

June 26, 2015

Via Hand Delivery

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

Subject: Request for Minor Amendment to Special Permit
NorthPoint (PB #179)

Dear Chairman Cohen and Members of the Board:

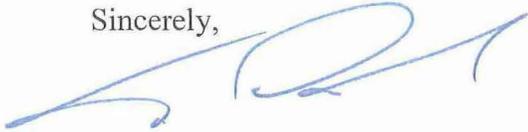
On behalf of CJUF III Northpoint LLC, the owner of the NorthPoint project, we are requesting a Minor Amendment to make limited changes in the phasing for the project. The enclosed materials describe the proposed Minor Amendment in detail. By way of overview, we believe the following are the key points about the Minor Amendment:

- The Special Permit provides for development of the project in three phases (Phases 1A, 1B and 2) and, recognizing the need for flexibility as development proceeds, allows for changes in phasing by Minor Amendment.
- The purpose of the proposed Minor Amendment is to allow several buildings to be developed simultaneously or in quick succession and to allow development of the retail square to commence at an earlier time than permitted under the current phasing plan.
- The Minor Amendment is consistent with the overall approved Master Plan and relates only to phasing--no change is proposed to approved uses, gross floor area, height, configuration of parcels, the size or location of open space, etc.
- The Minor Amendment will move two parcels from Phase 1B to Phase 1A, and a key retail parcel from Phase 2 to Phase 1B, with compensating changes (i.e., moving other parcels from earlier to later phases) so that there is no material change in the total floor area for any phase nor in the traffic impacts from any phase.
- The enclosed materials include an analysis of the phasing changes by the Project's traffic consultants confirming that the changes will not create traffic above the levels in the approved Traffic Impact Study for each phase.
- The Minor Amendment creates flexibility in the transition from Phase 1A to Phase 1B by allowing Phase 1B buildings to start before Phase 1A buildings and by allowing the mitigation for Phase 1B to be constructed simultaneously with, but prior to occupancy of, the first Phase 1B building (i.e., all Phase 1B mitigation must be complete before any Phase 1B building can be occupied, even if Phase 1A is complete).

- The Minor Amendment also allows CDD staff to approve minor changes in one segment of NorthPoint Boulevard and the bike path connection between East Street and Water Street, if needed, because of the MBTA's schedule, and extends the timing for bicycle and pedestrian enhancements for the Gilmore bridge to allow the developer, CDD and MassDOT to determine what enhancements are possible.
- We have reviewed the Minor Amendment with City staff (CDD, DPW, and Traffic, Parking and Transportation) and believe that all comments and questions have been addressed at this time.

We look forward to meeting with the Board and sincerely thank you for your time and consideration of this request.

Sincerely,



Thomas N. O'Brien, Managing Director
The HYM Investment Group, LLC
On behalf of CJUF III NORTHPOINT LLC

Enclosures

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



June 26, 2015

Cambridge Planning Board
City Hall Annex
344 Broadway
Cambridge, MA02139
Attention: Elizabeth Paden

Via: Hand Delivery

Subject: Request for Minor Amendment to Special Permit
NorthPoint (PB #179)

Dear Chairman Cohen and Members of the Board:

The HYM Investment Group, LLC is submitting this Request for Minor Amendment to the Special Permit for the NorthPoint project on behalf of CJUF III NORTHPOINT LLC. This filing is submitted in accordance with the City of Cambridge, Massachusetts Zoning Ordinance (the "Zoning Ordinance") and the Notice of Decision Amendment to Planned Unit Development (Case No. PB#179 Amendment #3) filed with the City Clerk's Office on November 16, 2012 as amended by Notice of Decision (Case No. PB#179 Amendment #4) filed with the City Clerk's Office on February 13, 2015 (together, the "Special Permit").

The purpose of the proposed Minor Amendment is to permit the accelerated development of multiple buildings at the NorthPoint site and to avoid an interruption of development as the Project proceeds from Phase 1A into Phase 1B. The proposed amendment makes a few changes to which buildings are included in each phase. Minor changes to the timing of mitigation associated with Phase 1B are also included to allow greater flexibility for the sequence of development and take account of coordination which will be necessary with the MBTA and MassDOT. **Please be assured that NO change is proposed to approved uses or gross floor area permitted (in aggregate or for any individual parcel). As well, no change to the permitted height of any building is being requested, nor are we requesting any changes to the size or location of any open space. Finally, there are NO requested modifications to the required mitigation plan or any other aspects of the Master Plan. The ONLY changes being proposed relate to the sequence of building construction, the timing for Phase 1B mitigation, and the coordination of mitigation with the MBTA and MassDOT.**

More specifically, the proposed Minor Amendment consists of the following:

1. Changes in Phases. Move the following Parcels between Phases:

- Move Parcels L and M to Phase 1A from Phase 1B, to accelerate the development of these parcels, thus allowing two additional residential buildings to be built earlier in Phase 1A,

- Move Parcel G from Phase 1A to Phase 1B, to offset the above requested change for Parcels L and M,
- Move Parcel I to Phase 1B from Phase 2, which will accelerate the development of the retail square so that it can begin in Phase 1B, and
- Move Parcel H to Phase 2 from Phase 1B, to offset the above change for Parcel I.

The requested changes to the phasing of parcels were developed keeping in mind the City’s key goals for the development of NorthPoint, and are designed specifically to cause only minor changes in the total amount of gross floor area contained in each Phase. Further, this proposal is in keeping with the City’s stated goal of facilitating the development of a coherent residential and commercial community by allowing the next group of residential and commercial buildings to be constructed concurrently, while also facilitating the retail square’s development earlier in the Project. The following chart shows the proposed allocation of residential and non-residential uses by phase:

Phase		Residential GFA	Non-Residential GFA	Total GFA
Phase Existing	1A	748,592	765,000	1,513,592
Phase Revised	1A	1,224,992	328,600	1,553,592
Phase Existing	1B	1,005,000	840,000	1,845,000
Phase Revised	1B	680,000	1,265,000	1,945,000
Phase Existing	2	1,332,262	555,000	1,887,262
Phase Revised	2	1,172,262	575,000	1,747,262

We are mindful of the City’s need to ensure that traffic impacts are fully considered and, to that end, we have sought and received a review of the proposed phasing changes by the traffic engineer for the NorthPoint Project, Susan Sloan-Rossiter of Vanasse Hangen Brustlin. She has reviewed the traffic impacts of the revised phasing and has concluded that the changes will have a minimal impact and that the traffic generated by each Phase will continue to be lower than the levels estimated in the previously approved traffic study for the Project, on which the traffic mitigation requirements are based. The Vanasse Hangen Brustlin report is attached to this letter as Exhibit A. A revised version of Appendix I showing the changes described above is attached to this letter as Exhibit B, and a revised Phasing Plan is attached as Exhibit C.¹

¹ In addition to the phasing changes described in the body of this letter, Appendix I has been revised to include the retail floor area for Parcel N as approved in design review and as now completed.

2. Allow Buildings in Phase 1B to proceed before completion of Phase 1A. Modify the text of Section 5.c of the Special Permit to allow construction to commence for Phase 1B buildings before construction has commenced for all Phase 1A buildings, and to allow certificates of occupancy for Phase 1B buildings to be issued before certificates of occupancy are issued for all Phase 1A buildings. This change is designed to facilitate the City's and Developer's shared interest in attracting new commercial tenants, while also facilitating its ability to keep existing tenants which require expansion. By allowing the flexibility to pursue development of Phase 1B buildings, the universe of possibilities for commercial tenants is expanded and the ability to attract and retain important key tenancies will be improved. A redlined version of Section 5 showing the proposed change in Section 5.c is attached to this letter as Exhibit D.

3. Allow Phase 1B Mitigation to be constructed simultaneously with first Phase 1B Building. Revise Section 4 of Appendix II, which describes the required Phase 1B traffic improvements and associated timing, to allow for the specified improvements to be operational before the first certificate of occupancy is issued for a building in Phase 1B rather than the current Special Permit language, which requires that the specified improvements must be operational before Phase 1B is "initiated." This change will allow the specified traffic improvements to be constructed simultaneously with the construction of the first building in Phase 1B, which facilitates our collective goal of allowing construction to commence sooner for one or more Phase 1B buildings while at the same time ensuring that the traffic improvements are completed and operational before additional traffic is actually generated by any Phase 1B building. A redlined version of Appendix II showing the proposed change is attached to this letter as Exhibit E.

4. Update Phase 1B mitigation requirements.

- Add a proviso to the requirement in Section 3.a(ii) of Appendix II for the surface roadway connection between East Street and Water Street to allow the location of the connection to be modified, with approval of the Community Development Department Staff, if necessary to properly coordinate this requirement with the MBTA's separate construction schedule and property conveyances;
- Revise the requirements in Section 3.a(iv) and Section 4.a(iv) of Appendix II related to the pedestrian and bicycle enhancements for the Gilmore Bridge to require the following: (1) that a Hubway station be installed near the base of the vertical connection to the Gilmore Bridge (the Brian P. Murphy Memorial Staircase constructed in conjunction with the residential building on Parcel N) prior to the occupancy of the first Phase 1B building; (2) that a feasibility study with respect to other potential pedestrian and bicycle enhancements to the Gilmore Bridge be completed prior to the occupancy of the first Phase 1B building, which will be submitted to the City and to MassDOT. Such other potential enhancements agreed upon by the City and MassDOT will be incorporated into Phase 2. This is requested because these other enhancements have not yet been defined and, once defined, any such enhancements which are proposed will require approval by the Massachusetts Department of Transportation, which has jurisdiction over the Gilmore Bridge. As such, given that MassDOT's consideration and approval of potential enhancements may be a long-lead

- item, associating this requirement with Phase 2 is necessary to ensure that development at NorthPoint proceeds consistently;
- Add a proviso to the requirement in Section 4.a(v) of Appendix II for the temporary multi-use path connection from North Point Boulevard to Water Street to permit the location of the connection to be modified with approval of the Community Development Department Staff if such a modification is necessary to coordinate with the MBTA's schedule for its construction and its property conveyances; and
- Delete the requirement in Section 4.c(ii) of Appendix II for a new mid-block crossing of O'Brien Highway, as prior coordination with the City staff and MassDOT has determined that they do not desire a mid-block crossing. (Please note that this is not a new request; it is intended to reflect the prior determination of City staff, in consultation with MassDOT and the Developer, that the previously proposed new mid-block crossing is not appropriate.)

