

The Foundry Building AMENDED DEMONSTRATION PROJECT PLAN



Cambridge Redevelopment Authority
City of Cambridge

Approved by CRA Board, December 17, 2014
Approved by Cambridge City Council, May 4, 2015
Amended by the CRA Board, September 13, 2017 and by the
Cambridge City Council, September 25, 2017

9/25/17

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Date of Amendment: September 25, 2017

This Amended Demonstration Project Plan (the “Plan”) for The Foundry Building is adopted based on the following understandings:

1. The Plan was adopted following a public consultation process and input from the Cambridge City Council as more particularly detailed in the Plan;
2. The Cambridge Redevelopment Authority (the “CRA”), working in cooperation with representatives of the City of Cambridge (the “City”), sought development entities of the Foundry following adoption of the Plan in accordance with its terms;
3. Following receipt of proposals for such redevelopment, additional public input was received by representatives of the CRA and the City, causing the CRA to cancel the development entity procurement and to propose changes to the Plan consistent with that input; and
4. The CRA and the City anticipate that changes to the Plan as set forth in this Amendment will result in a competitive procurement for the design, construction and operation of the Foundry consistent with the public objectives and need.

The changes and modifications to the Plan displayed on the attached document are therefore proposed in the form of this Amended Plan.

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I. Introduction

The purpose of this Demonstration Project Plan (“Plan”) is to serve as a guide for the redevelopment of the Foundry Building at 101 Rogers Street in Cambridge (the “Property” or the “Foundry”) as a Demonstration Project (the “Project”) under Chapter 121B of the Massachusetts General Laws, which the Cambridge Redevelopment Authority (the “CRA”) will carry out in concert with the City of Cambridge (the “City”). The Project represents the opportunity not only to fulfill a compelling community need but also to serve as a demonstration of a development technique that could, if successful, be replicated elsewhere in the City and the Commonwealth.

The Foundry was conveyed to the City as part of the consideration provided to the City in connection with a zoning amendment. The zoning amendment now incorporated into the Cambridge Zoning Ordinance as Section 13.59.10 states a preference for municipal or community uses and requires that a minimum of 10,000 square feet (SF) of the Property’s Gross Floor Area (GFA) be dedicated to educational, cultural or institutional uses as permitted under the Zoning Ordinance and at a time and in a form acceptable to the City.¹

The Project seeks to use the CRA’s resources from a successful urban renewal venture to help better spread the benefits of Kendall Square to a broader sector of the Cambridge community for a demonstrated need that has been voiced by City officials and expressed as a community need by the public at large. This type of public-interest redevelopment could prove to be a powerful new community development tool for the City or other cities, allowing for the primacy of community and City Council-defined objectives throughout a development, while leveraging the financial resources and development expertise of the CRA to create a unique civic asset for the City’s residents.

The Property is adjacent to the CRA’s Kendall Square Urban Renewal Project (“KSURP”). Through the urban renewal process, Kendall Square has grown into an innovation district, home to some of the world’s most visible companies and recognized as one of the most highly sought-after real estate markets in the United States.² Private redevelopment has flourished beyond the boundaries of the KSURP, creating a larger district of highly specialized technology and biotechnology companies.

¹ More specifically, Section 13.59.10 of the Cambridge Zoning Ordinance reads: “Any Final Development Plan shall provide for the transfer of ownership to the City of Cambridge of the existing building and lot identified as 101 Rogers Street (also known as 117 Rogers Street and as the Foundry Building) (Tax Parcel 27-82), with a preference for its use for municipal or community uses as generally set forth in Section 4.33 of the Table of Use Regulations, at least 10,000 square feet of which shall be devoted to educational, cultural or institutional uses listed in Section 4.33 of the Table of Use Regulations, at a time and in a form acceptable to the City. Such transfer shall include the full development rights attendant to such lot at an FAR of 3.0 as generally permitted within the applicable PUD. Upon the execution of such transfer of ownership, the PUD Permittee shall be entitled to 43,684 square feet of additional Gross Floor Area for non-residential or residential development within the approved Final Development Plan above that otherwise permitted through application of the FAR limitations set forth in the PUD-3A and 4C Districts, and if ownership of a portion of up to 5,254 square feet of the lot identified as 249 Third Street (Tax Parcel 27-76) is transferred to the City of Cambridge, upon the execution of such transfer of ownership, the PUD Permittee shall be entitled to additional Gross Floor Area, as well, equal to the product of 3 times the number of square feet of such portion of such lot. Such Gross Floor Area may be included in the approved Final Development Plan, notwithstanding that such approval may precede the actual transfer of the property to the City.”

² Kurtzman, Joel. 2014. *Unleashing the Second American Century*. Also in Katz, Bruce and Julie Wagner. May 2014. “The Rise of Innovation Districts: A New Geography of Innovation in America”. Metropolitan Policy Program at Brookings (www.brookings.edu/metro)



Foundry Location Map

Not all of Cambridge’s residents have access to these jobs, however. In the City, 13% of people live in poverty, and 26% of those over 25 years of age have less than four years of college. Poverty rates and unemployment rates are higher for those with less educational attainment.³ Two neighborhoods near Kendall Square and the Foundry (Area 4 and Wellington-Harrington) have some of the highest rates of poverty for families, especially single parent families and children under 18 years of age.⁴

With some of the highest commercial rents in the country, the start-up companies that contribute to the innovation economy are finding it more and more difficult to remain in the area.⁵ Community-based activities also may not be able to obtain space subject to private market rents, and the availability of older industrial and office buildings is scarce. The real estate market has limited the range of occupations and local employment opportunities in Cambridge for workers without advanced degrees or technical training.

Approximately 70% of the occupations in the City are in management, business, science, and the arts.⁶

³ U.S. Census, 2012 American Community Survey 1-year Estimates.

⁴ Cook, Clifford. January 21, 2013. “Poverty in Cambridge.” Cambridge Community Development Department.

⁵ Farrell, Michael B. “Kendall Square Boom Time Squeeze out Start ups,” Boston Globe: October 25, 2012.

⁶ U.S. Census, 2008-2-012 American Community Survey 5-year estimates.

