

November 19, 2014

Honorable Members of the Cambridge City Council
Cambridge City Hall
795 Massachusetts Avenue
Cambridge, MA 02139

Dear Mayor Maher, Vice Mayor Benzan, and Councilors Carlone, Cheung, Kelley, Mazen, McGovern, Simmons and Toomey:

On behalf of Normandy Real Estate Partners and Twining Properties, we respectfully submit for your consideration a zoning petition for the "Mass and Main Street Residential Mixed Income Housing Subdistrict."

In December of 2012, Normandy Real Estate Partners and Twining Properties acquired several properties in Cambridge's Central Square neighborhood occupied by Quest Diagnostics. We have spent the past twenty-one (21) months analyzing, listening and working to understand the planning goals and vision for this edge of Central Square.

These properties, while complicated, represent a critical connection point to the hub of Central Square along Mass Avenue, Main Street, Columbia and Bishop Allen Drive. This subdistrict is a practical and focused attempt to respond to the very clear message to create a mixed income housing community of approximately 230 apartment units and to activate retail along the edges of our properties.

Although the office market remains very strong and attractive to us, the C-2 planning process, the City's Central Square Customer Survey and our many interactions with our neighbors indicate that housing and retail space in Central Square are the most critical to the neighborhood's long-term vibrancy. In support of this goal, the subdistrict does not allow for additional commercial FAR above base zoning.

Our neighbors love Central Square and want to preserve its diversity. They believe that the addition of residential communities in Central Square will invite new civic life to its streets, and that higher percentages of affordable housing will help continue to foster the diversity that has long defined the neighborhood's cultural identity.

This petition is focused on our mid-block property along Massachusetts Avenue (between Columbia and Douglass Streets) because that parcel affords us the greatest opportunity to create a significant number of apartments along Massachusetts Avenue with building massing that will step down in height as we move toward Bishop Allen Drive. We have not included the City parking lot in the petition because we do not own it and want to allow the community and the City to shape the best plan for the lot themselves without our influence. Our vision is

one that will embrace any uses that may come out of the disposition of the City lot now or in the future.

Our proposal limits heights to seventy feet (70') along the edges of Columbia Street and Bishop Allen Drive, while permitting a single tall building along Massachusetts Avenue. In 2013, we had initially proposed taller buildings, but now recognize that those heights were too tall and did not include housing for a sufficiently broad mix of incomes. Our new proposal requests less additional height and conditions such additional height on requirements tailored to the intersection of Massachusetts Avenue and Main Street. Such requirements, we believe, are appropriate in light of the parcel's unique configuration and the critical nature of maximizing height and density in order to deliver a financeable and attractive mixed-income residential community.

In order to take advantage of any new height and density under our proposal, no less than seventeen percent (17%) of units must be set aside for low- and moderate-income residents. Along with this requirement for affordable housing, the proposed subdistrict requires ten percent (10%) of all new units to be 3-bedroom units and allows for the potential of up to five percent (5%) smaller innovation units. This combination requires an unprecedented mix of incomes and unit sizes.

Our petition also requires retail activation along the edges of Massachusetts Avenue and Main Street, and creates the potential for a new public connection between Massachusetts Avenue and Main Street, improving pedestrian access to the heart of Central Square and connecting the nearby residential community to Massachusetts Avenue's businesses.

Our team prides itself on community interaction, and we look forward to further engaging our neighbors going forward during a thorough and productive community process. We believe that the attached petition provides a unique approach to overcome the challenges that have long hindered residential and retail development along the Red Line in Central Square. If adopted, our proposed zoning, combined with our commitment to invest large amounts of time, energy and resources to Central Square, can bring a vital new mixed-income housing community to the edge of Central Square within the next 2-3 years. Thank you in advance for your consideration.

