, as amended (the “**Special Permit**”) for which DivcoWest is the sole master developer, to allow a day care use measuring approximately 3,014 square feet, at 20 Child Street, Cambridge, Massachusetts (“**Site**” or “**Parcel N**”), which is part of the Cambridge Crossing Planned Unit Development (“**PUD**” and “**Cambridge Crossing**”), to count towards minimum retail square footage requirement contained in Condition 12.c.(iv) of the Special Permit; and (b) Design Review of the storefront elevation for the Rock and Roll Daycare space at Parcel N.

**EXECUTIVE SUMMARY**

Rock and Roll Daycare, a women and minority-owned daycare business centered in Cambridge, seeks to operate a much-needed daycare facility on parcel N. The proposed daycare use is allowed by the Special Permit and is consistent with the City’s planning study and guidelines for the area. The Special Permit imposes minimum retail square footage requirements with respect to Parcel N and nearby parcels, and attachments to the Special Permit and its amendments show that it has always been contemplated that a daycare use could count towards those requirements. However, because the minimum square footage requirements do not specifically refer to daycare uses, and because a daycare use is deemed an “institutional use” under the Cambridge Zoning Ordinance (“**Ordinance**”), we seek a minor modification to Condition 12.c.(iv) that specifically authorizes the space attributable to a daycare use to count towards the retail square footage requirement. In addition, we request findings that the minor modification is appropriate because (1) it is consistent with the intent behind the Special Permit and its amendments and (2) it will not alter any of the bulk, dimensional or physical impacts of the building.

## **ADDITIONAL EXPLANATION**

### **The Proposed Use and Operation of Rock and Roll Daycare.**

Rock and Roll Daycare is a local, women and minority-owned daycare business with six existing locations in Massachusetts, all of which are in Cambridge. Rock and Roll Daycare is a dynamic, music-inspired Montessori Childcare Program that serves infants, toddlers, and preschool aged children. Rock and Roll Daycare also provides music lessons, adult education classes for parents, and music classes for members of the community, consistent with a retail use. Rock and Roll Daycare wants to open a location at the ground level of 20 Child Street, one of the residential buildings at Cambridge Crossing. At this Site, Rock and Roll Daycare can provide much needed services for families who live or work in the Cambridge Crossing development and the East Cambridge neighborhood.

The Site can accommodate approximately 45 students. We note that parents of approximately 15 students who either work or live at Cambridge Crossing have already notified Rock and Roll Daycare that they would like to transfer their children to the proposed facility when it opens. Since it is expected that most of the families that will avail themselves of Rock and Roll Daycare's services will live or work at or near Cambridge Crossing and will walk to the Site, we do not expect that the proposed will have any adverse impact on traffic and parking as compared to any other retail uses.

Rock and Roll Daycare proposes to occupy approximately 3,014 square feet of the approximately 8,600 square feet of ground floor retail space available at the Site. The daycare will front Jacobs Street and operate five days a week (Monday through Friday), from approximately 8 AM to 6 PM. Rock and Roll Daycare proposes no alterations to the exterior, windows, or doors of the premises that were approved during Design Review of Parcel N other than to add a single, unlit, reclaimed wood sign of approximately 14 square feet, which was suggested by the Cambridge Development Department. The proposed use, therefore, will be in keeping with the goals of enlivening and activating the ground floor of the street. An elevation of Rock and Roll Daycare's storefront and a sign drawing for its proposed signage is attached hereto as **Exhibit A** and incorporated herein. Both institutional and retail uses are allowed pursuant to the Special Permit within the Cambridge Crossing development.

Rock and Roll Daycare obtained the building permit to start its buildout of the proposed day care center on May 10, 2021. Recently, and shortly before substantial completion of the build-out, a concern was raised as to whether Rock & Roll Daycare's space could be used to satisfy the Parcel N Retail Square Footage Requirement (discussed below). The question arose because the Ordinance, at Section 4.33(b)(2) of the Table of Uses, identifies "day care" as a type of

*institutional* use. As noted below, documents attached to the Board’s Special Permit decisions and incorporated therein make clear that a daycare use of up to 8,000-10,000 square feet shall count towards satisfying the retail square footage requirement of Special Permit Condition 12.c.(iv)

### **Daycare Use and Its Treatment Relative to Special Permit Condition 12.c.(iv).**

The Special Permit requires that Gross Floor Area measuring 75,000 square feet in the aggregate be located on Parcels I, N, Q1, R and W. Specifically, Condition 12.c.(iv) of the Special Permit (“**Multi-Parcel Retail Square Footage Requirement**”) states that:

“[T]he retail Gross Floor Area proposed for Blocks I, N, Q1, R and W, constituting the 75,000 square foot as of right quantity of retail use allowed in Section 13.70, may be eliminated or relocated only after the issuance of a Major Amendment to the permit. It is essential that the at-grade environment at these locations be attractive and lively and inviting to pedestrians from within and without the district.”