From 2013-2014, the City and the CRA held public forums in which the community has voiced support for redevelopment of the Property into an innovative multi-purpose center, creating a collaborative environment with a mix of cultural, educational, and commercial uses, consistent with the zoning requirements. Some of the suggested ideas include multi-generational community uses, programs for early childhood and youth development, and opportunities for mentorship, internship, apprenticeship, workforce training, and education in the areas of science, technology, engineering, arts, and math (“STEAM”), which would serve a broad sector of Cambridge residents. On March 17, 2014, the Cambridge City Council adopted a Policy Order (the “Policy Order”), attached as Appendix A, setting forth certain goals for the redevelopment of the Property, including a community process to refine the objectives of the redevelopment of the Foundry.

The Foundry is vacant and its condition is deteriorating, as it stands empty. Studies indicate that it needs upwards of \$22 million in repairs and new construction to return it to productive reuse. Within this relatively small building, the desire for community uses limits the critical mass of commercial use. The City’s consideration of using the Foundry to accommodate specific community-based objectives, as opposed to a potentially more lucrative use, makes it difficult to reasonably redevelop the Foundry through the ordinary operations of private enterprise without some public assistance, which is a well-established practice for the undertaking of urban renewal activities in Massachusetts.

Redevelopment of the KSURP area has created revenue for the CRA. This Plan seeks to facilitate a joint project between the CRA and the City to explore the ability to use some of the CRA’s revenues from the KSURP and its redevelopment powers to achieve specific community-based needs and objectives that may not otherwise be possible.

Based on analysis of both the existing physical condition and financial feasibility of the redevelopment of the Foundry, the CRA believes that the redevelopment of the Foundry as a demonstration project through this Plan would be appropriate for three primary reasons: (i) the Project will prevent the creation of urban blight in the area of the Property; (ii) the Project will allow the CRA to leverage the success of redevelopment in Kendall Square to diffuse opportunity broadly throughout the community to achieve specific community-based objectives; and (iii) the Project may serve as a model of an innovative approach to community development for the City and the Commonwealth.

II. Vision and Objectives

A. Vision

The vision statement for the Project is informed by community input and has been developed to cover the broad range of possible uses that may utilize the Foundry building throughout the life of the Project. While different development proposals will likely provide various schemes for overlapping uses within the building, the details of programs, tenants, and interior designs may be modified to meet the evolving needs of the community.

The Foundry will be a creative, innovative center that offers a collaborative environment with a mix of cultural, educational, manufacturing, and commercial uses. The renovated multipurpose building will be designed for flexibility and will be accessible, inclusive, and welcoming to the public. The activities within will be multigenerational and multicultural, providing a citywide and neighborhood resource that is financially sustainable for years to come.

B. Objectives

On March 17, 2014, the City Council requested that the City Manager engage residents and stakeholders in a community process to refine the objectives of the redevelopment of the Foundry into a multi-purpose community center. Community input from many workshops and meetings held throughout 2013 and 2014 (Section VIII) helped define the key project objectives below.

1. Innovative Programs

- a) Foster a center of creativity and innovation through the shared use of space populated with complementary uses.
- b) Create mentorship, internship, apprenticeship, workforce training, and educational programs for Cambridge residents that can directly benefit and engage the surrounding community.
- c) Include significant training opportunities in the areas of science, technology, engineering, arts, and math (STEAM) fields that can effectively introduce and prepare Cambridge residents for the existing and growing professional fields that have emerged in Kendall Square area over the past several years.
- d) Capitalize on the commercial success of Kendall Square's redevelopment to create a unique collaborative environment as a citywide resource, with a diverse mix of cultural, educational, and commercial uses emphasizing youth and senior engagement, with a particular focus on under-represented, lower income households.

2. Building and Site Development

- e) Create physical assets (a renovated structure, new facilities, and equipment) that will support viable economic activity and promote business growth and job creation within the Foundry in a manner that can be sustained in the years to come.
- f) Bring the Foundry into productive use for the community with universal accessibility and prevent the Property from falling into disrepair
- g) Highlight the historic architectural elements of the building and connect the building to its site and surrounding, including new streetscape.

3. Operational and Financial Structure

- h) Leverage multiple funding sources to provide a financially sustainable building operation, while providing space for community, cultural, and educational functions at rents commensurate with those uses.
- i) Maximize the extent of public and/or community uses of the building and providing a structure for ongoing management and oversight of those uses.
- j) Pilot and report techniques for the adaptive reuse of an industrial building into a center of innovation and creativity, utilizing public private partnership both as a financing tool and a model of collaborative economic and cultural development.

As with all redevelopment projects, the Property will be appraised by the CRA with and without the “re-use restrictions” in place so as to gain a sense of the “opportunity cost” to redevelop the Property in the manner set forth in the Plan.

C. Viable Uses

The overall goal of the Project is to create a unique collaborative space for a variety of uses consistent with the Vision and Objectives above. The list of viable uses below allows for flexibility and a wide range of uses that could be incorporated into redevelopment concepts; however, strong preference will be given to uses that will directly benefit and engage the surrounding community through programs for Cambridge residents. Redevelopment concepts should highlight successful public and private partnerships, as well as the important work of community-based non-profit organizations. The building should remain reasonably open and accessible to the general public, especially on the ground floor. Proper consideration should be given to ensure that uses are compatible with one another.

Acceptable *programmatic and space* preferences are listed below (in alphabetical order). Many of these elements could be programs that are mixed, synergistic, or operating in shared spaces. Due to space limitations however, it is understood that not all of these uses could be adequately accommodated at one time in the Foundry building:

- Assembly space including performance areas, black box and other theaters, and informal gathering spaces
- Community kitchen and food preparation space
- Early childhood education/day care use
- Family-based commercial recreation
- Gallery spaces including museums and library areas
- Office and lab space for companies, start-ups, individual enterprises, shared use, public agencies, and non-profit organizations
- Parking
- Retail including small shops, cafes, and restaurants
- Start-up manufacturing, fabrication (“maker”) space
- Studio space for arts, performing arts, and other uses
- Workforce development including community education and job training centers
- Youth and senior programming

