

NORTHPOINT

Application for Amendments to PUD Development Plan and Project Review Special Permits

April 11, 2016



Prepared for:

**DW NP Property, LLC
c/o DivcoWest
One Kendall Square, Ste. B3201
Cambridge, MA 02139**



In collaboration with:

**The HYM Investment Group, LLC
One Congress Street
10th Floor, Suite 101
Boston, MA 02114**



Prepared by:

**Beals and Thomas, Inc.
Reservoir Corporate Center
144 Turnpike Road
Southborough, MA 01772**

In collaboration with:

**Galluccio & Watson, LLP
Goulston & Storrs, PC
CBT Architects
VHB/ Vanasse Hangen Brustlin, Inc.**

*Submitted in Compliance with the City of Cambridge Zoning Ordinance
and the Notice of Decision on the Final Development Plan for the NorthPoint Project filed
with the Office of the City Clerk on April 15, 2003, as amended through Amendment #5
(Minor) dated July 30, 2015
PB #179*



April 6, 2016

Cambridge Planning Board
City Hall Annex
344 Broadway
Cambridge, MA 02139
Attention: Elizabeth Paden

Via: Hand Delivery

**Subject: Request for Special Permit Amendments
NorthPoint (PB #179)**

Dear Chairman Cohen and Members of the Board:

DivcoWest is pleased to submit the attached Request for Special Permit Amendments for the NorthPoint project on behalf of DW NP Property, LLC (“the Applicant”). This filing is submitted in accordance with the *City of Cambridge, Massachusetts Zoning Ordinance* (the “Zoning Ordinance”) and the *Notice of Decision Final Development Plan* (Case No. PB#179) as amended to date.

DW NP Property, LLC, an investment vehicle of DivcoWest, acquired the NorthPoint site in August 2015. Our plans are focused on the long-term planning, development and growth of Northpoint. DW NP is capitalized for an extended investment period.

Since acquiring the site, we have focused diligently on advancing the design and preparing for construction. Our goals for the site can be distilled into two essential parts: first, to commence development as quickly as possible, and second, to make Northpoint successful as a place. More specifically, this includes:

1. Developing Northpoint in a manner consistent with the intent of the Special Permit, beginning immediately and proceeding toward complete buildout as rapidly market conditions allow,
2. Attracting commercial office and life-science tenants to Northpoint for the first time, establishing Northpoint as another hub of growth and innovation in Cambridge to supplement Kendall Square,
3. Creating a neighborhood retail district to serve the needs of residents and employees at the site throughout the day, including the occupants of the more than 2100 existing residential units on or immediately adjacent to the Northpoint site,
4. Building a new open space in the heart of the project designed for active daily uses, and linking the open spaces and the new Lechmere Green Line station to

- the retail district so that together they form an attractive and functional public realm where people look forward to spending time,
5. Designing Northpoint so that pedestrian, bicycle, and transit travel is comfortable, safe, and convenient, and
 6. Integrating Northpoint into the East Cambridge neighborhood and making it into a place used, enjoyed, and valued by residents of the City as a whole.

This application would not alter any of the major parameters of the Special Permit. We are proposing no changes to any of the following:

- Total GFA
- Minimum Residential GFA
- Maximum Commercial GFA
- Maximum Retail GFA
- Traffic generation
- Number of parking spaces
- Total open space area
- Height zones
- Number of 220' tall buildings

We are also maintaining the commitment made by the previous development team to a public market on Parcel V. The Community Path is retained, with improved safety conditions at the Water Street/Dawes Street crossing, as described further below.

Northpoint challenges and our approach

The principal challenges of the Northpoint site are to attract major commercial tenants to the site and to establish an attractive and functional base of amenities – restaurants, cafes, a market, and services. These challenges are directly related to one another. Without the amenities of a healthy, well-executed retail district, the commercial tenants will continue to bypass the site.

Northpoint has been marketed extensively and without success to office and life-science tenants for well over a decade. We believe we can succeed in attracting these tenants, but only by establishing an attractive public realm, providing pleasant spaces for people along with the kind of amenities employees and companies expect and demand in an urban environment. Building a high-quality public realm requires a deep commitment to creating value in the site as a whole, because the elements of the public realm itself – retail spaces, open spaces, and community spaces – will not generate an economic return in and of themselves.

DivcoWest has the experience and expertise to do this successfully, and we have assembled a top-flight design, marketing, and consulting team for this project. The ongoing support of the City of Cambridge will also be essential to the success of this new neighborhood.

The success of the retail district at the heart of Northpoint will be significantly dependent on the rate at which the project develops. The retailers will need a significant base of customers, and a large portion of those customers will be on-site employees and residents.

The uncertainties and delays of the Green Line Extension present a significant additional, and unanticipated, challenge to development of Northpoint. The existing MBTA property (parking lot) is immediately adjacent to the new open space and retail district. In the best case, the new Lechmere Station has been delayed at least 2 years, and will not allow First Street to be brought into the site until some point later. We are doing everything possible to support the Green Line Extension, but the situation has imposed significant additional direct and indirect costs, and introduced significant additional execution risk to the retail, given the adverse visual and environmental impacts of the surface parking lot.

Investments and City-wide benefits

Our infrastructure investment to build the on-site streets and utilities and off-site mitigation measures will be over \$60 million. The project will generate over \$25 million in Incentive Zoning payments, and ultimately Northpoint will result in approximately \$35 million in annual tax revenue to the City. The project has already delivered 79 affordable units to Cambridge, and at full buildout, there will be approximately 365.

We have already completed a major clean-up, grading the entire property and removing tons of debris dating back to the time the site was a railroad yard. In June, we will install a Hubway station at the base of the Brian P. Murphy Staircase. Soil compaction in preparation for infrastructure construction has already begun.

Stakeholder involvement

Prior to filing this application, we have met with neighbors and other key stakeholders, including the East Cambridge Planning Team and the East Cambridge Business Association. We've received positive feedback from each group, and received a letter of support from the ECPT. The neighbors in existing buildings on and adjacent to the site have been enthusiastic about our plans for the retail district, as there is essentially no retail north of Monsignor O'Brien today.

We have worked closely with Planning staff and other City departments in the preparation of this application. This process has generated valuable feedback that has been incorporated into our plans and will guide our process going forward.

Changes to existing Special Permit

The specific changes to the Master Plan requested by this application include:

1. Creation of the new active-use park at Water Street on Parcel I, in the center of the Site. This park is approximately 30,000 square feet, nearly three-quarters of an acre, and a completely new feature of the NorthPoint Development Plan. We believe the new park will enhance the vitality of NorthPoint and create a significant new amenity for residents throughout East Cambridge. It will be the anchor of a network of open space connectivity that will extend through the Retail Square, into NorthPoint Common, and beyond, to North Point Park and the regional open space system.
2. Creation of small-scale retail buildings in the center of the Project, on Parcels I, Q, and W (a newly proposed small parcel adjacent to NorthPoint Common in the

location of an existing building) enabled by the re-parcelization resulting from the street and open space realignment described in this Application. These one- and two-story buildings will bring a human scale to the public realm and introduce architectural variety and visual interest. Parcel W, which fronts on North First Street and is adjacent to the western edge of NorthPoint Common, will activate the Common and is vital to the continuity of the First Street retail corridor between Parcels R and JK.

3. Addition of finger parks and other open space areas of similar size and shape and placement within the Site to align and extend view corridors from the center of the Project to beyond the Site boundaries.
4. Breaking down of the scale of the longest buildings and blocks in the prior plan (A, B/C/D, E/F, G/H, and Q) and deploying parks and open space areas between parcels. The single building on Parcel Q has been broken down into a shorter commercial office building (Q2) and a smaller, 2-story retail/office building (Q1) to improve pedestrian flow to and from the new Lechmere Station. Parcel Q1, which includes a 14,000 sf commercial (retail) building, is in Phase 1A to allow construction simultaneously with the Parcel W retail, while the larger Q2 commercial building remains in Phase 2. These changes are also enabled by the re-parcelization resulting from the street and open space realignment described in this Application.
5. Realignment of two street segments which improves traffic flow and vehicular, bicycle and pedestrian safety.
 - a. North First Street has been straightened between MOB and Dawes Street. This will improve its function as the primary retail corridor of the Project, where line-of-sight visibility is so important.
 - b. Northpoint Boulevard has been realigned so that it runs directly from the existing intersection at East Street to West Boulevard. The prior plan had two offset three-way intersections at Northpoint Boulevard and Water Street and then at Dawes Street and West Street. The straightening of Northpoint Boulevard has also resulted in the traffic circle at the end of the road shifting slightly east, and the multi-use path being located continuously on the northern side of the street rather than crossing back and forth.
6. One other change resulting from the re-parcelization is the deletion of a one block roadway (formerly referred to as Baldwin Street) and its replacement with an enhanced larger finger park between Parcels JK and L.
7. The allocation of building area to individual parcels has changed in response to the realignment of streets, finger parks and other open spaces and view corridors described above, and the resulting adjustments to parcel sizes. The size and shape of various parcels have changed as some of the former Parcels have been combined. The re-parcelization has also resulted in a few shifts in the use of certain parcels but, as noted above, with no change to the total permitted development or in the residential/non-residential split of the uses.