The proposed changes in Appendix II as described above are shown in the redlined version of Appendix II that is attached to this letter as Exhibit E.

Under the terms of the Special Permit, the approvals required for the changes requested herein are governed by the Planning Board and, as such, are required to be submitted to you in the form of a request for Minor Amendment. In fact, the governing Special Permit already specifically recognizes that changes to the phasing of the Project are anticipated and specifically indicates that such changes shall be accomplished by way of a Minor Amendment. Section 5 of the Special Permit, which governs phasing, states:

It is the intention of the following conditions and limitations to ensure that at each stage of development of the Master Plan, a coherent and viable residential and commercial community is established that does not depend on future construction and improvements for its-long term success. However, the Phases as set forth in the application documents and herein approved *may be changed and modified at any time as a Minor Amendment* to this Decision as permitted in Condition #12 below [emphasis added].

In addition, Section 12 of the Special Permit, which also governs Master Plan modifications, recognizes that the Project will be developed over an extended period of time and that "circumstances and priorities can change over time as a new environment of occupied buildings, new streets and active parks emerge from the current industrial backwater."

Section 12 establishes procedures for changes in various aspects of the project, including phasing. Specifically, Section 12.e provides the Planning Board with the express authority to modify phasing as a Minor Amendment upon the submission of revised exhibits to the Special Permit showing the changes. These revised exhibits are to be accompanied by: (i) a narrative description of the purpose of the changes (this letter), (ii) the impact of the proposed changes on traffic (report completed and included by Vanasse Hangen Brustlin), (iii) the pace of residential development (outlined herein), (iv) the adequacy of parks and infrastructure (unchanged), and (v) the viability of the urban environment should there be delays in future development. As



described above, the purpose of the requested Minor Amendment is to allow the Project to respond to market demand, including construction of multiple buildings at the same time, to allow Phase 1B mitigation to be constructed at the same time as the first building in Phase 1B is

constructed, and to allow for coordination with state agencies in meeting mitigation requirements. Not only will this Minor Amendment permit the increased pace of residential development, it will not affect the adequacy of parks and infrastructure, but will, at the same time, enhance the viability of NorthPoint as an urban neighborhood, reducing the risk of delays in future development.

Under Section 12.e of the Special Permit, in order to grant the requested Minor Amendment, the Planning Board need only make a single finding:

[That the project] continues to provide for a viable and coherent residential and commercial community at each stage of the Master Plan's development, continues to bring adequate park and other infrastructure on-line at appropriate times, including necessary traffic mitigation measures, and will otherwise continue to advance the intent and objectives of this Decision in approving the original Phasing plan.

This Minor Amendment has been developed to advance our mutual desire to facilitate growth at the Northpoint site and designed to ensure that Northpoint will continue to meet its requirements, if the Minor Amendment respectfully requested herein is adopted.

In closing, we would like to emphasize that this application for Minor Amendment does not request any changes to the amount of approved GFA or the allocation of GFA between residential and commercial uses, or any change in the use or location of buildings, or the amount or location of open space. This request is primarily focused on obtaining approval to permit more flexible phasing and the construction of traffic improvements simultaneously with completion of the first building that triggers the requirement for such improvements, all of which is completely in keeping with the phasing changes that were expected to occur over time as the project proceeded from an abandoned rail yard to a viable, living community of buildings.



We look forward to meeting with the Board and sincerely thank you for your time and consideration of this request.

Thomas N. O'Brien, Managing Director
The HYM Investment Group, LLC
On behalf of CJUF III NORTHPOINT LLC

Enclosures

- cc: Cambridge City Clerk (1 copy via Certified Mail)
Cambridge Traffic, Parking and Transportation Department (1 copy via Certified Mail)
Cambridge Department of Public Works (1 copy via Certified Mail)
Cambridge City Engineer (1 copy via Certified Mail)
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Cambridge Water Department (1 copy via Certified Mail)
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Cambridge LEED Specialist (1 copy via Certified Mail)

EXHIBIT A
Report from Vanasse Hangen Brustlin

[see attached]



To: Joseph E. Barr, Director
Cambridge Traffic, Parking and
Transportation Department

Date: June 18, 2015

Memorandum

Project #: 11554.00

From: Susan Sloan-Rossiter, LEED AP
Meghan Houdlette, P.E.
VHB, Inc.

Re: NorthPoint Trip Generation - 2015 Parcel Phasing Comparison
Analysis

Summary of Study and Findings

On behalf of CJUF III NorthPoint LLC, The HYM Investment Group, LLC (HYM) is submitting a Request for a Minor Amendment to the Special Permit for the NorthPoint project. This filing is being submitted in accordance with the City of Cambridge, Massachusetts Zoning Ordinance (the "Zoning Ordinance") and the Notice of Decision Amendment to Planned Unit Development (Case No. PB#179 Amendment #3) filed with the City Clerk's Office on November 16, 2012 as amended by Notice of Decision (Case No. PB#179 Amendment #4) filed with the City Clerk's Office on February 13, 2015 (together, the "Special Permit").

The purpose of this proposed Minor Amendment is to permit the next group of residential and commercial buildings at the NorthPoint site to be constructed concurrently, while also facilitating the retail square's development earlier in the Project, and to avoid an interruption of development as the Project proceeds from Phase 1A into Phase 1B. The proposed amendment makes a few changes to which buildings are included in each phase. No change is proposed to approved uses or gross floor area permitted (in aggregate or for any individual parcel).

HYM has retained VHB to prepare a traffic generation analysis showing the implication of the changed parcel phasing on trip generation. This memo contains a trip generation analysis comparing the trip generation of the proposed parcel phasing, to the Phase 1A, Phase 1B and Full Build trip generation thresholds for the peak hours established in the certified NorthPoint TIS (2002). Note that the Phase 1B condition is cumulative and includes all buildings to be constructed through the end of Phase 1B, including all Phase 1A buildings. The trip generation analysis undertaken in this memorandum demonstrates that the trip generation for the proposed parcel phasing is less than the trip generation thresholds for the peak hours established in the certified NorthPoint TIS, as shown in Table 1. The trip generation analysis in this memorandum utilizes the same assumptions that were used in the trip generation analysis approved by the City for Special Permit Amendment #4 (the "2014 Master Plan Update").

This memo also contains a comparison of the proposed parcel phasing to the 2014 Master Plan Update program. The 2014 Master Plan Update approved changes to the 2012 Master Plan which included transferring 150,000 sf of R&D/Office space to retail and hotel space of which approximately 50,000 sf of the retail is planned as a supermarket. The total development program remained at 5,245,854 sf.

As part of the approval process for the 2014 Master Plan Update, VHB prepared a trip generation analysis memorandum dated March 24, 2014 which was attached to the 2014 Master Plan Update application as an Exhibit. The trip generation analysis presented in the March 24, 2014 memorandum is a comparison analysis of the 2014 Master Plan Update to the certified TIS thresholds. The results of the trip generation analysis demonstrated that the 2014 Master Plan Update development program did not exceed the full build trip generation threshold of 16,015 daily vehicle trips, 1,695 AM peak hour vehicle trips and 1,840 PM peak hour vehicle trips as presented in the certified NorthPoint TIS (2002). The trip generation analysis memo dated March 24, 2014 is attached.

The vehicle trip generation analysis for the 2015 Parcel Phasing in comparison to the certified TIS and the 2014 Master Plan Update for Daily, AM peak hour and PM peak hour conditions in the Full Build, Phase 1 A and Phase 1B are shown in Table 1. Compared to the certified TIS baseline, on which the NorthPoint traffic mitigation plan is based, the vehicle trips generated for the 2015 Parcel Phasing are less than the certified TIS threshold trips in all of the Full Build, Phase 1A and Phase 1B conditions.

Compared to the 2014 Master Plan Update, the 2015 Parcel Phasing vehicle trip generation is lower than the 2014 Master Plan Update vehicle trip generation for the Phase 1A Daily, AM peak hour and PM peak hour. In the Phase 1B analysis condition, the 2015 Parcel Phasing Daily vehicle trips is higher than the 2014 Master Plan Update vehicle trips due to retail land-uses being advanced from Phase 2 into Phase 1B. There is also a small increase in the Phase 1B PM peak hour due to the retail shift from Phase 2 into Phase 1B. However, as noted above, in all cases the vehicle trips remain below the certified TIS baseline.

Table 1 - Comparison of TIS, 2014 Master Plan Update, and 2015 Parcel Phasing Vehicle Trip Generation*

	<u>TIS</u>			<u>2014 Master Plan Update</u>			<u>2015 Parcel Phasing</u>		
	Daily	Morning Peak	Evening Peak	Daily	Morning Peak	Evening Peak	Daily	Morning Peak	Evening Peak
	Total	Total	Total	Total	Total	Total	Total	Total	Total
Phase 1A	5,430	720	760	4,268	521	533	3,979	405	422
Phase 1B	10,400	1,260	1,405	8,513	1,004	1,040	9,698	992	1,089
Full Build	16,015	1,695	1,840	15,992	1,429	1,754	15,992	1,429	1,754

*The Phase 1B condition is cumulative and includes all buildings to be constructed through the end of Phase 1B, including all Phase 1A buildings. The Full Build condition includes all buildings to be constructed as part of the NorthPoint project.

Trip Generation Analysis Methodology

Table 2 compares the original NorthPoint development program studied as part of the certified TIS to the 2014 Master Plan Update and 2015 Parcel Phasing Plan development programs. The NorthPoint Master Plan development program size and land-use allocation does not change under this Minor Amendment request. Note that the development program analyzed in the TIS is approximately 294,146 gsf larger (264,208 gsf of residential program and 29,938 gsf of commercial program) than the current NorthPoint development program. The residential square footage has been reduced while adding additional units at a smaller square footage/unit ratio. The total amount and

allocation of development program square footage between residential and commercial uses does not change in any significant way from the originally approved NorthPoint Master Plan.