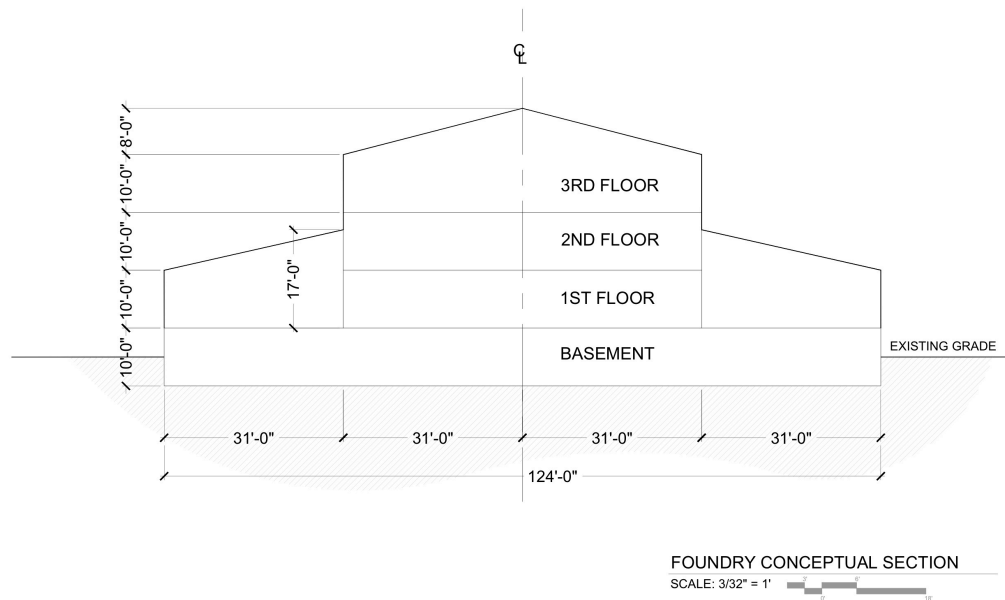
The distribution of uses in the building will likely change as community needs, market conditions, and technology evolve over time. Single uses that occupy 100% of the building square footage (not counting parking) such as residential, single tenant office/lab, university or other institution with classroom, lab, office providing service only to students and/or faculty, are not consistent with the development objectives that have emerged throughout the process up to this point and will not be considered as feasible outcomes. Similarly, the office space allocated for below market rents should ideally be targeted to multiple community-based users rather than a single non-profit or public agency use.

The redevelopment process and governance model are designed to maximize the public and community-based elements of the building’s program and ensure compliance with these objectives through minimum thresholds for the amount of below market rate space for community-oriented uses and maximum allowances for market rate commercial uses, such as office, lab, retail, or restaurant.

III. Physical Condition of the Building

A. The History of the Foundry Building

The original building at 101 Rogers Street is masonry exterior over a heavy timber frame structure. The main building was built in 1890 with side wings added in 1910. At that time the building was used as a foundry, all on one floor, at ground level. L.H. Gager of Palmer, Massachusetts, designed the original structure with an unusual truss system that accommodated large cranes to support iron production. This truss system had reinforced double wood trusses that rise up within the clerestory to support the beams on which the crane ran. The Foundry processed up to 50 tons of iron per day.



The Foundry was originally part of a larger industrial complex for the Blake & Knowles Steam Pump Company. The complex, including the Foundry, was once a nationally recognized manufacturing facility and supplied 90% of pump supplies to the U.S. Navy in the 1930s. In the 1960s and 1970s, the building was used as a taxi barn.

The Foundry's original open, high bay design was modified in 1982 for office use through the addition of three structured floor levels within the building. The infill structure is steel frame with concrete decks. At the same time, the ground floor was excavated to create the below grade level that accommodates parking as well as building services and some additional rentable space. After these building modifications, it was used as commercial space for numerous telecommunication, computer technology, and biotechnology companies.

On January 5, 2017, the Cambridge Historical Commission (the "Commission") voted to initiate a landmark designation study for the Foundry under Chapter 2.78, Article III of the Cambridge Municipal Code. During the twelve-month study period, which extends through January 5, 2018, the Property will be treated as though it were already a designated landmark. During this time (and, depending on the determination made by the Commission at the conclusion of the study period), any publicly-visible exterior alterations must receive a Certificate of Appropriateness, Nonapplicability, or Hardship from the Commission before a building permit may be issued.

The building in its current configuration consists of a lower parking level with 42 parking spaces and approximately 4,000 SF of usable, non-parking area, a first floor with approximately 23,000 SF of gross area, and two upper floors with approximately 15,000 SF of gross area each.

A narrow open space of approximately 3,000 SF to the east of the building is included as a part of the Property (Appendix B, Site Plan). The Rogers Street frontage includes the main entrance and 12 surface parking spaces. The total lot area is 37,500 SF. The Property is abutted

to the east by an open parking lot formerly associated with the Worthington Place residential property, which is now under development. The abutting parcel to the west contains a switching station and a large windowless structure that houses communications technology.

B. The Physical Condition of the Property

The main Foundry building is 124 years old and has not received significant investment since 1982. The building's retrofit in 1982 was completed in accordance with the Massachusetts State Building Code, Third Edition from 1979. A major redevelopment will need to comply with the Massachusetts State Building Code, Ninth Edition (MSBC-9th), along with the Cambridge Stretch Energy Code and other applicable laws or regulations. Significant resources are required to bring the building up to code and meet current energy and accessibility requirements in Cambridge.

According to the Foundry Reuse Study from June 18, 2013 ("Reuse Study"), conducted by HMFH Architects, the Property requires structural reinforcement, replacement of most major building systems, repair or replacement of the building's envelope, and significant circulation upgrades. This section provides an overview of these issues, and the full Reuse Study is available on the City's website.

The significant building issues identified in the Reuse Study are summarized below:

Structure Systems: The building requires significant seismic retrofitting to address lateral forces that could compromise the building's structure. Existing structural framing of the roof, trusses, walls, and slabs would likely have to be reinforced or supplemented to resist lateral force loads for the expected occupancy loads. Further structural testing will be needed in conjunction with anticipated uses in accordance with detailed redevelopment plans.

Building Envelope: The brick and stucco materials require significant repair. The clerestory siding is in need of replacement.

Windows, Skylights, and Doors: All windows, skylights, and doors need to be replaced. The windows on the eastern façade have been bricked up, and most should be re-opened to provide light to the first floor uses. The 25 year-old roof has reached its lifespan. No major leaks have been detected but some water damage is evident.

Accessibility: There is no wheelchair accessibility from the Main Lobby on Roger Street to the elevator and no accessible entrance at Bent Street. Accessibility requirements in a building occupied by uses that accommodate the public are more comprehensive than in an existing building occupied by private businesses. Significant retrofit of the building's circulation will be required to bring universal access to the building.

Mechanical, Plumbing and Electrical: Most of the mechanical systems have reached the end of their lifespan and will need specific upgrades and/or replacement. The restrooms need new fixtures and accessibility retrofits.