Sincerely,



Mark Roopenian
Principal, Normandy Real Estate Partners
617.443.0710



Alex Twining
President, Twining Properties
617.401.2873

Zoning Petition

The undersigned, owners of land to be affected by this petition, hereby petition the Cambridge City Council to see if the City Council will vote to amend Article 20.000 of the Zoning Ordinance of the City of Cambridge by adding a new Section 20.800 and accompanying Map 20.800 to said Zoning Ordinance as follows:

20.800 Mass and Main Residential Mixed Income Subdistrict

20.801 Establishment and Scope.

There is hereby established within the Central Square Overlay District, the Mass and Main Residential Mixed Income Subdistrict which shall be governed by the regulations and procedures specified in this Section 20.800. These regulations are intended to provide incentives for residential development and provide a transition between the character, uses and scale of Kendall Square, as well as the adjacent Cambridgeport Revitalization Development District, and provide a transition to the abutting residential districts behind Bishop Allen Drive. The subdistrict is within the City's C-2 Study area and adoption of this Section 20.800 follows extensive planning efforts to encourage residential and ground-floor retail uses and transit-oriented development. The C-2 Study expands on past zoning changes in industrial and commercial zones to encourage residential housing by offering greater density to incentivize the creation of residential buffers for existing neighborhoods. The Mass and Main Residential Mixed Income Subdistrict will also enable the City to respond to the 2014 Central Square Customer Survey by supporting vibrant ground-floor retail and active retail uses at this key intersection in Central Square, adjacent to mass transit. It is the intent of this Section that these regulations will apply to a single area located at the intersection of Main Street and Massachusetts Avenue and bounded and described in Section 20.802 below. The Mass and Main Residential Mixed Income Subdistrict will further the objectives of the C-2 Study findings by encouraging residential housing and requiring both low- and moderate-income affordable housing in amounts above those required by the City's inclusionary housing requirements in Section 11.200.

20.802 Boundaries of the District.

The Mass and Main Residential Mixed Income Subdistrict shall be bounded as shown on Map 20.800 and shall include two zones: the Mass Ave Residential Zone and the Bishop Allen Drive Residential Support Zone.

The Mass Ave Residential Zone affects lots or portions of lots as shown on:

Assessors Plat #4773 and Map 91, Lot 191,
Assessors Plat #4772 and Map 91, Lot 190,
Assessors Plat #4759 and Map 91, Lot 111,
Assessors Plat #4752 and Map 91, Lot 102,
Assessors Plat #4715 and Map 91, Lot 53,
Assessors Plat #4714 and Map 91, Lot 52,
Assessors Plat #4777 and Map 91, Lot 199,
Assessors Plat #4758 and Map 91, Lot 108,
Assessors Plat #4767 and Map 91, Lot 180,
Assessors Plat #4768 and Map 91, Lot 181,

Assessors Plat #4775 and Map 91, Lot 194,
Assessors Plat #4774 and Map 91, Lot 192, and
Assessors Plat #4776 and Map 91, Lot 195 (the portion of such lot containing Coolidge Place).

The Bishop Allen Drive Residential Support Zone affects lots or portions of lots as shown on:
Assessors Plat #4750 and Map, 91, Lot 98,
Assessors Plat #4751 and Map 91, Lot 99,
Assessors Plat #4732 and Map 91, Lot 81,
Assessors Plat #4763 and Map 91, Lot 119, and
Assessors Plat #4710 and Map 91, Lot 23.

20.803 Applicability.

The Mass and Main Residential Mixed Income Subdistrict shall be an overlay subdistrict on the zoning map established by Section 3.20. Within the Mass and Main Residential Mixed Income Subdistrict, there shall be two zones as shown on the map attached hereto as Map 20.800: the Mass Ave Residential Zone and the Bishop Allen Drive Residential Support Zone. Except as otherwise noted herein, the provisions of this Section 20.800 shall apply to both zones within the subdistrict. For any lot within the Mass and Main Residential Mixed Income Subdistrict, a developer may choose to conform either to all of the controls which govern the base district (including, where applicable, the Central Square Overlay District) or, in the alternative, to all of the subdistrict controls set forth in this Section. For developers electing to conform to the provisions of this subdistrict, any such project shall be referred to herein as a "Residential Mixed Income Incentive Project" and, notwithstanding the provisions of the Central Square Overlay District or other provisions of the Ordinance, the use, dimensional, open space, parking, loading and inclusionary housing requirements applicable to a Residential Mixed Income Incentive Project shall be as set forth in this Section 20.800. Divergence from the standards established in this Section may be allowed only by issuance of a Special Permit by the Planning Board as specified in Section 10.40. The Board may grant such a permit upon its determination that the development proposed will better serve the objectives of this Section 20.800 and that the criteria specified in Section 10.43 will be satisfied. A Residential Mixed Income Incentive Project may contain more than one building constructed as part of a common scheme of development.