8. The parcels eligible for 220' tall buildings have shifted slightly as the underlying parcel boundaries have been adjusted. One 220' designation has been moved from Parcel J to Parcel I, although the actual location of the 220' designation has moved only modestly, as the edge of Parcel I has moved east along with the proposed realignment of N. First Street. All 220' designations remain within the existing and unchanged height zone.
9. We are requesting approval for potential interim commercial uses on Parcel H, which would be in support of our goal of activating the Site as much and as soon as possible. Early activation of the Site, particularly adjacent to the Brian P. Murphy Memorial Staircase, would help build and maintain development momentum.
10. As a result of the re-parcelization, re-alignment of streets and open spaces and addition of open spaces described herein, there have been some minor shifts in the locations of certain uses between Cambridge and Boston/Somerville.
11. Finally, in order to maintain the vibrant mix of uses in Northpoint from time to time, we have revised the phasing of the Project. Overall, more development has been moved to Phase 1A to expedite construction. The cumulative mix of residential and non-residential GFA after completion of Phases 1A and 1B remains 50%/50%. The overall ratio at the completion of Phase 2 also remains the same – 58% residential / 42% non-residential.

These phasing changes enable the Applicant to accelerate development of the multifamily parcels lining NorthPoint Common while also helping to advance the first commercial building on Parcel JK and on the first part of the Retail Square on Parcels W and Q1.

The proposed amendments will establish a revised and enhanced Master Plan which will strengthen the overall public realm of NorthPoint through i) the addition of a new major active-use park, ii) a purposeful realignment of the smaller open spaces (finger parks), iii) an enhanced Retail Square layout which provides improved connectivity through the core of the site and with the adjacent open space, and iv) improved pedestrian and bicycle circulation network created by modifications to the road network. The proposed amendments will also facilitate the build-out of the remaining parcels which surround the northern and western sides of NorthPoint Common which, when completed, will form the central core of the NorthPoint site.

Amendment Process

The application has been submitted to the Board as a Major Amendment, so it will be subject to the same notice and hearing requirements as would a new Special Permit. The existing Special Permit provides that the Board will consider the substance of the proposed changes (but not review the entirety of the existing Special Permit) where the proposed changes do not constitute “a substantial alteration to the intent, purpose and substance” of the Special Permit. The changes proposed in this application, as outlined previously, do not include any changes to any of the major parameters of the existing Special Permit. We believe they are very much in keeping with the intent, purpose and substance of the existing Special Permit for thoughtful, phased

development of a transit-oriented, mixed-use neighborhood incorporating a large central open space.

The changes described in this letter are presented in complete detail in the attached project narrative, and we will also present them directly to the Board on a calendar in the near future.

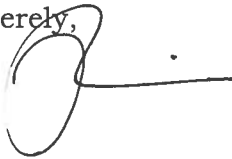
As required, enclosed are three original printed applications with original signatures, plus fifteen additional copies of the amendment package, which includes the information outlined in the following Table of Contents. We have also provided one CD-ROM containing all application materials in digital format meeting the requirements of the *Planning Board City of Cambridge, Massachusetts Special Permit Application Requirements* guidance document.

We will coordinate with Community Development Department staff on the installation of public notification panels at the site. The location of panels is depicted on the enclosed plans. The panel(s) will be erected and maintained in accordance with Article 10 Section 42.1 of the City of Cambridge Zoning Ordinance.

We understand that the Community Development Department will provide the requisite legal newspaper and abutter notices advertising the public hearing associated with this request.

We look forward to meeting with the Board to present and discuss the proposed amendments. Thank you for your consideration of this application.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tom Sullivan', with a horizontal line extending to the right.

Tom Sullivan
President, Development Division
DivcoWest

- CC: Cambridge City Clerk (1 copy via Hand Delivery)
Cambridge Traffic, Parking and Transportation Department (1 copy via Hand Delivery)
Cambridge Department of Public Works (1 copy via Hand Delivery)
Cambridge City Engineer (1 copy via Certified Mail)
Cambridge City Arborist (1 copy via Hand Delivery)
Cambridge Water Department (1 copy via Hand Delivery)
Cambridge Conservation Commission (1 copy via Certified Mail)
Cambridge LEED Specialist (1 copy via Hand Delivery)

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Exhibits

Exhibit A – Revised Master Plan
Exhibit B – Revised Conceptual Retail Plan
Exhibit C – Public Notification Panel Locations
Exhibit G – Proposed 220’ Parcel Identification Cambridge
Exhibit H – Revised Open Space Plan
Exhibit I – Revised Phasing
Exhibit J – Revised 40-scale Roadway Network Schematic Plans (5 sheets) (reduced to 11x17”)
Exhibit K – Existing Conditions Plans (5 sheets) (reduced to 11x17”)
Exhibit L – VHB Memorandum to TPTD re: Phasing and Trip Generation
Exhibit M – VHB Memorandum to TPTD re: Internal Roadway Layout Revisions
Exhibit N – ECPT Letter of Support

Appendix

Appendix I: Revised Statistical Summary of the Approved Master Plan
Full-size Revised 40-scale Roadway Network Schematic Plans (5 sheets) (CDD, DPW, TPTD, Water Department copies)
Full-size Existing Conditions Plans (5 sheets) (CDD, DPW, TPTD, Water Department copies)

Section 1.0
Application Forms

Special Permit Application Cover Sheet

MBTA Ownership Certificate

Fee Schedule

Dimensional Form

Certification of Receipt of Plans by City of Cambridge

[Completed Forms with Originals]:

Traffic, Parking & Transportation

Department of Public Works

Tree Arborist

Water Department

LEED Specialist



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: O'Brien Highway at First and East Streets in the North Point District and the MBTA Green Line Lechmere Station at Cambridge Street and O'Brien Highway.

Zoning District: North Point Residence District and the PUD in the North Point Residence District (Section 13.70); Residence C-2B and the PUD 4-A (Section 13.50)

Applicant Name: DW NP Property, LLC

Applicant Address: c/o Divco West Real Estate Services, One Kendall Square, Suite B3201
Cambridge, MA 02139

Contact Information: Tom Sullivan 617-720-7400 tsullivan@divcowest.com

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.*

Case No. 179 (April 15, 2003); Planned Unit Development Special Permits (Section 13.70 and 13.50) & Project Review Special Permit (Section 19.20)

Case No. 179 - Minor Amendment #1 (March 6, 2007)

Case No. 179 - Minor Amendment #2 (November 18, 2008)

Case No. 179 - Major Amendment #3 (November 16, 2012)

Case No. 179 - Major Amendment #4 (June 24, 2014)

Case No. 179 - Minor Amendment #5 (June 26, 2015)

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

See Attached

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: O'Brien Highway at First and East Streets in the North Point District and the MBTA Green Line Lechmere Station at Cambridge Street and O'Brien Highway. **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: DW NP Property, LLC
at the following address: c/o Divco West Real Estate Services, One Kendall Square
Suite 3201B, Cambridge, MA 02139
to apply for a special permit for: Amendments to Planned Unit Development and
Project Review Special Permits
on premises located at: MBTA Green Line Lechmere Station at Cambridge Street and O'Brien Highway;
for which the record title stands in the name of: NorthPoint between East Street and Water Street and west of 22 Water Street
whose address is: Massachusetts Bay Transportation Authority
State Transportation Building, Ten Park Plaza, Boston, MA 02116
by a deed duly recorded in the: Middlesex Book/Page 3384/393 3355/501 3630/575 3384/393 19402/34
4448/199 4447/409 4450/404 4499/322 4499/324 4450/101
Registry of Deeds of County: 13117/113 14199/193 33555/551 62977/343
OR Registry District of the Land Court,
Certificate No.: Book: Page:

M.E. Boyle

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

To be completed by Notary Public:

Commonwealth of Massachusetts, County of Suffolk

The above named Mark E. Boyle personally appeared before me,
on the month, day and year 3/23/2016 and made oath that the above statement is true.

Notary: Patricia Logan

My Commission expires: 2/13/20

DIMENSIONAL FORM

See Revised Exhibit I and other exhibits to the application. Final building dimensions will be determined as part of design review.

Project Address: O'Brien Highway at First and East Streets in the North Point District and the MBTA Green Line Lechmere Station at Cambridge Street and O'Brien Highway. **Application Date:** April 11, 2016

	Existing	Allowed or Required (max/min)	Proposed	Permitted
Lot Area (sq ft)				
Lot Width (ft)				
Total Gross Floor Area (sq ft)				
Residential Base				
Non-Residential Base				
Inclusionary Housing Bonus				
Total Floor Area Ratio				
Residential Base				
Non-Residential Base				
Inclusionary Housing Bonus				
Total Dwelling Units				
Base Units				
Inclusionary Bonus Units				
Base Lot Area / Unit (sq ft)				
Total Lot Area / Unit (sq ft)				
Building Height(s) (ft)				
Front Yard Setback (ft)				
Side Yard Setback (ft)				
Side Yard Setback (ft)				
Rear Yard Setback (ft)				
Open Space (% of Lot Area)				
Private Open Space				
Permeable Open Space				
Other Open Space (Specify)				
Off-Street Parking Spaces				
Long-Term Bicycle Parking				
Short-Term Bicycle Parking				
Loading Bays				

Use space below and/or attached pages for additional notes:



CITY OF CAMBRIDGE, MASSACHUSETTS

PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

CERTIFICATION OF RECEIPT OF PLANS BY CITY OF CAMBRIDGE TRAFFIC, PARKING & TRANSPORTATION

City Department/Office:

Project Address: O'Brien Highway at First and East Streets in the North Point District and the MBTA
Green Line Lechmere Station at Cambridge Street and O'Brien Highway.

