

*Commitment Letter
For Ordinance # 1354*

February 25, 2013

VIA HAND DELIVERY

David Maher
Chair of the Ordinance Committee
Cambridge City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

2013 FEB 25 PM 4 20
OFFICE OF THE CITY CLERK
CAMBRIDGE, MASSACHUSETTS

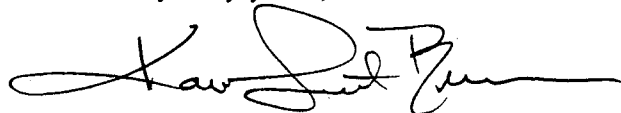
Re: Zoning Petition for 300 Massachusetts Avenue

Dear Chairman Maher:

Enclosed please find a revised Letter of Commitment signed by Forest City on behalf of Mass Ave 300 Block West LLC, concerning the revised Forest City Zoning Petition for the redevelopment of 300 Massachusetts Avenue. Please note that the only change made from the version delivered to you on February 21st was in response to a comment from attorney Susan Hegel from Cambridge and Somerville Legal Services, and changes the word "Premises" (which was not defined in the document) to the word "Project" in two locations in Section III (E), as shown on the attached redlined copy of the Letter of Commitment.

In all other respects, the attached signed Letter of Commitment is identical to the most recent version delivered to you on February 21st.

Very truly yours,



Kathryn Lachelt Brown

Forest City Commercial Group

38 Sidney Street, Suite 180

Cambridge, MA 02139

February 25, 2013

Mayor Henrietta Davis
Ordinance Committee Chair David Maher
Vice Mayor E. Denise Simmons
City Councilor Leland Cheung
City Councilor Marjorie C. Decker
City Councilor Craig A. Kelley
City Councilor Kenneth E. Reeves
City Councilor Timothy J. Toomey, Jr.
City Councilor Minka vanBeuzekom
Cambridge City Hall
795 Massachusetts Avenue
Cambridge, Massachusetts 02139

**Re: Commitments and conditions accompanying the amended zoning petition for
Cambridgeport Revitalization Development District (CRDD) attached hereto
as Attachment A**

Dear Mayor Davis, Ordinance Committee Chair Maher and Councilors Cheung, Decker, Kelley, Reeves, Simmons, Toomey and vanBeuzekom:

The purpose of this letter is to describe commitments and benefits which Mass Ave 300 Block West, LLC ("Forest City") is prepared to offer the City of Cambridge, to facilitate and enable Forest City to construct a life science building at 300 Massachusetts Avenue (the "Project"), subject to the satisfaction of the "Conditions" set forth below.

Forest City's Commitments

- I. Forest City will contribute \$1,078,680 to the City of Cambridge (the "City"), which funds the City shall use, in its discretion, for purposes directed at mitigating the impact of the Project on the community, as follows:

A. Within ninety (90) days after the adoption of the Forest City Zoning Petition extending the CRDD District to 300 Massachusetts Avenue and authorizing an additional 107,868 square feet of gross floor area, Forest City will contribute \$269,670.00 to the City of Cambridge (the "City").

B. Within ninety (90) days of the approval of Forest City's application for a Special Permit from the Cambridge Planning Board authorizing the construction of the Project, Forest City will contribute \$269,670.00 to the City of Cambridge.

C. Upon the issuance of a building permit authorizing construction of the Project, Forest City will contribute \$269,670.00 to the City of Cambridge.

D. Upon the issuance of a Certificate of Occupancy for the Project, Forest City will contribute \$269,670.00 to the City of Cambridge.

II. Section 15.32.2 of the Zoning Ordinance includes a minimum requirement of 150 affordable housing units within the CRDD District, which shall be made available to families of certain income limits for a period of at least thirty years. In a 1988 "Commitment to Housing Development" letter and its companion Housing Plan submitted by Forest City and MIT, we agreed that before the expiration of the thirty year affordability period set forth in the zoning, we would seek government subsidies (including subsidized financing) that would enable the affordable units to remain affordable for the full term of our leasehold interest. At the present time, University Park has a total of 168 units of affordable housing, 18 more than are required by zoning. As part of our community benefits package for 300 Massachusetts Avenue, Forest City commits that, regardless of whether or not we are able to obtain government subsidies as set forth in the Housing Plan, we will cause all affordable units, including the 18 that are in excess of zoning, to be maintained as affordable in accordance with their current use as either low income or moderate income units for the full term of our leasehold interests. All affordable units controlled by Forest City entities shall be deed-restricted and administered using the same rent and other requirements, policies, and procedures used for units subject to Section 11.200, provided, however, that the requirements of Section 15.32 shall govern with respect to income requirements.