Fire Protection: Areas of the building require improved fire protection. The fire alarm system does not meet code, and the fire pump room requires a direct egress to the outside. Significant code upgrades are needed to reach the Occupancy Type B requirements necessary for a broad range of uses.



Existing Foundry Floor Plans
(Source: HMFH Reuse Study)

The Reuse Study estimated that the base building improvements will require approximately \$12 million. Significant additional investment will be needed to fit out the interior space to serve the eventual end use; these costs vary depending on the final design and program of the building space.

In 2014 two pipe failures created significant water damage requiring rapid response to avoid mold development in the interior. This response included the removal of portions of the first floor interior demising walls, further limiting the building's current utility. In 2015, the City conducted an internal building demolition to remove most of the interior walls and finishing to prepare the building for redevelopment.

Based on additional design studies by HMFH Architects and a new cost estimate report from Daedalus Projects Incorporated, conducted in 2017, the full development of the building is estimated to require between \$18 and \$23 million in capital investments, not including remediation, off site improvements or project soft costs. The full redevelopment project is estimated to cost between \$26 million and \$31 million.

C. Needed Building Improvements

The Reuse Study suggests that meeting these programmatic objectives and putting the building into productive use will require significant property improvements. The final program and building design will likely make modifications to the planned improvements contemplated in the Reuse Study, but the general scope of work is expected to be comparable.

A number of structural retrofits are required to improve lateral-force resistance. The proposed retrofits include the addition of lateral support throughout the roof, shearing load improvements to walls, reinforcements to concrete slabs, improvements to wood truss connections to structural systems, and bracing at multiple levels of the building. All the existing interior walls will need to be removed and reconfigured. New plumbing fixtures and lighting are needed throughout the building. New HVAC equipment and distribution systems are needed. Updated sprinkler systems will be required.

The exterior envelope of the building requires significant repair and replacement. The roof has reached its life span; the skylights and windows require replacement. Stucco and brick façade materials require repair. Additionally landscaping improvements are needed for the building-related open space or a pocket park along the east side of the building. To provide an accessible entrance to the building, the reuse plan must either build a chair lift in the front lobby and utilize the existing elevator, or rebuild a new elevator, machine room and stairs to all levels. Additional entry and exit upgrades will be required based on the ultimate configuration of spaces and occupancy loads.

D. Environmental Remediation

Oil contamination from a 10,000-gallon underground tank was previously detected in the southwestern portion of the main building site at 101 Roger Street by a prior owner of the Property. The oil tank was removed in 1988; however, reportable concentrations of petroleum

constituents were detected in groundwater during subsequent site assessment activities in 1997 (DEP RTN. 3-15809). As a result, an Activity and Use Limitation (“AUL”) was placed on the Property, limiting use to commercial, and restricting residential, school, and institutional uses due to concerns regarding exposure to soil gas. In 2002, new soil testing was conducted to assess the concentrations of residual petroleum contamination using the new MassDEP Methods for Extractable and Volatile Petroleum Hydrocarbons. The results of those tests indicated that the hydrocarbon concentrations in the soil were below the standard that is protective of residential exposures. Additionally the concentration of petroleum hydrocarbons in groundwater had also decreased significantly since 1998. Therefore, in 2002 the AUL was terminated.⁷

In May 2011, Haley & Aldrich, Inc., (“Haley & Aldrich”) on behalf of Alexandria Real Estate Equities conducted additional testing on the Property. Later that year, Haley & Aldrich conducted further analysis of indoor air quality within the building and soil conditions of the grassy side yard.

The Haley & Aldrich soil gas analysis included both petroleum-related volatile organic compounds (VOCs) as well as petroleum hydrocarbon ranges. The analysis conducted in 2007 did not include petroleum hydrocarbon ranges. Their recent soil gas analytical data indicate that C5-C8 aliphatics were detected at a concentration that exceeds the MassDEP Soil Gas Residential Screening Value. Testing for petroleum-related VOCs in soil gas was conducted in both 2007 and 2011. Soil gas testing in 2007 indicated that benzene was present at levels that exceeded the MassDEP Soil Gas Residential Screening value; however, the 2011 test results indicates an overall decrease in VOC concentrations compared to the 2007 data.

Haley & Aldrich came to the conclusion that the potential for vapor intrusion is limited to the southwest portion of the garage and that an exposure pathway does not currently exist for the concentrations of petroleum hydrocarbon given the current use.⁸ This may need further study if alternative uses are contemplated for the garage.

The groundwater analytical data generated by the Haley & Aldrich analysis indicated that groundwater has been impacted by low concentrations of petroleum hydrocarbons. The concentration of these constituents was consistent with or lower than the concentrations detected in 2002.

According to the Reuse Study, the building itself contains limited hazardous materials in the structure, requiring approximately \$500,000 dollars of remediation and disposal costs.⁹ Haley & Aldrich conducted surface soil testing in 2011 for contaminants and determined that low levels of petroleum hydrocarbon and metals existed but were well below DEP reporting criteria.¹⁰

⁷ Haley & Aldrich Memorandum July 01, 2011 File No. 34250-10

⁸ IBID

⁹ http://public.dep.state.ma.us/SearchableSites2/Site_Info.aspx?textfield_RTN=3-0015809&searchType=ALL&CurrentPage=1

¹⁰ Haley & Aldrich Memorandum December 21, 2011 File No. 34250-10

The City has entered into an agreement with an environmental consultant to conduct soil testing at the Foundry. Based on the results of the soil testing, the environmental consultant will develop a remediation plan for the Property.

IV. Demonstration Project

A. The Legal Basis for Demonstration Projects under Massachusetts Law

As an urban renewal agency expressly designated by the Cambridge City Council, the CRA plays an important role in urban renewal and redevelopment planning activities in the City. The CRA exercises the powers available to such agencies under Chapter 121B of the Massachusetts General Laws.

The CRA's authority under Chapter 121B includes, among other powers, the power to: (i) declare certain areas of the City blighted open, decadent or substandard; (ii) prepare plans for the redevelopment of such areas; and (iii) to carry out demonstration projects for the "*prevention and elimination of slums and urban blight.*" Within urban renewal areas, the CRA is authorized to prepare urban renewal plans that call for the undertaking of urban renewal projects aimed at eliminating what the law has defined as decadent, substandard and blighted open areas. The CRA is authorized "*to engage in or contract for the construction, reconstruction, alteration, remodeling or repair of any clearance, housing, relocation, urban renewal or other project which it is authorized to undertake or parts thereof.*" M.G.L. c. 121B § 11(f).

