



CambridgeSide 2.0

Final Development Plan Supplement

PB #364

Submitted to:
City of Cambridge

Submitted by:

**NEW ENGLAND
DEVELOPMENT**

New England Development
75 Park Plaza, Boston, MA 02116

Prepared by:



New England Development
75 Park Plaza
Boston, MA 02116

November 20, 2020

VIA HAND DELIVERY

Chair Catherine Preston Connolly
and Members of the Cambridge Planning Board
344 Broadway
Cambridge, MA 02139

Re: CambridgeSide 2.0 Project (PB #364) – Final Development Plan Supplement

Dear Chair Connolly:

We are pleased to submit the enclosed Final Development Plan Supplement for the redevelopment of CambridgeSide into a premier mixed-use development including a combination of residential, retail, office, laboratory and restaurant uses (the "Project"). The enclosed Final Development Plan Supplement is a continuation and enhancement of the Development Proposal that we filed in August 2020, and responds to the comments received and additional information requested by the Planning Board in its Preliminary Determination (as defined herein, a copy of which is included as **Section II** of the enclosed Final Development Plan Supplement).

At this time, we are seeking approval of PUD-8 and Article 19 Project Review Special Permits for the Project, as well as a special permit under Section 6.108 of the City of Cambridge Zoning Ordinance to modify the bicycle parking requirements.

The enclosed Final Development Plan Supplement is structured as follows:

- **Section I** contains an updated Cover Sheet, which identifies the PUD-8 Special Permit, Article 19 Project Review Special Permit and Section 6.108 bicycle parking modification special permit being requested for the Project.
- **Section II** contains a copy of the Planning Board's Preliminary Determination – Planned Unit Development Proposal for Case Number 364, dated October 6, 2020 (the "Preliminary Determination").
- **Section III** contains responses to the requests for modification and additional information that were set forth in the Preliminary Determination. In addition to narrative responses, Section III includes tables, graphics and figures that either supplement or replace those provided in the August 2020 Development Proposal filing for the Project (in each case, as identified within the enclosed Final Development Plan Supplement). Specifically, Section III of the enclosed Final Development Plan Supplement details responses to the following topics, consistent with the comments raised by the Planning Board in the Preliminary Determination:
 - General, including more detailed development program information (e.g., square footage allocation and building height compliance), an updated Dimensional Form, more detailed on-site and off-site ownership information and an expanded wayfinding signage plan;
 - Timing, including a more detailed phasing timeline for the Project (including changes overtime in GFA, parking, loading, bike parking and delivery of mitigation benefits), an explanation of timing for the residential component and an anticipated timeline for delivery and types of jobs;
 - Mobility, including a description of the requested Section 6.108 special permit to modify bicycle parking requirements (including a Bicycle Parking Plan), a draft construction mitigation narrative (including a draft Construction Management Plan), details regarding


- parking management and operation and clarification of various transportation-related mitigation measures to be implemented as part of the Project;
- Retail, including details regarding enhanced pedestrian connectivity at the site, an explanation of the strategy to maintain vibrancy of the core mall retail, a description of the underground parking at the site and the proposed ground-floor Active Uses and proposed locations for the subsidized retail, small business and non-profit spaces;
- Housing, including more detailed information regarding the proposed residential component (e.g., proposed unit mix, type, and layout), which will be further refined when the residential building undergoes Design Review to respond to then-current needs in the City;
- Open Space and Connectivity, including enhanced details on the Open Space Plan, such as proposed programming, and more detailed descriptions of the proposed pocket parks and on- and off-site play areas to serve the residential tenants;
- Environment, including the Project's commitment to submit building-specific Green Building Reports during Design Review of each building and a study of solar PV feasibility and Passive House for the residential component;
- Community Benefits, including a more detailed accounting the robust public benefit package, the anticipated Project economics and any potential future sale or leasing of the properties; and
- Design Review, including confirmation that we will address all Design Review comments pertaining to specific elements of the Project at the time that such elements of the Project undergo Design Review.

For the avoidance of doubt, the enclosed Final Development Plan Supplement is provided as an addition to the materials we submitted in connection with the pending Article 19 Project Review Special Permit for the Project and should be considered together with that August 2020 submission as one comprehensive application for a PUD-8 Special Permit and an Article 19 Project Review Special Permit for the Project. As you know, we are also seeking a Minor Amendment to the existing PUD-4 Special Permit for CambridgeSide (PB #66) to acknowledge the Project, which Minor Amendment we originally filed for in August 2020; a separate supplemental narrative addressing comments received on such Minor Amendment application is being submitted simultaneously under separate cover.

We very much appreciate the time and consideration that the Planning Board, Community Development Department, City staff and neighbors have given to the Project and we look forward to presenting the Final Development Plan to the Planning Board in the near future.

Very truly yours,

NEW ENGLAND DEVELOPMENT



John E. Twohig

Enclosures

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I. Cover Sheet



CITY OF CAMBRIDGE, MASSACHUSETTS
PLANNING BOARD
CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

SPECIAL PERMIT APPLICATION • COVER SHEET

In accordance with the requirements of the City of Cambridge Zoning Ordinance, the undersigned hereby petitions the Planning Board for one or more Special Permits for the premises indicated below.

Location of Premises: 100 CambridgeSide Place, 60-68 and 106-108 First Street, Cambridge, MA 02141

Zoning District: Business A Zone/PUD-4 (PB #66)/PUD-8

Applicant Name: New England Development (on behalf of the property owners listed in Section 2.1 of Vol. I)

Applicant Address: 75 Park Plaza, Boston, MA 02116

Contact Information: (617) 243-7070 JTwohig@NEDevelopment.com (617) 243-7385
Telephone # Email Address Fax #

List all requested special permit(s) (with reference to zoning section numbers) below. *Note that the Applicant is responsible for seeking all necessary special permits for the project. A special permit cannot be granted if it is not specifically requested in the Application.*

PUD-8 Special Permit Under Section 13.102
 Project Review Special Permit under Section 19.20
 Special Permit to Modify Bicycle Parking Requirements under Section 6.108

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

August 2020: Cover letter; Application Forms; Volume I (Special Permit Materials); Volume II (PUD-8 Development Proposal Materials); Volume III Appendices (Tree Study; Article 22 Green Building Report; Wind Comfort Study; Acoustic Report; Shadow Study; Utilities Report; Traffic Impact Study (TIS)); Volume IV (20 CambridgeSide and 60 First Street Design Review Materials); Volume V (PUD-4 Special Permit (PB #66) Minor Amendment Application)


November 2020: Final Development Plan Supplement (Cover Letter; Cover Sheet; Copy of Planning Board Preliminary Determination; Responses to Requests for Modification and Additional Information)

Signature of Applicant: *John E. ...*

For the Planning Board, this application has been received by the Community Development Department (CDD) on the date specified below:

Date _____ Signature of CDD Staff _____

II. Copy of Planning Board Preliminary Determination



CITY OF CAMBRIDGE, MASSACHUSETTS
PLANNING BOARD
 CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

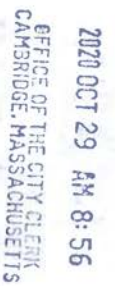
**NOTICE OF PRELIMINARY DETERMINATION
 PLANNED UNIT DEVELOPMENT PROPOSAL**

Case Number:	364
Location of Premises:	100 CambridgeSide Place, 60-68 and 106-108 First Street
Zoning:	Business A (BA); PUD-4; PUD-8
Applicant:	New England Development (NED) 75 Park Plaza Boston, MA 02116
Owners:	NW Cambridge Property Owner LLC, CambridgeSide Galleria Associates Trust, and CambridgeSide Partners LLC
Application Date:	August 13, 2020
Date of Public Hearing:	October 6, 2020
Date of Determination:	October 6, 2020
Summary of Proposal:	Redevelop and expand the existing CambridgeSide property into a mixed-use center including residential, retail, office and laboratory buildings, in addition to maintaining the existing core mall.
Determination:	APPROVED, with conditions and requests for modification.

Copies of this Preliminary Determination and plans, if applicable, are on file with the Community Development Department and the City Clerk.

Authorized Representative of the Planning Board: Swaathi Joseph.

For further information concerning this Preliminary Determination, please contact Liza Paden at 617-349-4647, or lpaden@cambridgema.gov.



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DOCUMENTS SUBMITTED

Application Documents and Supporting Material

1. Special Permit Application dated August 2020 (received by the City on August 13, 2020) containing the following volumes:
 - Volume I containing supporting written materials for issuance of the requested special permit including special permit forms, a general site history and project description, a summary of requested special permits, community engagement summary, and detailed responses to applicable special permit approval criteria.
 - Volume II containing PUD-8 Development proposal for the project including plans, studies and reports required by PUD-8 zoning. Volume II appendices include Tree Study, Green Building Report, Wind Comfort Study, Acoustic report, Shadow Study, Utilities report, and Traffic Impact Study.
 - Volume III containing design review materials for two buildings, 20 CambridgeSide and 60 First Street.
 - Volume IV containing materials for a Minor Amendment to PUD-4 Special permit (PB-66) including special permit forms, a general permit history, a brief project description, and a summary of the requested minor amendment.
2. Slides from Presentation to Planning Board on October 6, 2020.

City of Cambridge Documents

3. Memo to the Planning Board from Katherine F. Watkins, City Engineer, dated September 24, 2020.
4. Memo to the Planning Board from Joseph E. Barr, Director of Traffic, Parking and Transportation, dated September 25, 2020.
5. Memo to the Planning Board from Community Development Department Staff, dated September 28, 2020.

Other Documents

6. Email communication to the Planning Board from George Sommer, dated September 22, 2020.
7. Letter to the Planning Board from Cambridge Pedestrian Committee, dated September 24, 2020.
8. Email communication to the Planning Board from Jim Spencer, dated September 24, 2020.
9. Email communication to the Planning Board from Cecily Cushman, dated September 29, 2020.