Table 2 - NorthPoint Program Comparison

Full Build Program	TIS (GSF)	2014 Master Plan Program (GSF)	2015 Parcel Phasing (GSF)
Residential	3,325,000	3,077,254	3,077,254
<u>Commercial</u>	<u>2,215,000</u>	<u>2,168,600</u>	<u>2,168,600</u>
Total	5,540,000	5,245,854	5,245,854

The development program assumed for the trip generation analysis of the 2015 Parcel Phasing program is shown in Table 3, in comparison to the development program in the 2014 Master Plan Update and certified TIS. The development program for the proposed parcel phasing program is the same as the 2014 Master Plan Update Program. ¹

Table 3 - TIS, 2014 Master Plan Update, and Proposed Parcel Phasing Program Comparison

Full Build Program	TIS (GSF)	2014 Master Plan Update (GSF)	2015 Parcel Phasing (GSF)
Office	1,500,000	1,142,081	1,142,081
Lab	640,000	576,519	576,519
Ancillary Retail	75,000	175,000	175,000
Retail	-	75,000	75,000
Grocery	-	50,000	50,000
Hotel	90,000 (90 keys)	150,000 (150 keys)	150,000 (150 keys)

¹ The trip generation analysis presented in the March 24, 2014 memorandum was based on a development program with 16,500 sq. ft. more of the total program allocated to commercial land-use than residential land-use as approved for the 2014 Master Plan Update in Appendix 1 of the Special Permit.

<u>Residential</u>	<u>3,235,000 (2,790 units)</u>	<u>3,077,254 (3,211 units)</u>	<u>3,077,254 (3,211 units)</u>
Total	5,540,000	5,245,854	5,245,854

In order to confirm that the trip generation for the 2015 Parcel Phasing plan for the development program is less than or equal to the initial trip generation calculated for Phase 1A, Phase 1B and the Full Build program in the certified TIS, a trip generation analysis was conducted for comparison purposes. Note that the same technical assumptions for the transportation analysis used for the 2014 Master Plan Update as described in the March 24, 2014 memorandum, are used in this comparative trip generation analysis.

The ITE Land Use Codes from the Trip Generation 9TH Edition assumed for the potential revised development program trip generation analysis are summarized in Table 4.

Table 4 - ITE Land Use Codes*

Land Use	ITE LUC	Methodology
Office	710	Fitted Curve Equation
Lab	760	Fitted Curve Equation
Ancillary Retail	820	Average Rate
Retail	820	Average Rate
Grocery	850	Average Rate
Hotel	310	Average Rate
Residential	220	Fitted Curve Equation

* VHB Trip Generation Analysis and Shared Parking Study, March 24, 2014

Table 5 - Mode Shares

Land Use	Auto	Source
Office/Lab	40%	Certified NorthPoint TIS
Residential	32%	Kendall Square K2 City Study
Supermarket	50%	Transportation Research Board (TRB) Paper*
Hotel	30%	Hotel PTDM Reports and Traffic Studies
Ancillary Retail	10%	Certified NorthPoint TIS
General Retail	31%	Kendall Square K2 City Study

* Food Shopping in the Urban Environment: Parking Supply, Destination Choice and Mode Choice (TRB 2011 Annual Meeting, Maley and Weinberger – Appendix Exhibit B), VHB Trip Generation Analysis and Shared Parking Study, March 24, 2014

Table 6 presents the TIS, 2014 Master Plan Update and Proposed Parcel Phasing Plan by square footage and land-use type used in the trip generation analysis for each development phase.

Table 6 - TIS, 2014 Master Plan Update and Proposed Parcel Phasing Program Square Footage Comparison

	<u>TIS</u>						<u>2014 Master Plan Update</u>						<u>2015 Parcel Phasing</u>					
	Residential	Office	Lab	Retail	Hotel	Total	Residential	Office	Lab	Retail	Hotel	Total	Residential	Office	Lab	Retail	Hotel	Total
Phase 1A	480,000	1,063,000	-	-	-	1,543,000	739,992	706,481	36,519	31,000	-	1,513,992	1,224,992	320,000	-	25,000	-	1,569,992
Phase 1B	1,211,000	621,000	-	-	-	1,832,000	1,005,000	258,600	540,000	21,000	-	1,824,600	680,000	433,481	576,519	105,000	150,000	1,945,000
Phase 2	1,544,000	-	456,000	75,000	90,000	2,165,000	1,332,262	177,000	-	248,000	150,000	1,907,262	1,172,262	388,600	-	170,000	-	1,730,862
Total	3,235,000	1,684,000	456,000	75,000	90,000	5,540,000	3,077,254	1,142,081	576,519	300,000	150,000	5,245,854	3,077,254	1,142,081	576,519	300,000	150,000	5,245,854

Table 7 presents the additional delineation of the Inbound and Outbound trip movements for each development phase, for comparison purposes. The original benefit of the NorthPoint mixed-use development program having a balance of inbound and outbound trips has maintained.

Table 7 – TIS, 2014 Master Plan Update and Proposed Parcel Phasing Program Trip Generation (Inbound and Outbound) Comparison

	<u>TIS</u>							<u>2014 Master Plan Update</u>						<u>2015 Parcel Phasing</u>							
	Daily	Morning Peak			Evening Peak			Daily	Morning Peak			Evening Peak			Daily	Morning Peak			Evening Peak		
	Total	In	Out	Total	In	Out	Total	Total	In	Out	Total	In	Out	Total	Total	In	Out	Total	In	Out	Total
Phase 1A	5,430	555	165	720	190	570	760	4,268	368	153	521	166	367	533	3,979	214	191	405	189	233	422
Phase 1B	10,400	840	420	1,260	450	955	1,405	8,513	672	332	1,004	337	703	1,040	9,698	631	361	992	396	693	1,089
Full Build	16,015	945	750	1,695	735	1,105	1,840	15,992	863	566	1,429	704	1,050	1,754	15,992	863	566	1,429	704	1,050	1,754


Memorandum

 To: Susan E. Clippinger, Director
 Cambridge Traffic, Parking and
 Transportation Department

Date: March 24, 2014

Project No.: 11554.07

 From: Susan Sloan-Rossiter, LEED AP
 Meghan (Miller) Houdlette, P.E. LEED AP
 Albert Ng
 Vanasse Hangen Brustlin, Inc.

 Re: Trip Generation Analysis and Shared Parking
 Study

CJUF III Northpoint LLC c/o HYM Investment Group, LLC (herein referred to as "NorthPoint") has retained Vanasse Hangen Brustlin, Inc. (herein referred to as VHB) to prepare a traffic generation analysis and shared parking study for the NorthPoint development. These analyses reflect a potential revision to the development program which includes transferring 150,000 sf of R&D/Office space to retail of which approximately 50,000 sf of the retail is planned as a supermarket. The total development program will remain at 5,245,854 sf.

NorthPoint submitted an application to amend the PUD Development Plan and Project Review Special Permit (Case No. PB# 179) Fall 2012. VHB prepared a technical memorandum entitled "NorthPoint Revised Master Plan Consistency with the Certified NorthPoint Transportation Impact Study (TIS)" which was submitted (revised version) as part of the application to the Traffic, Parking and Transportation Department on September 7, 2012. This amendment to the NorthPoint PUD Development Plan was approved by the City of Cambridge Planning Board on October 16, 2012.

The transportation analysis described in this memo demonstrates that the trip generation for the potential revised development program, transferring 150,000 sf of R&D/Office space to retail of which approximately 50,000 sf of the retail is analyzed as a supermarket, is under the trip generation threshold for the peak hours established in the certified NorthPoint TIS. As discussed below, the results of the trip generation analysis demonstrate that the revised development program does not exceed the trip generation threshold of 16,013 daily vehicle trips, 1,695 AM peak hour vehicle trips and 1,841 PM peak hour vehicle trips as presented in the NorthPoint TIS certified by the City of Cambridge Traffic and Parking Department dated November 14, 2002. The revised development program is expected to generate approximately 15,996 daily vehicle trips, 1,432 total morning peak hour vehicle trips and 1,759 total evening peak hour vehicle trips.

Under the approved North Point Final Development Master Plan, the project as a whole was permitted for a maximum 4,980 parking spaces (plus 300 replacement MBTA parking spaces) located throughout the site housed within both above and below grade parking structures. As part of the Special Permit Amendment approval last Fall, NorthPoint was requested to follow up with the City of Cambridge Traffic, Parking and Transportation Department to evaluate the amount of parking and parking ratios that were resulting in the parking count of 4,980 parking spaces. HYM, VHB and the City of Cambridge staff have been meeting over the last year discussing the opportunity of lower parking ratios and a lower overall parking count. Within this memo, through a combination of parking demand and shared parking analysis, there may be the opportunity to reduce the overall parking count to a total of 3,807 parking spaces (plus 300 MBTA parking spaces.) Several shared parking management requirements are necessary to ensure that sharing the parking supply between residential, office/R&D, retail, and hotel users does not result in a parking shortfall.

Program Comparison

Table 1 compares the original NorthPoint development program studied as part of the certified TIS to the approved NorthPoint Master Plan. Note that the development program analyzed in the TIS is approximately 294,146 gsf larger (264,208 gsf of residential program and 29,938 gsf of commercial program) than the current development program. The residential square footage has been reduced while adding additional units at a smaller square footage/unit ratio. The total amount and allocation of development program square footage between residential and commercial uses does not change from the originally approved NorthPoint Master Plan.

Table 1 - NorthPoint Program Comparison

Full Build Program	TIS (GSF)	Potential Revised Program (GSF)
Residential	3,325,000	3,060,792
<u>Commercial</u>	<u>2,215,000</u>	<u>2,185,062</u>
Total	5,540,000	5,245,854

Trip Generation Analysis

The development program assumed for the trip generation analysis of the revised program is summarized and compared to the development program studied in the certified TIS in Table 2.

Table 2 - Potential Revised Master Plan Program for Analysis

Full Build Program	TIS (GSF)	Potential Revised Program (GSF)
Office	1,500,000	1,158,543
Lab	640,000	576,519
Ancillary Retail	75,000	175,000
Retail	-	75,000
Grocery	-	50,000
Hotel	90,000 (90 keys)	150,000 (150 keys)
<u>Residential</u>	<u>3,235,000 (2,790 units)</u>	<u>3,060,792 (3,194 units)</u>
Total	5,540,000	5,245,854

In order to confirm that the trip generation for the potential revised development program is less than or equal to the initial trip generation calculated for the TIS, a trip generation analysis was conducted for comparison purposes. The ITE Land Use Codes from the Trip Generation 9th Edition assumed for the potential revised development program trip generation and shared parking analyses are summarized in Table 3.