Applicant Name: DW NP Property, LLC

For the purpose of fulfilling the requirements of Section 19.20 and/or 6.35.1 and/or 5.28.2 of the Cambridge Zoning Ordinance, this is to certify that this Department is in receipt of the application documents submitted to the Planning Board for approval of a Project Review Special Permit for the above referenced development project: (a) an application narrative, (b) small format application plans at 11" x 17" or the equivalent and (c) Certified Traffic Study. The Department understands that the receipt of these documents does not obligate it to take any action related thereto.

Signature of City Department/Office Representative

Date



CITY OF CAMBRIDGE, MASSACHUSETTS

PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

CERTIFICATION OF RECEIPT OF PLANS BY CITY OF CAMBRIDGE DEPARTMENT OF PUBLIC WORKS

City Department/Office:

Project Address: O'Brien Highway at First and East Streets in the North Point District and the MBTA
Green Line Lechmere Station at Cambridge Street and O'Brien Highway.

Applicant Name: DW NP Property, LLC

For the purpose of fulfilling the requirements of Section 19.20 of the Cambridge Zoning Ordinance, this is to certify that this Department is in receipt of the application documents submitted to the Planning Board for approval of a Project Review Special Permit for the above referenced development project: (a) an application narrative and (b) small format application plans at 11" x 17" or the equivalent. The Department understands that the receipt of these documents does not obligate it to take any action related thereto.

Signature of City Department/Office Representative

Date



CITY OF CAMBRIDGE, MASSACHUSETTS

PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

CERTIFICATION OF RECEIPT OF PLANS BY CITY OF CAMBRIDGE TREE ARBORIST

City Department/Office:

O'Brien Highway at First and East Streets in the North Point District and the MBTA
Project Address: Green Line Lechmere Station at Cambridge Street and O'Brien Highway.

Applicant Name: DW NP Property, LLC

For the purpose of fulfilling the requirements of Section 4.26, 19.20 or 11.10 of the Cambridge Zoning Ordinance, this is to certify that this Department is in receipt of the application documents submitted to the Planning Board for approval of a MultiFamily, Project Review or Townhouse Special Permit for the above referenced development project: a Tree Study which shall include (a) Tree Survey, (b) Tree Protection Plan and if applicable, (c) Mitigation Plan, twenty one days before the Special Permit application to Community Development.

Signature of City Department/Office Representative

Date



CITY OF CAMBRIDGE, MASSACHUSETTS

PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

CERTIFICATION OF RECEIPT OF PLANS BY CITY OF CAMBRIDGE WATER DEPARTMENT

City Department/Office:

Project Address: O'Brien Highway at First and East Streets in the North Point District and the MBTA
Green Line Lechmere Station at Cambridge Street and O'Brien Highway.

Applicant Name: DW NP Property, LLC

For the purpose of fulfilling the requirements of Section 19.20 of the Cambridge Zoning Ordinance, this is to certify that this Department is in receipt of the application documents submitted to the Planning Board for approval of a Project Review Special Permit for the above referenced development project: (a) an application narrative and (b) small format application plans at 11" x 17" or the equivalent. The Department understands that the receipt of these documents does not obligate it to take any action related thereto.

Signature of City Department/Office Representative

Date



CITY OF CAMBRIDGE, MASSACHUSETTS

PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

CERTIFICATION OF RECEIPT OF PLANS BY CITY OF CAMBRIDGE LEED SPECIALIST

City Department/Office:

Project Address: O'Brien Highway at First and East Streets in the North Point District and the MBTA Green Line Lechmere Station at Cambridge Street and O'Brien Highway.

Applicant Name: DW NP Property, LLC

For the purpose of fulfilling the requirements of Section 22.20 of the Cambridge Zoning Ordinance, this is to certify that this Department is in receipt of the application documents submitted to the Planning Board for approval of a Special Permit for the above referenced development project: (a) an application narrative, (b) small format application plans at 11" x 17" or the equivalent and (c) completed LEED Project Checklist for the appropriate LEED building standard, accompanying narrative and affidavit. The Department understands that the receipt of these documents does not obligate it to take any action related thereto.

Signature of City Department/Office Representative

Date

Section 2.0
Detailed Narrative of Proposed Amendments

2.0 DETAILED NARRATIVE OF PROPOSED AMENDMENTS

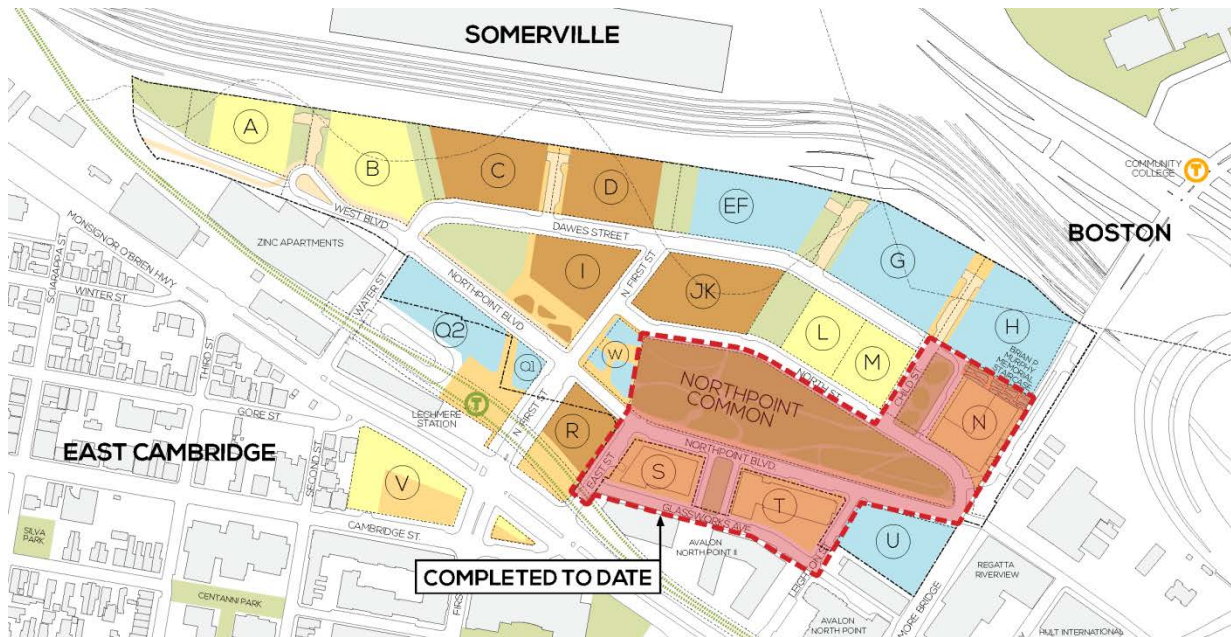
2.1 Introduction and Background

DW NP Property, LLC (“The Applicant” or “DivcoWest”) acquired the NorthPoint property (with the exception of the previously developed Parcels N, S, and T) in August 2015. For the past several months, the new ownership team has been evaluating the approved development plan, considering ways in which it can be improved and development can be accelerated. The revised Master Plan proposed in this Application presents new opportunities for NorthPoint, the City of Cambridge, and the East Cambridge neighborhood.

DivcoWest, founded in 1993, is a privately owned real estate investment firm with offices in San Francisco and Boston. It owns more than 30 million square feet of commercial space throughout the United States. DivcoWest has made significant recent investments in the East Cambridge and Kendall Square neighborhoods, acquiring and repositioning the Davenport Building on First Street, acquiring One Kendall Square, and acquiring and developing 399 Binney Street, for which DivcoWest was recently granted a Special Permit by the Planning Board.

The NorthPoint project (the “Project”) consists of a 5,245,854 square feet (“sf”) gross floor area (“GFA”) mixed-use campus (3,060,792 sf residential; 2,185,062 sf commercial). The Site consists of approximately 45 acres, predominantly in Cambridge, with portions in Somerville and Boston. The Site is uniquely well served by transit, specifically, the MBTA’s Orange Line Community College Station and Green Line Lechmere Station. The extensive Charles River Park system, including the nine-acre North Point Park, is adjacent to the NorthPoint Site and features a convenient pedestrian/bicycle connection to Charlestown via the North Bank Bridge. Recent improvements to the area’s public amenities include the Lynch Family Skatepark and an extensive community path network, which will ultimately connect to the Somerville Community Path through NorthPoint.