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10. Email communication to the Planning Board from Steve Aliano, dated September 29, 2020.
11. Email communication to the Planning Board from Vaibhav P. Pail, dated September 29, 2020.
12. Email communication to the Planning Board from Janis Kaas, dated September 29, 2020.
13. Email communication to the Planning Board from Joe Capalbo, dated September 30, 2020.
14. Letter to the Planning Board from Fred Fantini, dated September 30, 2020.
15. Email communication to the Planning Board from Mary Ellen Doran, dated October 1, 2020.
16. Email communication to the Planning Board from Mary Susan Corcoran, dated October 1, 2020.
17. Letter to the Planning Board from Major R. Douglas Hart, The Salvation Army, dated October 1, 2020.
18. Letter to the Planning Board from Donald F. Sheehan, International Brotherhood of Electrical Workers Local Union 103, dated October 1, 2020.
19. Email communication to the Planning Board from Allen Boyer, dated October 2, 2020.
20. Email communication to the Planning Board from Mounir Laouar, dated October 3, 2020.
21. Email communication to the Planning Board from Susan Johansen, dated October 4, 2020.
22. Letter to the Planning Board from Jeffrey K Martin, Carpenters Local 328, dated October 5, 2020.
23. Email communication to the Planning Board from Phillip Rinehart, dated October 5, 2020.
24. Email communication to the Planning Board from Steve Bennett, dated October 5, 2020.
25. Email communication to the Planning Board from Joe Rose, dated October 5, 2020.
26. Email communication to the Planning Board from Judith Johanson, dated October 5, 2020.
27. Email communication to the Planning Board from David Borrus, dated October 5, 2020.
28. Letter to the Planning Board from Charles T. Hinds, East Cambridge Planning Team, dated October 5, 2020.

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29. Letter to the Planning Board from Jason Alves, East Cambridge Business Association, dated October 6, 2020.
30. Letter to the Planning Board from Maggie Booz and Sophia Emperador, Committee on Public Planting, dated October 6, 2020.
31. Email communication to the Planning Board from David Shea, International Union of Operating Engineers Local 4, dated October 6, 2020.
32. Email communication to the Planning Board from Tanya Hayes Lee, dated October 6, 2020.
33. Email communication to the Planning Board from Laurie Rothstein, dated October 6, 2020.
34. Letter to the Planning Board from Janaial Robinson, undated.

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APPLICATION SUMMARY

This PUD application proposes redevelopment and expansion of the existing CambridgeSide property into a mixed-use center including residential, retail, office and laboratory buildings, in addition to maintaining the existing core mall. The overall development program is to increase the total gross floor area (GFA) on the CambridgeSide mall site from a recorded 1,090,000 square feet to about 1,665,000 square feet, and to shift the balance of uses from predominantly destination retail to a greater amount of office/lab and some residential development. According to the Dimensional Form, retail GFA would decrease from about 677,000 SF to about 390,000 SF, office/lab use would increase from about 413,000 SF to about 1,100,000 SF, and approximately 175,000 SF of residential use would be added. The core part of the mall building would remain largely in its present condition and new development would be contained in buildings fronting First Street and Land Boulevard. The existing below-grade parking will be retained as a commercial garage to serve the overall needs of the project. The project consists of:

- Site “100 CambridgeSide” of 455,000 square feet proposed to be retained as the core mall with office use on the third floor.
- Site “20 CambridgeSide” with 365,000 square feet proposed to be redeveloped for retail, office, and laboratory uses.
- Site “60 First Street” with 210,000 square feet proposed to be expanded for retail, office, and laboratory uses.
- Site “110 First Street” with 335,000 square feet proposed to be redeveloped for retail, office, and laboratory uses.
- Site “80 & 90 First Street” with 125,000 square feet proposed to be redeveloped for retail and office uses and 175,000 square feet proposed to be redeveloped for residential use with approximately 200 dwelling units.

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FINDINGS

Based on a review of submitted Application materials and testimony given at the public hearing, the Board makes the following findings with reference to the criteria for preliminary approval of a Planned Unit Development Proposal as set forth in Article 12.000 of the Zoning Ordinance.

- (1) *The Development Proposal conforms with the General Development Controls set forth in Section 12.50, and the development controls set forth in the specific PUD district in which the project is located.*

The Board finds that the Development Proposal is in conformance with the General Development Controls set forth in Section 12.50 and the development controls of the PUD-8 zoning district contained in Section 13.100 of the Zoning Ordinance. The Application Documents demonstrate compliance with the particular requirements set forth in the PUD-8 zoning adopted in 2019.

- (2) *The Development Proposal conforms with adopted policy plans or development guidelines for the portion of the city in which the PUD district is located.*

The zoning for the PUD-8 district was developed to be consistent with a variety of plans and guidelines for East Cambridge, including the Eastern Cambridge Planning Study dated October 2001, the Eastern Cambridge Design Guidelines dated October 15, 2001, the East Cambridge Riverfront Plan dated May 1978, the East Cambridge Development Review Process and Guidelines dated June, 1985 and the Cambridge Riverfront Plan dated Spring 2011. The Board finds that the Development Proposal conforms to the goal of the PUD-8 zoning to create a vibrant, mixed-use district of high-quality general and technical office and lab use, active commercial use, residential use, and enhanced open space. The Board also finds that the proposal is generally consistent with the development guidelines established for the area, with the understanding that details will be fleshed out as the review process continues.

- (3) *The Development Proposal provides benefits to the city that outweigh its adverse effects.*

The Board finds that, on the whole, the proposed PUD will benefit the City by enabling the redevelopment of a key retail center to provide office and residential uses, while also enlivening First Street and providing specific benefits to the City as outlined in the Letter of Commitment and incorporated into the PUD-8 zoning.

In making this determination the Planning Board shall consider the following:

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

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The Development Proposal includes a positive arrangement of uses on the site, with a focus on active ground floor retail uses, connectivity, and publicly-accessible open space, as well as new buildings with distinct design and details.

(b) Traffic flow and safety

The Development Proposal includes a thorough transportation analysis that looks comprehensively at all forms of transportation. The project is subject to requirements that will limit or mitigate traffic impacts and the project is designed to provide safe access, egress and circulation meeting City standards.

(c) Adequacy of utilities and other public works

The Application Documents, testimony at the public hearing and memorandum from the City Engineer indicate that City requirements related to infrastructure are understood and will be met in the proposed new development.

(d) Impact on existing public facilities within the city

The Development Proposal is not expected to result in any negative impact on existing public facilities.

(e) Potential fiscal impacts

The Development Proposal is generally expected to result in positive fiscal impacts for the City, including increased tax revenue and contributions to public improvements and mitigation as required in the zoning for the district. However, additional detailed information has been requested by the Board to make this determination.

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DETERMINATION

Section 12.35.2 of the Zoning Ordinance requires that the Planning Board make a preliminary determination on a Development Proposal prior to holding a hearing to consider granting a special permit for a PUD Final Development Plan. The Planning Board may make a preliminary approval, potentially with conditions and subject to additional review and final approval of a special permit at a subsequent public hearing, or deny the application.

It is the Planning Board’s Determination to **APPROVE** the Development Proposal and to authorize the Applicant to prepare a Final Development Plan to be submitted to the Board and reviewed at a future public hearing for possible granting of a special permit, subject to the additional requests for modification and additional information set forth below.

REQUESTS FOR MODIFICATION AND ADDITIONAL INFORMATION

The Final Development Plan must respond to the specific comments made by the Board at the preliminary public hearing and set forth in memoranda provided to the Planning Board by the Community Development Department, Traffic, Parking and Transportation Department, and Department of Public Works, attached to this Preliminary Determination. The following is a high-level summary of comments provided, with more detail in the attached materials.

General

- Revised Dimensional Form with a more detailed breakdown of development by use, accounting for both existing (including recently-added office uses) and proposed GFA;
- Revised Development Program chart with key development characteristics for each site;
- Ownership plan;
- Demonstration that the proposed building heights comply with Section 13.104.3(b) of the Zoning Ordinance;
- Description of overall strategy for coordination of signage across the site, including a detailed wayfinding signage plan.

Timing

- Revised Phasing Plan including a project timeline and general scope of work at each phase (including creation/removal of parking spaces, loading bays, and bicycle parking spaces);
- Timeline for delivery of residential units;
- Timeline for delivery of jobs, with a breakdown by job type and approximately pay scale.

Mobility

- Explanation of how bicycle parking requirements are met, or a proposed alternative bicycle parking plan subject to Planning Board approval;
- Draft construction mitigation narrative, including details on which streets, sidewalks, and bike lanes will be closed and for how long as well as identifying scope of noise and traffic impacts along with appropriate mitigation;

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- Detailed parking management and operations plan;
- Update on coordination between the Applicant, City and Charles River Transportation Management Association regarding consolidating the CambridgeSide Shuttle and the EZRide bus;
- Clarification that employees will be charged directly for parking at market rates, rather than allowing employers to pay the parking fees;
- Consideration of charging employee parking fees by day instead of monthly to give flexibility to employees who are able to drive for only part of the week;
- Clarification that leasing language will require employers to subsidize employees’ public transportation costs at 100% up to the federal monthly maximum;
- Clarification that Gold-level corporate Bluebikes bikesharing membership will be offered to all employees as long as the system is in operation;
- Offer of a ridematching service, regardless of which organization it is associated with;
- Financial commitment to subsidize bicycle transportation;
- Clarification of SOV rates proposed as the trigger for funding a Signal Corridor Timing Study;
- Details on the First Street/Second Street Corridor Study financial commitment and study components (e.g., standards for sidewalk width, the locations of lighting, street furniture, and trees, and potential for separated bicycle facilities, transit lanes, and transit stops);
- Details on the East Cambridge Transit Expansion Program financial commitment;
- Commitment to fund a new, largest-size Bluebikes Station at a location on the Project site to be determined by the City and finalized as part of the Planning Board special permit.

Retail

- Plan for activating the proposed “Mall Connector,” and potential for another connection from First Street to the Galleria atrium aligned with Spring and/or Hurley Street(s);
- More explanation of a strategy to maintain the vibrancy of the existing retail atrium;
- Better overall understanding of the arrangement of the underground parking levels of the entire CambridgeSide project, including location and size of entrances and exits;
- Details on the provision of Ground Floor Active Uses, including how the 240,000 square feet are accounted for, as well as expected tenancy and programming of these spaces;
- Details on the location of subsidized space for retail, small businesses, and non-profits and process for allocation.

Housing

- More detailed breakdown of housing units by type, size, and affordability by income threshold, with consideration toward increasing the number of large, affordable residential units;
- Housing unit description and information including size, layout, floor plans, and amenities in-unit and in the building’s common spaces (subject to future design review).