Table 3 -ITE Land Use Codes

Land Use	ITE LUC	Methodology
Office	710	Fitted Curve Equation
Lab	760	Fitted Curve Equation
Ancillary Retail	820	Average Rate
Retail	820	Average Rate
Grocery	850	Average Rate
Hotel	310	Average Rate
Residential	220	Fitted Curve Equation

The following mode shares were assumed for both the trip generation and shared parking analyses as summarized in Table 4.

Table 4 - Mode Shares

<u>Land Use</u>	<u>Auto</u>	<u>Source</u>
Office/Lab	40%	Certified NorthPoint TIS
Residential	32%	Kendall Square K2 City Study
Supermarket	50%	Transportation Research Board (TRB) Paper*
Hotel	30%	Hotel PTDM Reports and Traffic Studies
Ancillary Retail	10%	Certified NorthPoint TIS
General Retail	31%	Kendall Square K2 City Study

* Food Shopping in the Urban Environment: Parking Supply, Destination Choice and Mode Choice (TRB 2011 Annual Meeting, Maley and Weinberger - Appendix Exhibit B)

Since there is a lack of local mode share data for urban supermarkets, the TRB study* referred above was used to help identify an appropriate mode share for the proposed supermarket at NorthPoint. The TRB study is attached for your information. Six supermarkets located in urban Philadelphia neighborhoods were studied to determine travel behavior of residents living within a one-half mile radius of the supermarket. The results of the study demonstrate that at least 50 percent of patrons always walk to the supermarket. Therefore, in order to be conservative, the auto mode share was assumed to be the inverse of this, 50 percent. It is important to note that 2011 PTDM data for patrons of Twin City Plaza result in a 50 percent drive alone mode share. The Twin City Plaza is further from the MBTA Green Line therefore, we think 50 percent is a conservative assumption.

The TIS assumed 75,000 sf of ancillary retail. The revised program contains 175,000 sf of ancillary retail use and is analyzed as retail with an auto mode share of 10 percent. In addition, 75,000 sf of general retail is analyzed with a higher auto mode share of 31 percent (consistent with the Kendall Square Study). A hotel auto mode share of 30 percent, estimated based on PTDM reports in the Kendall Square area and City of Boston Traffic Studies for proposed hotel projects, was assumed. A comparison of the assumed auto mode share for relevant projects is summarized in Appendix Exhibit A. Exhibit A demonstrates that none of the traffic studies assumed an auto mode share greater than 31 percent for the hotel land use. A comparison of the TIS and resulting Revised Master Plan Vehicle Trip generation is shown in Table 5.

Table 5 - Comparison of TIS and Revised Master Plan Vehicle Trip Generation

	<u>Daily</u>	<u>Total Vehicle-Trips</u>					
		<u>AM</u>			<u>PM</u>		
		<u>In</u>	<u>Out</u>	<u>Total</u>	<u>In</u>	<u>Out</u>	<u>Total</u>
Full Build							
TIS	16,013	944	751	1,695	736	1,105	1,841
Revised Master Plan	15,996	868	564	1,432	704	1,055	1,759

The Revised Master Plan development program with a shift in approximately 150,000 sf from Office/R&D to Retail land uses generates approximately 15,996 daily vehicle trips, 1,432 morning peak hour vehicle trips and 1,759 evening peak hour vehicle trips which are below the threshold established in the TIS.

Shared Use Parking Analysis

A shared use parking analysis for the proposed NorthPoint development was conducted for the potential revised program as shown in Table 2. The following documents the methodology used, analysis, and findings surrounding the projected parking demand for this development. Under the approved PB #179 North Point Final Development Master Plan Decision dated March 11, 2003, the project as a whole was permitted for a maximum 4,980 spaces (plus 300 replacement MBTA spaces) located throughout the site housed within both above and below grade parking structures. The shared use parking analysis does not include the MBTA's 300 commuter parking spaces and uses the potential revised development program for the analysis. The MBTA park and ride spaces are assumed to remain at the site, in the short term in their current location and in the future replicated somewhere on the NorthPoint site, likely on Parcels A or B.

Methodology

VHB developed a parking demand model to help determine the anticipated parking demand for the revised NorthPoint development program. This model was based on current standard practice suggested by the Urban Land Institute (ULI) and the Institute of Transportation Engineers (ITE). Standard practice suggests the use of base parking demand rates, a ratio of number of parking spaces needed over a standard measure (e.g., per unit, per 1,000 square feet, per seat, etc.) needed to support a similar, stand-alone use. Table 6 presents parking base rates by land use for employees/residents and visitors. It should be noted that these parking base rates represent weekday peak period conditions. Due to the composition of the site, it was assumed that the peak parking demand will occur during the weekdays due to the amount of office and R & D development on site.

Table 6 Parking Base Rates (Weekday Peak)

	Employees	Residents	Visitors	Units	Source
Office/R&D	2.60	–	0.20	/ksf GLA	1
Ancillary Retail	0.70	–	2.90	/ksf GLA	2
General Retail	0.70	–	2.90	/ksf GLA	2
Supermarket	0.80	–	3.20	/ksf GLA	3
Hotel	0.25	–	1.00	/room	1
Residential (Shared)	–	0.50	–	Unit	4
Residential (Reserved)	–	1.00	–	Unit	5

1 Shared Parking, 2nd edition, Urban Land Institute, 2005

2 Parking Requirements for Shopping Centers, 2nd ed. (Washington, DC: ULI, 1999)

3 Walker Parking – Shared Use Analysis – Updated Report, Legacy Place, Dedham, MA

4 <http://www2.cambridgema.gov/Traffic/AutoOwnership.cfm> ("Within ¼ mile of an MBTA station 50% of households have no car"

[Residential parking demand near transit, CDD and TPT Departments, July 2007]

5 Assumed one reserved parking space per unit

These base parking rates are then adjusted using three factors: percent drive, temporal variation (hourly and seasonal), and non-captive parking demand reductions. The following sections describe each of these factors and presents the factors used to estimate the development's parking demand.

Percent Drive

Percent drive represents the percentage of users arriving to the site using a personal vehicle. For residential uses located on site, this number represents the percentage of car owners who leave their vehicle on site. For example, a residential development may have 75 percent of its residents drive their car to work in the morning, leaving 25 percent (the value we would use for the percent drive factor) of the resident owned vehicles in the development's parking facilities.

The percent drive ratios used for this analysis, as shown in Table 7, are based on the original mode shares approved for use in the NorthPoint TIS, proposed enhanced TDM mode shares presented by the City of Cambridge as part of their Kendall Square Central Square (K2C2) Planning Study and other technical resources as footnoted.

Table 7 Percent Drive Factors (Weekday Peak)

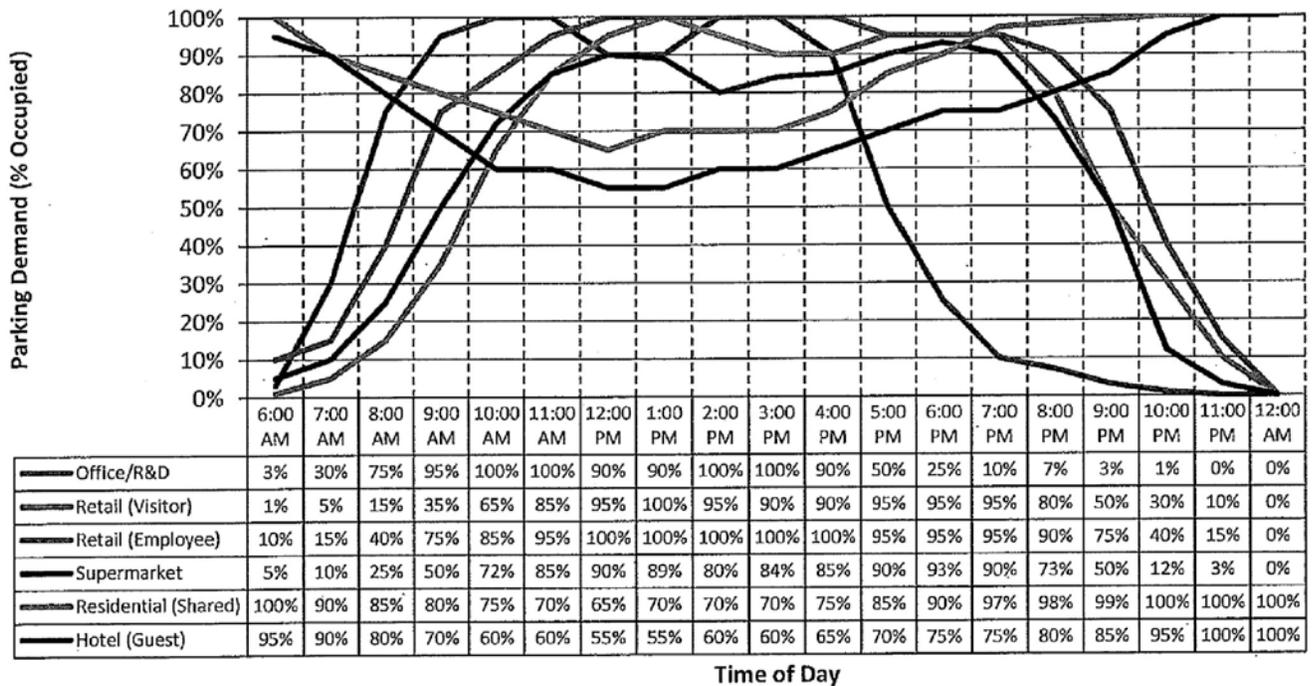
	Employees	Residents	Visitors
Office/R&D	40%	-	50% ¹
Ancillary Retail	10% ²	-	10%
General Retail	10% ²	-	31%
Supermarket	10% ²	-	50% ³
Hotel	10% ²	-	30% ⁴
Residential (Shared)	-	32% ⁵	-
Residential (Reserved)	-	0% ⁶	-

- 1 Assumed 50% of office visitors are driving to site
- 2 Restrict parking for employees onsite...estimated resultant percent drive of 10 percent
- 3 (Maléy & Weinberger, 2010) (Appendix Exhibit B)
- 4 Hotel PTDM Reports and Traffic Studies
- 5 Journey to work mode share is 32%...thus, 68% of residents leave vehicles in parking space at site
- 6 Assumed reserved spaces are not available