Section 46(f) of Chapter 121B provides the CRA with the authority to adopt and develop "demonstration projects." That section reads, in part: "*An urban renewal agency shall have all the powers necessary or convenient to carry out and effectuate the purposes of relevant provisions of the General Laws, and shall have the following powers in addition to those specifically granted in section eleven or elsewhere in this chapter: ... (f) to develop, test and report methods and techniques and carry out demonstrations for the prevention and elimination of slums and urban blight.*"

The terms "slums" and "urban blight" are not defined in c. 121B, but § 1 does define the related term "blighted open area"¹¹ as:

a predominantly open area which is detrimental to the safety, health, morals, welfare or sound growth of a community because it is unduly costly to develop it soundly through

¹¹ Section 1 of c. 121B also includes these definitions:

"Decadent area," an area which is detrimental to safety, health, morals, welfare or sound growth of a community because of the existence of buildings which are out of repair, physically deteriorated, unfit for human habitation, or obsolete, or in need of major maintenance or repair, or because much of the real estate in recent years has been sold or taken for nonpayment of taxes or upon foreclosure of mortgages, or because buildings have been torn down and not replaced and under existing conditions it is improbable that the buildings will be replaced, or because of a substantial change in business or economic conditions, or because of inadequate light, air, or open space, or because of excessive land coverage or because diversity of ownership, irregular lot sizes or obsolete street patterns make it improbable that the area will be redeveloped by the ordinary operations of private enterprise, or by reason of any combination of the foregoing conditions.

"Substandard area," any area wherein dwellings predominate which, by reason of dilapidation, overcrowding, faulty arrangement or design, lack of ventilation, light or sanitation facilities or any combination of these factors, are detrimental to safety, health or morals.

the ordinary operations of private enterprise by reason of the existence of ledge, rock, unsuitable soil, or other physical conditions, or by reason of the necessity for unduly expensive excavation, fill or grading, or by reason of the need for unduly expensive foundations, retaining walls or unduly expensive measures for waterproofing structures or for draining the area or for the prevention of the flooding thereof or for the protection of adjacent properties and the water table therein or for unduly expensive measures incident to building around or over rights-of-way through the area, or for otherwise making the area appropriate for sound development, or by reason of obsolete, inappropriate or otherwise faulty platting or subdivision, deterioration of site improvements or facilities, division of the area by rights-of-way, diversity of ownership of plots, or inadequacy of transportation facilities or other utilities, or by reason of tax and special assessment delinquencies, or because there has been a substantial change in business or economic conditions or practices, or an abandonment or cessation of a previous use or of work on improvements begun but not feasible to complete without the aids provided by this chapter, or by reason of any combination of the foregoing or other condition; or a predominantly open area which by reason of any condition or combination of conditions which are not being remedied by the ordinary operations of private enterprise is of such a character that in essence it is detrimental to the safety, health, morals, welfare or sound growth of the community in which it is situated.

B. Foundry as a Demonstration Project

One key factor in determining whether a demonstration project is appropriate is whether pursuit and completion of the project will prevent the occurrence of slums or urban blight. While the Foundry area cannot presently be said to be blighted, if left vacant and without productive reuse, it could become blighted in the future.

As will be discussed below, the physical conditions of the Foundry require substantial repair; without these investments, the potential for detriment to safety exists. A sizeable vacant structure could also attract illicit activities and may, in any event, have a detrimental effect on the sound growth and attraction of investment to surrounding properties. Significant effort has been put into developing a plan to re-use the Property in a manner consistent with the public's stated desires, and without the use of additional governmental involvement. The conclusion of that effort is that additional government assistance is needed to accomplish those objectives.

Another key factor is the use of a technique that could serve as a test for possible application elsewhere in the City and the Commonwealth. Demonstration projects are not widely used as development tools outside the City of Boston, and the proposed collaboration with the City has unique qualities that will enable publicly-identified community objectives to drive the redevelopment.

The redevelopment of the Foundry for the purposes and in the manner called for in this Plan is an appropriate demonstration project.

C. Demonstration Project Phases

It was anticipated that the full redevelopment process for the Foundry would include five basic phases, as detailed below. The City and CRA's initial effort to undertake the Transaction Phase between 2015-2016 resulted in a decision by the City and the CRA to terminate the initial procurement, amend this Plan, and begin a second procurement of the project. It is contemplated that the overall phase structure will remain the same, except that the Project will now have the City oversee the design and construction of the capital improvements to the Property and result in a CRA procurement process for the selection of a building operator (the "Operator," as explained more fully below).

1. Acquisition and Due Diligence Phase (2009 - 2013)

The March 3, 2014 report on the Foundry, submitted by the City Manager to the Cambridge City Council ("Foundry Building Report"), summarizes due diligence activities that have occurred since the acquisition of the Property, including community outreach up through that time, initial legal review, and fiscal impact analyses. The Foundry Building Report discussed five different implementation approaches along with relative advantages and disadvantages of each approach. The Foundry Building Report noted significant advantages to collaboration between the City and the CRA, including substantial flexibility in the procurement process.

2. Predevelopment Phase (2014)

The Cambridge City Council Policy Order adopted on March 17, 2014 requested the City Manager to allocate up to \$6 million to facilitate necessary capital improvements to the Foundry as well as to determine the legal and regulatory process necessary to collaborate with the CRA. The City and CRA signed a Letter of Agreement on April 12, 2014 (Appendix C) stating that the two parties would continue to explore scenarios for collaboration.

The Predevelopment Phase involved additional community outreach (detailed below in Section VIII), as well as identification of development objectives, development and finance strategies, and governance and management structures.

3. Transaction Phase (2014 – 2017)

The Transaction Phase has continued to involve community engagement, and community and City input has been incorporated into the Plan. Once the CRA Board has approved the Demonstration Plan, the CRA will formally submit the Plan for City Council approval.

In accordance with the City of Cambridge Municipal Code Chapter 2.110 for Property Disposition, the City Manager submitted a Disposition Report to the City Council. This process included a Planning Board public hearing and recommendation. The Disposition Report identified the general terms of a Lease between the City (landlord) and the CRA (tenant) (the "Lease"), which has been executed. It is anticipated that the Lease will be amended to be consistent with the provisions of this Plan, as necessary.