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Open Space and Connectivity

- Additional details on the Open Space Plan including grading and slopes, any adaptations to flooding, anticipated programming of spaces, and transitions with abutting spaces outside the PUD-8 development parcel;
- Consideration of a more direct pedestrian connection and additional bicycle path between Monsignor O’Brien Highway and Canal Park through the green area west of Graves Landing;
- Consideration of play areas on- and off-site for future residents of the project;
- Revised design of pocket park next to the entry for residential uses at 90 First Street as a residential front yard;
- General design intent for all pocket parks and how they will contribute to the area’s open space system as a whole.

Environment

- Detailed Green Building Review submission for each building, including potential for incorporating measures listed in Net Zero Plan requirements in buildings or at a PUD level;
- Further examination of the feasibility of installing photovoltaic arrays on all buildings;
- Consideration of meeting the Passive House standard for residential uses.

Community Benefits

- Details on future projected sources and amounts of revenue, including projected market demands to better understand the economics of the development program;
- More detailed accounting of public benefits, organized by type, to allow the Board to better assess the balance between public benefits and impacts;
- Details on employment generated by the project, including projected job types, current and projected layoffs, and salaries;
- Details on any potential future sale or leasing of the properties.

The Planning Board and City staff also provided the following requests for additional study and information pertaining to the Design Review of specific elements of the Development Proposal. Because the Development Proposal is in the form of a phased master plan, it is the Board’s expectation that the different building sites will be subject to individual design review and approval if a special permit is granted for the Final Development Plan.

- Details of all building façades, fenestration, entrances/exits, and outdoor space;
- Design details of retail spaces, particularly where they abut parking garage ramps;
- Minimization of vehicular curb cut widths and sidewalk radii throughout the project as well as a separation between the curb cuts for the parking and service entrance on First Street;

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- Add slopes and elevations to garage plans;
- Final locations of bicycle parking and Bluebikes station(s);
- Consideration of design elements that would make the site more of a gateway to the City and East Cambridge neighborhood;
- Consideration of how to enliven the First Street entrance to the existing mall and make it more prominent;
- Add a door from the bike room to the mall connector;
- Detailed rendering of material transition of 60 First Street
- Rendering of views from residential units, especially towards the existing mall roof;
- 20 CambridgeSide Place:
 - Reduce the lobby to increase the retail space;
 - Reduce the length of the loading/service area behind the Land Boulevard façade;
 - Details on joint at building connection with Hotel Marlowe;
 - Reduce the loading dock curb cut and radius;
 - Massing emphasizes car entrance over other entrances/uses and needs to be redesigned;
 - Design shows 10 bays of windows facing Land Boulevard that back up to the loading dock, could be an opportunity to add a display space;
 - Canal Park design review to be submitted concurrent with the design review of 20 CambridgeSide Place and 60 First Street, with attention to circulation patterns, interface with abutting properties, intended uses and programming of space, planting plan, and lighting.

The following additional information should be provided to more thoroughly explain the Minor Amendment to the existing Final Development Plan approved by special permit PB-66 necessary to enable the new Final Development Plan:

- Clarify whether any changes are proposed to the Approved Total Area of Use table in Amendment 21. This table has to be updated to reflect how much gross floor area of each category will remain subject to PB-66 and what will be controlled by PB-364;
- Clarify whether any of the PB-66 special permit conditions associated with the approval of the use of parking spaces in the parking garage as a principal use in Amendment 18 need to be modified;
- Provide a more detailed list of amendments to the conditions of PB-66 that are needed to enable the PB-364 development plan.

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Voting in the affirmative to approve the Development Proposal were Planning Board Members Louis Bacci, Jr., H Theodore Cohen, Steven Cohen, Mary Flynn, Hugh Russell, and Tom Sieniewicz, constituting at least two thirds of the members of the Board. Associate Member Corinne Espinoza voted in the negative.

For the Planning Board,



Representative to the Planning Board, authorized by Mary Flynn, Vice Chair.

A copy of this Preliminary Determination PB #364 shall be filed with the Office of the City Clerk.

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III. Responses to Requests for Modification and Additional Information

Each request for additional information or modifications included within the Planning Board’s Preliminary Determination and associated City staff memoranda, as summarized in the Preliminary Determination Decision, is addressed below.

A. General

General Comment #1

Revised Dimensional Form with a more detailed breakdown of development by use, accounting for both existing (including recently-added office uses) and proposed GFA;

- i. Please see Table 1: Revised Dimensional Form that follows and provides a more detailed breakdown of development by use. For the avoidance of doubt, this Revised Dimensional Form replaces the Dimensional Form that was originally submitted by the Applicant in August 2020. Please also see the updated Exhibits PhP.1 and OSP.1 on the following pages.

General Comment #2

Revised Development Program chart with key development characteristics for each site;

- i. Please see Table 1: Revised Dimensional Form that follows and provides a more detailed breakdown of key development characteristics for each site and by anticipated phase.

Table 1: Revised Dimensional Form

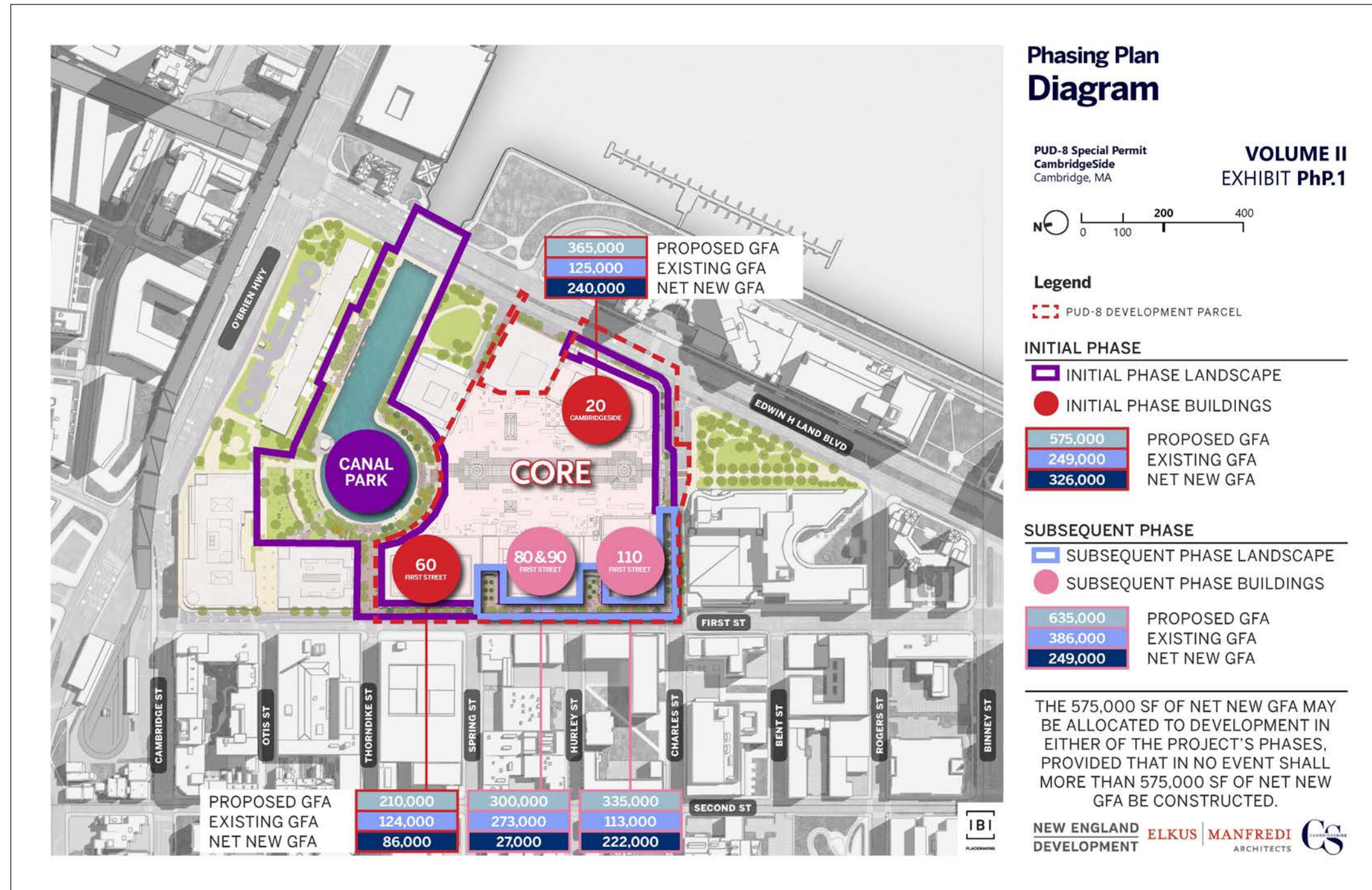
CambridgeSide 2.0 Dimensional Form								
	Sears PUD-8 Lot		CambridgeSide PUD-8 Lot		PUD-8 Development Parcel		Allowed/ Required	Compliance
	Existing	Proposed	Existing	Proposed	Existing	Proposed		
Lot Area (sq ft)	42,561	42,561	316,504	316,504	359,065	359,065		
Lot Area (acres)	0.98	0.98	7.27	7.27	8.24	8.24	7.5	yes
Lot Width (ft)	N/A	N/A	N/A	N/A	N/A	N/A		
Gross Floor Area¹⁴								
Office (sq ft) (Zoning Article 4.34 (a-e)) ¹²	0	0	413,000	415,000	413,000	415,000		
Office and Laboratory (sq ft) (Zoning Article 4.34 (f))	0	175,000	0	510,000	0	685,000		
Retail (sq ft)	124,000	35,000	553,000	355,000	677,000	390,000		
Residential (sq ft)	0	0	0	175,000	0	175,000		
Total Gross Floor Area (sq ft)	124,000	210,000	966,000	1,455,000	1,090,000	1,665,000	575,000 net new ¹⁵	yes
Total Dwelling Units	0	0	0	200	0	200		yes
Affordable/Middle Income Dwelling Units ⁹	0	0	0	130	0	130		yes
Total Lot Area / Unit (sq ft)	-	-	-	-	-	-	0	yes
Building Heights ¹ (ft)	55 - 60	85	55 - 110	55 - 155 ⁴	55 - 110	55 - 155 ⁴	85 - 155 ⁵	yes
Front Yard Setback (ft)	-	-	-	-	-	-	0	yes
Side Yard Setback (ft)	-	-	-	-	-	-	0	yes
Rear Yard Setback (ft)	-	-	-	-	-	-	0	yes
Open Space								
Public Open Space ² (sq ft)	Calculated across the Development Parcel				171,600	171,600		
Open Space, Publicly Beneficial ³ (sq ft)	Calculated across the Development Parcel				59,000	73,000		
Total Open Space (sq ft)	Calculated across the Development Parcel				230,600	244,600	71,813 (20%)	yes
Off-Street Parking Spaces ⁶	Calculated across the Development Parcel				2,490	1,695		
Long-Term Bicycle Parking	Calculated across the Development Parcel ⁷				46	450	450	yes ¹³
Short-Term Bicycle Parking	Calculated across the Development Parcel ⁷				85 ⁸	119	119	yes ¹³
Total Bicycle Parking	Calculated across the Development Parcel				131	569	569	yes ¹³
Loading Bays	Calculated across the Development Parcel				15	12 - 20 ¹⁰	19	yes ¹¹