Prior to DivcoWest’s acquisition, two residential condominiums were constructed on Parcels S and T, including a total of 329 units, and one residential apartment building was constructed on Parcel N (Twenty|20) consisting of 355 units and 8,600 sf of retail space. In conjunction with those buildings, NorthPoint Common, an on-site four (4) acre central park, and various road segments (East Street, Glassworks Avenue, Leighton Street and a significant portion of North Point Boulevard) were also constructed. Other completed Project components include the following: the 17,000 sf Child Street Park; the Brian P. Murphy Memorial Staircase, providing a pedestrian and bicycle connection to the Gilmore Bridge; portions of North Street and Child Street; and the first segment of the Community Path, which opens up pedestrian and bicycle connectivity to North Point Park and the larger Charles River park system. The following plan and recent aerial view show the previously completed work at NorthPoint.



Since acquiring NorthPoint in August 2015, DivcoWest has made significant additional out-of-pocket capital investments in the Site in order to improve current conditions and to prepare the Site for additional development starting on multiple fronts as early as 2017. This work includes the following:

- Site-wide clean up to remove debris, railroad ties, and above-ground storage tanks from the undeveloped portion of the Site;
- Environmental characterization of all undeveloped portions of the Site;
- Installation of a new 23-dock Hubway station to be located at the base of the Brian P. Murphy Memorial Staircase planned for Spring 2016, ahead of the required delivery date;
- Surcharging of multiple road segments in preparation for commencement of construction of the balance of the on-site road network in 2017;
- Preparation of a Gilmore Bridge study to determine the feasibility of bicycle and pedestrian improvements along the Gilmore Bridge, in advance of the required delivery date;
- Assessment of an alternate route for a sewer line connection to serve NorthPoint, which would reduce construction activity on existing residential streets;
- Acceleration of design documents for Monsignor O'Brien Highway ("MOB") along the length of the Project Site, including new pedestrian crossings, cycle tracks and medians;
- Identification and design on an accelerated basis of key Inflow/Infiltration ("I/I") mitigation projects to improve stormwater drainage;
- Redesign of a key intersection (Third Street/Water Street and Land Boulevard/Museum Way) and assessment of 15 additional nearby intersections; and
- Proactive management of common areas and parks, including repairs to pedestrian paths, installation of additional pet waste stations, and increased roving security patrols.

Stakeholder Engagement:

Prior to filing this Application, the Applicant met with neighbors and other key stakeholders, including the following on the dates specified:

East Cambridge Planning Team ("ECPT") – 1/27/16

East Cambridge Business Association – 3/1/16

Sierra and Tango Condominiums – 3/15/16

Prudential (owner of Twenty/20) – 3/17/16

Regatta Riverview Condominiums – 3/22/16

AvalonBay – 3/8/16

Education First – 3/8/16

Glass Factory Condominiums – 3/29/16

Community Development Department (“CDD”) – 1/14/16; 3/28/16
Department of Public Works (“DPW”) – 3/8/16
Traffic, Parking, and Transportation Department (“TPTD”) – 1/6/16; 3/14/16
Fire Department – 3/31/16
MBTA – 9/3/15; 10/14/15; 2/25/16; 3/23/16; 3/31/16

We have received positive feedback from each group and received a letter of support from the ECPT, a copy of which is attached as Exhibit N. The neighbors in existing buildings on and adjacent to the Site have been enthusiastic about our plans for the Retail Square, as there is essentially no retail north of MOB today. We have worked closely with City of Cambridge staff, including the CDD, TPTD, DPW, and Fire Department, as noted above, in the preparation of this Application. This process has generated valuable feedback that has been incorporated into our plans and will guide our process going forward.

Summary of Proposed Amendments:

This proposal to amend the Master Plan Special Permit for NorthPoint is driven by the Applicant’s two essential goals for the Site: first, to commence additional development as quickly as possible; and second, to make NorthPoint successful as a place. More specifically, this includes:

- Developing NorthPoint in a manner consistent with the intent of the Special Permit, beginning immediately and proceeding toward complete buildout as rapidly as market conditions allow;
- Attracting commercial office and life-science tenants to NorthPoint for the first time, establishing NorthPoint as another hub of growth and innovation in Cambridge;
- Creating a neighborhood Retail Square to serve the needs of residents, employees, and visitors at the Site throughout the day, including the occupants of the more than 2,100 existing residential units on or immediately adjacent to the NorthPoint Site, as well as the residents of East Cambridge;
- Building a new substantial area of open space in the heart of the Project designed for active daily uses, and linking the open spaces and the relocated Lechmere Green Line station to the Retail Square so that together they form an attractive and functional public realm where people look forward to spending time;
- Designing the NorthPoint road network so that pedestrian, bicycle, and transit travel is comfortable, safe, and convenient; and
- Integrating NorthPoint into the East Cambridge neighborhood and making it into a place to be used, enjoyed, and valued by residents of the City as a whole.

The changes proposed in this Application will not alter any of the major parameters of the Special Permit. We are proposing no changes to any of the following:

- Total GFA
- Minimum Residential GFA
- Maximum Commercial GFA
- Maximum Retail GFA
- Traffic generation
- Number of parking spaces
- Total open space area
- Height zones
- Number of 220' tall buildings

DivcoWest is also maintaining the commitment made by the previous development team to accommodate a public market on Parcel V. Similarly, the Community Path is retained, with improved safety conditions at the West Boulevard/Water Street/Dawes Street crossings, as described in more detail below.

To achieve these goals, the Applicant is seeking the following specific modifications to the Special Permit:

1. Creation of the new active-use park at Water Street on Parcel I, in the center of the Site. This park is approximately 30,000 square feet, nearly three-quarters of an acre, and a completely new feature of the NorthPoint Development Plan. We believe the new park will enhance the vitality of NorthPoint and create a significant new amenity for residents throughout East Cambridge. It will be the anchor of a network of open space connectivity that will extend through the Retail Square, into NorthPoint Common, and beyond, to North Point Park and the regional open space system.
2. Creation of small-scale retail buildings in the center of the Project, on Parcels I, Q, and W (a newly proposed small parcel adjacent to NorthPoint Common in the location of an existing building) enabled by the re-parcelization resulting from the street and open space realignment described in this Application. These one- and two-story buildings will bring a human scale to the public realm and introduce architectural variety and visual interest. Parcel W, which fronts on North First Street and is adjacent to the western edge of NorthPoint Common, will activate the Common and is vital to the continuity of the First Street retail corridor between Parcels R and JK.
3. Addition of finger parks and other open space areas of similar size and shape and placement within the Site to align and extend view corridors from the center of the Project to beyond the Site boundaries.

4. Breaking down of the scale of the longest buildings and blocks in the prior plan (A, B/C/D, E/F, G/H, and Q) and deploying parks and open space areas between parcels. The single building on Parcel Q has been broken down into a shorter commercial office building (Q2) and a smaller, 2-story retail/office building (Q1) to improve pedestrian flow to and from the new Lechmere Station. Parcel Q1, which includes a 14,000 sf commercial (retail) building, is in Phase 1A to allow construction simultaneously with the Parcel W retail, while the larger Q2 commercial building remains in Phase 2. These changes are also enabled by the re-parcelization resulting from the street and open space realignment described in this Application.
5. Realignment of two street segments which improves traffic flow and vehicular, bicycle and pedestrian safety.
 - a. North First Street has been straightened between MOB and Dawes Street. This will improve its function as the primary retail corridor of the Project, where line-of-sight visibility is so important.
 - b. Northpoint Boulevard has been realigned so that it runs directly from the existing intersection at East Street to West Boulevard. The prior plan had two offset three-way intersections at Northpoint Boulevard and Water Street and then at Dawes Street and West Street. The straightening of Northpoint Boulevard has also resulted in the traffic circle at the end of the road shifting slightly east, and the multi-use path being located continuously on the northern side of the street rather than crossing back and forth.
6. One other change resulting from the re-parcelization is the deletion of a one-block roadway (formerly referred to as Baldwin Street) and its replacement with an enhanced larger finger park between Parcels JK and L.
7. The allocation of building area to individual parcels has changed in response to the realignment of streets, finger parks, and other open spaces and view corridors described above, and the resulting adjustments to parcel sizes. The size and shape of various parcels have changed as some of the former Parcels have been combined – J and K into JK, and E and F into EF. As reflected on the Revised Master Plan attached as Exhibit A, new Parcel JK is significantly smaller than the former Parcels J and K would be if just combined, and the same is true of new Parcel EF—it is significantly smaller than former Parcels E and F would be if they were just combined. The re-parcelization has also resulted in a few shifts in the use of certain parcels but, as noted above, with no change to the total permitted development or in the residential/non-residential split of the uses. Specifically, the residential floor area previously on Parcels J and K (now Parcel JK) has been shifted to what is now Parcel C (formerly Parcel B), which has become a mixed-use, rather than a commercial parcel.