The CRA will then initiate a procurement process for an operator. Given the requirements to operate and maintain the building, the Operator may include a variety of team members.

4. Design and Construction Phase (2017 - 2021)

The City, in cooperation with the CRA will oversee the design and construction of capital improvements. The CRA, with the assistance of the City, will engage and inform the community and the Foundry Advisory Committee (the “Committee”, discussed in more detail in Section V.B below) to ensure that the Project remains consistent with the Vision and Objectives of the Plan.

5. Operations Phase (2021- forward)

The Operator will be expected to manage all aspects of building operations including property management and leasing and/or the designation of operators to manage programs within the building and will work cooperatively with the CRA regarding subleasing all or portions of the Property. The Advisory Committee will play a role in making sure that the Project remains consistent with the Plan’s Vision and Objectives.

D. Demonstration Plan Amendments

From time to time it may be desirable or necessary to amend elements of the Demonstration Plan, either as a minor plan amendment, or as a major plan amendment. A minor plan amendment is a change that does not significantly affect any of the basic elements of the Plan. A major plan amendment is a significant change in any of the basic elements of the Plan and shall be reviewed and approved by the CRA and the City Council.

Since the Foundry is expected to be a center for creativity and innovation, a regular process of assessment and evaluation of the programs and the Property will provide valuable feedback on its success in meeting the Vision and Objectives, or alternatively, the need to update them. The process of assessment and evaluation shall be conducted in consultation with the City, the CRA, the Committee and the Operator. The assessment should take into account the Lease agreement and other legal agreements by and between the City and the CRA (“Agreements”), actual operations, changing demand or market forces, updates in technology or other innovations, the condition of the building, and other outside forces.

V. City Disposition and Governance Structure

A. City Disposition Process

The CRA and the City voted to approve the Plan and the City Council voted to dispose of the Property to the CRA on May 4, 2015. The Lease includes terms establishing minimum and maximum programmatic requirements of the building's occupants and programs. Subject to the terms of the Lease, it is the responsibility of the CRA to engage in a process to select (with the input of the City) an Operator that can deliver and maintain the defined programs of the Property per the Vision and Objectives stated above and otherwise in accordance with this Plan. Further, the selection process described below shall be designed to maximize the community programming of the space and encourage functional overlap between the building's users. The Agreements with the City shall include conditions whereby the City Manager may be able to take remedial actions if the Property is not used according to the intentions of this Plan and the provisions of the Agreements.

The granting of a Lease from the City to the CRA is exempt from the requirements of M.G.L. c. 30B. However, any disposition of a City-owned property interest is subject to Section 2.110.010 of the Cambridge Municipal Code, (the "Disposition Ordinance") a portion of which is excerpted below.

The City Manager shall be responsible for engaging in a process that will result in a fair analysis of how the greatest public benefit can be obtained from the City property in question.

The City Manager shall prepare a report. The report shall be based on careful consideration of the issues enumerated below. In the course of preparing the report, at least one community meeting shall be held to discuss the issues and community concerns and they shall be addressed in the report. Advance notice of such meetings shall be given to potentially affected persons describing the proposals under consideration.

In some circumstances, the City Council may diminish the full process if one or more of the requirements of the Disposition Ordinance would be burdensome in light of the nature of the recommended transaction. The recommended transaction involving the Foundry presented such a circumstance because it is an inter-agency transaction with a fellow governmental agency of Cambridge designed to facilitate uses that directly benefit the citizens of Cambridge. On May 4, 2015, the City Council voted to diminish the full disposition process to grant a long-term leasehold interest to the CRA in such form and manner, and at such time, as the City Manager reasonably determined was necessary or advisable.

B. Proposed Governance Model

The aim of the proposed governance model of the Project is two-fold: (i) to ensure the primacy of public objectives, as outlined above and identified by the City, the CRA and the community, during the redevelopment process; and (ii) to address transparency in governance. The specific terms of the governance model will be formalized in the Agreements between the City and the CRA. The City presently owns the Property in fee simple subject to the Lease, which has an agreed-upon term of fifty (50) years beginning from the date of substantial completion of the Design and Construction phase. Under the terms of the Agreements, the uses of the Foundry are limited to those generally set forth in this Plan. The CRA will seek an Operator to undertake the programming and management of the building.

The Agreements will address the City Manager's establishment of the Committee, the Committee's membership and member terms, as well as the role of the Committee in ensuring that the use of the Foundry is consistent with the Visions and Objectives of this Plan. The Committee shall consist of seven (7) members, who shall be appointed by the City Manager in consultation with the Executive Director of the CRA and shall include representation by residents from abutting neighborhoods. The initial terms of the members of the Committee shall be staggered for one- (1), two- (2), or three- (3) year terms. The replacement terms shall be three-year terms and membership shall be limited to two (3) three (3) year terms plus any fraction of a partial third term.

The Committee, in consultation with the staff of the CRA, will make recommendations to the City Manager or his/her designee during the Design and Construction Phase and throughout the Operations Phase, including refining the types of uses to be fostered in the space, reviewing the long-term capital changes to the building, and recommending any Plan amendments. The CRA shall not enter into a tenant agreement allowing a use in the Foundry that is not consistent with the Project's Vision and Objectives. The Committee will make its recommendations based on community needs specifically including those identified by the City Council, the City Manager, and as a result of community planning and outreach activities. The Committee will continuously re-evaluate proposed Programs through the term of the Agreements and make recommendations consistent with community needs as they may evolve over time, and will also review any significant capital changes to the building as they affect the value of the Foundry as a City asset.

The Advisory Committee shall provide annual updates to the CRA Board at a regular public meeting to provide the public with information regarding its activities as well as for the purpose of soliciting input from the public about the programs associated with the Foundry throughout the Design and Construction, and Operations Phases.

VI. Redevelopment Process

A. Design and Construction Phase

The City will lead the permitting processes for design and construction. The construction projects will include a “Core and Shell Project” which will include major capital improvements, and a “Fit-Out Project”, which will include finish and furnishing work to make the building usable for tenants.

With respect to design, the City will select, contract with and manage a designer according to a designer selection process conducted in conjunction with CRA staff, pursuant to the applicable procurement laws, including use of a Designer Selection Committee. The CRA will have at least two representatives on the Designer Selection Committee. The Operator (selected in accordance with the process set forth below) will work with the City and CRA to help define the designs, particularly the design for the Fit-Out Project.