III. Forest City will provide or cause to be provided a minimum of 25 affordable low-income deed-restricted dwelling units ("Affordable Housing" or "25 Affordable Units"), on a site or multiple sites to be determined in the future to be located within the City of Cambridge. It is understood and agreed by the undersigned and the City that the requirement herein for the 25 Affordable Units is based on the number of

affordable units that would have been created at the project previously proposed in the zoning petition by Forest City on the parcel adjacent to the Central Square Fire Station. Such Affordable Housing will meet the following standards:

- A. **Affordability:** The Affordable low-income Housing will be available to households whose incomes do not exceed 80% of the area median income for the Boston area, and shall otherwise conform to the definition of Affordable Units as set forth in Section 11.201 of the Zoning Ordinance. Forest City agrees that it will cause the 25 Affordable Units to be provided by some means set forth in this Section, that the marketing and selection process for the 25 Affordable Units shall utilize the guidelines customarily employed by the Community Development Department in other housing assistance programs, and that the 25 Affordable Units shall be administered using the same rent and other requirements, policies, and procedures used for units subject to Section 11.200.
- B. **Location and Development:** The Affordable Housing will be provided through one or more of the following means:
 - (i) Construction of new housing on a site that has not been used for affordable housing subsequent to January 1, 2007.
 - (ii) Conversion of an existing non-residential structure to residential use, subject to any applicable requirements and approvals set forth in the Zoning Ordinance.
 - (iii) Construction of additional housing units on a site that currently contains housing, in which case the existing residential GFA and number of dwelling units on the site shall be maintained or replaced in addition to construction of the Affordable Housing referenced in this Section.
 - (iv) Conversion of existing market-rate units within Cambridge to 25 Affordable Units provided that such units will otherwise meet the requirements of this Section.
 - (v) Investment in and sponsorship of a project that will cause the production of 25 Affordable Units pursuant to the above description.
- C. **Zoning and Approvals:** All development shall conform to applicable zoning requirements, including any provisions requiring the issuance of a special permit. The provisions of Section 11.200 shall also apply, which would allow an increase in density for projects meeting the definition of an Inclusionary Housing project. In the event that a special permit is not approved for an identified housing site, Forest City agrees to either seek an alternative site or to adhere to the Alternative Payment requirements set forth in Subparagraph "E" below. Any Affordable Units constructed by Forest City as part of a residential or mixed use project within the City and otherwise complying with the requirements herein and the requirements of section 11.200 of the zoning ordinance shall be deemed to satisfy the commitments expressed herein.

- D. Phasing: Within seven (7) years of obtaining a Certificate of Occupancy for any new non-residential development at 300 Massachusetts Avenue, Forest City will have either (i) received a building permit authorizing the development of the Affordable Housing referenced in this Section or (ii) satisfied its commitment to provide 25 Affordable Units as set forth in paragraph (B) above. In the event that neither of the above conditions has been achieved, Forest City agrees to adhere to the Alternative Payment requirements set forth in Subparagraph "E" below.
- E. Alternative Payment: If the Affordable Housing referenced in this Section is not provided in accordance with the phasing requirements set forth above for any reason, which may include inability of the developer to identify a feasible site, denial by the City of necessary permits required to develop housing on an identified site, or any other reason, then Forest City agrees to make a contribution to the Affordable Housing Trust in the amount of Five Million Dollars (\$5,000,000) (the "Alternative Payment"); provided, however, that if a portion of the 25 Affordable Units is provided, then this Alternative Payment shall be reduced by amount equal to \$200,000 per Affordable Unit provided by Forest City; provided further, however, that the amount of the Alternative Payment contribution shall be increased by the greater of (i) the CPI adjustment, as defined below, or (ii) a compounded rate of three percent (3%) per year, in either case as measured between the date of issuance of a Certificate of Occupancy for the Project and the date the payment is delivered to the City. The "CPI Adjustment" shall be equal to the percentage increase in the Consumer Price Index, All Urban Consumers (CPI-U) All Cities Average, All Items Index as published by the Bureau of Labor Statistics, United States Department of Labor (the "CPI") between the CPI that is published immediately prior to the date of issuance of a Certificate of Occupancy for the Project, and the CPI that is published immediately prior to the date the Alternative Payment is delivered to the City.

Conditions to Forest City's Commitment

For purposes of clarification, Forest City's commitments set forth above are offered if the following conditions (the "Conditions") are met:

1. The amendments to the Cambridge Zoning Ordinance set forth in Attachment A are duly adopted in the form attached hereto as Attachment A, and no challenge to the validity of the same shall have been made (or in the event of any challenge, such challenge shall have been finally resolved in favor of such validity.)
2. Forest City's application for a Special Permit from the Cambridge Planning Board authorizing the construction of the Project is granted, including but not limited to, approvals pursuant to Sections 19.20.

3. The appeal periods for the zoning approvals and permits necessary for the buildings authorized by such a Special Permit shall have expired without appeal having been made, or in the event that any appeal does occur, the outcome of said appeal shall not result in a change in the validity, or reduction in the development rights set forth in, the permits and approvals. All time periods specified in this Letter of Commitment shall be tolled during the resolution of any appeal.

4. So long as Forest City, its successors and assigns, is proceeding with development in accordance with the Special Permit and until the building is completed, the City shall not have initiated or supported any rezoning or other ordinance changes that would have the effect of adversely affecting any of the uses or development authorized by this zoning amendment to the CRDD District or by such an approved Special Permit.