20.804 Review Process.

The Mass and Main Residential Mixed Income Subdistrict shall be considered an area of special planning concern. Development proposals listed in Subsections 19.42 and 19.43, Development Consultation Procedures, shall be subject to the Development Consultation Procedures specified in Section 19.40 except that any Large Project Review (new buildings of two thousand (2,000) square feet or more) shall be conducted by the Central Square Advisory Committee using procedures as specified in Section 20.304.1.

20.805 Use Regulations.

Use regulations of the applicable base zoning designation shall apply to each lot within the Mass and Main Residential Mixed Income Subdistrict. Notwithstanding anything to the contrary contained in the Ordinance, in addition to the uses permitted in the applicable base district, lots within the Mass and Main Residential Overlay District may be used as accessory parking for any other lot within the overlay district, subject to the requirements set forth in Section 20.806.5 below.

20.806 Dimensional Standards.

20.806.1 Floor Area Ratio. The maximum floor area ratio permitted in the Mass and Main Residential Mixed Income Subdistrict shall be the same as permitted in the applicable base zoning district, except as set forth in Section 20.807 below. Notwithstanding the foregoing, the floor area ratio applicable to residential uses shall apply to and include any retail space included within a Residential Mixed Income Incentive Project such that the provisions of Section 5.30.12 shall not be applicable to Residential Mixed Income Incentive Projects within the Mass and Main Residential Mixed Income Subdistrict.

20.806.2 Maximum Height. The maximum height permitted in the Mass and Main Residential Mixed Income Subdistrict for a Residential Mixed Income Incentive Project shall be the same as permitted in the applicable base zoning district, except as follows:

- a. Within the area shown as the “Mass Ave Height Zone” on Map 20.800, building heights up to 195 feet shall be permitted for a Residential Mixed Income Incentive Project, provided that only one building within such zone may exceed 80 feet.
- b. Within the area shown as the “Columbia/Douglass Street Height Zone” on Map 20.800, building heights up to 70 feet shall be permitted for a Residential Mixed Income Incentive Project without the need for a special permit for additional height pursuant to Section 20.304.2, provided that no building permitted under this Section 20.806.2 shall exceed 70 feet in height.

20.806.3 Minimum Yards. Minimum yard requirements in the Mass and Main Residential Mixed Income Subdistrict shall be the same as required in the applicable base zoning district. Notwithstanding any other provisions in the Ordinance, including without limitation the provisions of Section 5.28.1(c), the minimum yard requirements for the Business B zoning district shall apply to all Residential Mixed Income Incentive Projects within the Business B district.

20.806.4 Private Open Space. Open space requirements in the Mass and Main Residential Mixed Income Subdistrict shall be the same as required in the applicable base zoning district. Notwithstanding any other provisions in the Ordinance, including without limitation the provisions of Section 5.28.1(c), the minimum private open space required for the Business B zoning district shall apply to all Residential Mixed Income Incentive Projects within the Business B district.

20.806.5 Required Parking. Required parking in the Mass and Main Residential Mixed Income Subdistrict shall be as required in the applicable base zoning district, including without limitation Article 6.000, except as follows:

- a. Notwithstanding any other provisions in the Ordinance, including without limitation the provisions of Section 6.36, the required parking for Residential Mixed Income Incentive Projects in the Mass and Main Residential Mixed Income Subdistrict shall be 0.7 parking spaces per residential unit (not including any Innovation Units, which shall be limited to 5% of the units as described in Section 20.808 and for which no dedicated parking shall be permitted) and shall be further subject to waiver/reduction in accordance with the provisions of Section 20.304.6 and Article 6.000.