We note that this language has resided in the Special Permit since the original Special Permit was issued in 2003, though originally the Multi-Parcel Retail Square Footage Requirement applied to Blocks H, N, M, R, Q and V. Parcel N has consistently been a Parcel contained in the Multi-Parcel Retail Square Footage Requirement since inception. Since Amendment No. 3 (Major) to the Special Permit, Parcel N has been required to contain 8,600 square feet of first floor retail use as is evidenced by Appendix I to the Special Permit, which was last updated at the time of the approval of Amendment No. 9 (Minor) to the Special Permit. Collectively, the foregoing Parcel N Square Footage Requirement and the Multi-Parcel Retail Square Footage Requirements are referred to herein at times as “**Retail Square Footage Requirements**.”

Retail uses are generally allowed in Cambridge Crossing per the provisions of Condition 4, which allows all uses in Sections 13.50 and 13.70 which includes all retail uses listed in Section 4.35 of the Ordinance.<sup>1</sup> In addition to this general allowance of retail uses enumerated in the Ordinance, the Special Permit also included a list of “representative retail establishments” that were “anticipate[d]” to be “locate[d] at Northpoint” (“**Representative Retail List**”). Since 2003, the Representative Retail List has included a “childcare center”. In the original Special Permit, childcare centers (i.e., day care centers) containing up to “8,000/sf” were included on the Representative Retail List. Special Permit Amendment No. 6 (Major) has continued this proposed treatment of day care center use by referencing in the updated Representative Retail

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<sup>1</sup> We note that Section 13.70 of the Ordinance allows “any use permitted in Article 16.000”. Article 16, Subsection 16.21.5 of the Ordinance, in turn, permits a long list of uses, including the use set forth in Sections 4.33(b), which includes, at subsection (2), “[p]reschool, day care center, kindergarten.”

List: “Childcare Center 3,000 – 10,000 sf”. A copy of the Representative Retail List is attached hereto as **Exhibit B**.

While we realize that a day care center use is not a retail use per the provisions of Article 4.000 of the Ordinance, we do believe that there was an intent to allow day care center uses to be treated as a retail use for the purposes of compliance with Condition 12.c.(iv) of the Special Permit.

The inclusion of day care uses in the Representative Retail List appeared in Amendment No. 3 (Major), indicating specifically that “childcare center” uses, demonstrates the Board’s intent that this use could be used to satisfy the 75,000 Multi-Parcel Retail Square Footage Requirement (“**Board’s Retail List**”). Specifically, the Board’s Retail List included approximately 8,000 sf of “childcare center” uses to satisfy the Multi-Parcel Retail Square Footage Requirement

A copy of the Board’s Retail List is attached hereto at **Exhibit C**. Thus, the Board, first by referencing the Representative Retail List prepared by the applicant and then by attaching a version of the list that the City itself prepared, identified childcare centers as a use that could be used to reach 75,000 square feet of *retail* space.

More than a decade later – in 2016 – the Master Developer applied for an amendment to the Special Permit and, at the request of the CDD and as part of its application materials, submitted a revised retail list (“**Revised Representative Retail List**”).<sup>2</sup> As noted above, the Revised Representative Retail List identified childcare uses measuring 3,000 – 10,000 square feet as one of the “potential retail uses” that was “detailed in the original Permittee’s application of 2003” and “remain[ed] relevant and desirable in the present.” A copy of the Revised Representative Retail List is attached hereto as **Exhibit D**.

In short, the Multi-Parcel Retail Square Footage Requirement states that “the retail Gross Floor Area *proposed* for Blocks [I, N, Q1, R and W]” shall constitute “75,000 square foot as of right quantity of retail use allowed” for those Blocks, and the Representative Retail List as the same has evolved over time have always provided that the “proposed” retail space could include between 8,000 and 10,000 square feet of day care/childcare center space. Therefore, we believe that it has always been intended – from the issuance of the Special Permit in 2003 to the issuance of the most recent major amendment to it in 2016 – that day care center space may be counted towards the Retail Square Foot Footage Requirements within Cambridge Crossing.

### **Consistency with the City’s Planning Study and Design Guidelines.**

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<sup>2</sup> The Revised Representative Retail List is dated July 6, 2016. In its memorandum dated May 31, 2016, the CDD requested that the 2003 Representative Retail List be updated. See pp. 5-6 of [https://www.cambridgema.gov/-/media/Files/CDD/ZoningDevel/SpecialPermits/sp179mja6/sp179amdt6\\_cddmemo\\_20160531.pdf](https://www.cambridgema.gov/-/media/Files/CDD/ZoningDevel/SpecialPermits/sp179mja6/sp179amdt6_cddmemo_20160531.pdf)

In addition to the above, each of the *Eastern Cambridge Design Guidelines* (“**Guidelines**”) and the *Eastern Cambridge Planning Study* (“**Planning Study**”) provide that day care center is a type of use that may assist in activating the ground plane and creating a sense of place. *Special Permit* at pp. 10, 14, 16, 19-14. More specifically, both the *Planning Study* and the *Guidelines* identify first floor childcare as a desirable use in the area. *See Planning Study* at D.3 (“New development on mixed-use blocks should be consistent with the following principles: i. Street level facades should include active uses such as: . . . Services for the public or for commercial offices such as fitness centers, cafeterias, *daycare centers*, etc.”) (emphasis added); *Guidelines* at p. 3 (stating that new developments on mixed-use blocks should include active uses such as, among others, “Services for the public or for commercial offices such as fitness centers, cafeterias, *daycare centers*, etc.”) (emphasis added).