In addition to meeting the requirements and conditions of any required permits for the Project, Forest City is making these payments to provide the City with resources should it become necessary to mitigate any impacts which might result from the Project which it will build at 300 Massachusetts Avenue as a result of the rezoning, special permit and issuance of the building permit. Should such impacts arise, these payments will enable the City to take appropriate steps to mitigate those impacts in the manner and at the times deemed most appropriate by the City.

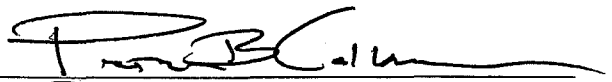
As Forest City's duly authorized representative, I am pleased to make these commitments on Forest City's behalf.

Sincerely,

MASS AVE 300 BLOCK WEST LLC,
a Delaware limited liability company

By: FC Mass Ave 300 Block West LLC,
Its Manager

By: Forest City Commercial Group, Inc.
an Ohio corporation
Its Sole Member

By: 
Name: Peter B. Calkins
Title: Vice President

Attachment A: Zoning Petition

FORESTCITY | Boston

March 4, 2013

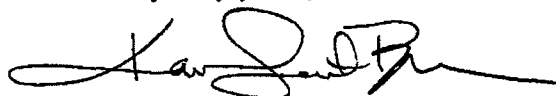
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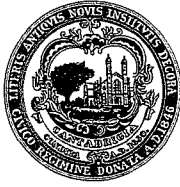
Dear Councilor Maher:

This will acknowledge receipt of your correspondence of February 27, 2013 concerning the Letter of Commitment signed by Forest City Commercial Group, Inc. on behalf of Mass Ave 300 Block West LLC ("Forest City"), dated February 25, 2013. Please be advised that Forest City's understanding of its commitment pursuant to Section III B. (v) of the Letter of Commitment is consistent with the City Council's understanding as described in your correspondence.

Very truly yours,



Kathryn Lachelt Brown



CAMBRIDGE CITY COUNCIL

David P. Maher
City Councillor

2013 FEB 27 PM 4 07
OFFICE OF THE CITY CLERK
CAMBRIDGE, MASSACHUSETTS

February 27, 2013

Donna Lopez
Interim City Clerk
City Hall
Cambridge, MA 02139

Dear Donna:

Please include the attached as part of the record for the upcoming meeting on Monday, March 4, 2013 under the heading of Communications and Reports for City Officers.

Thank you.

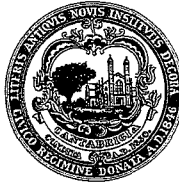
Sincerely,

A handwritten signature in black ink, appearing to read "David P. Maher", is written over a horizontal line.

David P. Maher
City Councillor

enclosure

s



CAMBRIDGE CITY COUNCIL

David P. Maher
City Councillor

February 27, 2013

The Honorable, the City Council,

Attached please find a copy of the letter I sent to Attorney Kathryn Brown of Forest City Boston. I have asked Ms. Brown, to send me clarifying language contained in the "Letter of Commitment". I am doing this to resolve any ambiguity regarding the issue that was discussed Monday night regarding "Investment and Sponsorship" of the Affordable Housing Units.

I will file the clarifying language with the Ms. Lopez, City Clerk and Ms. Glowa, City Solicitor, as soon as I receive it from Ms. Brown and Mr. Calkins.

Sincerely,

A handwritten signature in black ink that reads "David P. Maher". The signature is written in a cursive style with a large, sweeping "D" and "M".

David P. Maher
Chair, Ordinance Committee

s

attachment



CAMBRIDGE CITY COUNCIL

David P. Maher
City Councillor

February 27, 2013

Ms. Kathryn Brown
Vice President, Legal Affairs
Forest City Commercial Group
38 Sidney Street, Suite 180
Cambridge, MA 02139

Dear Ms. Brown:

I am writing in reference to the Letter of Commitment dated February 25, 2013 that was executed by Peter Calkins on behalf of Forest City Commercial Group, Inc. and delivered to the City Council on Monday February 25, 2013, prior to the vote on the Forest City Zoning Petition.

Section III B. (v) of the Letter states that the 25 units of Affordable Housing that Forest City has committed to create can be provided through "Investment in and sponsorship of a project that will cause the production of 25 Affordable Units...".

While the amount of any such investment or sponsorship is not identified in the Letter, it is clear from the language of that paragraph that the investment will "cause the production of 25 Affordable Units." It would be the understanding of the City Council that in order for an investment by Forest City to cause the "production" of 25 Affordable Units, that investment would have to, at a minimum, equal the Alternative Payment described in paragraph E of Section III.

I would request that you confirm in writing that Forest City is in agreement with the City Council's understanding of this provision so that I may include such correspondence in the files of the Ordinance Committee and other relevant City departments.

Thank you for your cooperation.

Very truly yours,

A handwritten signature in black ink, reading "David P. Maher". The signature is fluid and cursive, with the first name "David" and last name "Maher" clearly legible. The signature is written over the typed name and title.

David P. Maher
Chair, Ordinance Committee

s

cc: Mr. Peter Calkins
Cambridge City Council