- b. No separate parking shall be required for ground-floor retail uses in a Residential Mixed Income Incentive Project.
- c. Accessory off-street parking facilities for a Residential Mixed Income Incentive Project may be located on the same lot as the use being served or on another lot within the Mass and Main Residential Mixed Income Subdistrict, in accordance with the following conditions:
 - 1. said other lot is contiguous to the lot on which the use being served is located; or
 - 2. said other lot is within four hundred (400) feet of the lot on which the use being served is located.

The design and layout of off-street parking and loading facilities within the Mass and Main Residential Mixed Income Subdistrict shall be consistent with the requirements of Article 6.000, except as may be permitted pursuant to Large Project Review. Notwithstanding the foregoing, any tandem parking spaces for two vehicles shall count as two parking spaces within the Mass and Main Residential Mixed Income Subdistrict.

For purposes of Section 6.104.1, the applicable distance for Long-Term Bicycle Parking shall be measured from the lot line of the lot on which the Long-Term Bicycle Parking is located to the lot line of the lot on which the building or project intended to be served is located.

20.807 Affordable Housing and Unit Mix Requirements.

20.807.1 Minimum Inclusionary Housing Requirements. Any Residential Mixed Income Incentive Project that qualifies as an Inclusionary Project (as such term is defined in Section 11.200) shall comply with the provisions of Section 11.200 with respect to inclusionary housing for all above-ground gross floor area up to and including the maximum gross floor area (FAR 3.0 in the Business B District) permitted pursuant to the base zoning, including without limitation the modification to the allowable FAR (30% increase) set forth in Section 11.203.2(b) (the “Base Inclusionary FAR”); provided, however, that in no event shall fewer than 15% of the units in such Base Inclusionary FAR be Affordable Units for low income households (which shall be an additional 3.5% over the 11.5% effective base zoning requirements for such Base Inclusionary FAR).

20.807.2 New FAR Development Rights. Any Residential Mixed Income Incentive Project meeting the requirements of this Section 20.807 shall receive an additional FAR bonus of 2.6 (the “Residential Incentive Bonus FAR”) above the base zoning (after applying the modifications to the requirements for FAR as set forth in Section 11.203.2(b)). There shall be no minimum lot area per dwelling unit required for a Residential Mixed Income Incentive Project. In addition to the minimum affordable housing requirements set forth in Section 20.807.1 above, the Residential Incentive Bonus FAR of a Residential Mixed Income Incentive Project shall comply with the following additional requirements:

20.807.2.1 Additional Affordable Housing Requirements. The Residential Incentive Bonus FAR of a Residential Mixed Income Incentive Project shall include, at a minimum, 20% of the units within such Residential Incentive Bonus FAR as Affordable Units for moderate income households earning between eighty percent (80%) and one hundred twenty percent (120%) of the area median income (the “Additional Affordable Units”).

20.807.2.2 Minimum Required 3-Bedroom Units. A minimum of 10% of the units in a Residential Mixed Income Incentive Project shall be 3-bedroom units.

In no event shall the combined total number of Affordable Units for low and moderate income households required in Sections 20.807.1 and 20.807.2 above be fewer than 17% of the total number of units in a Residential Mixed Income Incentive Project.

20.808 Innovation Housing.

For Residential Mixed Income Incentive Projects containing Residential Incentive Bonus FAR, no more than 5% of the units within such Residential Mixed Income Incentive Project may be devoted for use as Innovation Units.