Presence

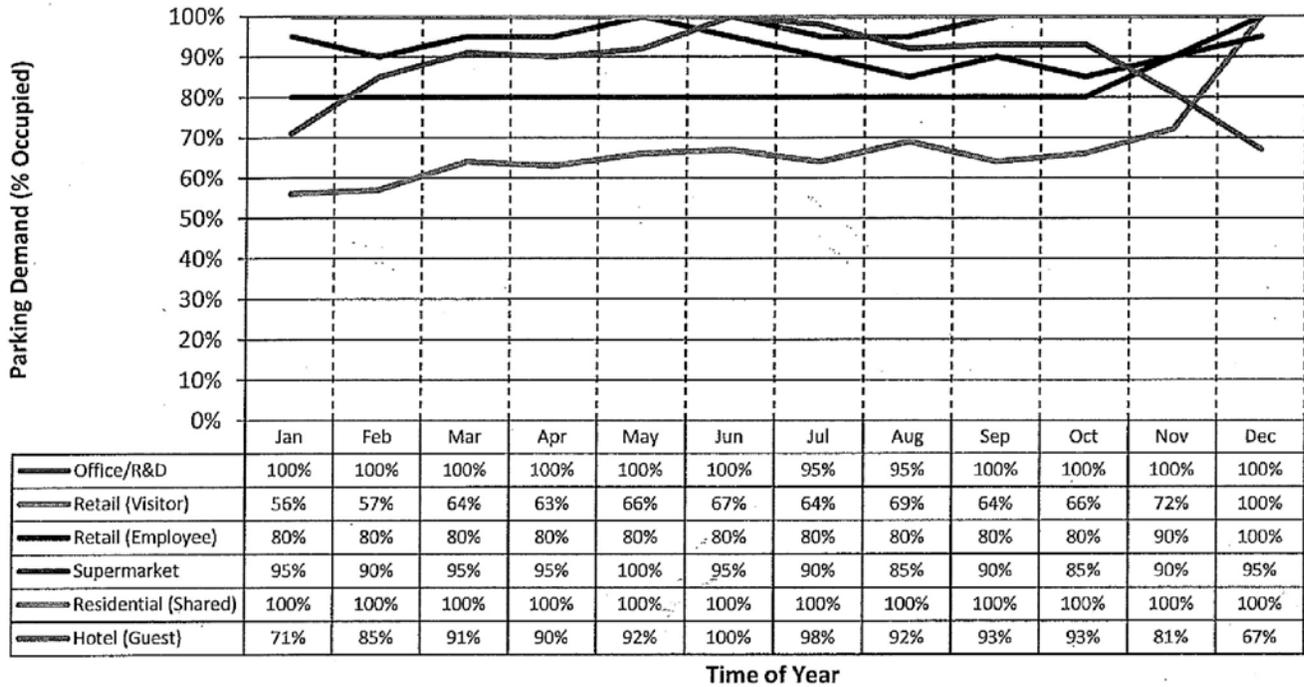
Presence is accounted for by two factors: time-of-day factors and seasonal factors. Parking demand for land uses vary throughout the day and by land use. For example, parking demand at a residential development typically decreases during the middle of a weekday (when residents go to work) and then increases in the early evening (when residents return home); while, office developments experience the reverse parking demand over the course of a day, arrival in the morning, departure in the evening. Additionally, certain land uses, such as retail and hotels, experience changes in parking demand month to month (e.g., increased retail parking demand during the December holiday season). Exhibits 1 and 2 presents the variations in presence by hour and by month for each land use, respectively.

Exhibit 1 Presence by Time of Day



Source: Supermarket - Walker Parking - Shared Use Analysis - Updated Report, Legacy Place, Dedham, MA; All other land-uses - Shared Parking, 2nd edition, Urban Land Institute, 2005

Exhibit 2 Presence by Month



Source: Supermarket - Walker Parking – Shared Use Analysis – Updated Report, Legacy Place, Dedham, MA; All other land-uses - Shared Parking, 2nd edition, Urban Land Institute, 2005

As shown in Exhibit 1, the office, R & D and retail employee parking demands are at their peak during the site’s peak hour while the retail and supermarket visitor in addition to the residential parking demands are not at their highest during the site’s peak hour. The reserved residential parking spaces are always needed (or kept in reserve) and thus their demand does not decrease. Residential and hotel demand peaks at night. Since the retail and office uses have specific hours of operation, their demand decreases to zero during late night hours. Interestingly, retail and supermarket are fairly constant from 11 AM to 7 PM.

As shown in Exhibit 2, seasonal adjustments for office, supermarket and residential land uses are minor. Retail employee and visitor parking demand increases in November and peak in December and are lower for the remainder of the year. Hotel parking demand decreases significantly in December and January.

Non-captive adjustment

Non-captive adjustment can be characterized as the anticipated percentage decrease in parking demand due to users visiting multiple uses on a site during a single visit. For example, office workers in a mixed-use development may visit a restaurant in the same development for lunch. Since the office workers have already parked their car for the day, the non-captive adjustment decreases the double-counting of the parking demand for the different uses. The effects of the non-captive adjustment can be significant particularly if there are synergies between the different land uses at a single site (e.g., office and restaurant, residential and supermarket, etc.). Table 8 presents the non-captive factors used in this analysis.

Table 8 Non-Captive Factors

	<i>Employees</i>	<i>Residents</i>	<i>Visitors</i>
Office/R&D	98%	-	100%
Ancillary Retail	100%	-	0%
General Retail	100%	-	50%
Supermarket	100%	-	65%
Hotel	100%	-	100%
Residential (Shared)	-	100%	100%
Residential (Reserved)	-	100%	100%

The retail and supermarket uses are assumed to support the other uses at the NorthPoint development. Ancillary retail patrons are all anticipated to be employees from other on-site parcels or residents. As a result, parking demand is reduced by 100 percent to account for the intra-site patronage. General retail parking demand will also be reduced but to a lesser extent than ancillary retail. A non-captive factor of 50 percent was used to reflect the parking demand reduction for general retail. Parking demand for the supermarket was reduced by 35 percent reflecting that many of its patrons will be on-site residents and employees. A case study of a large mixed use development with a grocery store shows that approximately 40 percent of the trips to and from the grocery store were internal to the site.¹ As such, a reduction in parking demand of 35 percent related to the supermarket seems reasonable.

Projected Parking Demand

Parking demand can vary based on many factors including building phasing, changes in transit access, and building occupancy rates. Given the mix and size of uses the peak month and peak hour of demand is December and 10 AM respectively. Given the base ratio and adjustment factors presented in the sections above, the peak demand for the site was estimated and the results are presented below in Table 9.

Table 9 Unadjusted Peak Hour Parking Demand

<i>Land Use</i>	<i>User Group</i>	<i>Size (KSF or Units)</i>	<i>Units</i>	<i>Base Ratio</i>	<i>Unadjusted Demand</i>
Office	Emp.	1,159	ksf	2.60	3,012
	Vis.	1,159	ksf	0.20	232
Lab R & D	Emp.	577	ksf	2.60	1,499
	Vis.	577	ksf	0.20	115
Ancillary Retail	Emp.	175	ksf	0.70	123
	Vis.	175	ksf	2.90	508
General Retail	Emp.	75	ksf	0.70	53
	Vis.	75	ksf	2.90	218
Supermarket	Emp.	50	ksf	0.80	40
	Vis.	50	ksf	3.20	160
Residential	Shared	1,916	units	0.50	958
	Reserved	1,278	units	1.00	1,278
Hotel	Emp.	150	rooms	0.25	38
	Vis.	150	rooms	1.00	150
Total Parking Space Demand					8,384

¹ NCHRP Report 684: Enhancing Internal Trip Capture Estimation for Mixed-Use Developments, page 49, Transportation Research Board, 2011. (Appendix Exhibit C)

The concept of shared parking recognizes that peaking for different land uses occur at different times. So, instead of building sufficient parking to support each individual land use's peak demand, the site supplies enough parking to support the entire site's peak, assuming that each land use will draw from a common parking supply. Shared parking leverages the peaking characteristics of its land uses, taking advantage of parking demand synergies. Applying the drive alone adjustment only to the base parking rates illustrates the amount of parking supply required without a shared parking management approach. As Table 10 illustrates, the parking demand without sharing is 4,177 parking spaces. Applying the three factors: percent drive, temporal variation (hourly and seasonal), and non-captive parking demand reductions results in a shared parking demand of 3,807 spaces, a reduction of 370 parking spaces. This analysis assumes that all parking spaces are shared by all land-uses except for the condominium owned reserved parking spaces.

Table 10 Adjusted Weekday Peak Hour Parking Demand

Land Use	User Group	Unadjusted Demand	Drive Factor	Unshared Demand	Monthly Adj. (December)	Peak Hour Adj. (10 AM)	Non Captive Factor	Shared Demand
Office	Emp.	3,012	40%	1,205	100%	100%	98%	1,181
	Vis.	232	50%	116	100%	100%	100%	116
Lab R & D	Emp.	1,499	40%	600	100%	100%	98%	588
	Vis.	115	50%	58	100%	100%	100%	58
Anc. Retail	Emp.	123	10%	12	100%	85%	100%	10
	Vis.	508	10%	51	100%	65%	0%	-
Gen. Retail	Emp.	53	-10%	5	100%	85%	100%	4
	Vis.	218	31%	67	100%	65%	50%	22
Supermarket	Emp.	40	10%	4	95%	72%	100%	3
	Vis.	160	50%	80	95%	72%	65%	36
Residential	Shared	958	68%	652	100%	75%	100%	489
	Reserved	1,278	100%	1,278	100%	100%	100%	1,278
Hotel	Emp.	38	10%	4	100%	100%	100%	4
	Vis.	150	30%	45	67%	60%	100%	18
Total Parking Space Demand		8,384		4,177				3,807

The estimated peak shared parking demand for the NorthPoint Parking Management District is estimated to be approximately 3,807 parking spaces.

The availability of shared parking depends on the proportional size of each land use, the parking synergy between the land uses, and whether some parking is deeded and reserved. The real estate market often dictates that residential developments (e.g., condominiums) offer deeded parking in order to make the units desirable and competitive within the market. Deeded parking would require that spaces be held in reserve for the owner regardless if they are occupied during the day. While the demand for parking spaces from our residential units decreases during the site's peak hour (i.e., residents use their cars to drive to work during the day), the parking demand for the residential units with reserved parking does not decrease since they need to maintain their reserved status and not be available for use by other site uses. This distinction is important as it limits the number of available parking spaces on site during the site's peak demand period.