Relatedly, from as early as the original Special Permit (see p. 9 of the Special Permit, which finds that the development will create a “new, active local residential neighborhood in which office and retail activities will provide jobs and play a prominent role in supporting the residential population”) to the most recent major amendment, Amendment #6 (see p. 7, which emphasizes that the goal that retail uses of the Final Development Plan “retain a predominantly local character, and not become a ‘destination retail’ center that would potentially attract more vehicle trips to the site”), the intent of the parties has been to create a lively, locally based neighborhood. The day care center use fulfills these goals by, among other things, (1) providing a needed service to area residents, and especially working people with young children who require childcare, and (2) providing this service in a storefront space that activates the streetscape in a manner that is functionally indistinguishable from a variety of retail uses.

### **Requested Minor Amendment**

As noted above, the treatment of day care center use as a retail use is consistent with the intent of the Special Permit. As a result, we do not believe that allowing the day care center use to count towards the square footage requirements of Condition 12.c.(iv) request should be viewed as a substantial deviation from the “PUD concept approved by the Planning Board.” See Ordinance § 12.37.2. We note that the proposed use, which is allowed, does not in any way alter any of the bulk, dimensional or physical impacts of the building.

For all these reasons, the requested relief fits comfortably within the Ordinance’s definition of minor amendment and, furthermore, we believe it would be at odds with the definition of a “major amendment” under the Ordinance, which is intended for truly material changes to a Planned Unit Development Project.

Specifically, we are requesting the following minor revisions to the Special Permit:

<b>Section of the Special Permit</b>	<b>Requested Minor Amendment</b>
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Condition 12.c.(iv)	Insert the following immediately after the words “as of right quantity of retail use”: “(which may include day care center uses identified in Section 4.33.b.2. of the Ordinance).”.
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### Conclusion

For the reasons explained above, granting this minor amendment will be consistent with the Ordinance, it will not have any impact on the PUD (other than to allow a long-anticipated use to proceed), it will have no precedential effect on any other project in the City,<sup>3</sup> it will satisfy the intent behind the PUD and all applicable design requirements, and it will result in a number of beneficial impacts.

Thank you for your attention to this matter.

Sincerely,

Jennifer R. Schultz

Jennifer R. Schultz  
Counsel for and on behalf of  
PRII Twenty20, LLC, the  
Parcel N Land Owner

Darren M. Baird

Darren M. Baird  
Counsel for and on behalf of  
DivcoWest Real Estate Services LLC  
and its affiliates, as Master Developer

### Enclosures

1. Elevation of Storefront and Proposed Sign Drawing (**Exhibit A**);
2. Representative Retail List reference in the Special Permit decision (**Exhibit B**);
3. Board’s Representative List referenced in and attached to Amendment #3 (Major) to the Special Permit (**Exhibit C**); and

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<sup>3</sup> We note that because the circumstances involved are unique and will not have any precedential effect as this may be the *only* instance in which the Ordinance ascribes a label to a particular use but the Special Permit Decision explicitly indicates that the use may be treated as a different use for certain purposes (here, for purposes of satisfying retail square footage requirement of Condition 12.c.iv).