Table 1: Revised Dimensional Form (Continued)

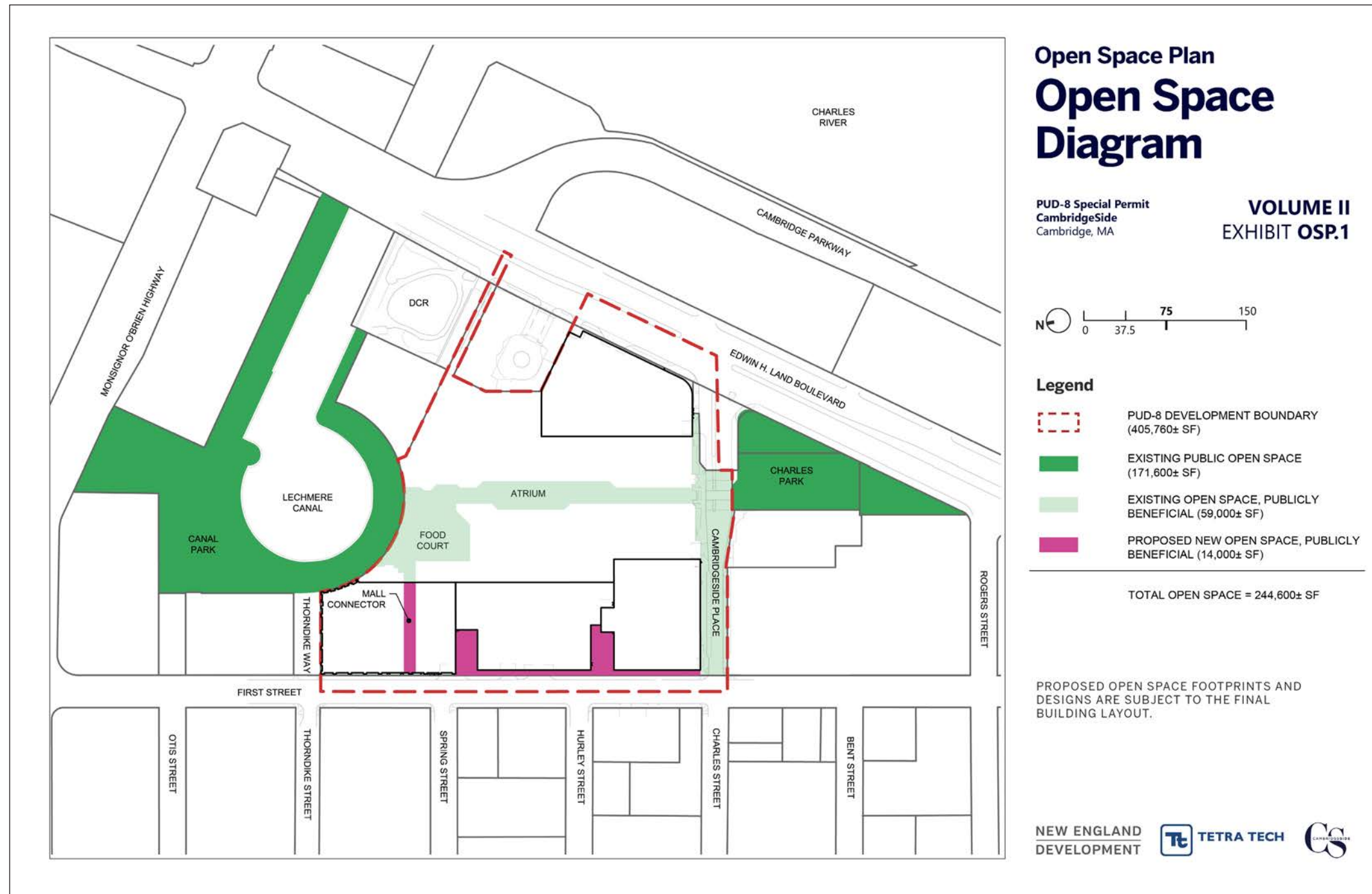
Development Program Phasing	Existing	Phase 1		Future Phases	PUD-8
	Core Mall	60 First	20 CS	First Street Buildings	Development Parcel
Gross Floor Area¹⁴		Proposed	Proposed	Proposed	Total
Office (sq ft) (Zoning Article 4.34 (a-e)) ¹²	140,000	0	60,000	215,000	415,000
Office and Laboratory (sq ft) (Zoning Article 4.34 (f))		175,000	295,000	215,000	685,000
Retail (sq ft)	315,000	35,000	10,000	30,000	390,000
Residential (sq ft)		0	0	175,000	175,000
Total Gross Floor Area (sq ft)	455,000	210,000	365,000	635,000	1,665,000
Off-Street Parking Spaces⁶	2,490	same	same	(-795)	1,695
Long-Term Bicycle Parking	46	31	61	312	450
Short-Term Bicycle Parking	85	n/a	n/a	n/a	119
Loading Bays	15	6-12		6-8	12 - 20 ¹⁰

Notes:

- Existing building heights vary between approximately 55 and 68 feet. The existing cupulas are approximately 110 feet.
- Includes Charles Park and Canal Park.
- Existing Publicly Beneficial Open Space includes the Mall atrium and the public easement for CambridgeSide Place. Proposed Publicly Beneficial Open Space includes existing Publicly Beneficial Open Space plus the new Mall connector and new setbacks and new pocket parks on First Street. The Applicant anticipates that a condition of the PUD-8 Special Permit will require that the Mall Connector be accessible to the public at all times that the core mall is open to the public, subject to periodic closures for cleaning and maintenance.
- As shown on the Site Massing Plan attached as Exhibit SMP.1 in Volume II. The 60 First Street and 20 CambridgeSide buildings are proposed to be 85' and 155', respectively. The 80&90 and 110 First Street buildings are currently anticipated to be approximately 135'-145' and 155' respectively.
- As shown on the Building Height Map for the PUD-8 District attached as Schedule 2 in Volume I.
- It is currently anticipated that parking spaces at the Project will be reduced over time from 2,490 spaces to approximately 1,695 spaces at full buildout, which number may increase or decrease depending on final design and construction conditions. In all cases, the Project will provide adequate parking to serve the Project's uses and will not exceed the maximum parking requirements set forth in Section 13.106.4 of the Ordinance.
- Bicycle parking is currently provided across the Development Parcel. The Project proposes the same approach, providing short-term spaces at grade, as well as publicly-accessible spaces in the underground parking garage and proposed long-term bicycle storage areas.
- Existing short-term bicycle parking includes 85 spaces. An additional 15 spaces are provided by the Blue Bikes service, however they are not included as short-term spaces.
- 65% of the required Dwelling Unit Net Floor Area at the Project will be affordable, with 30% devoted to Inclusionary Housing and 35% devoted to Middle Income Units (as defined in Section 13.104.1(d)(3)).
- Loading bays are currently provided across the Development Parcel. The Project proposes the same approach, providing an adequate number of loading bays to serve the interconnected mix of uses on the Development Parcel.
- Pursuant to Section 13.106.6 of the Ordinance, the Applicant requests that the Planning Board grant a waiver from the required amount of loading bays for the Project, allowing for anywhere from 12-20 loading bays to serve the Project with the final number to be determined based on final building design and tenant mix.
- The existing 413,000 square feet for Office includes the approximately 273,000 square feet of the Upper Garage and the 140,000 square feet of the 3rd Floor of the Mall.
- Subject to obtaining Planning Board approval of an alternative Bicycle Parking Plan pursuant to Section 6.108 of the Ordinance. The Project's proposed Bicycle Parking Plan is included within the PB #364 Final Development Plan Supplemental Narrative.
- The proposed sf amounts provided, as allocated to particular uses, may be modified based on final design and market conditions provided that in no event shall Net New GFA exceed 575,000 sf and that the Project conditions will comply with all related requirements (e.g., vehicular and bicycle parking).
- The 575,000 sf of Net New GFA may be allocated to development in either of the Project's phases, provided that in no event shall more than 575,000 sf of Net New GFA be constructed.



For the avoidance of doubt, this Exhibit PhP.1 replaces Exhibit PhP.1 that was originally submitted by the Applicant in August 2020.