As shown in Table 11, the estimated parking supply using a combination of the City of Cambridge proposed K2C2 parking ratios and NorthPoint's proposed parking ratios closely meets the peak hour demand with a shared parking supply. As illustrated, the office and R&D peak parking demands could be met by sharing the unreserved residential spaces vacated by residents who use their vehicle during the day to commute to work and available hotel parking spaces. The parking demands for the retail and supermarket can be met through a shared supply during the site's peak hour. There will be sufficient parking available in the evening for residential users.

Table 11 Supply vs: Demand - City of Cambridge Parking Ratios

Land Use	Size (KSF or Unit)	Parking Ratio	Supply	Site Peak Hour	
				Demand	Surplus/ (Shortfall)
NorthPoint Office	1,159	0.9	1,043	1,297	(254)
Lab R & D	577	0.8	461	646	(185)
Ancillary Retail ¹	175	0	-	10	(10)
General Retail	75	0.5	38	26	12
Supermarket ²	50	1.0	50	39	11
Residential	3,194	0.75	2,396	1,767	629
Hotel ³	150	0.5	75	22	53
			4,063	3,807	256

1 Assumed no parking supply available for ancillary retail. (Ancillary retail parking demand from employees)

2 Assumed a parking ratio of 1.0 /ksf for supermarket.

3 Assumed a parking ratio of 0.5/ksf for hotel.

Parking Management Parameters

The following parking management parameters need to be incorporated into the shared parking approach in order for NorthPoint to meet its parking demand, while enabling fewer parking spaces to be constructed through efficient use of the available supply:

- North Point Development is considered its own Parking District.
- Shared parking will be utilized to reduce the overall parking space count.
- Overall space count will be 3,807 spaces which is a 1,173 spaces reduction from the PUD approved parking supply.
- All uses will be allowed to share parking spaces (i.e. residential users and office/R&D spaces, retail users and hotel spaces, etc.)
- Residential uses may build a minimum of 0.5 spaces/unit and a maximum of 1.0 space per unit but in no case will the aggregate of the residential parking supply in the NorthPoint District exceed 0.75 spaces per unit.
- Individual parking garages may exceed maximums for on-parcel uses to incorporate parking requirements from other parcels. Key to viability of shared parking concept (i.e., office/R&D buildings could exceed 0.9 spaces/1,000 SF by incorporating portions of adjacent residential space requirements. Overall parking district maximums are adhered to).
- Retail parking would be allowed at 0.5 spaces per 1,000 SF of retail. These spaces would be located adjacent to the Retail Square and have parking fees supportive of short term retail parking needs.
- As per the current special permit, earlier phases of NorthPoint would have the flexibility to build up to 1.25 spaces per 1,000 SF but by end of project overall space count must comply. (Scenario where a commercial building & garage are built prior to adjacent residential buildings.)
- The NorthPoint shared parking supply does not include the existing MBTA 300 Park and ride spaces which are distinct and separate.

EXHIBIT B
Revised Appendix I

[see attached]

Exhibit B - Appendix I: Statistical Summary of the Approved Master Plan (as Revised by Proposed Minor Amendment)

I. PROJECT AS A WHOLE

A. Three City Summary

a. Parcel Area	Total Area in Acres: Square Feet:	45.37 acres 1,976,501 square feet
b. Floor Area	FAR at North Point: FAR at Lechmere	2.66 2.5
	Total GFA	5,245,854 square feet
c. Non-Residential	Maximum FAR	1.10
	Approved GFA	2,185,062 square feet for all non-residential uses
	Retail GFA:	300,000 square feet at North Point Amount TBD at Lechmere
d. Residential	Minimum FAR:	1.55
	GFA:	3,060,792 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	392,000 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum Permitted:	3,807 spaces +300 replacement MBTA spaces
	Maximum non-residential:	See Special Permit
	Minimum residential:	0.5 spaces/unit for each building Average of 0.75/unit for the entire project at full build-out
	Maximum residential:	1.0 spaces/unit
g. Dwelling Units	Proposed Number:	ca. 3,119 units

B. Development in Cambridge

a. Parcel Area	Total Area in Acres:	38.77 acres
	Square Feet:	1,690,276 square feet
	Area at North Point in Acres:	37.1 acres
	Square Feet:	1,617,534 square feet
	Area at Lechmere in Acres:	1.67 acres
	Square Feet:	72,742 square feet
b. Floor Area	FAR at North Point: FAR at Lechmere:	2.66 2.5
	GFA at North Point: GFA at Lechmere: Total GFA:	4,302,640 square feet 181,855 square feet 4,484,495 square feet

c. Non-Residential	Maximum FAR at North Point:	1.10
	Maximum FAR at Lechmere:	1.25
d. Residential	Approved GFA at North Point:	1,573,703 square feet
	Approved GFA at Lechmere:	TBD (Retail Only)
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided at North Point:	323,507 square feet
	at Lechmere:	11,000 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential at North Point:	See Special Permit
	at Lechmere:	See Special Permit
	Minimum residential:	TBD - Average of 0.75/unit at full build-out for all municipalities
g. Dwelling Units	Proposed Number:	TBD (not limited by permit)

C. Development in Somerville

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

D. Development in Boston

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

E. Development in Boston + Somerville

a. Parcel Area	Total Area in Acres	6.57 acres
	Square Feet	286,225 square feet
b. Floor Area	Total FAR	2.66
	Total GFA	761,359 square feet
c. Non-Residential	Maximum FAR	2.14
	GFA	611,359 square feet
d. Residential	Minimum FAR	0.52
	GFA	150,000 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	TBD
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum permitted:	TBD
g. Dwelling Units	Proposed Number:	TBD

II. PHASES

A. Statistical Summary - Phase 1A

I. Overall Dimensional Limits

a. Block Areas	Total Phase 1A in Square Feet:	207,076 <u>218,076</u> square feet
b. Floor Area	Total GFA	1,513,592 <u>1,553,592</u> square feet
c. Non-Residential	Maximum GFA	765,000 <u>328,600</u> square feet
	Retail GFA	Required, amount TBD
d. Residential	Minimum GFA	748,592 <u>1,224,992</u> square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	130,680 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	See Special Permit
	Minimum residential:	TBD - Average of 0.75/unit at full build-out for all phases
g. Dwelling Units	Proposed Number:	TBD

II. Dimensional Limits on Individual Blocks

Block N	a. Total Block Area:	46,000 square feet
	b. Total GFA:	394,000 square feet
	c. Maximum Non-Residential GFA:	<u>8,600</u> (Retail only)
	Proposed Retail:	<u>8,600</u>
	d. Minimum Residential GFA:	<u>385,400</u> square feet
	e. Total Parking Spaces:	184
f. Proposed Associated Public, Green Area or Permeable Open Space:	27,000 square feet	

Block G	a. Total Block Area:	47,000 square feet
	b. Total GFA:	445,000 square feet
	c. Maximum Non-Residential GFA:	445,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD	

Block M	<u>a. Total Block Area:</u>	<u>29,000 square feet</u>
	<u>b. Total GFA:</u>	<u>205,000 square feet</u>
	<u>c. Maximum Non-Residential GFA:</u>	<u>TBD (Retail Only)</u>
	Proposed Retail:	<u>Required, amount TBD</u>
	<u>d. Minimum Residential GFA:</u>	<u>205,000 square feet</u>
<u>e. Total Parking Spaces:</u>	<u>TBD</u>	

	<u>f. Proposed Associated Public, Green Area or Permeable Open Space:</u>	<u>TBD</u>
<u>Block L</u>	<u>a. Total Block Area:</u>	<u>29,000 square feet</u>
	<u>b. Total GFA:</u>	<u>280,000 square feet</u>
	<u>c. Maximum Non-Residential GFA:</u>	<u>TBD (Retail Only)</u>
	<u>Proposed Retail:</u>	<u>Allowed, amount TBD</u>
	<u>d. Minimum Residential GFA:</u>	<u>280,000 square feet</u>
	<u>e. Total Parking Spaces:</u>	<u>TBD</u>
	<u>f. Proposed Associated Public, Green Area or Permeable Open Space:</u>	<u>TBD</u>
Block U	a. Total Block Area:	45,000 square feet
	b. Total GFA:	320,000 square feet
	c. Maximum Non-Residential GFA:	320,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	Possible mixed use or residential building
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD
Block T (completed prior to this Major Amendment)	a. Total Block Area:	38,986 square feet
	b. Total GFA:	242,194 square feet
	c. Maximum Non-Residential GFA:	None
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	242,194 square feet
	e. Total Parking Spaces:	151 spaces in garage, 79 spaces at other locations on NorthPoint
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD
Block S (completed prior to this Major Amendment)	a. Total Block Area:	30,090 square feet
	b. Total GFA:	112,398 square feet
	c. Maximum Non-Residential GFA:	Possible mixed use building
	Proposed Retail:	None
	d. Minimum Residential GFA:	112,398 square feet
	e. Total Parking Spaces:	51 spaces in garage, 49 spaces at other locations on NorthPoint

	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD
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B. Statistical Summary - Phase 1B

I. Overall Dimensional Limits

a. Block Areas	Total Phase 1B in Square Feet:	280,000 288,000 square feet
b. Floor Area	Total GFA:	1,845,000 1,945,000 square feet
c. Non-Residential	Maximum GFA:	840,000 1,265,000 square feet
	Retail GFA:	Required, amount TBD
d. Residential	Minimum GFA:	1,005,000 680,000 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	152,460 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	See Special Permit
	Minimum residential:	TBD - Average of 0.75/unit at full build-out for all phases
g. Dwelling Units	Proposed Number:	TBD