8. The parcels eligible for 220' tall buildings have shifted slightly as the underlying parcel boundaries have been adjusted. One 220' designation has been moved from Parcel J to Parcel I, although the actual location of the 220' designation has moved only modestly, as the edge of Parcel I has moved east along with the proposed realignment of North First Street. All 220' designations remain within the existing and unchanged height zone.
9. We are requesting approval for potential interim commercial uses on Parcel H, which would be in support of our goal of activating the Site as much and as soon as possible. Early activation of the Site, particularly adjacent to the Brian P. Murphy Memorial Staircase, would help build and maintain development momentum.
10. As a result of the re-parcelization, re-alignment of streets and open spaces and addition of open spaces described herein, there have been some minor shifts in the locations of certain uses between Cambridge and Boston/Somerville, as reflected in Exhibit A: Revised Master Plan and Appendix I in Section 3.0 of this Application.
11. Finally, in order to maintain the vibrant mix of uses in NorthPoint from time to time, we have revised the phasing of the Project. Please see Exhibit I: Revised Phasing and Appendix I for the specific parcel-by-parcel breakdown and the VHB Memorandum attached as Exhibit L. Overall, more development has been moved to Phase 1A to expedite construction. Phase 1A changes from 78.8% residential / 21.2% non-residential to 76.6% residential / 23.4% non-residential, and Phase 1B changes from 35% residential / 65% non-residential to 19.4% residential / 80.6% non-residential, such that the cumulative mix of residential and non-residential GFA after completion of Phases 1A and 1B is 50%/50%. The overall ratio at the completion of Phase 2 remains the same – 58% residential / 42% non-residential.

Please note that the retail and open space on the new Parcel W, as well as an interim small lab/office use on Parcel H have been included in Phase 1A.

These phasing changes enable the Applicant to accelerate development of the multifamily parcels lining NorthPoint Common while also helping to advance the first commercial building on Parcel JK and on the first part of the Retail Square on Parcels W and Q1.

All of the roadway, pedestrian, bicycle lane/path, and community path changes and the potential traffic impacts of the proposed changes have been reviewed by the Cambridge TPTD, and their comments have been incorporated into these Application materials. Refer to the memoranda from the Project traffic consultant, VHB, to TPTD included in this Application as Exhibits L and M. The proposed amendments will establish a revised and enhanced Master Plan which will strengthen the overall public realm of NorthPoint through i) the addition of a new major active-use park on Parcel I, adjacent to Water Street, ii) the addition and purposeful realignment of the smaller open spaces (finger parks and plazas), iii) an enhanced Retail Square layout which provides improved connectivity through the core of the Site and with the adjacent open space and the existing First Street retail corridor, and iv) improved vehicular, pedestrian and bicycle circulation network created by modifications to the road network. The proposed amendments will also facilitate the build-out of the remaining parcels which surround the northern and western sides of NorthPoint Common which, when completed, will form the central core of NorthPoint.

Community Benefits Summary

The approved NorthPoint Project already includes significant community benefits, including:

- Transit-oriented, mixed-use development serving residents, businesses, retailers, and visitors;
- Development of unused former rail yard, transforming a blighted area of Cambridge into an attractive, new neighborhood;
- Eleven (11) acres of open space;
- Approximately 11,000 linear feet of bicycle lanes, providing a new bicycle network;
- Approximately 2,500 linear feet of community path;
- Reconstruction of MOB resulting in a multi-modal arterial with new protected bicycle lanes, pedestrian sidewalks, landscaping, and additional pedestrian crossings with refuge islands;
- Reconstruction of key intersections along MOB at Third Street, Water Street, Land Boulevard, and Museum Way to provide better crossings with refuge islands and improved signal timing;
- State-of-the-art stormwater management system that will improve the environment in NorthPoint and beyond;
- Creation of approximately 365 units of affordable housing;
- New approximately 7,100 linear feet road network;
- Creation of a continuous Community Path which will allow connections to the Charles River Reservation and ultimately to Somerville and communities west of Cambridge;

- New water lines installed in MOB as requested by the City of Cambridge to replace aging infrastructure serving the broader East Cambridge community;
- New I/I projects that will reduce the amount of stormwater flowing into the sanitary water system and reduce phosphorous content of storm-water run-off, improving the water quality of the Charles River;
- A public market on Parcel V, closest to the existing East Cambridge neighborhoods;
- A vibrant Retail Square connected to the existing First Street retail corridor, with new retail uses that will be an amenity to all of East Cambridge;
- Generation of approximately \$35 million in annual tax revenue; and
- More than \$25 million in Incentive Zoning payments to the City upon full build-out of the Project.

The proposed Master Plan amendments reflected in this Application will provide the following additional community benefits:

- Creation of a new, major active-use park on Parcel I to complement NorthPoint Common;
- Addition of finger parks and plazas configured in a more aligned pattern to create view corridors to and from other open space on Site and the East Cambridge neighborhood, as well as the breakdown of the scale of buildings on the northern portion of the Site;
- Road network that improves vehicular movements and pedestrian and bicycle safety and overall reduction of impervious surfaces;
- Stronger connection from NorthPoint to East Cambridge with view corridors up Water, North First and East Streets to retail, open space and pedestrian crossings at key MOB intersections; and
- Location of Retail Square along North First Street, providing continuity from East Cambridge's established retail corridor on First Street.

2.2 Special Permit History

The *Notice of Decision Final Development Plan* (Case No. PB#179) approving the final Development Plan was initially approved by the Planning Board on March 11, 2003 and filed with the City Clerk on April 15, 2003 (referred to herein as the “Original Special Permit”). The Original Special Permit allowed a total GFA of 5,245,854 sf.

Five amendments to the original Special Permit have been approved by the Planning Board:

1. Minor Amendment #1 approved by the Planning Board on March 6, 2007 and filed with the City Clerk on October 2, 2007 addressed phasing, land use and retail locations. Minor Amendment #1 allowed an additional 75,000 sf of retail to be located on Parcels I, J, C and D (beyond the 75,000 sf allowed on Parcels H, N, M, R, Q and V) for a total of 150,000 sf of retail space.
2. Minor Amendment #2 approved by the Planning Board on November 18, 2008 and filed with the City Clerk on January 2, 2009 modified the requirement for a fourteen-foot paved dimension for the portion of the multi-use path within NorthPoint Common.
3. Major Amendment #3 approved by the Planning Board on October 16, 2012 and filed with the City Clerk on November 16, 2012 updated and improved the Development Plan by, among other things, providing additional open space, creating a retail square adjacent to the location for the new MBTA Lechmere Station, allowing increased height for certain buildings, adding a Hubway Station, and improving the pedestrian connection to the Gilmore Bridge.
4. Major Amendment #4 approved by the Planning Board on January 20, 2015 and filed with the City Clerk on February 13, 2015 approved parking revisions, including creating a shared parking district for NorthPoint, reducing parking ratios based on actual need and allowing retail parking at a ratio of 0.5 spaces per 1,000 sf. Major Amendment #4 also permitted increasing the amount of retail that the Applicant may build from a maximum of 150,000 sf to a maximum of 300,000 sf, including a grocery store of up to 50,000 sf. The increased retail square footage was offset by a corresponding reduction in other commercial square footage.
5. Minor Amendment #5 approved by the Planning Board on July 28, 2015 and filed with the City Clerk on July 30, 2015 revised the phasing for specified parcels. It also allowed construction on Phase IB parcels to be commenced prior to the completion of all Phase IA parcels, provided that all other requirements applicable to Phase IB development are met. The timing of some of the mitigation requirements was also modified to align with the updated phasing.

This Application compares the currently proposed Master Plan to that detailed in the Special Permit as amended by Amendments #1 through #5.

The proposed amendments to the Original Special Permit are being submitted to the Planning Board as a Major Amendment, meaning that this Application is subject to the same notice and hearing requirements as would be applicable to a new Special Permit application. The Original Special Permit provides that the Planning Board should consider the substance of the proposed changes (rather than the entirety of the Original Special Permit) where the proposed changes do not constitute a substantial alteration to the intent, purpose and substance of the Special Permit. The changes proposed in this Application, as described above, do not include changes to any of the major parameters of the existing Special Permit. We believe they are very much in keeping with the intent, purpose and substance of the existing Special Permit for thoughtful, phased development of a transit-oriented, mixed-use neighborhood incorporating a large central open space.

2.3 Status of Related Permits and Approvals

MEPA

In connection with the NorthPoint Project and pursuant to the Massachusetts Environmental Policy Act (“MEPA”) and its implementing regulations, an Environmental Notification Form (“ENF”) was filed on November 30, 2001. On January 25, 2002, the Secretary of Energy and Environmental Affairs (the “Secretary”) issued a Certificate on the ENF indicating that an Environmental Impact Report would be required. On June 21, 2002, the Secretary issued a Certificate on the Draft Environmental Impact Report (the “DEIR”) finding that the DEIR adequately and properly complied with MEPA and, on December 16, 2002, the Secretary issued a Certificate on the Final Environmental Impact Report (“FEIR”) finding that the FEIR adequately and properly complies with MEPA.

On August 20, 2010, the Secretary issued an Advisory Opinion confirming that no Notice of Project Change was required due to a lapse of time. On June 22, 2011, the Secretary issued an Advisory Opinion determining that no Notice of Project Change was required because of the changes in the project timeframe and the reassignment of responsibility to relocate the Lechmere MBTA Station from the developer to the Commonwealth. On June 9, 2013, the Secretary issued an Advisory Opinion stating that no Notice of Project Change was required with respect to changes to the NorthPoint master plan, including the provision of two (2) additional acres of open space, an increase in the allowed height for five (5) residential buildings and one (1) commercial building from 150 feet to 220 feet, the creation of a retail plaza near the Lechmere Green Line Station, and a change to the location of certain residential and commercial buildings within the master plan area.