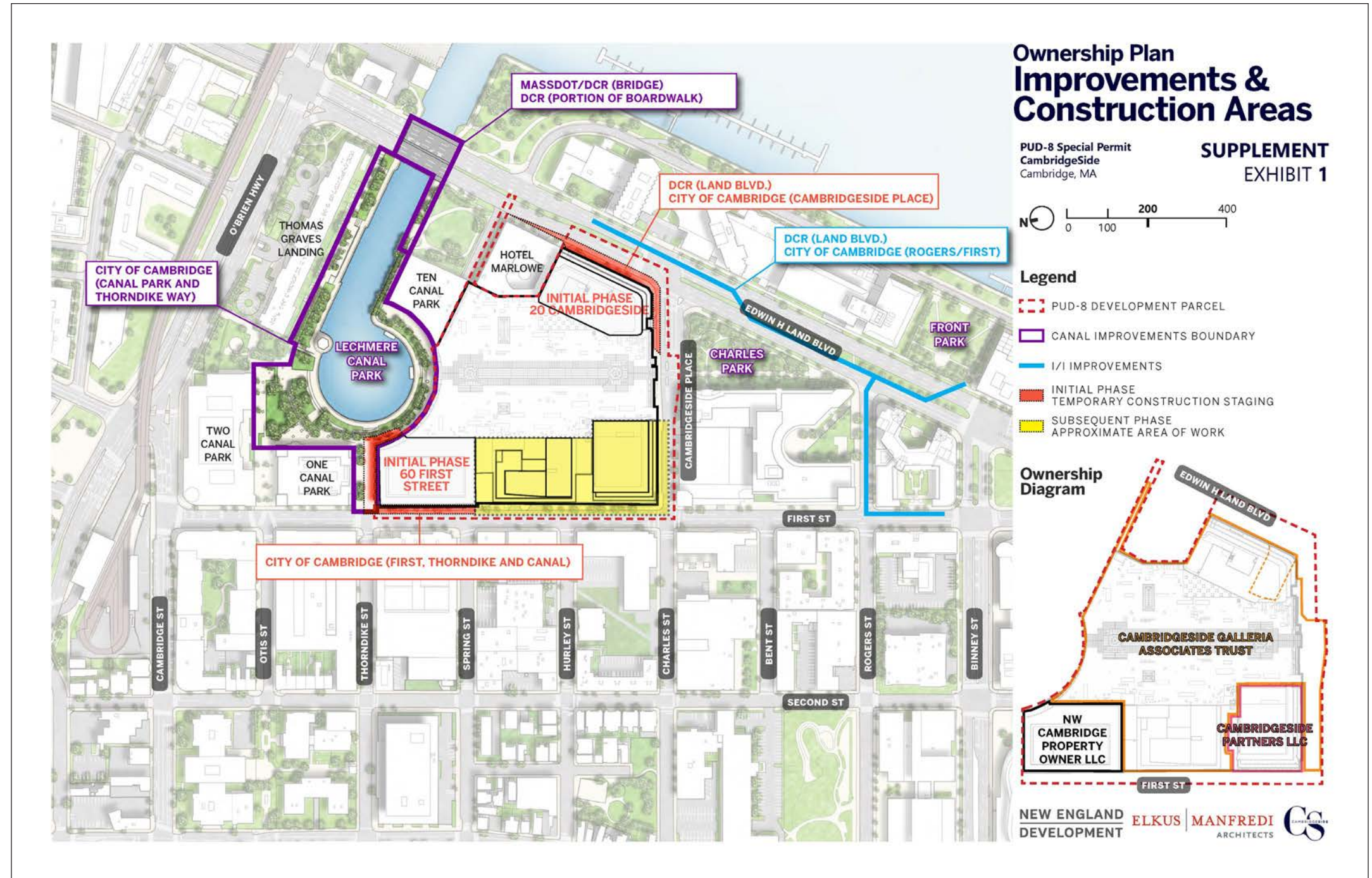


For the avoidance of doubt, this Exhibit OSP.1 replaces Exhibit OSP.1 that was originally submitted by the Applicant in August 2020. This replacement Exhibit OSP.1 shall govern for all purposes, including with respect to any inconsistencies regarding the amount of each type of Open Space as described within the Open Space Plan that was originally submitted by the Applicant in August 2020.

General Comment #3

Ownership plan;

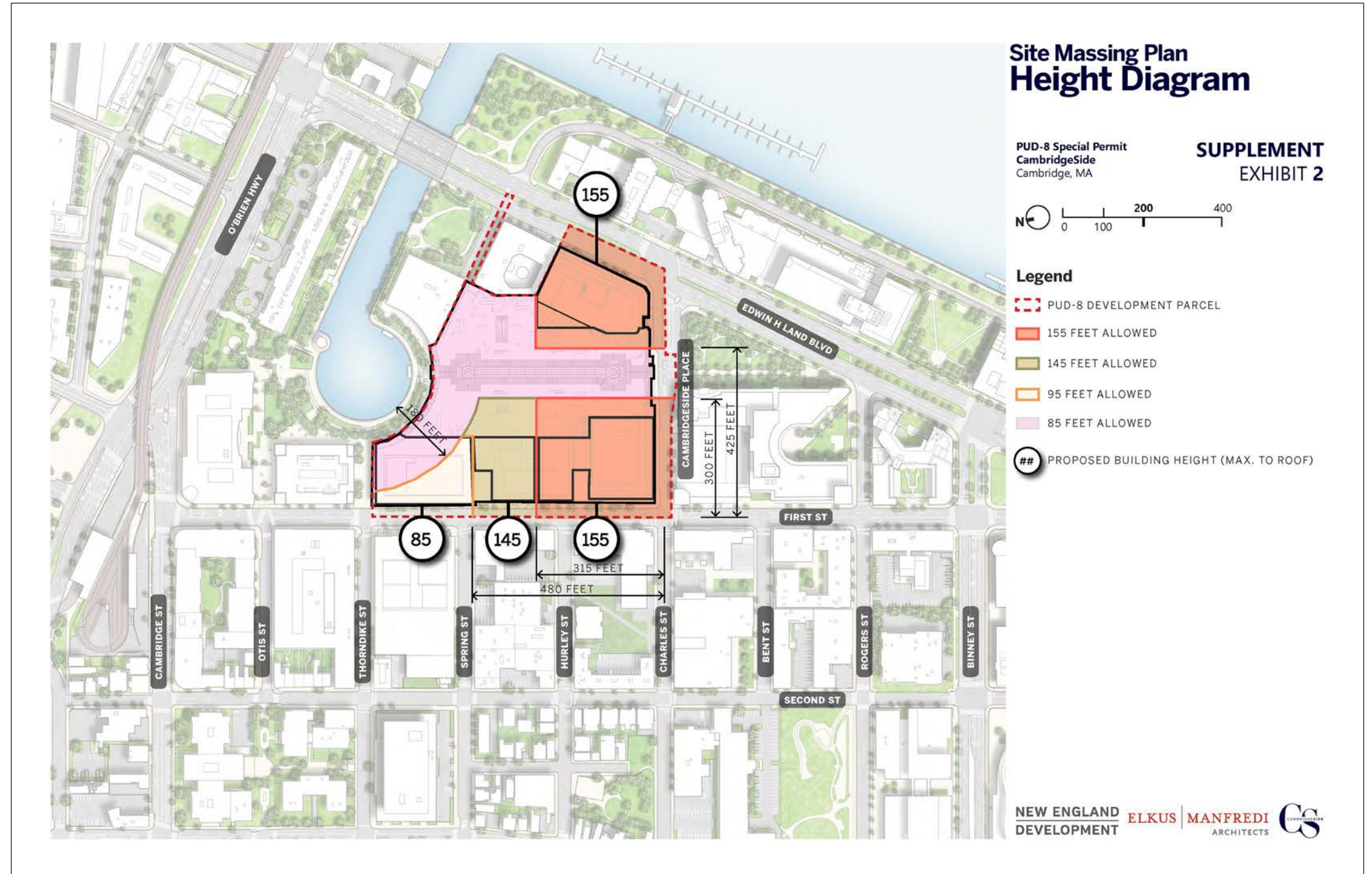
- i. Please see the following Supplement Exhibit 1 Ownership Plan showing proposed Project improvements and the anticipated limit of construction impacts.



General Comment #4

Demonstration that the proposed building heights comply with Section 13.104.3(b) of the Zoning Ordinance;

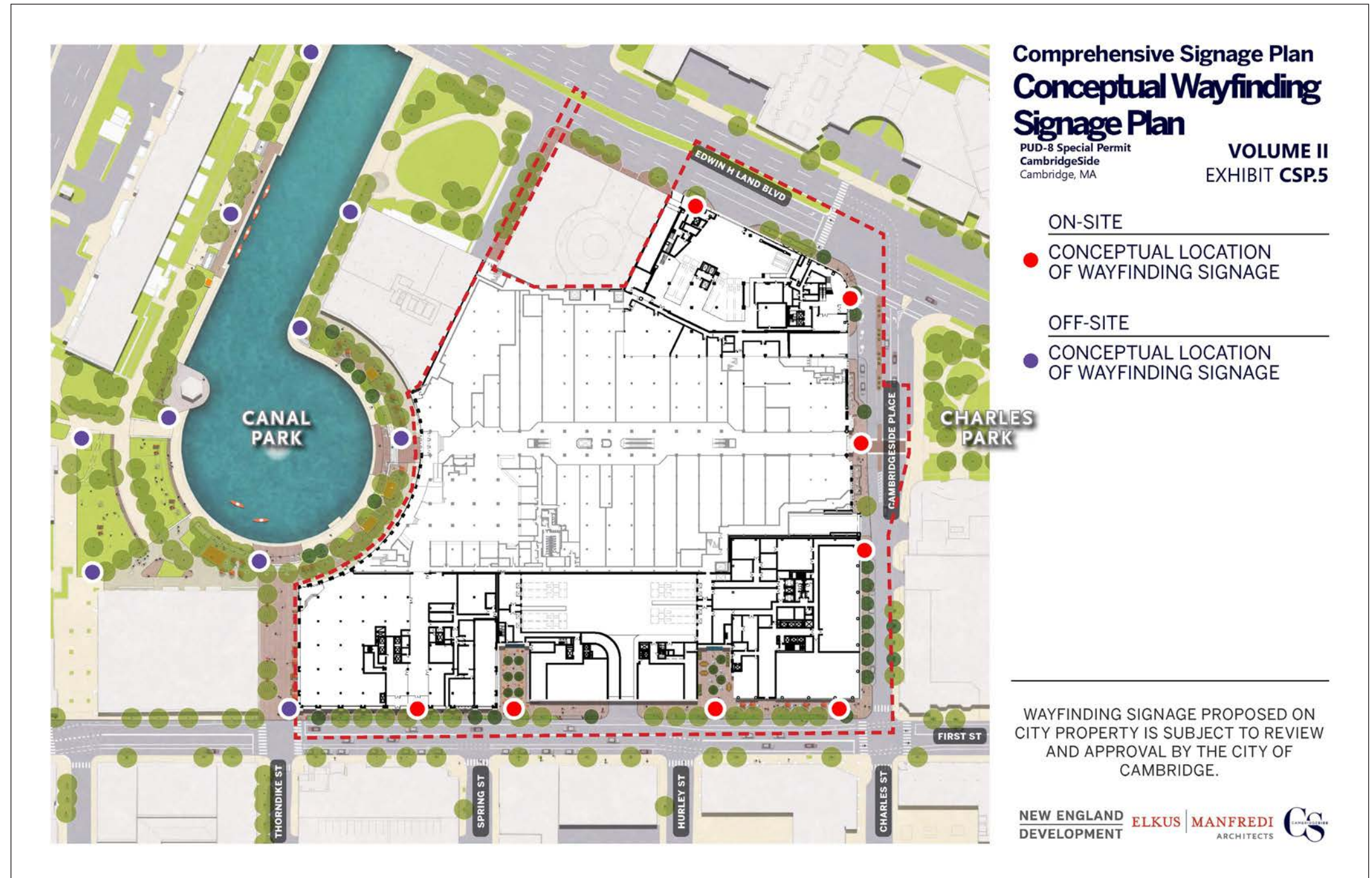
- i. Please see the following Supplement Exhibit 2 height diagram.