With respect to construction, the City will apply to the Commonwealth of Massachusetts’ Office of the Inspector General to utilize the Construction Manager at Risk Process outlined in G.L. c. 149A for major capital improvements. If the application is approved, the City will select, contract with and manage a contractor through the G.L. c. 149A Construction Manager at Risk process. If the application is not approved, the City will select, contract with and manage a contractor through G.L. c. 149, on a lowest responsible bidder basis.

B. Operations Phase

The CRA will utilize a Request for Information process, developed in coordination with the City, that may include one-on-one meetings with respondents at the CRA’s discretion, to solicit feedback and information regarding prospective Operators. The CRA will use feedback from the Request for Information process, in conjunction with the City, to develop a process to procure an operator team (the “Operator Procurement”).

The CRA will conduct the Operator Procurement in parallel with the City’s designer selection process so as to provide the Operator an opportunity to help define the designs, particularly with respect to the Fit-Out Project, and will consult with the City on a regular basis during the period that the Operator Procurement is being considered. The Operator Procurement will involve seeking an Operator that can perform three major roles: property management, program management, and leasing. The Operator will work at the direction of the CRA in a contractual relationship that will enable the CRA continuously to oversee the operation of the Foundry.

The CRA will provide oversight of the Foundry’s management, subject to the City’s approval pursuant to the governance structure as established in the Agreements. The Agreements will also provide the Committee and the Cambridge community avenues to remain apprised of the ongoing operations of the Foundry. It is anticipated that the tenants, activities and programs will evolve over time; however, the CRA will utilize its ability to direct the Operator to ensure that the Vision and Objectives of the Plan and the Project are met throughout the term of the Lease.

VII. Financial Plan

The City and the CRA will jointly fund the Project. The total redevelopment cost is estimated to be approximately \$26 million to \$31 million, including soft costs (design, fees and other administrative costs), and the construction of the Core and Shell Project (base building, site work, and remediation), and the Fit Out Project (interior finishing, furnishing, equipment, and additional landscape). The CRA has committed to invest \$7 million during the Design and Construction Phase as detailed below, and the City will invest the remaining funds necessary to improve the Foundry as a core City asset. The cost estimates will continue to be refined as the Project moves through design.

Additional funds will be needed to help start up and sustain the Operations Phase. The CRA is committed to set aside an additional \$2 million for the Operations Phase as detailed below.

A. Design and Construction Phase

During the Design and Construction Phase, the CRA funds will be dedicated primarily to sharing the cost of design and other soft costs, and paying for finishing, furnishing, equipment, landscape, and other fit out costs, with any remaining balance going toward the core and shell construction. The City funds will be dedicated primarily to sharing the cost of design and other soft costs, and paying for the Core and Shell Project, including remediation, building improvements, and site improvements. A payment schedule and plan will be determined upon a mutually acceptable basis prior to execution of the City's agreement with the contractor and will address any necessary adjustments to the Project budget.

B. Operations Phase

The design and programming of the Foundry, including the allocation of space to public uses, community-oriented uses, and market rate uses, is intended to achieve a sustainable source of revenues to fund the Operations Phase over the term of the Lease. Since the building may not be fully leased during the first year of operation and there may be other unforeseen gaps in rental streams over the course of its use, the CRA will set aside its funds (\$2 million) to support the Operations Phase, but otherwise the Project is expected to be self-sustaining.

During the Operations Phase, rent and other revenues from community users, market-rate tenants, charitable and third-party funders, and any other sources will be paid to the CRA and will be deposited into separate accounts benefitting the Foundry.

VIII. Citizen Participation and Public Approval Process

A. Community Planning and Outreach as of December 2014

A summary of community outreach to date is provided below. Significant public participation and oversight will continue throughout the Plan approval process, the Developer Entity selection, and the building's ongoing operations.

- *February 9, 2009* - Following about two years of public discussion and deliberation, the City Council adopted a rezoning proposed by Alexandria to allow the development of approximately 1.5 million square feet of commercial office/lab space on several sites along Binney Street. As part of the rezoning, Alexandria committed to convey land and funding to the City to develop two new public parks, to redesign and reconstruct a section of Binney Street, to develop approximately 220,000 square feet of mixed-income housing, and to convey the Foundry to the City.
- *June 1, 2010* - The Planning Board granted a special permit approving the Alexandria Planned Unit Development ("PUD"), allowing Alexandria's development to commence in accordance with the adopted zoning.
- *January 9, 2012* - Alexandria transferred ownership of the Foundry to the City with a preference for "its use for municipal or community purposes".
- *April 29, 2013* - The City Council voted to provide \$40,000 to the City Manager for an independent assessment of the Foundry prior to making a decision regarding whether to retain or sell the Property.
- *July 31, 2013* - The Finance Committee conducted a public meeting to examine the finances of various proposals for the future of the Foundry. The City Manager presented a cost benefit analysis of several scenarios, including sale of the building, retention of the building for rehab and lease, and retention for use by nonprofit rental/community space.
- *August 16, 2013* - A joint committee meeting of the Neighborhood Long Term Planning Committee, Economic Development, Training and Employment Committee and the Public Facilities, Arts and Celebrations Committee was held. HMFH Architects, which was retained by the City to independently assess the Foundry building, presented its report. The report identified two scenarios and estimated the total cost of upgrades. Option A, the minimum scenario, would cost approximately \$9,498,658 and Option B, the optimal scenario, would cost approximately \$11,228,448, though in either scenario not all costs would necessarily be incurred upfront.
- *October 30, 2013* - City staff hosted tours of the Foundry and held an informational session led by the City Manager, Deputy City Manager and CDD staff. Over 50 people toured the building and approximately 45 people attended the informational

session. At each event, questionnaires (which were also posted online) were distributed to gather public input on:

- What types of uses the Cambridge community would like to see at the Foundry;
- What uses they would not like to see; and
- What types of partnerships could help further these uses.

Comments and responses to the questionnaires indicated a mix of ideas for the Property. However, the majority of respondents emphasized a desire for public use. This included a strong desire for STEAM activities. For spaces without a designated public use, respondents generally suggested there at least be a public benefit associated with the usage such as mentorship, internship, and educational opportunities for Cambridge residents. Additional takeaways included the desire for multiple rents levels and eighteen hours of activities.