“Innovation Units” shall be residential units measuring five hundred (500) square feet or less in size. Such Innovation Units may include flexible unit layouts, combined living and working spaces, and other design features to increase affordability and communication among residents. Innovation Units provided pursuant to this Section 20.808 shall be exempt from the parking requirements of Article 6.00, provided that (i) such Innovation Units shall not be provided with any dedicated parking within the Residential Mixed Income Incentive Project and (ii) the developer of any Residential Mixed Income Incentive Project containing Innovation Units pursuant to this Section 20.808 shall include in the residential leases (or other equivalent occupancy agreements) for all such Innovation Units a covenant by the tenant of such Innovation Unit that the tenant shall not apply to the City of Cambridge Traffic, Parking & Transportation Department for a Residential Parking Permit.

20.809 Local Retail and Street Activation.

In order to effectuate the goals of promoting a vibrant retail environment and street-level activation, any proposed development within the Mass Ave Residential Zone with building frontage along Massachusetts Avenue or Main Street shall include a plan (the “Retail Plan”) for encouraging local, independent retail and active street-level uses meeting the requirements of this Section 20.809.

20.809.1 No banks or financial institutions shall be permitted on the ground floor level within the Mass Ave Residential Zone.

20.809.2 The ground floor space in any such building frontage along Massachusetts Avenue or Main Street and extending 30 feet into such building shall be devoted to retail uses, except for spaces required for accessory uses and other building functions serving the other floors of such building which are typically located at the ground level, including without limitation lobby space, building security, access/egress, mailrooms, mechanical spaces and bike storage.

20.809.3 A minimum of 25% of the retail space required pursuant to Section 20.809.2 above shall consist of Independent and Local Retailers. “Independent and Local Retailers” shall include any retail operator which does not own or operate more than 10 retail locations in the Commonwealth of Massachusetts with the same name and retail concept, such determination to be made as of the date of execution of a lease or commencement of ownership of or other right to occupy such retail space.

20.809.4 The Retail Plan shall include a proposal for a seasonal public market concept/space (the “Public Market”).

20.809.5 The required loading for Residential Mixed Income Incentive Projects in the Mass and Main Residential Mixed Income Subdistrict shall be 1 off-street loading bay for each building in which the total amount of retail space exceeds 10,000 square feet of gross floor area. All loading bays, drives, and a maneuvering space shall be located entirely on the lot or adjacent easement areas with immediate and direct ingress to the building intended to be served.

20.810 Grandfathered Parking Structures Within the Bishop Allen Drive Residential Support Zone.

Notwithstanding the provisions of Article 8.000, any nonconforming parking structure within the Bishop Allen Drive Residential Support Zone which existed at the time of the first notice of public hearing by the Planning Board for this Section 20.800 may be continued, provided that it primarily serves a use permitted in the Mass and Main Residential Mixed Income Subdistrict.