General Comment #5

Description of overall strategy for coordination of signage across the site, including a detailed wayfinding signage plan.

- i. The Applicant has submitted graphics identifying general signage area and conceptual signage design ideas, but given that the Project does not yet have specific tenants to occupy the new spaces, the Applicant anticipates returning for more detailed signage review once the Project is farther along.
- ii. The goal of the signage program is to provide wayfinding and identity to the open space network, the building tenants, and the retail, dining and entertainment uses within the core mall and along the streets that surround the Project. The Applicant will provide signage guidelines to all tenants, which will apply across the Project site, to ensure there is consistency in signage design and visual cohesion across the site.
- iii. Wayfinding and other site signage will be designed and permitted in conjunction with the build out of Canal Park and subsequent phases of the Project.
- iv. The Applicant will confirm the conformance of the proposed sign package, once compiled, with Community Development Department staff. To the extent the proposed signage does not comply with the provisions of Article 7.000, the Applicant will apply for variance requests as necessary, which will be subject to the Planning Board’s review and recommendation and the Board of Zoning Appeal’s final approval.



For the avoidance of doubt, this Exhibit CSP.5 replaces Exhibit CSP.5 that was originally submitted by the Applicant in August 2020.

B. Timing

Timing Comment #1

Revised Phasing Plan including a project timeline and general scope of work at each phase (including creation/removal of parking spaces, loading bays, and bicycle parking spaces);

- i. Please see the Timeline supplement to the Project’s Phasing Plan included as Schedule 1, which details the anticipated Project timeline. Table 2 (provided on the following pages with Section H. Community Benefits) provides a detailed accounting of the comprehensive package of public benefits proposed in connection with the Project, as well as anticipated timing of delivery and cost of the same.
- ii. Please see the Revised Dimensional Form for the Project attached as Table 1 which includes a more detailed Development Program Phasing chart with key development characteristics for the Project, including the anticipated creation/removal of parking spaces, loading bays, and bicycle parking spaces throughout the Project’s phased development.

Timing Comment #2

Timeline for delivery of residential units;

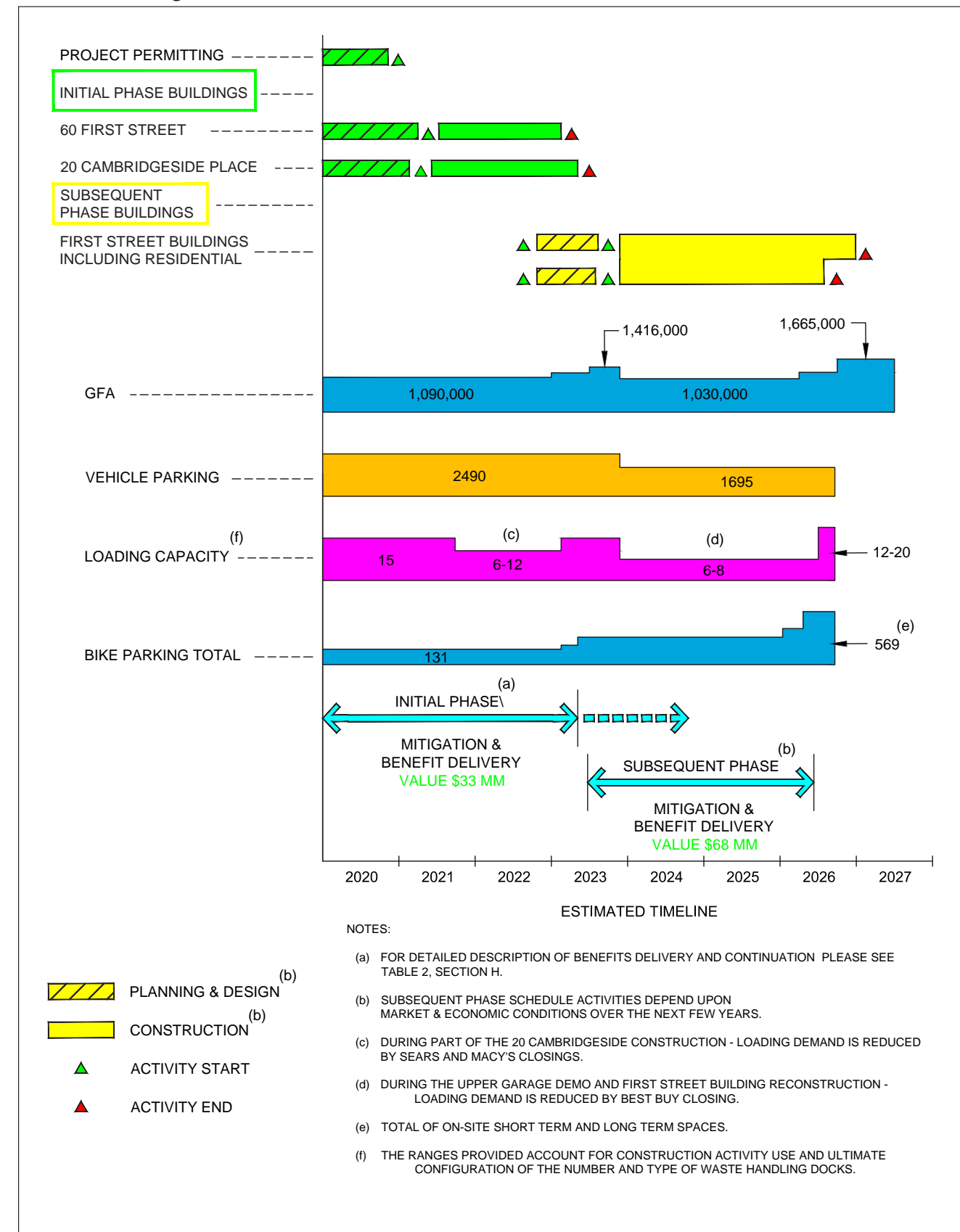
- i. In accordance with the Project’s Commitment Letter and Section 13.104.1(d)(1) of the Ordinance, the Applicant proposes to construct the residential component in the subsequent phase of development (which subsequent phase is currently anticipated to commence in 2023). More specifically, the Project will deliver the approximately 175,000 sf residential component prior to or simultaneous with the earlier to occur of issuance of a final certificate of occupancy for more than 325,000 sf of non-residential Net New GFA or issuance of a building permit for the second new building at the Project. For the avoidance of doubt, a building permit for a “new building” shall mean a building permit authorizing the construction of a new structure that did not previously exist on the subject property (i.e., the building permit for the proposed addition to the existing Sears building would not constitute a building permit for a “new building”).
- ii. The Applicant is unable to deliver the residential units in the initial phase of development as a result of existing site constraints (e.g., the need to keep the core mall functional throughout construction, including the need to keep one loading dock active at all times) and the need to subsidize the extraordinary number of Inclusionary and Middle Income Units with the development of the initial phase buildings.

Timing Comment #3

Timeline for delivery of jobs, with a breakdown by job type and approximately pay scale.

- i. The Project is anticipated to create a significant number of short-term and long-term jobs in addition to maintaining the over 1,000 retail jobs currently existing at CambridgeSide, which range from part-time to full-time jobs, starting at entry level minimum wage positions and increasing up through manager level positions. The Applicant intends to keep the core mall open and operating throughout the redevelopment of the site and that, as such, be no layoffs associated with the Project. The Applicant estimates that as many as 5,000 short term construction jobs will be created over a 5-10 year period as the initial and subsequent phases of the Project are built. These prevailing wage jobs will be at a variety of wage and skill levels, from apprentice level through executive level positions for the building contractor and their subcontractors. The estimated approximately 3,000 new, permanent office/laboratory and retail jobs are also expected to be created at a wide variety of skill and wage levels, ranging from entry level jobs to executive level positions with wage levels across all spectrums of opportunity. Permanent jobs are anticipated to become available beginning in 2023 and continuing thereafter until completion of the Project construction.

Schedule 1: Phasing Timeline



C. Mobility

Mobility Comment #1

Explanation of how bicycle parking requirements are met, or a proposed alternative bicycle parking plan subject to Planning Board approval;

- i. In accordance with Section 6.108 of the Ordinance, the Applicant requests that the Planning Board approve modifications to the required quantity of bicycle spaces required for the Project, as detailed in the alternative Bicycle Parking Plan that follows.
- ii. As detailed in the alternative Bicycle Parking Plan that follows, the Applicant’s plan for the Project:
 - » Proposes a quantity, design and arrangement of bicycle parking that will serve users in a way that is sufficiently comparable to the bicycle parking that would be required under the regulations of Section 6.100 in light of the site constraints at the Project site and the anticipated future demand for long-term and short-term bicycle spaces given the shift from a primarily retail center (which requires a higher proportion of short-term spaces and a lower proportion of long-term spaces) to a primarily office/R&D/residential development (which requires a lower proportion of short-term spaces and a higher proportion of long-term spaces); and
 - » Will satisfactorily serve the needs of all expected users, as supported by the shared bicycle parking analysis for long-term bicycle spaces and the shift in anticipated demand for long-term versus short-term spaces in light of the shift from primarily retail use to a primarily office/R&D/residential development (with anticipated short-term and long-term demands for the shifting use types as described above). As the Project is located on a large development site, bicycle parking has been planned comprehensively across the site to serve the various users of the proposed mixed-use development.

Accordingly, the proposed alternative Bicycle Parking Plan (set forth on the following pages) allowing for a reduced number of required bicycle parking spaces is appropriate for the Project as the plan complies with the criteria for granting a special permit to approve such an alternative bicycle parking arrangement at the site.