- *February 19, 2014* - CDD and CRA staff facilitated a discussion of the potential role of the CRA in the redevelopment of the Foundry with the CRA Board. The CRA Board adopted a motion asking CRA staff to provide the City Manager with a memorandum describing the available redevelopment tools that could be utilized to facilitate the reuse of the Foundry.
- *February 2014* - The City Council considered two policy orders regarding the reuse program of the Foundry building.
- *March 17, 2014* - The City Manager presented an extensive report evaluating alternative approaches to redevelopment the Foundry building. The City Council issued Policy Order that requested \$6 million for base building improvements, asked that the City Manager engage residents and stakeholders in a community process to set development objectives, governance and management strategies, and monetization strategies, and sought to determine the legal process to collaborate with the CRA toward implementing a redevelopment program.
- *April 16, 2014* - After significant public discussion regarding the planning and implementation alternatives available to response to the policy order, the CRA Board considered and approved a letter agreement with the City to explore the creation of a Plan for the Foundry.
- *June 24, 2014* - The City and the CRA held an interactive Community Workshop at the Cambridge Multicultural Arts Center attended by over 60 individuals. Staff provided an update on the redevelopment process and then led a space planning exercise utilizing Lego blocks to further the conversation about the mix of uses desired in the Foundry's redevelopment program and some financial implications of different program elements.

- *July 23, 2014* - The CRA held its monthly meeting, open to the public, at which staff discussed the results on the community workshop and the progress on the implementation of the Foundry project.
- *July 28, 2014* - At the summer meeting of the City Council the City Manager presented an updated report on the Foundry.
- *July 31, 2014* – The City and the CRA held an interactive workshop with the teen summer interns at the Cambridge Cable Television (CCTV).
- *August 11, 2014* – The City and the CRA held an interactive workshop with the teen summer interns at the Cambridge Arts Center.
- *August 13, 2014* – The City and the CRA held an interactive workshop with the counselors for the Mayors Summer Youth Employment Program (MSYEP).
- *October 29 2014* - the City and CRA held a Community Meeting, at the Cambridge Senior Center, to discuss the financial and governance concepts under consideration. The City and the CRA reviewed the draft Vision and Objectives for the Foundry, and described a proposed transition process and governance model for redevelopment. HR&A Advisors, which was retained by the CRA to model a range of potential programs, presented its feasibility findings. Community members were asked to provide feedback on the Vision and Objectives and suggest evaluation criteria for use during the review of development proposals.
- *December 17, 2014* - The CRA Board voted to approve the Demonstration Plan.

B. Community Planning and Outreach Since December 2014

The community engagement process has continued since December 2014 as follows:

- *May 4, 2015* – The City Council voted to approve the Demonstration Plan and the disposition to the CRA of a 50-year master lease of the Property.
- *August 5, 2015* – The CRA hosted an open project information session and building tour as part of the RFQ for selecting a prospective Development Entity.
- *January 13, 2016* – The CRA provided an update to the East Cambridge Planning Team regarding the RFQ responses received by the CRA and to allow input into the draft RFP.
- *May 18, 2016* – The CRA Board received a Report on Proposal Completeness of the one RFP response from Foundry Development Partners.

- *July 21, 2016* – The City and CRA host a televised public presentation from Foundry Development Partners regarding their proposal in City Hall.
- *August 24, 2016* – The CRA Board votes to tentatively designate Foundry Development Partners and authorize the initiation of negotiations toward a sub-lease.
- *September 12, 2016* – the City Manager and CRA provide an update to the City Council on the Foundry
- *October 6, 2016* – The Neighborhood Long Term Planning, Public Facilities, Arts and Celebrations Committee holds a hearing on the Foundry proposal.
- *November 9, 2016* – The CRA provided an update to the East Cambridge Planning Team about the Foundry procurement process to date.
- *November 30, 2016* – Foundry Development Partners provided an update to the East Cambridge Planning Team about their redevelopment proposal.
- *December 21, 2016* – The CRA Board voted to terminate the Development Entity RFP procurement process
- *January 21, 2017* – The CRA Board receives a staff update regarding alternative pathways toward redeveloping the Foundry. Similar updates occurred at each of the monthly CRA public meetings throughout 2017.
- *May 30, 2017* – The City and CRA host a community meeting at the Dante Alighieri Cultural Center to present the revised approach to redeveloping the Foundry building in the manner described in Section VI above. Approximately 60 individuals attended the meeting.
- *May 31, 2017* – The CRA launches an online forum to receive ideas and feedback on the revised Foundry approach at www.courbanize.com/foundry
- *June 28, 2017* – The CRA and the City provided an update to the East Cambridge Planning Team about the revised approach to the Foundry project.
- *July 11, 2017* – The CRA provided members of the community with a tour of the Foundry building.
- *July 26, 2017* – The Neighborhood Long Term Planning, Public Facilities, Arts and Celebrations Committee held a hearing on the revised approach toward redeveloping the Foundry building.
- *September 6, 2017* – The CRA provided members of the community and potential respondents to the RFI a tour of the Foundry building.

Minutes, presentations and/or reports of certain of these meetings are available at www.cambridgeredevelopment/foundry. The CRA is conducting ongoing meetings with stakeholders and subject matter experts as part of the RFI process.

C. Advisory Committee

As described in Section V (B), the Committee was formed on September 22, 2015 to advise the City Manager and the Executive Director of the CRA, and to provide continuous input relating to the management and programming of the Foundry. Since then, the Committee has met on October 14, 2015, November 18, 2015, January 19, 2016, May 20, 2016, June 10, 2016, November 7, 2016, May 16, 2017, and July 12, 2017.

D. Summary of Project Approval Steps

The approvals discussed in the Demonstration Plan in Sections IV through VII are summarized below:

1. Approval of Demonstration Plan by CRA Board
2. Recommendation from Planning Board regarding Property Disposition
3. Approval of Demonstration Plan by City Council
4. Approval of the Disposition by City Council
5. Approval of Lease to CRA by City Manager
6. Approval of First Amendment to Demonstration Plan by CRA Board
7. Approval of First Amendment to Demonstration Plan by City Council
8. Selection of Design Team and Construction Contractor Team by the City
9. Selection of Operator by CRA Board with City Manager approval.

IX. Appendices

- A. March 17, 2014 Policy Order Resolution O-16
- B. Foundry Site Plan
- C. April 12, 2014 City and CRA Letter of Agreement
- D. May 4, 2015 Cambridge City Council Policy Order O-3 [diminished process]
- E. May 4, 2015 Cambridge City Council Policy Order O-4 [lease disposition]
- F. May 4, 2015 Cambridge City Council Policy Order O-5 [demonstration plan]