Ms. Catherine Preston Connolly, Chair

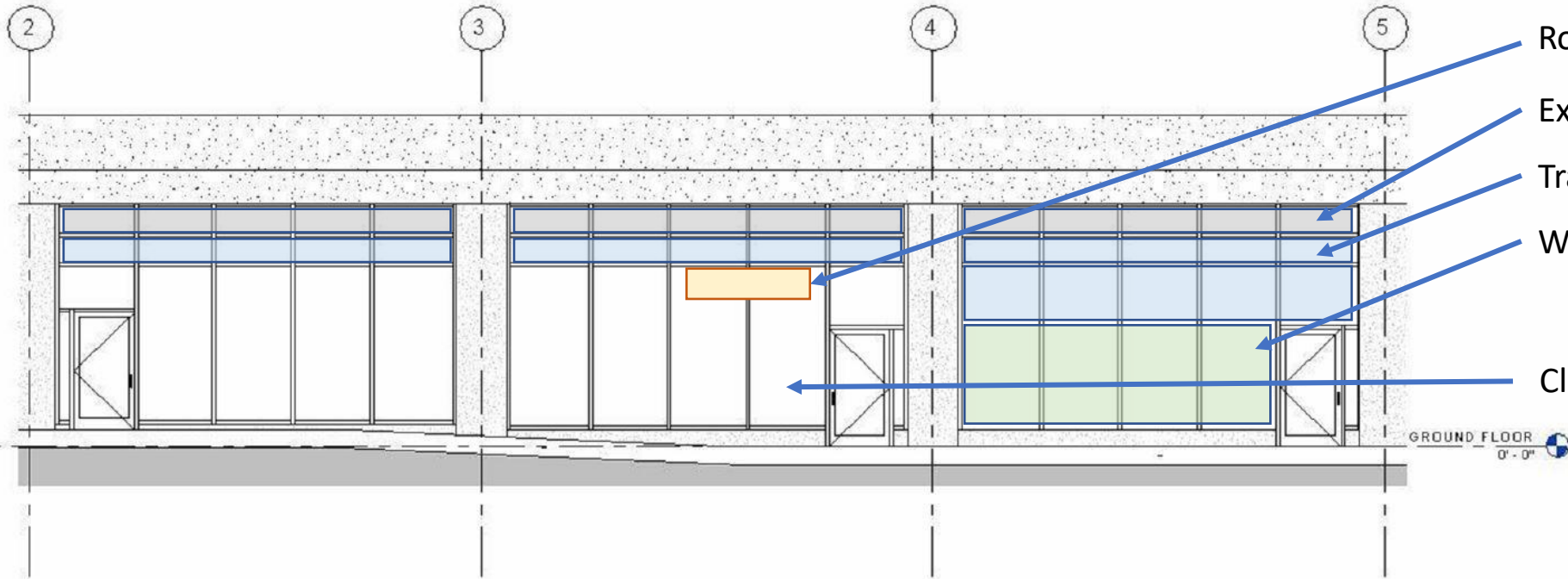
August 24, 2022

Page 7

4. Revised Representative Retail List referenced in and attached to Amendment #6 (Major) (**Exhibit D**); and
5. Updated Appendix I to the Special Permit (**Exhibit E**).

**EXHIBIT A**

**ELEVATION AND SIGN DRAWING**



- Rock & Roll Daycare Sign
- Existing Mechanical Louvers
- Translucent Vinyl Window Frosting
- Window Shades: Only from 1-3PM
- Clear Glass; No Treatment

GROUND FLOOR  
0' - 0"

EXTERIOR ELEVATION - FRONT  
1/8" = 1'-0"

Rock & Roll

DAYCARE

580

**EXHIBIT B**

**REPRESENTATIVE RETAIL LIST**

**SPAULDING & SLYE**



**To: Tom Anninger, Cambridge Planning Board  
Les Barber, Cambridge Community Development**

**From: Lisa S. Serafin  
Spaulding & Slye Colliers**

**Date: April 15, 2003**

**Re: North Point Retail Uses**

Attached please find a list of representative retail establishments that we anticipate would locate at North Point. The list, prepared by Retail Resources Inc., the project's retail consultant, provides a sense of the size of typical establishments and presents one combination (one of each type) that would equal approximately 75,000 square feet of retail development.

The 150,000 square feet of retail uses allowable at North Point per the Special Permit will comprise some combination of the uses on the attached list or those of similar type. The combination at any given time will be determined based on the market viability of each type of use (for example, it may be appropriate to include several restaurants, bakeries or convenience stores but no hardware store).

# RESOURCE Inc.

D e b o r a h B y r n e s

## North Point Retail Uses

Small Grocery store	10-20,000/sf
Bookstore/College campus store	10,000/sf
Bank	3,000/sf
Fitness Center	8-15,000/sf
Childcare Center	8,000/sf
Convenience store with Newsstand and liquor (24 hours)	5,000/sf
Neighborhood hardware with Storage	1,500/sf 1,500/sf
Food Uses	
Coffee Bar	1,300/sf
Wine Bar	2,500/sf
Quick service café	3,000/sf
Bakery	1,000/sf
Bistro	4,500/sf
Services	
Dry Cleaners	1,000/sf
Florist	1,200/sf

1348 Cambridge Street  
Cambridge, Massachusetts 02139  
tel 617.876.4480 fax 617.876.4481

E-mail: [Deborah@rci.com](mailto:Deborah@rci.com)

# Resource Inc.

D e b o r a h B y r n e s

Travel Agency  
Video Store  
Self Storage  
Day spa

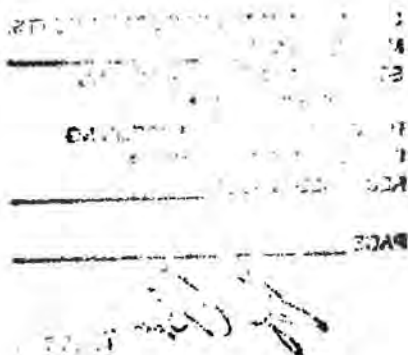
1,200/sf  
3,000/sf  
5,000/sf  
5,000/sf

1348 Cambridge Street  
Cambridge, Massachusetts 02139  
tel 617 876.4480 fax 617 876.4481  
e-mail detByrnes@301.com



For source of title, see:

- Book 372, Page 32
- Book 1097, 625
- Book 1532, Page 419
- Book 1559, Page 136
- Book 1843, Page 184
- Book 2395, Page 169
- Book 3510, Page 279
- Book 3550, Page 242
- Book 3684, Page 384
- Book 3855, Page 27
- Book 4434, Page 442
- Book 4887, Page 295
- Book 4943, Page 563
- Book 4953, Page 256
- Book 9668, Page 380
- Book 39214, Page 586
- Book 39214, Page 589
- Book 5033, Page 42
- Book 4315, Page 1
- Book 4315, Page 3
- Book 10572, Page 95
- Book 15192, Page 192



**EXHIBIT C**

**BOARD'S REPRESENTATIVE RETAIL LIST**

#### Appendix IV: Retail Uses

**The Permittee has proposed no change to the list of representative retail establishments prepared by Retail Resources, Inc., a consultant for the original Permittee, which was submitted in a memorandum dated April 15, 2003 and attached to the original Special Permit Decision. Such list is restated in this Appendix as set forth in that memorandum.**

Attached please find a list of representative retail establishments that we anticipate would locate at North Point. The list, prepared by Retail Resources Inc., the project's retail consultant, provides a sense of the size of typical establishments and presents one combination (one of each type) that would equal approximately 75,000 square feet of retail development.

The 150,000 square feet of retail uses allowable at North Point per the Special Permit will comprise some combination of the uses on the attached list or those of similar type. The combination at any given time will be determined based on the market viability of each type of use (for example, it may be appropriate to include several restaurants, bakeries or convenience stores but no hardware store).

Small Grocery store	10-20,000/sf
Bookstore/College campus store	10,000/sf
Bank	3,000/sf
Fitness Center	8-15,000/sf
Childcare Center	8,000/sf
Convenience store with Newsstand and liquor (24 hours)	5,000/sf
Neighborhood hardware with Storage	1,500/sf 1,500/sf
Food Uses	
Coffee Bar	1,300/sf
Wine Bar	2,500/sf
Quick service cafe	3,000/sf
Bakery	1,000/sf
Bistro	4,500/sf
Services	
Dry Cleaners	1,000/sf
Florist	1,200/sf
Travel Agency	1,200/ sf
Video Store	3,000/sf
Self Storage	5,000/sf
Day spa	5,000/sf

**EXHIBIT D**

**REVISED REPRESENTATIVE RETAIL LIST**

July 6, 2016  
GSP Project Memo  
North Point Retail Vision

## I. Summary

Graffito SP (“GSP”) has been engaged by DivcoWest to develop a retail planning and leasing approach for NorthPoint (the “Project” or the “Site”) that embraces the values and goals described in this memo. The overarching objective of the NorthPoint retail plan is to develop a neighborhood-serving retail district that incorporates locally-owned small-format merchants, community-oriented spaces, creative programming, and integration with the project’s open spaces to create an active, vibrant, and unique public realm. Execution of this retail plan will be an essential investment in the success of NorthPoint as a place and of the Project as a whole.

North First Street is the primary retail corridor within NorthPoint because it is the point at which the greatest number of connections are made. The new Lechmere station will be on First Street; it will be the only street in Project that extends directly into the existing street grid in East Cambridge, and, by connecting to Cambridge Street just across Monsignor O’Brien, it will create a linkage to the Cambridge Street retail corridor that will strengthen both that existing retail zone and the new one in NorthPoint. The retail zone on North First Street, already incorporated in the existing NorthPoint Special Permit, is the right strategy for retail at the Site, and the new design strengthens the concept significantly.

The largest portion of the retail space in the NorthPoint plan is in the ground floor of mixed-use buildings. A smaller, but critical, portion has been designed in small retail buildings that help accomplish several essential objectives:

- They will allow the retail to be integrated into the public realm in a way that is not possible with large buildings alone. We believe this integration is a key element of differentiation for the NorthPoint retail district, and essential to inspire retailers to commit to a pioneering location.
- It allows delivery of a minimum critical mass of retail space in the initial phase, when there will likely be only a single commercial building at the Site. This minimum critical mass is crucial from a retail tenant perspective.
- The small buildings will allow DivcoWest to design a place that has a human scale and sense of place, with a variety of architecture and storefronts.

Specific leasing and activation strategies will include:

- Actively recruit and prioritize deals with small, local, owner-operated businesses;
- Deliver rentable premises within the Project of varying shapes and sizes in an effort to foster (i) texture on the ground floor and (ii) maximum flexibility in tenant recruitment;
- Think about ground floor activation as far more than just traditional retail leasing by incorporating into planning and tenanting programmatic and temporary uses; and

- Implement certain best practices from a design/architecture perspective that enhance the ground floor throughout the Project.