There has been no further action required with MEPA since the date of the last Advisory Opinion. We do not believe that any of the proposed changes in this Application would change any MEPA approvals or required additional mitigation.

MassDOT

The Applicant is continuing to work with MassDOT, the City of Cambridge and East Cambridge residents and stakeholders on improvements to MOB. The Applicant has submitted the 25% MOB Design Plans to the both MassDOT and the City of Cambridge for their collective review and comment and continues to work collaboratively with all stakeholders in advancing the design effort. DivcoWest has also advanced design for the first phase of this work the reconstruction of the Water Street/Third Street intersection - in anticipation of the start of the phased re-construction of the MOB corridor.

Somerville

The City of Somerville established the North Point Special District zoning district for the portion of the Site that lies within Somerville. The uses permitted in the North Point Special District are consistent with the Development Plan for NorthPoint as previously approved in Cambridge and as proposed in this Application. On October 16, 2014, the Somerville Planning Board approved prior developer's petition for approval of a Neighborhood Development Plan as required by the Somerville Zoning Ordinance. The proposed amendment to the portions of NorthPoint in Somerville will require an amendment to the Somerville Neighborhood Development Plan, which the Applicant will seek.

Boston

This Application does not propose any changes to the Boston portions of the Site, which would require an amendment of the current approval by the City of Boston. The Applicant will work with the City of Boston and Boston Redevelopment Authority to complete the documentation required under the Boston Zoning Code for the development of Parcels G and H, which are located partly in Boston and partly in Cambridge, at such time as those parcels are being readied for development.

2.4 Requested Amendments to the Special Permit

We are requesting the Planning Board approve the following Conditions to the Special Permit Decision:

Condition 1. Master Plan.

- Approve Exhibit A: Revised Master Plan, which is included in Section 3.0 herein. There is no change to the number of total development parcels, which remains at twenty (20).
- Approve revised Appendix I *Statistical Summary of the Approved Master Plan*, which is included in Section 3.0.
- Approve Exhibit B: Revised Conceptual Retail Plan.
- Approve Exhibit G: Proposed 220' Height Parcel Identification Cambridge which is included in Section 3.0 herein.
- Approve Exhibit H: Revised Open Space Plan.

Condition 2. Street Layout

Approve the Revised 40-scale Roadway Network Schematic Plans (5 Sheets) based upon the Revised Master Plan, which is included in Section 3.0 as Exhibit J. See also the Memorandum from VHB to TPTD included as Exhibit M.

Condition 3. Open Space.

- Revise Condition 3 to incorporate the enhanced public open space areas plan included herein as Exhibit H: Revised Open Space Plan. There is no change to the total open space, which remains consistent at 11 acres.
- In order to accommodate the realignment of First Street, the incorporation of Parcel W with small retail buildings in a plaza setting to better activate the end of NorthPoint Common, and the creation of the new active use park along Water Street on Parcel I containing approximately 30,000 square feet, allow a redistribution of the open space on NorthPoint Common, Parcel W and the new park on Parcel I as shown on Exhibit A: Revised Master Plan and Exhibit H: Revised Open Space Plan. The total open space on NorthPoint Common, Parcel W and the new park on Parcel I remains approximately 4.9 acres.

Condition 4. Permitted Uses.

- Approve Exhibit A: Revised Master Plan and Revised Appendix I summarizing the Master Plan and defining the permitted uses for each parcel.
- Revise Item 4b(i) to reflect the potential retail locations as depicted on Revised B: Revised Conceptual Retail Plan.
- Revise Item 4c to reflect the change in location of the hotel use from Parcel I to Parcel Q2.

Condition 5. Phases.

- Approve Exhibit I: Revised Phasing Plan and Revised Appendix I summarizing the Master Plan and defining the phases of the Project. Refer to the Memorandum from VHB to TPTD attached as Exhibit L.
- Revise paragraph 5d to reflect that the conditions set forth in it have been satisfied.
- Revise paragraph 5e(i) to exempt low-density Parcel Q1 from this requirement. Parcel Q1 has been separated from the previously larger Parcel Q and is now proposed to be in Phase 1A.
- Revise paragraph 5e(ii)(2) to reflect that the Water Street extension has been completed.
- Revise paragraph 5e(iv) to exempt low-density Parcel Q1 from this requirement. Parcel Q1 has been separated from the previously larger Parcel Q and is now proposed to be in Phase 1A.

Condition 6. Required Infrastructure.

- Include a reference to the fact that the Applicant is exploring an alternate route for a sewer connection to serve NorthPoint, which would provide a direct connection to the Massachusetts Water Resources Authority (MWRA) Prison Point Pump Station, subject to the approval of the DPW.
- Add that, at the request of the City of Cambridge, the Applicant will upgrade and replace several existing water lines in MOB as part of the reconstruction of MOB between Third Street and Museum Way.

Condition 7. Other Ordinances.

No amendment requested.

Condition 8. Conveyance.

No amendment requested.

Condition 9. Timing of Conveyance of Public Facilities.

No amendment requested.

Condition 10. Design Review.

No amendment requested.

Condition 11. Review Standards.

Revise paragraph 11d(ii) to reflect that Parcel N also has been completed.

Condition 12. Procedures for Modification of the Master Plan.

- Approve Exhibits A through J and Revised Appendix I attached to this Application to establish the quantity and distribution of uses in the Development Plan.
- Revise paragraph 12c(iv) to provide that a Major Amendment will be required in order to eliminate retail from Parcels I, N, Q, R and W.
- Revise paragraph 12c(vi) to reference mixed use Parcels C, D, I, R, and JK.
- Revise paragraph 12c(vii) to reference Parcels A, B, L, M, and V.

Condition 13. Traffic and Transportation Mitigation.

No amendment requested.

Condition 14. Traffic Monitoring Provisions.

No amendment requested.

Condition 15. Construction Management Plan.

No amendment requested.

Condition 16. Sustainable Environmental Strategies.

No amendment requested.

Condition 17. Subdivision of the Development Parcel.

No amendment requested except to reference the parcels as reflected on the revised Master Plan.

Condition 18. Procedures for Granting Minor and Major Amendments to this Decision.

No amendment requested.

Condition 19. Miscellaneous Conditions.

Amend paragraph 19c to reflect that the vertical connection to the Gilmore Bridge has been completed.

Condition 20. Implementation of the Special Permit.

No amendment requested.

Condition 21. Additional Conditions as Part of Major Amendment.

No amendment requested.

The remainder of this Section 2.0 – Detailed Narrative describes how the Development Plan as modified as described in this Application, meets the standards for approvals set forth in the Cambridge Zoning Ordinance and the existing Special Permit.

2.5 Development Proposal – Article 12.000

Section 2.5 demonstrates how this Application conforms with the requirements of Section 12.34 of the Cambridge Zoning Ordinance related to Review of Planned Unit Development Applications.

2.5.1 Required Written Materials - 12.34.3(1)

(b) Legal description of the total development parcel proposed for development including exact location and a statement of present and proposed ownership

The Development Parcel has not changed in size or boundaries. Parcel N has been conveyed to PRII TWENTY20, LLC. The balance of the undeveloped portions of the Development Parcel has been conveyed to DW NP Property, LLC. The previously completed parcels and open space are not affected by the amendments requested in this Application.

(c) ***Statement of development concept, including the planning objectives and the character of the development to be achieved through the PUD***

The development concept and planning objectives have not changed from that envisioned by the existing Special Permit “preserving the broad concept of an active, urban scale mixed-use neighborhood...” The proposed changes represent the continued reasonable evolution of the original Master Plan concept, including certain changes that provide greater benefit to NorthPoint and Cambridge.

The proposed amendments will establish a revised and enhanced Master Plan which will strengthen the overall public realm of NorthPoint through i) the addition of a new major active-use park, ii) the addition and purposeful realignment of the smaller open spaces (finger parks and plazas), iii) an enhanced Retail Square layout which provides improved connectivity through the core of the Site and with the adjacent open space and the existing First Street retail corridor, and iv) improved vehicular, pedestrian and bicycle circulation network created by modifications to the road network. The proposed amendments will also facilitate the build-out of the remaining parcels which surround the northern and western sides of NorthPoint Common which, when completed, will form the central core of NorthPoint.

As outlined above, this Application does not include any changes to any of the major parameters of the existing Special Permit. We believe they are very much in keeping with the intent, purpose and substance of the existing Special Permit for thoughtful, phased development of a transit-oriented, mixed-use neighborhood incorporating a large central open space.

There are **no changes** proposed to any of the following:

- Total GFA
- Minimum Residential GFA
- Maximum Commercial GFA
- Maximum Retail GFA
- Traffic generation
- Number of parking spaces
- Total open space area
- Height zones
- Number of 220’ tall buildings

DivcoWest is also maintaining the commitment made by the previous development team to accommodate a public market on Parcel V. Similarly, the Community Path is retained, with improved safety conditions at the Water Street/Dawes Street crossing.

(d) *Development schedule indicating the appropriate date when construction of the PUD can be expected to begin and be completed, including initiation and completion dates of separate stages of a phased development*

Sierra and Tango (Parcels S and T), Twenty|20 (Parcel N), NorthPoint Common (the central park), Earhart Park, Child Street Park, Child Street, the Brian P. Murphy Memorial Staircase (Gilmore Bridge connection), a portion of North Street and East Street, Glassworks Avenue, Leighton Street and a significant portion of NorthPoint Boulevard have been completed.