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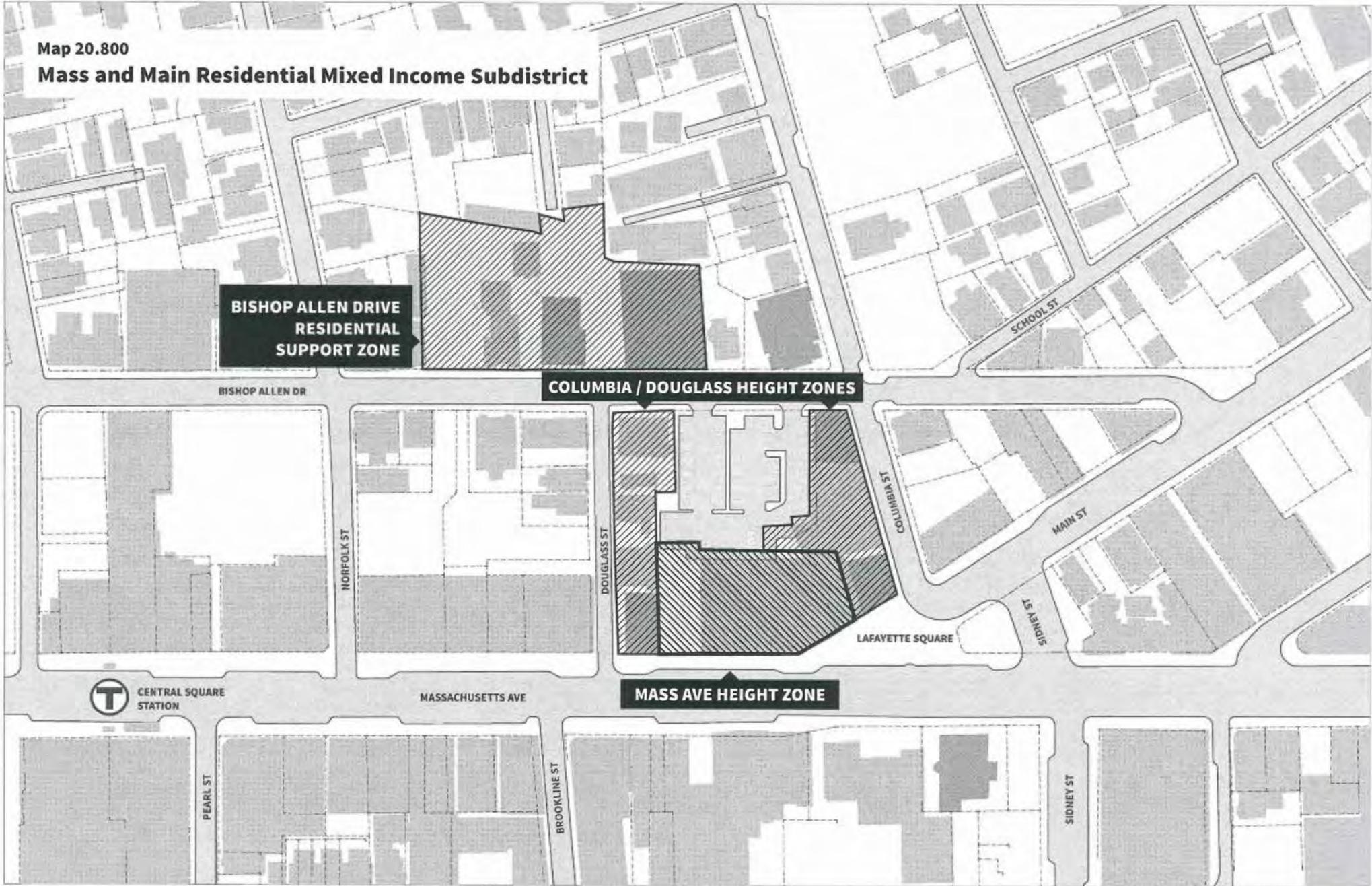
Map 20.800

Mass and Main Residential Mixed Income Subdistrict

[see attached]

Map 20.800

Mass and Main Residential Mixed Income Subdistrict



**BISHOP ALLEN DRIVE
RESIDENTIAL
SUPPORT ZONE**

COLUMBIA / DOUGLASS HEIGHT ZONES

MASS AVE HEIGHT ZONE

T CENTRAL SQUARE
STATION

BISHOP ALLEN DR

SCHOOL ST

NORFOLK ST

DOUGLASS ST

COLUMBIA ST

MAIN ST

15 AINDS ST

LAFAYETTE SQUARE

MASSACHUSETTS AVE

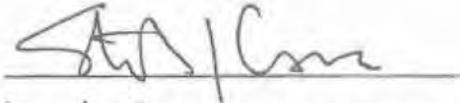
PEARL ST

BROOKLINE ST

SIDNEY ST

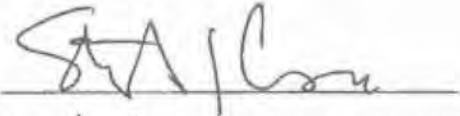
Executed as of November 19, 2014

TPM CSQ A, LLC

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Stephen J. Cusma Authorized Signatory

TPM CSQ B, LLC

A handwritten signature in cursive script, appearing to read "SJC", is written over a horizontal line.

Stephen J. Cusma Authorized Signatory