## II. Updated Retail Master Planning Principles

In order to accomplish the above goals, certain changes have been made to the original master plan from 2002 and 2003. Specifically, (i) First Street has been straightened, (ii) the updated master plan concentrates some retail at the center of the Site on First Street, consistent with the Retail Square concept in the 2003 master plan amendment, and (iii) more retail is moved to phase 1A and 1B to enable early site activation. **Creating a central node of retail along a better-connected First Street corridor is crucial for several key reasons:**

- Concentrating the retail in areas adjacent to the Site's open space and parks will make both the open space and the retail more dynamic. We have embraced a belief that the park and open space is the Site's true anchor and retail merchandizing and planning must show deference to such.
- The Project's retail should fit into the context of (and be inspired by) Cambridge's most successful mixed-use neighborhoods, which means there shall be (i) a compression of stores along and within a few key corridors and (ii) a lack of dependency on the automobile and parking. As such, bringing the retail to locations more proximate to the Green Line is crucial.
- Retailers need concentration and adjacencies to be successful. Building isolated retail premises throughout the Site will be challenging to lease and present the risk of creating spaces that sit vacant for long periods of time, which is a pattern we've seen historically in Cambridge and other locations.

Further, as related to those potential retail uses (and sizes) that were detailed in the original Permittee's application of 2003, while many of those uses and retail targets remain relevant and desirable in the present (*i.e.*, childcare, multiple food uses, florist and fitness), there are certain changes that must be made given the realities of today's market, as follows:

- Travel agencies, large format book stores (5,000 SF+) and video stores are no longer viable, desirable or available uses for the Project;
- There is no need for both a 5,000 SF convenience store and a small grocery store (a small-format grocery store will still though be targeted);
- The Project will be able to accommodate far more than just one full-service restaurant; and
- The Project will benefit from additional recreational and active-lifestyle uses to enhance connection to (and cultural alignment with) open space, the community path, skate-park and the Charles River.

A revised list of potential retail uses is attached.

## III. Core Retail Design Principles

As follows is an overview of certain threshold design practices that will be incorporated into written guidelines for the Project:

- Operable windows and storefront features that enhance actual and visual permeability vis-à-vis the public realm will be encouraged, specifically including guidelines regarding use of clear glazing, storefront lighting and entry locations;
- Building facades shall be constructed to properly frame and distinguish the first story of all buildings (canopies, lighting, signage, color and material variation, etc.);
- Outdoor seating to be utilized and encouraged whenever and wherever possible;
- All buildings within the Project shall have centralized loading, trash and back-of-house functions that can be efficiently shared by multiple retail tenants;
- Unique, attractive and functional retail signage and way-finding (and combination thereof) shall be encouraged; and
- Higher than industry standard floor-to-floor clearances will be encouraged at all new ground floor retail spaces.

GSP Contact:

Jesse Baerkahn, President

jesse@graffitosp.com

+1 (617) 669 - 6171



One Broadway 14<sup>th</sup> FL, Cambridge, MA 02142  
108 Lincoln Street, Loft 1A, Boston, MA 02111  
info@graffitosp.com || graffitosp.com

Potential Retail Uses

Northpoint

July 6, 2016

Neighborhood Market/Grocer	5,000 - 10,000 sf
ATM	200 – 500 sf
Fitness & Recreation Uses	2,000 - 15,000 sf
Childcare Center	3,000 - 10,000 sf
Coffee Shop	500 – 3,000 sf
Brewpub	1,000 – 5,000 sf
Bakery	500 – 5,000 sf
Juice & Health Foods	500 – 1,000 sf
Bistro	2,000 – 5,000 sf
Quick Service Restaurants	1,000 – 2,500 sf
Full Service Restaurants	3,000 – 6,000 sf
Dry Cleaner	500 – 1,000 sf
Florist	500 – 1,000 sf
Bike Shop	500 – 2,000 sf
Specialty fitness	500 – 2,000 sf
Salon / Barber	500 – 3,000 sf



**EXHIBIT E**  
**UPDATED APPENDIX I**

**Appendix I: Revised Statistical Summary of the Approved Master Plan**

**I. Project as a Whole**

**A. Three City Summary**

a. Parcel Area	Total Area in Acres (Square Feet):	45.37 acres (1,976,501 square feet)
b. Floor Area	FAR at North Point:	2.66
	FAR at Lechmere	2.5
	Total GFA	5,245,854 square feet
c. Non-Residential	Maximum FAR	1.10
	Approved GFA	2,185,062 square feet for all non-residential uses
	Retail GFA:	300,000 square feet at North Point Amount TBD at Lechmere
d. Residential	Maximum FAR:	1.55
	GFA:	3,060,792 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	392,000 square feet
	Other/Common Open Space in Square feet:	TBD
f. Parking Spaces	Maximum Permitted:	3,807 spaces +300 replacement MBTA spaces
	Maximum non-residential:	See Special Permit
	Residential:	0.5-1.0 spaces/unit for each building Average of 0.75/unit for the entire project at full build-out
g. Dwelling Units	Proposed Number:	3,177 units