The Applicant anticipates commencing work on Parcels JK, L, M, Q1 and W in 2017. The Applicant also intends to commence construction of all of the remaining roadways and other infrastructure in NorthPoint in 2017. Completion of that infrastructure will accelerate development of the balance of the Site.

Additionally, the Applicant may propose a smaller 30,000 sf interim commercial use on Parcel H, to bring early activation to the Site to facilitate additional development.

(e) *Statement of intentions regarding the future selling or leasing of all or portions of the PUD, such as land area, dwelling units, and public facilities*

As described above, the Applicant intends to proceed with the next phase of development, which is currently anticipated to include Parcels JK, L, M, I, Q1 and W. Parcel JK will be a commercial building (office/lab). Parcels L and M will be residential with ground floor retail on at least Parcel M. Parcel I will be residential with ground floor retail. Parcels Q1 and W will be smaller scale retail. Public facilities including utility infrastructure and open space associated with each Parcel and as otherwise required by this Decision will be constructed as each building is built. The Applicant anticipates developing the commercial/retail uses and marketing them to tenants, and partnering with a residential developer to build multifamily units on Parcels L and M.

Given the scale of the Site and Project, it is difficult to anticipate the timing of the balance of development.

(f) *Statement of financing plan, including projected sources and amounts of funds*

Financing will be obtained on a parcel-by-parcel basis, but typically will include both private equity and a construction loan. A portion of the costs of construction of the infrastructure serving North Point will be paid for using the proceeds of a so-called I-Cubed bond issuance by the Commonwealth of Massachusetts. I-Cubed is an economic development program of the Commonwealth that is used to reimburse certain public infrastructure costs incurred by private developers in recognition of the jobs created by the work and the development enabled by that work. DivcoWest and the City of Cambridge continue to work together with the Commonwealth and Education First in order to finalize the I-Cubed arrangements for NorthPoint.

(g) *Statement of how utilities and other public works will be provided, including design standards*

Utilities and other public works will be provided and designed in accordance with applicable Cambridge design and construction requirements as approved by the DPW and the Cambridge Water Department (CWD).

(h) *The impact on existing city services outside the development*

No change from the originally approved project, as there is no increase in the amount of development or in the proportion of residential and non-residential uses.

2.5.2 Required Quantitative Data - 12.34.3(2)

(a) *Parcel size*

No change.

Note: The Development Parcel size of 37.1 acres in Cambridge exceeds the minimum 100,000-sf parcel size. The 72,742 sf on Parcel V exceeds the 25,000 sf minimum parcel size required in Section 13.5 of the Zoning Ordinance.

(b) *Proposed lot coverage of structures*

No change. The minimum amount of open space will continue to be 11 acres.

(c) *Floor area ratio*

Neither the total project Floor Area Ratio (“FAR”) nor the GFA authorized for commercial and residential uses are being modified.

(d) *Total amount of open space, both private and public*

No change.

(e) *Total number and type of dwelling units by number of bedrooms*

No change. The number and type of future residential dwelling units will be determined on an individual parcel basis.

Note: The completed Sierra and Tango buildings include 329 condominium units and 354,592 sf of residential use. The completed Twenty|20 includes 355 residential rental units, and 385,400 sf of residential use.

(f) *Projected rent levels or selling price by unit size*

No change. The rent levels and/or selling prices will be determined on a parcel-by-parcel basis.

(g) *Approximate gross residential densities*

No change.

(h) *Total amount in square footage of nonresidential construction by type of use*

There have been some minor changes in the allocation of the nonresidential square footage in the Project as reflected in the VHB Memorandum included as Exhibit L. There has been no change to the total amount of nonresidential square footage in the Project.

(i) *Economic feasibility or market analysis including projected market area and proposed rent levels for commercial development*

The current Cambridge office vacancy rate is less than 3%, and the current laboratory rate is less than 1%. Rent levels are currently more than \$65/sf triple net for both commercial types. In the residential rental market, vacancy rates are less than 5%, and rents remain above \$5/sf/month.

(j) *Number of parking spaces to be provided by use*

No change.

(k) *Total length of streets to be conveyed to the city government*

There will be a minor reduction total length of streets conveyed to the City resulting from the elimination of two one-block road segments and the reduction in length of West Boulevard. Upon completion of the Project, it is anticipated that approximately 6,400 lf of streets, as depicted on Exhibit J: Revised Roadway Network Schematic Plans (5 sheets) in Section 3.0, will be conveyed to the City.

(l) *Total length of streets to be held as private ways within the development*

No change.

(m) *Total length by type of other public works to be conveyed to city government*

There will be a minor reduction in utility lines in the streets conveyed to the City as described above.

In addition, at the request of the Cambridge DPW, the Applicant has agreed to replace and upgrade a series of water lines in MOB, which will be conveyed to the City of Cambridge upon completion of construction. Finally, depending on which alternative for sewer extension is selected by the Applicant and DPW, the length of the sewer line constructed by the Applicant and conveyed to the City will vary.

(n) *Number and types of public facilities*

This Application reflects creating a new major active-use park on Water Street connected to and extending the east-west open space system through NorthPoint linked by the Community Path. There are no other proposed changes.

2.5.3 Required Graphic Materials - 12.34.3(3)

(a) *Map of existing site conditions, including contours, water course, flood plains, unique natural features, existing vegetation, soil types, existing buildings*

Refer to Exhibit K: Existing Conditions Plans included in Section 3.0.

(b) *Map of existing land use current Master Plan*

Refer to the Existing Conditions Plans attached as Exhibit K.

(c) ***Existing and proposed lot lines***

Refer to Exhibit A: Revised Master Plan and Exhibit J: Revised 40-scale Roadway Network Schematic Plans (5 sheets) included in Section 3.0, as well as the other exhibits included in Section 3.0.

(d) ***Location and size of gross floor area of all existing and proposed buildings, structures, and other improvements including maximum heights, types of dwelling units, and nonresidential structures by use***

Refer to Exhibit A: Revised Master Plan, Exhibit B: Revised Conceptual Retail Plan, Exhibit G: Proposed 220 Parcel Identification Cambridge, Exhibit H: Revised Open Space Plan and Revised Appendix I included in Section 3.0.

(e) ***Location and size in square feet of all private open space and areas to be conveyed, dedicated, or reserved as common open spaces, public parks, recreational areas, school sites, and similar public and semi-public uses***

Refer to Exhibit H: Revised Open Space Plan in Section 3.0.

(f) ***The existing and proposed circulation system of arterial, collector, and local streets, including off-street parking areas, service areas, loading areas, and all points of access to existing public rights of way***

Refer to Exhibit J: Revised 40-scale Roadway Network Schematic Plans (5 sheets) in Section 3.0. Refer also to the Memorandum from VHB to TPTD attached as Exhibit M.

(g) ***Proposed pedestrian path circulation system***

Refer to Exhibit J: Revised 40-scale Roadway Network Schematic Plans (5 sheets) in Section 3.0.

The revised plan reflects two significant enhancements to pedestrian circulation in NorthPoint. First, the Community Path is more consistently located on the north side of NorthPoint Boulevard and second, the elimination of two one-block street segments. Both of these enhancements reduce the number of pedestrian crossings of on-site roadways. Refer to the Memorandum from VHB to TPTD attached as Exhibit M.

(h) Existing and proposed utility systems including sanitary sewers, storm sewers, and water, electric, gas, and telephone lines

Detailed information regarding utilities will be addressed during individual parcel design review. As noted above, the Applicant is exploring the possibility of constructing a direct sewer connection from NorthPoint to the MWRA Prison Point Pump Station, subject to the approval of DPW.

(i) General landscaped plan indicating the treatment of materials used for private and common open spaces

Specific landscape plans and designs will be submitted as individual parcels are developed. Refer to Exhibit H: Revised Open Space Plan in Section 3.0, which generally depicts the open space areas. As noted above, this Application proposes a slight reduction in the size of NorthPoint Common and, more importantly, the addition of a new park along Water Street on Parcel I, which extends the open space corridor through the Site.

Note: To date, Earhart Park, Child Street Park, Brian P. Murphy Memorial Staircase (Gilmore Bridge Connection), and four (4) acres of NorthPoint Common have been completed. Additionally, buildings and landscaping associated with Sierra, Tango and Twenty|20 (Parcels S, T, and N, respectively) have also been constructed.

(j) Description of adjacent land areas, including land uses, zoning, densities, circulation systems, public facilities, and unique natural features of the landscape

Since Minor Amendment #5, the Phase II building on the adjacent property currently owned by AvalonBay has been reduced in size, but remains mostly residential and has a small amount of ground floor retail.

(k) Proposed treatment of the perimeter of the development, including materials and techniques used such as screens, fences, and walls

No change. Specific plans and designs will be submitted as part of the design review process for individual parcels.

2.6 Project Review (Application Procedures) - 19.24

This Section 2.6 demonstrates how this Application conforms with the requirements of Section 19.24 – Application Procedures of the Cambridge Zoning Ordinance.