Bicycle Parking Plan

Pursuant to Section 6.108 of the City of Cambridge Zoning Ordinance (the “Ordinance”), the Applicant respectfully requests that the Planning Board, in its approval of the CambridgeSide 2.0 Final Development Plan, approve modifications to the required quantity of bicycle spaces required for the Project under Section 6.103.1(a) and Section 6.107 of the Ordinance, in accordance with this Bicycle Parking Plan.

A. Requirements of Article 6.100 Proposed to be Modified and Proposed Quantities and Locations of Bicycle Parking Facilities

a. Long-term and Short-term Bicycle Parking Required by Zoning for the Project

- i. The following chart summarizes the total number of bicycle parking spaces required for the Project pursuant to Section 6.103.1(a) and Section 6.107 of the Ordinance. The required parking totals described above are based on the currently anticipated development program for the buildings, as detailed on the attached Table 1 Revised Dimensional Form included:

Building	Long-Term Spaces	Short-Term Spaces	Total
60 First Street	45	42	87
80 & 90 First Street	246	36	282
110 First Street	81	37	118
20 CambridgeSide	85	31	116
			603

- ii. As shown above, Section 6.100 would require a total of 457 long-term and 146 short-term spaces to accommodate the Project.

b. Requested Quantities and Modifications to Requirements

- i. Given the layout of the site and integrated nature of the proposed uses, the Applicant has comprehensively planned shared bicycle parking across the site to serve all expected users (including those users of the existing core retail/office component of the site), as supported by the data summarized in Section C below. Specifically, the Project proposes a total of 450 long-term spaces (including

46 existing spaces in the core mall) and 119 short-term spaces (including 85 existing spaces at the site) to accommodate the mix of uses proposed at the site. The long-term spaces are proposed to be located as follows:

Building	Long-Term Spaces
60 First Street	31
80 & 90 First Street	239
110 First Street	73
20 CambridgeSide	61
Core	46

- ii. The Applicant respectfully requests that the Planning Board modify the required quantity of long-term and short-term bicycle parking spaces required for the site to reduce the long-term requirement from 457 to 450 spaces and the short-term requirement from 146 to 119 spaces. As detailed below, the proposed number of spaces is informed by existing site constraints and is more than enough to satisfy anticipated demand at the site, especially considering the shift from a primarily retail center to a mixed-use development.

c. Proposed Locations and Design of Bicycle Parking Facilities

- i. The following Supplement Exhibit 3 (which replaces Volume II Exhibit PkP.8 [p. 2-72] and TIS Figure 9.d.1 in the Volume II Appendix) and Exhibits 20CS.11 & .12 (p. 1-12 & 13) and 60F.8 (p.2-9) in Volume III (as further detailed in TIS Figures 9.d.2 [mis-labeled 9.d.5 110 First], 9.d.3a, 9.d.3b, 9.d.4, 9.d.5 in the Volume II Appendix) show the proposed location and design of bicycle parking facilities at the site. Note that additional detail on the layout of the bicycle parking will be provided as part of the Design Review package for such buildings when they are farther along in the design process and closer to construction.

B. Required Findings

In order to grant a special permit to modify the above-described quantity requirements of Section 6.100 of the Ordinance, the Planning Board shall make the following findings:

- a. The proposal is consistent with the purpose of this Section 6.100 and that the Bicycle Parking Plan proposes a quantity, design and arrangement of bicycle parking that will serve bicycle users in a way that is sufficiently comparable, given the circumstances of the specific project, to the bicycle parking that would be required under the regulations of this Section 6.100; and

As detailed below, the Applicant’s proposal for a reduced amount of long-term and short-term bike parking spaces to serve the site includes a quantity, design and arrangement of parking that will more than adequately serve the users of the site in light of anticipated demand in the future based on the Project’s proposed mix of uses. The proposal provides an amount of long-term bicycle parking spaces that well exceeds anticipated demand, thereby supporting the ongoing viability of bicycle travel as a transportation option that mitigates the impacts of automobile use. Further the design and arrangement of the proposed bike parking ensures that secure, conveniently accessible bicycle parking is provided in adequate quantity to serve the Project.

- b. The Bicycle Parking Plan will satisfactorily serve the needs of all expected users, based on quantitative and/or qualitative evidence provided by the Applicant. Such a modification may be appropriate for a campus master plan or other large development site within which bicycle parking is planned comprehensively across an area instead of on a specific site-by-site basis.

The Project includes converting the existing retail mall into a dynamic mixed-use development, including retail, office, restaurant, laboratory and residential uses. It is anticipated that the mixed uses at the site, as well as the residents, visitors and employees that they will attract, will complement the existing core mall. Given the constrained layout of the site and integrated nature of the proposed uses, the Applicant has comprehensively planned bicycle parking across the site to serve all expected users, as supported by the data presented below.

Using a shared parking methodology based on that developed by ULI and the zoning ratios for the various proposed land uses, a base overall

long-term bike parking space count comprised of individual land use requirements was able to be adjusted to a maximum required shared bike space count. The long-term bike parking ratios of restaurant, retail, residential, office, and lab space from the Bike Parking Schedules in Section 6.107 of the Ordinance and the proposed component sizes resulted in a single use space total of 457 long-term bike parking spaces. The shared parking methodology used adjustments to parking factors for customers, employees, and residents, as well as time of day factors to develop a maximum parking rate across all uses. Based on this approach, long-term bike parking use is expected to range from a low value of 187 parking spaces at 6:00 AM, to a peak value of 352 spaces, occurring at 10:00 AM. Therefore the expected total of 450 long-term bike parking spaces is expected to accommodate the anticipated demand.

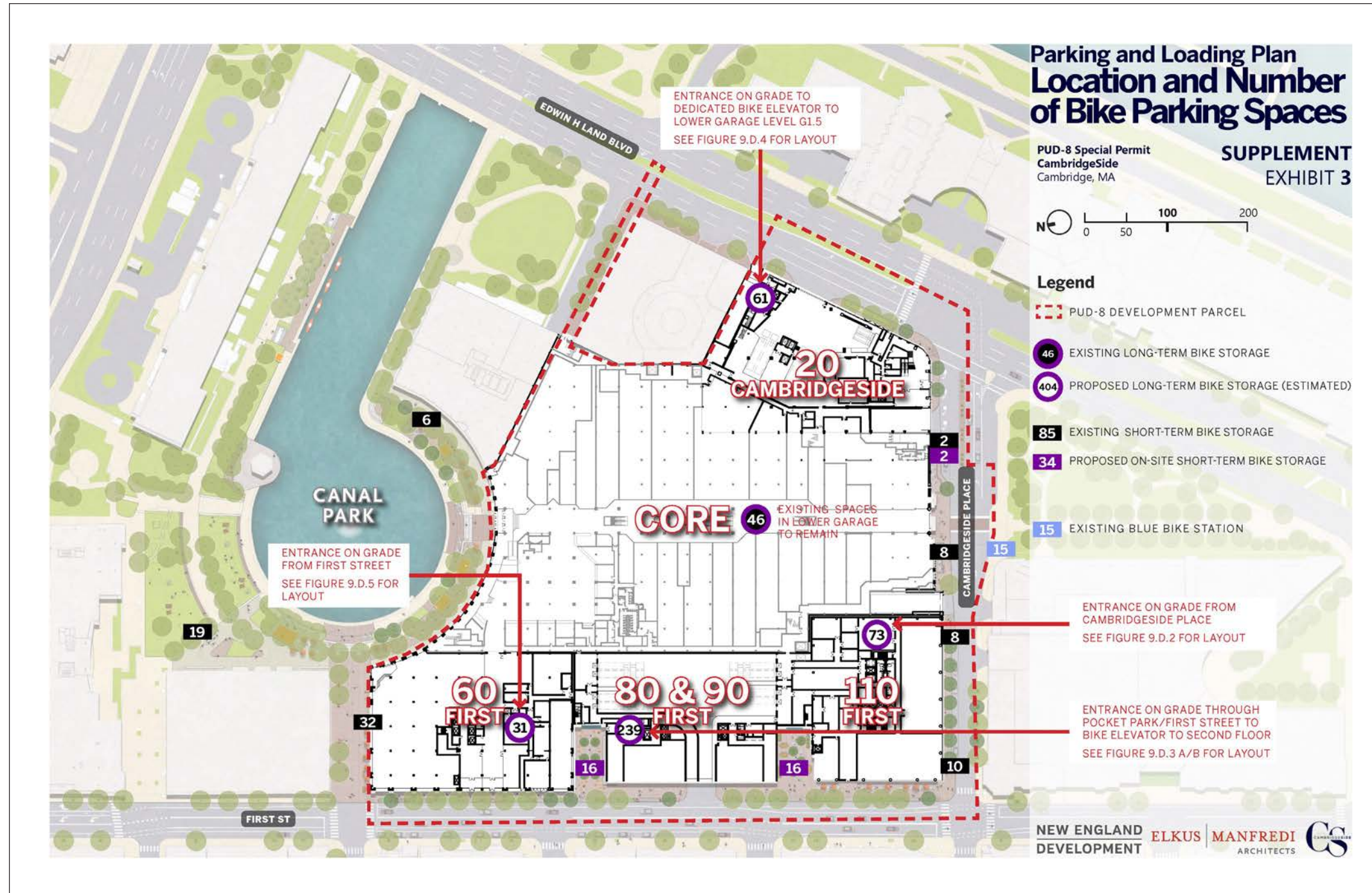
As demonstrated above and shown on Supplement Exhibit 3 (which replaces Volume II Exhibit PkP.8 [p. 2-72] and TIS Figure 9.d.1 in the Volume II Appendix), the Applicant is able to provide a total of 450 long-term bike parking spaces on-site. This includes 46 existing on-site spaces, plus an additional 404 long-term bike parking spaces. The proposed number of long-term bike spaces intended to serve the site and accommodate the Project is based on a combination of the above-described zoning requirements and applicable LEED requirements for the building components. Based on this total and the shared-parking analysis (as described above), an excess of 52 long-term bike parking spaces would be available for users of the site, thereby providing additional capacity should the use of bicycling at the site greatly exceed the bicycle mode data of other area sites that were used to develop the mode splits for the Project (described above and within the Project TIS).