**B. Development in Cambridge**

a. Parcel Area	Total Area in Acres:	38.77 acres
	Square Feet:	1,690,276 square feet
	Area at North Point in Acres:	37.1 acres
	Square Feet:	1,617,534 square feet
	Area at Lechmere in Acres:	1.67 acres
	Square Feet:	72,742 square feet
b. Floor Area	FAR at North Point:	2.54
	FAR at Lechmere:	2.5
	GFA at North Point:	4,102,825 square feet
	GFA at Lechmere:	181,855 square feet
	Total GFA:	4,248,695 square feet
c. Non-Residential	Maximum FAR at North Point:	TBD
	Maximum FAR at Lechmere:	TBD
	Approved GFA at North Point:	1,409,063 square feet
	Approved GFA at Lechmere:	3,988 (Retail Only)
d. Residential	Minimum FAR at North Point:	TBD
	Minimum FAR at Lechmere:	TBD
	Approved GFA at North Point:	2,656,925 square feet
	Approved GFA at Lechmere:	177,867 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided at North Point:	323,507 square feet
	at Lechmere:	11,000 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential at North Point:	See Special Permit
	at Lechmere:	See Special Permit
	Residential:	TBD 0.5 – 1.0 spaces/unit for each building - Average of 0.75/unit at full build-out for all municipalities
g. Dwelling Units	Proposed Number:	TBD

**C. Development in Somerville**

a. Parcel Area	Total Area in Acres:	5.28 acres
	Square Feet:	229,856 square feet

**D. Development in Boston**

a. Parcel Area	Total Area in Acres:	1.29 acres
	Square Feet:	56,369 square feet

**E. Development in Boston + Somerville**

a. Parcel Area	Total Area in Acres: Square Feet:	6.57 acres 286,225 square feet
b. Floor Area	Total FAR	3.49
	Total GFA	997,159 square feet
c. Non-Residential	Maximum FAR	2.70
	GFA	771,159 square feet
d. Residential	FAR	0.79
	GFA	226,000 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	TBD
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum permitted:	TBD
g. Dwelling Units	Proposed Number:	TBD

**II. PHASES**

**A. Statistical Summary - Phase 1A**

**1. Overall Dimensional Limits**

a. Parcel Areas	Total Phase 1A in Square Feet:	454,406 square feet
b. Floor Area	Total GFA	2,086,950 square feet
c. Non-Residential	GFA	444,336 square feet
	Retail GFA	TBD
d. Residential	GFA	1,642,614 square feet
e. Open Space	Public, Green Area or Permeable Open Space Provided:	4.12 acres or 179,902 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Non-residential:	See Special Permit
	Residential:	TBD - Average of 0.75/unit at full build-out for all phases
g. Dwelling Units	Proposed Number:	TBD

**2. Dimensional Limits on Individual Parcels**

Parcel I	a. Total Parcel Area:	100,837 square feet
	b. Total GFA:	406,795 square feet
	c. Use:	Mixed-use
	d. Non-Residential GFA:	TBD
	e. Retail:	Allowed, 25,714 square feet
	f. Residential GFA:	374,343 square feet
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel N (completed prior to this Major Amendment)	a. Total Parcel Area:	49,284 square feet
	b. Total GFA:	394,000 square feet
	c. Use:	Residential
	d. Non-Residential GFA:	8,600 square feet
	e. Retail: <sup>1</sup>	8,600 square feet
	f. Residential GFA:	385,400 square feet
	g. Total Parking Spaces:	184
	h. Associated Public, Green Area or Permeable Open Space:	8,760 square feet
Parcel JK	a. Total Parcel Area:	62,502 square feet
	b. Total GFA:	371,828 square feet
	c. Use:	Mixed-use
	d. Non-Residential GFA:	371,828 square feet
	e. Retail:	Allowed, 15,600 square feet
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel T (completed prior to this Major Amendment)	a. Total Parcel Area:	38,986 square feet
	b. Total GFA:	242,194 square feet
	c. Use:	Residential
	d. Non-Residential GFA:	None
	e. Retail:	Retail not proposed
	f. Residential GFA:	242,194 square feet
	g. Total Parking Spaces:	151 spaces in garage, 79 spaces at other locations on NorthPoint
	h. Associated Public, Green Area or Permeable Open Space:	13,861 square feet

<sup>1</sup>This includes approximately 3,014 square feet of day care center space, which is an allowed, non-residential institutional use, but shall be treated as retail for purposes of compliance with Special Permit Condition 12.c.(iv) of the Final Development Plan Special Permit.