II. Dimensional Limits on Individual Blocks

Block M	a. Total Block Area:	29,000 square feet
	b. Total GFA:	205,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Required, amount TBD
	d. Minimum Residential GFA:	205,000 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block G	a. Total Block Area:	47,000 square feet
	b. Total GFA:	445,000 square feet
	c. Maximum Non-Residential GFA:	445,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block L	a. Total Block Area:	29,000 square feet
	b. Total GFA:	280,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Allowed, amount TBD

	d. Minimum Residential GFA:	280,000 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block H	a. Total Block Area:	81,000 square feet
	b. Total GFA:	300,000 square feet
	c. Maximum Non-Residential GFA:	300,000 square feet
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block F	a. Total Block Area:	39,000 square feet
	b. Total GFA:	240,000 square feet
	c. Maximum Non-Residential GFA:	240,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block E	a. Total Block Area:	44,000 square feet
	b. Total GFA:	300,000 square feet
	c. Maximum Non-Residential GFA:	300,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block K	a. Total Block Area:	29,000 square feet
	b. Total GFA:	240,000 square feet
	c. Maximum Non-Residential GFA:	Mixed-use building allowed
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	240,000 square feet
	e. Total Parking Spaces:	TBD
f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD	

Block J	a. Total Block Area:	29,000 square feet
	b. Total GFA:	280,000 square feet
	c. Maximum Non-Residential GFA:	Mixed-use building allowed
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	280,000 square feet
	e. Total Parking Spaces:	TBD
f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD	

<u>Block I</u>	<u>a. Total Block Area:</u>	<u>100,000 square feet</u>
	<u>b. Total GFA:</u>	<u>440,000 square feet</u>
	<u>c. Maximum Non-Residential GFA:</u>	<u>280,000 square feet</u>
	<u>Proposed Retail:</u>	<u>Required, amount TBD</u>
	<u>d. Minimum Residential GFA:</u>	<u>160,000 square feet</u>
	<u>e. Total Parking Spaces:</u>	<u>TBD</u>
<u>f. Proposed Associated Public, Green Area or Permeable Open Space:</u>	<u>TBD</u>	

C. Statistical Summary - Phase 2

I. Overall Dimensional Limits

a. Block Areas	Total Phase 2 in Square Feet:	537,500 <u>556,500</u> square feet
b. Floor Area	Total GFA:	1,887,262 <u>1,747,262</u> square feet
c. Non-Residential	Maximum GFA:	555,000 <u>575,000</u> square feet
	Retail GFA:	Required, amount TBD
d. Residential	Minimum GFA:	1,332,262 <u>1,172,262</u> square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	165,528 square feet
	Other Open Space in Square feet:	3.8 acres or balance of requirement TBD

f. Parking Spaces	Maximum non-residential:	See Special Permit
	Minimum residential:	TBD - Average of 0.75/unit at full build-out for all phases
g. Dwelling Units	Proposed Number:	TBD

II. Dimensional Limits on Individual Blocks

Block R	a. Total Block Area:	44,000 square feet
	b. Total GFA:	140,000 square feet
	c. Maximum Non-Residential GFA:	Mixed use building allowed
	Proposed Retail:	Required, amount TBD
	d. Minimum Residential GFA:	140,000 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block Q	a. Total Block Area:	97,500 square feet
	b. Total GFA:	155,000 square feet
	c. Maximum Non-Residential GFA:	155,000 square feet
	Proposed Retail:	Required, amount TBD
	d. Minimum Residential GFA:	Additional housing GFA allowed if commercial GFA is not reduced
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block V	a. Total Block Area:	61,000 square feet
	b. Total GFA:	181,855 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Required, amount TBD
	d. Minimum Residential GFA:	181,855 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	11,000 square feet

Block I	a. Total Block Area:	100,000 square feet
	b. Total GFA:	440,000 square feet
	c. Maximum Non-Residential GFA:	280,000 square feet
	Proposed Retail:	Required, amount TBD
	d. Minimum Residential GFA:	160,000 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

<u>Block H</u>	<u>a. Total Block Area:</u>	<u>81,000 square feet</u>
	<u>b. Total GFA:</u>	<u>300,000 square feet</u>
	<u>c. Maximum Non-Residential GFA:</u>	<u>300,000 square feet</u>
	<u>Proposed Retail:</u>	<u>Allowed, amount TBD</u>
	<u>d. Minimum Residential GFA:</u>	<u>None</u>
	<u>e. Total Parking Spaces:</u>	<u>TBD</u>
	<u>f. Proposed Associated Public, Green Area or Permeable Open Space:</u>	<u>TBD</u>

Block C	a. Total Block Area:	40,000 square feet
	b. Total GFA:	245,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	245,000 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block B	a. Total Block Area:	55,000 square feet
	b. Total GFA:	120,000 square feet
	c. Maximum Non-Residential GFA:	120,000 square feet
	Proposed Retail:	Allowed, amount TBD, includes up to 50,000 sf grocery store
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block A	a. Total Block Area:	109,000 square feet
	b. Total GFA:	360,407 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Marginally possible, amount TBD
	d. Minimum Residential GFA:	360,407 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block D	a. Total Block Area:	31,000 square feet
	b. Total GFA:	245,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	245,000 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

D. Comprehensive Summary by Phase and Block (as revised by proposed Minor Amendment)

Phase 1A

Block	Area	Res GFA	NR GFA	Retail	D.Units	Res Pkg	NR Pkg	OS
S	30,090	112,398	0	None	99	51 on block 49 off block	0	TBD
T	38,986	242,194	0	None	230	151 on block 79 off block	0	TBD
N	46,000	394,000 385,400	Retail only 8,600	Required	355	0.5 per residential unit 184 spaces		27,000
G	47,000	0	445,000	None	TBD	TBD	TBD	TBD
<u>M</u>	<u>29,000</u>	<u>205,000</u>	<u>Retail only</u>	<u>Required</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>
<u>L</u>	<u>29,000</u>	<u>280,000</u>	<u>Retail only</u>	<u>Allowed</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>
U	45,000	Mix allowed	320,000	None	TBD	TBD	TBD	TBD
total	207,076 <u>218,076</u>	748,592 <u>1,224,992</u>	765,000 <u>328,600</u>	TBD	TBD	TBD	TBD	130,680

Phase 1B

Block	Area	Res GFA	NR GFA	Retail	D.Units	Res Pkg	NR Pkg	OS
M	29,000	205,000	Retail only	Required	TBD	TBD	TBD	TBD
<u>G</u>	<u>47,000</u>	<u>0</u>	<u>445,000</u>	<u>None</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>
L	29,000	280,000	Retail only	Allowed	TBD	TBD	TBD	TBD
<u>I</u>	<u>100,000</u>	<u>160,000</u>	<u>280,000</u>	<u>Required</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>
H	81,000	0	300,000	Allowed	TBD	TBD	TBD	TBD
F	39,000	0	240,000	None	TBD	TBD	TBD	TBD
E	44,000	0	300,000	None	TBD	TBD	TBD	TBD
K	29,000	240,000	Mix allowed	Allowed	TBD	TBD	TBD	TBD
J	29,000	280,000	Mix allowed	Allowed	TBD	TBD	TBD	TBD
total	280,000 <u>288,000</u>	1,005,000 <u>680,000</u>	840,000 <u>1,265,000</u>	TBD	TBD	TBD	TBD	152,460
cumul.	487,076 <u>506,076</u>	1,753,592 <u>1,913,592</u>	1,605,000 <u>1,585,000</u>	TBD	TBD	TBD	TBD	283,140

Phase 2

Block	Area	Res GFA	NR GFA	Retail	D.Units	Res Pkg	NR Pkg	OS
R	44,000	140,000	Retail only	Required	TBD	TBD	TBD	TBD
Q	97,500	May be added	155,000	Required	TBD	TBD	TBD	TBD
V	61,000	181,855	Retail only	Required	TBD	TBD	TBD	11,000
I	100,000	160,000	280,000	Required	TBD	TBD	TBD	TBD
<u>H</u>	<u>81,000</u>	<u>0</u>	<u>300,000</u>	<u>Allowed</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>	<u>TBD</u>
C	40,000	245,000	Retail only	Allowed	TBD	TBD	TBD	TBD
B	55,000	0	120,000	Allowed	TBD	TBD	TBD	TBD
A	109,000	360,407	Retail only	Allowed	TBD	TBD	TBD	TBD
D	31,000	245,000	Retail only	Allowed	TBD	TBD	TBD	TBD
total	537,500 <u>518,500</u>	1,332,262 <u>1,172,262</u>	555,000 <u>575,000</u>	TBD	TBD	TBD	TBD	165,528

cumul.	1,024,576	3,085,854 <u>3,077,254</u>	2,160,000 <u>2,168,600</u>	300,000 max	3,119	0.75/unit at full build-out (total parking spaces for all uses cannot exceed 3,807)	See Special Permit (total parking spaces for all uses cannot exceed 3,807)	392,000
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Area = lot area of developable blocks only excluding streets and open spaces (square feet)

GFA = gross floor area (square feet); OS = public, green area or permeable open space (square feet)

D.Units = dwelling units; Pkg = motor vehicle parking spaces

“Res” refers to residential minimum requirements; “NR” refers to non-residential maximum limitations

“total” = total allowed or required within that Phase; “cumul.” = cumulative development at the end of Phase

EXHIBIT C
Revised Phasing Plan

[see attached]

NORTHPOINT



EXHIBIT D
Redlined Version of Section 5

[see attached]

Exhibit D – Section 5 of Special Permit (as Revised by Proposed Minor Amendment)

5. Phases. The three Phases as described in Exhibit B and depicted in Exhibit J-2 of the Revised Final Development Plan and as set forth in Appendix I of this Decision are approved by the Planning Board subject to the following limitations and conditions. It is the intention of the following conditions and limitations to ensure that at each stage of development of the Master Plan, a coherent and viable residential and commercial community is established that does not depend on future construction and improvements for its long-term success. However, the Phases as set forth in the application documents and herein approved may be changed and modified at any time as a Minor Amendment to this Decision as permitted in Condition #12 below.

a. The use mix and distribution shall be as shown in the Revised Final Development Plan and in Appendix I.

b. Each Phase shall consist of the buildings, parks, streets, utilities, and other physical improvements set forth in the Revised Final Development Plan (except as they may be modified by this Decision) and the mitigation measures required in Condition #13 below.

c. No building permit may be issued for building construction in ~~the next succeeding~~ Phase 2 until all buildings and associated facilities are under construction in the preceding ~~Phase~~Phases. No Occupancy Permit may be issued for any building in ~~the next succeeding~~ Phase 2 until an Occupancy Permit has been issued for all buildings in the preceding ~~Phase~~Phases and all associated improvements in the ~~current Phase~~preceding Phases have been completed, except as may be specifically approved by the Planning Board as a Minor Amendment. However, a building permit may be issued at any time for buildings on Blocks Q and R to be constructed in conjunction with the construction of the relocated Green Line T Station.

d. In Phase IA no additional Building Permit may be issued for any nonresidential Gross Floor Area in excess of 350,000 square feet, exclusive of retail uses, until plans have been approved by the Planning Board for vertical pedestrian and bicycle access to the Gilmore Bridge as part of the Design Review for development on Block N or Block H. No Occupancy Permit for any building containing nonresidential Gross Floor Area in excess of 350,000 square feet, exclusive of retail uses, may be issued until such approved vertical pedestrian and bicycle access to the Gilmore Bridge has been constructed and is fully operational.

e. In Phase 2 the following limitations with regard to the issuance of Building and Occupancy Permits shall apply:

(i) No Building Permit may be issued for any building in Phase 2 (including buildings on Blocks Q and R) until the design of the intersection of Cambridge Street, O'Brien Highway, and First Street (and its extension into the development) has been approved by the City.