2.6.1 Traffic Study – 19.24(2)

There are no changes in overall square footage or in the mix of uses between residential and non-residential. The traffic generated by the proposed development remains within that described in the original Traffic Impact Study and is consistent with the required traffic mitigation.

There are however, some proposed changes in Project phasing which are further detailed above and in the memorandum from the Project’s traffic engineer (VHB) to TPTD attached in Exhibit L. The traffic analysis submitted to TPTD demonstrates that the total traffic volume resulting from the proposed amendment will not exceed the original trip generation thresholds established for Phase 1A, Phase 1B and the Full Build project during for the daily, AM and PM peak hours as established in the certified NorthPoint TIS (2002). The proposed phasing generates a higher vehicle trip generation in Phase 1A and Phase 1B in comparison to the 2015 Master Plan Update, but still below the TIS thresholds, reflecting the acceleration of the development schedule.

2.6.2 Tree Study – 19.24(3)

No change.

2.6.3 Urban Design Objectives Narrative – 19.24(4)

No change. Refer to the discussion in Section 2.5.1(b) above.

2.6.4 Sewer Service Infrastructure Narrative – 19.24(5)

The Applicant is exploring two options for providing additional sewer capacity needed for NorthPoint. The original route in Gore Street is a 3,400 linear foot route that runs along Gore Street and connects to an MWRA interceptor located in Somerville. The alternative route is a direct connection to the MWRA Prison Point Combined Sewer Overflow (“CSO”) Facility, approximately two blocks away from the southeastern boundary of the Site. The Applicant is working closely with the Cambridge DPW to determine which connection will be selected. The Applicant will construct the improvements required for the DPW approval connection.

2.6.5 Water Service Infrastructure Narrative – 19.24(6)

At the request of DPW, the Applicant has agreed to replace various existing water lines in MOB as part of the reconstruction of that street between Third Street and Museum Way. This is a new request by the City, which the Applicant has agreed to construct, at Applicant's cost.

2.6.6 Noise Mitigation Narrative – 19.24(7)

No change.

2.7 Sustainable Design and Development

All proposed parcels will be designed and constructed in compliance with Article 22 of the Zoning Ordinance. The specific requirements of Article 22, including submission of a LEED Project Checklist, will be addressed on an individual parcel basis during design review.

Note: The most recent building constructed in NorthPoint, Twenty|20 on Parcel N, a 355-unit apartment building, achieved a LEED Silver rating.

2.8 Criteria for Approval

2.8.1 Development Proposal Approval Criteria – 12.35.3

Approval of the Development Proposal shall be granted only upon determination by the Planning Board that the Development Proposal:

(1) Conforms with the General Development Controls set forth in Section 12.50, and the development controls set forth for the specific PUD district in which the project is located

Section 12.50 General Development Controls

12.51 Applicability and Conformance with Existing Policy Plans

The Project remains consistent with the Eastern Cambridge Development Guidelines and the Eastern Cambridge Planning Study, preserving the concept of an active, urban-scale mixed-use neighborhood.

12.52 PUD Development Parcel Size

No change.

12.53 Standards for construction of roadways

No change.

12.53.1 Minimum Standards for Acceptance of Existing Private Ways as Public Ways

No change.

12.53.2 Circulation pattern design requirements

No change.

12.54 Standards for Construction of Utilities and Public Works

No change.

12.55 Landscaping

No change.

12.56 Environmental performance standards

No change.

Section 13.50 PUD-4A District Development Controls

No changes are proposed for Parcel V.

Section 13.70 Planned Unit Development in the North Point Residence District

No change. The Project, as revised, continues to create a new residential neighborhood from an area formerly primarily industrial in character. Retail and office uses and community services are included to serve the residential community and stimulate activity in the area for extended hours throughout the day. Significant new public open space to serve the residents of the district and the general public is also included. As noted above, the Project as revised will remain consistent with the policy objectives set forth in the Eastern Cambridge Plan and guidance provided in the Eastern Cambridge Design Guidelines.

13.73 Use Regulations.

13.73.1 Special Provisions Related to Permitted Retail Uses.

No change.

13.74 Dimensional Requirements.

13.74.1 Floor Area Ratio (FAR) Limitation.

No change.

13.74.2 Minimum Development Parcel Size.

No change.

13.74.3 Maximum Building Height.

The maximum building heights are unchanged. The number of building parcels on which 220' is permitted is unchanged. The location of one of the 220' parcels has been shifted slightly from the former Parcel J to new Parcel I.

13.74.4 Other Dimensional Requirements.

No change.

13.75 Open Space.

Overall, there is no change in the total proposed open space of 11.0 acres. The modifications of the Open Space plan are specifically to enhance the public realm and connectivity within and into NorthPoint. Open space is being redistributed to achieve two new key objectives. First, a new major park is being created on Parcel I adjacent to Water Street. This new park will be an active use park and will provide open space to the western part of NorthPoint, which previously had little open space. In addition, it materially improves the public realm experience for those accessing the Site from Water Street. The second objective is the refinement and redistribution of NorthPoint's many "finger parks" creating view corridors to and from these and other open spaces to create a more direct connection from East Cambridge to the Site and within the Site.

13.76 Parking and Loading Requirements.

No change.

13.77 Approval of Roadway Plan.

Please see Exhibit J: Revised 40-scale Roadway Network Schematic Plans (5 sheets) submitted with this application (in Section 3.0) which has a series of enhancements to the on-site roadway network as described above.

The revised layout of roads adequately serves the needs of the development while providing an integrated and comprehensive circulation system for the entire North Point district, including adjacent parcels. Please also see the Memorandum from VHB to TPTD included in Section 3.0 as Exhibit M.

13.78 Other Provisions

13.78.1 Signs.

No change.

13.78.2 Perimeter and Transition.

No change.

13.78.3 Traffic Mitigation Measures.

No change.

13.78.4 Relationship to MBTA Urban Ring Transportation Planning Project.

No change.

13.79 Development Flexibility: Additional Permitted FAR and Height

13.79.1 Previously Issued PUD

No change.

13.79.2 Additional Gross Floor Area for Above Ground Structured Parking

No change.

13.79.3 Additional Gross Floor Area for Non-residential Uses

Not applicable.

13.79.4 Provision of Public Benefits

As described in the Community Benefits section above, the revisions reflected in this Application maintain and add to the public benefits of the NorthPoint Project.

13.710 Monitoring of Compliance with PUD Conditions

No change.

(2) *Conforms with adopted policy plans or development guidelines for the portion of the city in which the PUD district is located*

As described above, the proposed amendments to the Master Plan are consistent with the Eastern Cambridge Planning Study and Eastern Cambridge Design Guidelines.

(3) *Provides benefits to the city which outweigh its adverse effects; in making this determination the Planning Board shall consider the following:*

Quality of site design, including integration of a variety of land uses, building types, and densities; preservation of natural features; compatibility with adjacent land uses; provision and type of open space; provision of other amenities designed to benefit the general public

No change.

Traffic flow and safety

There are no proposed changes in the five approved vehicular access points to NorthPoint (Water Street, First Street, East Street, Leighton Street, and Museum Way.)

There are no proposed changes in the five approved vehicular access points to NorthPoint (Water Street, First Street, East Street, Leighton Street, and Museum Way.) The proposed enhancements to the Master Plan include positive adjustments to the on-site circulation network. The improvements have been made through minor adjustments and re-alignments of internal roadways with the intention of improving the overall public realm experience and safety for pedestrians and bicyclists. The modified internal roadway layout improves the connectivity of the roadway network for vehicles, pedestrians and cyclists. The Revised 40-scale Roadway Network Schematic Plans (5 sheets) is included in Section 3.0 as Exhibit J. Please also see the Memorandum from VHB to TPTD in Exhibit M.

Adequacy of utilities and other public works

No change.

Impact on existing public facilities within the city

No change.

Potential fiscal impact

No change.

2.8.2 Special Permit Approval Criteria – 10.43

Pursuant to Section 10.43, special permits will normally be granted where specific provisions of the Ordinance are met, except when particulars of the location or use, not generally true of the district or of the uses permitted in it, would cause granting of such permit to be to the detriment of the public interest because:

(a) It appears that requirements of this Ordinance cannot or will not be met

All requirements of the applicable provisions of the Zoning Ordinance will be met with the requested amendments of the PUD and Project Review Special Permits.

(b) Traffic generated or patterns of access or egress would cause congestion, hazard, or substantial change in established neighborhood character

No change.

(c) The continued operation of or the development of adjacent uses as permitted in the Zoning Ordinance would be adversely affected by the nature of the proposed use

No change.

(d) Nuisance or hazard would be created to the detriment of the health, safety and/or welfare of the occupant of the proposed use or the citizens of the City

No change.

(e) For other reasons, the proposed use would impair the integrity of the district or adjoining district, or otherwise derogate from the intent and purpose of this Ordinance

No change.

(f) The new use or building construction is inconsistent with the Urban Design Objectives set forth in Section 19.30

No change.

2.8.3 Project Review Special Permit Review Criteria – 19.25

In granting a special permit under Section 19.20, the Planning Board is required to make the following findings.

19.25.1 Traffic Impact Findings

No change.

19.25.2 Urban Design Findings

No change.