Parcel S (completed prior to this Major Amendment)	a. Total Parcel Area:	30,090 square feet
	b. Total GFA:	112,398 square feet
	c. Use:	Residential
	d. Non-Residential GFA:	None
	e. Retail:	None
	f. Residential GFA:	112,398 square feet
	g. Total Parking Spaces:	51 spaces in garage, 49 spaces at other locations on NorthPoint
	h. Associated Public, Green Area or Permeable Open Space:	11,255 square feet
Parcel L	a. Total Parcel Area:	30,475 square feet
	b. Total GFA:	312,399 square feet
	c. Use:	Residential
	d. Non-Residential GFA:	None
	e. Retail:	Allowed, None
	f. Residential GFA:	312,399 square feet
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel M	a. Total Parcel Area:	30,475 square feet
	b. Total GFA:	212,142 square feet
	c. Use:	Mixed Use
	d. Non-Residential GFA:	3,000 square feet
	e. Retail:	Required, 3,000 square feet
	f. Residential GFA:	209,142 square feet
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel Q1	a. Total Parcel Area:	14,799 square feet
	b. Total GFA:	18,823 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	18,823 square feet
	e. Retail:	Required, 8,533 square feet
	f. Residential GFA:	None
	g. Total Parking Spaces:	None
	h. Associated Public, Green Area or Permeable Open Space:	TBD

Parcel W	a. Total Parcel Area:	20,743 square feet
	b. Total GFA:	16,371 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	16,371 square feet
	e. Retail:	Required, 16,371 square feet
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD

## B. Statistical Summary - Phase 1B

### 1. Overall Dimensional Limits

a. Parcel Areas	Total Phase 1B in Square Feet:	383,237 square feet
b. Floor Area	Total GFA:	1,937,348 square feet
c. Non-Residential	GFA:	1,554,602 square feet
	Retail GFA:	0
d. Residential	GFA:	382,746 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	3.6 acres or 158,820 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	See Special Permit
	Residential:	TBD 0.5 – 1.0 spaces/unit for each building - Average of 0.75/unit at full build-out for all phases
g. Dwelling Units	Proposed Number:	TBD

### 2. Dimensional Limits on Individual Parcels – Phase 1B

Parcel C	a. Total Parcel Area:	69,003 square feet
	b. Total GFA:	382,746 square feet
	c. Use:	Mixed-use
	d. Non-Residential GFA:	TBD
	e. Retail:	Allowed, amount TBD
	f. Residential GFA:	TBD
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel EF	a. Total Parcel Area:	87,225 square feet
	b. Total GFA:	419,529 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	419,529 square feet
	e. Retail:	Allowed, amount TBD
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD

Parcel G	a. Total Parcel Area:	101,610 square feet
	b. Total GFA:	452,798 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	452,798 square feet
	e. Retail:	Allowed, None
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel H	a. Total Parcel Area:	79,430 square feet
	b. Total GFA:	366,321 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	366,321 square feet
	e. Retail:	Allowed, None
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel U	a. Total Parcel Area:	45,969 square feet
	b. Total GFA:	315,954 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	315,954 square feet
	e. Retail:	Retail not proposed
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD

### C. Statistical Summary - Phase 2

#### 1. Overall Dimensional Limits

a. Parcel Areas	Total Phase 2 in Square Feet:	426,813 square feet
b. Floor Area	Total GFA:	1,221,556 square feet
c. Non-Residential	Maximum GFA:	186,124 square feet
	Retail GFA:	24,1331 square feet
d. Residential	Minimum GFA:	1,035,432 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	Balance of 11 acres
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	See Special Permit
	Residential:	TBD 0.5 – 1.0 spaces/unit for each building - Average of 0.75/unit at full build-out for all phases
g. Dwelling Units	Proposed Number:	TBD



**2. Dimensional Limits on Individual Parcels – Phase 2**

Parcel A	a. Total Parcel Area:	65,373 square feet
	b. Total GFA:	93,971 square feet
	c. Use:	Residential
	d. Non-Residential GFA:	None
	e. Retail:	Retail not proposed
	f. Residential GFA:	93,971 square feet
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel B	a. Total Parcel Area:	80,325 square feet
	b. Total GFA:	335,251 square feet
	c. Use:	Residential
	d. Non-Residential GFA:	TBD
	e. Retail:	Allowed, amount TBD
	f. Residential GFA:	TBD
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel D	a. Total Parcel Area:	59,838 square feet
	b. Total GFA:	306,491 square feet
	c. Use:	Mixed-use
	d. Non-Residential GFA:	TBD
	e. Retail:	Allowed, amount TBD
	f. Residential GFA:	TBD
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel Q2	a. Total Parcel Area:	114,928 square feet
	b. Total GFA:	163,794 square feet
	c. Use:	Commercial
	d. Non-Residential GFA:	163,794 square feet
	e. Retail:	Required, 1,801 square feet
	f. Residential GFA:	None
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD

Parcel R	a. Total Parcel Area:	46,343 square feet
	b. Total GFA:	140,194 square feet
	c. Use:	Mixed-use
	d. Non-Residential GFA:	TBD
	e. Retail:	Required, 18,342 square feet
	f. Residential GFA:	121,852 square feet
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD
Parcel V	a. Total Parcel Area:	60,006 square feet
	b. Total GFA:	181,855 square feet
	c. Use:	Mixed Use
	d. Non-Residential GFA:	3,988 square feet
	e. Retail:	Required, 3,988 square feet
	f. Residential GFA:	177,867 square feet
	g. Total Parking Spaces:	TBD
	h. Associated Public, Green Area or Permeable Open Space:	TBD