(ii) No Building Permit may be issued for any building in Phase 2 (except for buildings on Blocks Q and R associated with the relocation of the Green Line T Station) until:

(1) The Station has been relocated to the north side of Monsignor O'Brien Highway as indicated in the Master Plan, and

(2) Water Street extension has been regraded and paved within the Development Parcel at an alignment and grade that will accommodate the proposed Urban Ring Busway (a.k.a. Urban Ring Viaduct), which is anticipated to be constructed from the City of Somerville via West Boulevard and then to the Water Street extension at the northwesterly edge of the Development Parcel, unless the Busway is not yet under construction at such time, in which event the construction of the Water Street extension shall be completed no later than the completion of the construction of the Busway or the completion of the entire project, whichever occurs first.

(iii) No Building Permit for any building other than those on Blocks Q and R may be issued until the reconstruction of the Cambridge Street/O'Brien Highway/First Street intersection has begun.

(iv) No Occupancy Permit may be issued for buildings on Blocks Q and R until demolition of the those portions of the existing Lechmere T Station that would impede the construction of the extension of First Street has substantially begun and the relocated T station and the extension of First Street are substantially complete.

(v) No Occupancy Permit may be issued for any building, except as provided in (iv) above for Blocks Q and R, until the reconstructed intersection and extension of First Street into the Master Plan area is fully operational, including associated reconstruction of the intersections of First Street and Cambridge Street and Cambridge Street and O'Brien Highway.

f. Notwithstanding any modification in the mix of uses that may be approved in conformance with the limitations imposed in Condition #12 (c) below, the Gross Floor Area constructed at the end of Phase 1A shall not be less than thirty (30) percent residential. At the completion of Phase 1B residential uses shall constitute no less than fifty (50) percent of the entire Gross Floor Area constructed to that point.

EXHIBIT E
Redlined Version of Appendix II

[see attached]

Exhibit E –Appendix II: Traffic and Transportation Mitigation Requirements (as Revised by Proposed Minor Amendment)

The Permittee has committed to an extensive list of Travel Demand Management (TDM) measures, transportation infrastructure improvements, and off-site roadway mitigation measures that are all designed to minimize the transportation impacts of the proposed development by reducing reliance on automobile travel and increasing the capacity of key intersections. All of these measures must be in place before completion of the project. The following schedule shall apply.

1. Prior to the issuance of the first building permit the Permittee and City staff (staff of the Traffic, Parking and Transportation and Community Development Departments, except as noted) shall thoroughly investigate all reasonable measures that will improve the environment and attractiveness of the Gilmore Bridge for pedestrians and bicycles in order to ensure an attractive connection for them between the Community College station on the Orange Line and the buildings within North Point. The items to be investigated will include the widening of the sidewalk, ways to reduce the adverse impact of wind on the pedestrians, options to support bicycle use, and the appropriate timing of the improvements that are agreed upon.
2. Before the first Certificate of Occupancy for the first building is issued the following measures must be operational:
 - a. Transportation infrastructure improvements, including:
 - (i) A surface roadway connection between East Street and North Point Boulevard as approved by City staff.
 - b. In addition, should the first building contain non-residential uses (exclusive of accessory retail uses) the following non-residential TDM measures:
 - (i) TDM measures shall be implemented for any non-residential uses as detailed in the approved PTDM Final Decision, #F-30, dated February 21, 2003 (herein after the PTDM Plan), and all subsequent amendments for the project.
 - c. In addition, before the first Certificate of Occupancy for the first residential building, the following residential TDM measures, including:
 - (i) A transportation coordinator, responsible for implementing and/or administering all TDM programs.
 - (ii) At least one car-sharing space made available to a car-sharing program.
 - (iii) A program that will: (1) permit residents to forgo parking privileges in the parking garage and have that choice reflected in a downward adjustment to their rent, and (2) require increased parking fees for residents choosing more than one space per unit. This program must be approved by City staff and the Permittee shall report to the City annually on the operation of the program.

- (iv) Membership in the Charles River TMA and provision of shuttle service. Plans for operations of a shuttle to the Red Line must be approved by City Staff prior to obtaining the first Certificate of Occupancy. Revised plans for operations should be submitted with each application for a building. Revisions to operations at any time shall require approval by City Staff.
3. Before the issuance of an Occupancy Permit which brings the total non-residential space to more than 350,000 sq. ft., the following measures must be operational:
- a. Transportation infrastructure improvements, including:
 - (i) All of the above infrastructure improvements.
 - (ii) A surface roadway connection between East Street and Water Street as approved by City staff, provided that the City staff shall work with the Permittee to modify the location of the connection if necessary to coordinate with the schedule of the MBTA for construction or property conveyances.
 - (iii) A vertical, handicap-accessible, pedestrian and bicycle connection to the Gilmore Bridge north of the park.
 - ~~(iv) Improvements to the environment along the Gilmore Bridge to encourage pedestrian and bicycle access to the Orange Line as determined by the Permittee and City staff, subject to any required state agency approval.~~
 - b. TDM measures, including:
 - (i) All of the above TDM measures.
 - (ii) Provision of car-sharing spaces to meet demand.
4. ~~4.~~ Before the ~~initiation of~~first Certificate of Occupancy is issued for a building in Phase IB the following measures must be operational:
- a. Transportation infrastructure improvements, including:
 - (i) All of the above infrastructure improvements.
 - (ii) Sub-paragraphs (ii) and (iii) of this section in the original Special Permit relate to the plans for a vertical pedestrian and bicycle connection to the Gilmore Bridge adjacent to Block H and Block N. Those sub-paragraphs are superseded in this Major Amendment by the Permittee's approved plan to create an open-air vertical park connection with accessible elevator as a component of the development of Block H or Block N.
 - (iii) See above.
 - (iv) ~~Bicycle~~Install a Hubway station near the base of the vertical connection to the Gilmore Bridge, and complete a feasibility study for design of other improvements

to the environment along the Gilmore Bridge to encourage pedestrian and bicycle access to the Orange Line and bicycle access enhancements for use of the Gilmore Bridge, as determined by the Permittee and present feasibility study to City staff and MassDOT.

- (v) A temporary multi-use path connection from North Point Boulevard to Water Street when the intersection of O'Brien Hwy and Water Street has been improved, with an extension to the Somerville Community Bike Path as soon as it exists, as approved by City staff, provided that the City staff shall work with the Permittee to modify the location of the connection if necessary to coordinate with the schedule of the MBTA for construction or property conveyances.

b. All of the above TDM measures.

c. Off-site roadway mitigation measures, including:

- (i) Proposed improvements to Land Boulevard and O'Brien Highway developed in coordination with City staff and approved by the State as necessary.
- (ii) ~~The~~Intentionally deleted--The proposed new mid-block crossing of O'Brien Highway ~~developed in coordination with City staff unless, in consultation with the City, it is determined that implementation of the crossing must be delayed until the reconstruction of O'Brien Highway and Cambridge Street is completed.~~has been determined by the City staff and MassDOT not to be desirable.
- (iii) Other off-site intersection improvements, developed in coordination with City staff, including:
 - (a) Pavement marking improvements and signal timing changes with equipment improvements where deemed necessary by City staff at the intersections of O'Brien Highway and Twin City Plaza, O'Brien Highway Museum Way, Cambridge Street Hampshire Street, Cambridge Street and Prospect Street, Cambridge Street and Columbia Street, Cambridge Street and Sixth Street, Cambridge Street and Third Street, Cambridge Street and Second Street, Charles Street and Third Street, Charles Street and First Street, Binney Street and First Street, Binney Street and Land Street, Broadway & Galilei Way, Broadway & Third Street, and Cambridgeside Place and Land boulevard.
 - (b) Intersection reconstruction including cross-section changes, sidewalk modifications, pavement markings, new asphalt, and signal timing changes, with equipment improvements where necessary, at the intersections of: O'Brien Highway and Third Street and O'Brien Highway and Water Street.

5. Before the initiation of Phase 2, except as permitted in Condition 5(e) of this Decision:

(i) the following improvements to the intersections of Cambridge Street and First Street, Cambridge Street and O'Brien Highway, and at the new intersection of First Street

Extension and O'Brien Highway shall be completed based on a plan approved by City staff and the State as necessary:

- (a) All necessary cross-section and alignment changes;
- (b) New roadbeds and pavement;
- (c) New sidewalks and lighting;
- (d) New pavement markings; and
- (e) All signal timing changes and new signal equipment;

(ii) Completion of improvements to the environment along the Gilmore Bridge to encourage pedestrian and bicycle access to the Orange Line and bicycle access enhancements for use of the Gilmore Bridge, as determined by the Permittee and City staff, subject to any required state agency approval.

- 6. The Permittee shall contribute \$100,000 (adjusted for inflation) to fund the City's design and installation of traffic calming improvements on Cardinal Medeiros Avenue. This contribution will not be required prior to the issuance of the third Certificate of Occupancy for the project. The City will provide six months written notification of need to make this contribution.
- 7. As soon as the hotel is opened, the Permittee must provide a transportation service to/from Logan Airport in order to reduce SOV travel between the airport and hotel. Plans for provision of this service must be approved by City staff prior to obtaining the hotel Certificate of Occupancy. Revisions to operations at any time shall require approval by City Staff. The Permittee is encouraged to explore opportunities for providing this service free of charge in cooperation with other area hotels.