As described above and shown on Supplement Exhibit 3, the Applicant is able to provide a total of 119 short-term bike parking spaces on-site in light of the existing site constraints and minimal available open space to accommodate new short-term bicycle parking. This includes 85 existing on-site spaces, plus an additional 34 short-term bike spaces to accommodate short-term demand and is as was generally expected during design

of the Project given the change from a primarily retail development (which requires a higher proportion of short-term bike parking and a lower proportion of long-term bike parking) to a primarily office/R&D/residential development (which requires a lower proportion of short-term bike parking and a higher proportion of long-term bike parking). Additionally, the Project site is very constrained with respect to open space that can accommodate new short-term bike spaces.

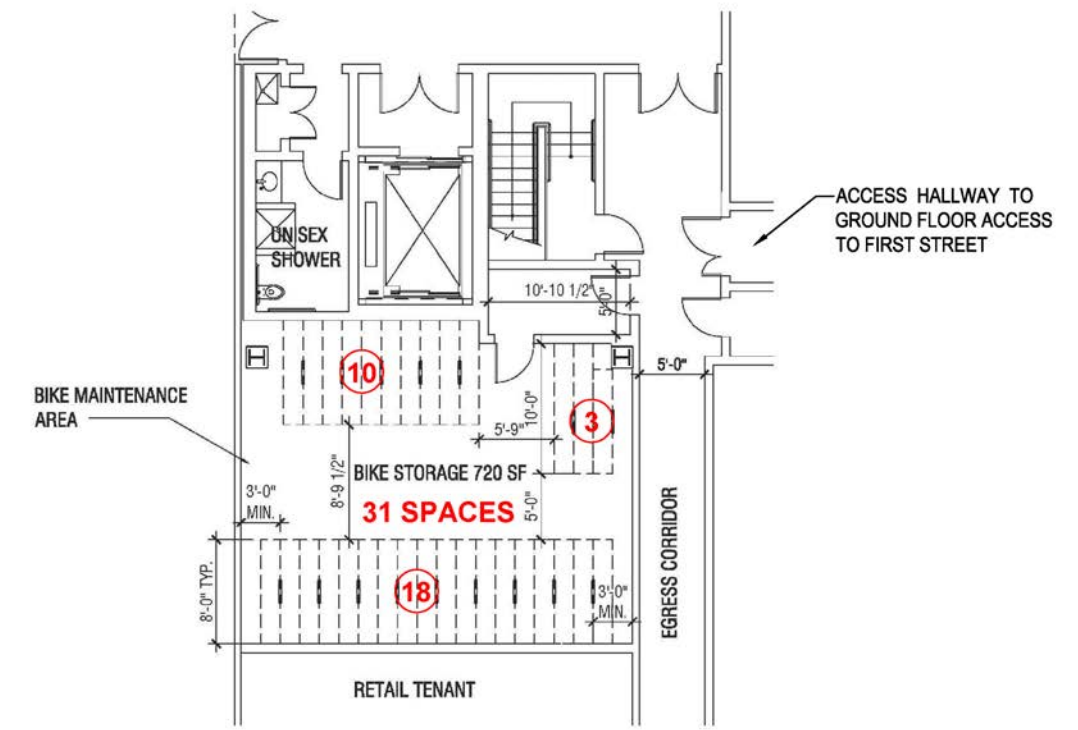
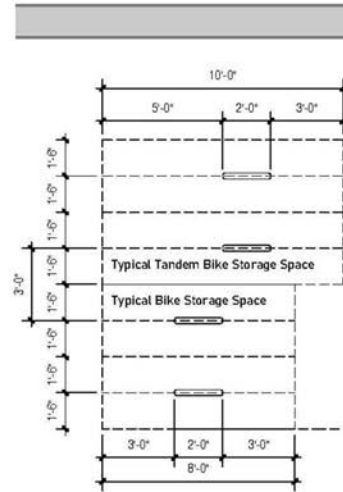
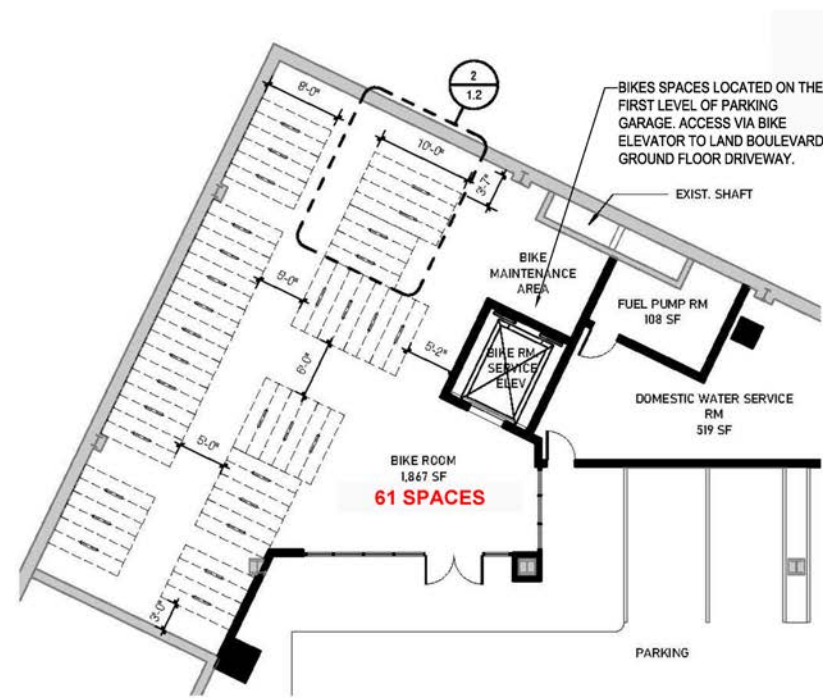
Some of the long-term spaces (due to the residential uses) at the site would be expected to be in use throughout the evening time periods, while the majority of the long-term and short-term spaces will likely see their peak use between 7am and 7pm, with the retail uses contributing the majority of this demand during the hours of 10am to 5pm on weekdays and 10am to 9pm on Saturdays and 12pm to 6pm on Sundays.

For the reasons set forth above in this Bicycle Parking Plan, the Project is appropriate for an alternative bicycle parking arrangement and complies with the criteria for granting such relief. Accordingly, the Applicant respectfully requests that the Planning Board approve the above-requested reduction in the quantity of bicycle spaces required for the Project under Section 6.103.1(a) and Section 6.107 of the Ordinance.



For the avoidance of doubt, this Supplement Exhibit 3 replaces PkP.8 that was originally submitted by the Applicant in August 2020.
Note that the conceptual bicycle parking plans are shown on the following page.

Exhibits as included in the August 2020 submission.
No changes; included for reference only.



Source: Elkus Manfredi
Scale in Feet
Vanasse & Associates inc

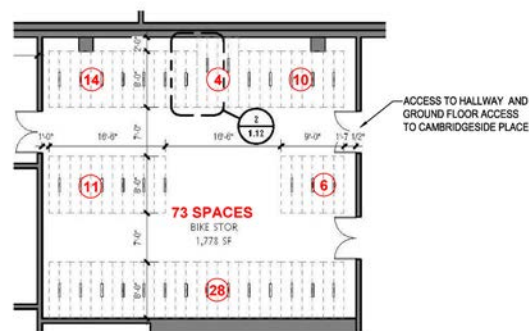
Figure 9.d.4
20 CambridgeSide
Bicycle Parking Plan

Source: Elkus Manfredi
Scale in Feet
Vanasse & Associates inc

Figure 9.d.5
60 First Street Bicycle
Parking Plan

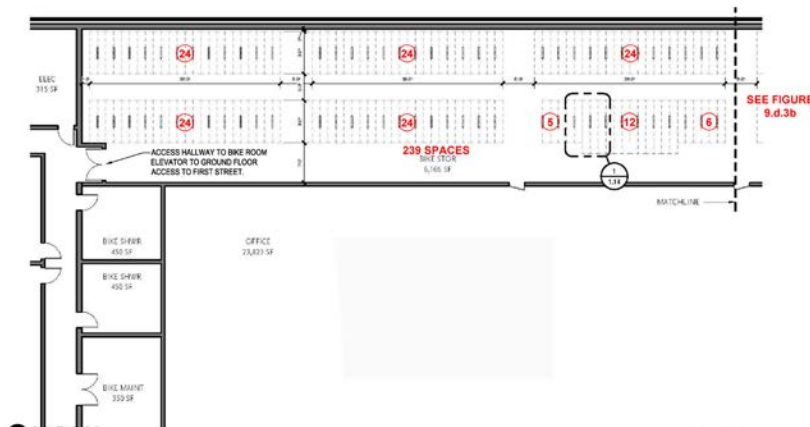
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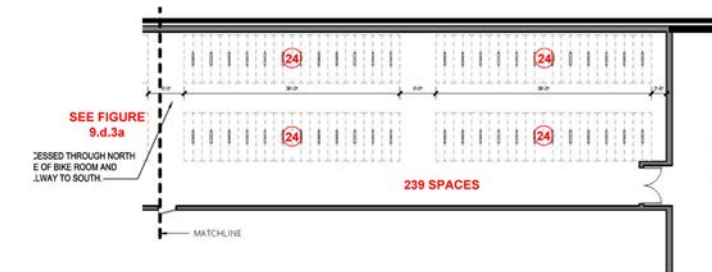
Source: Elkus Manfredi
Scale in Feet
Vanasse & Associates inc

Figure 9.d.5
110 First Street Bicycle
Parking Plan



Source: Elkus Manfredi
Scale in Feet
Vanasse & Associates inc

Figure 9.d.5b
80 & 90 First Street
Bicycle Parking Plan - North



Source: Elkus Manfredi
Scale in Feet
Vanasse & Associates inc

Figure 9.d.5c
80 & 90 First Street
Bicycle Parking Plan - South

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Mobility Comment #2

Draft construction mitigation narrative, including details on which streets, sidewalks, and bike lanes will be closed and for how long as well as identifying scope of noise and traffic impacts along with appropriate mitigation;

- i. Construction of the first phase of CambridgeSide 2.0 entails the construction of a new building in place of the existing Macy's building (20 CambridgeSide) and the addition of two stories to the existing Sears building (60 First). Final construction arrangements will be prepared and agreed to in consultation with the City of Cambridge Building, Public Works, Traffic, Parking & Transportation and Public Safety staff. However, preliminary details of how construction will be staged and which sidewalk closures are anticipated for the initial phase are described below.

60 First

Construction of the addition to 60 First is anticipated to occur over an approximately 22 month period, commencing in 2021 and completing in 2022. Construction, to the extent feasible, will be staged from within the 60 First building area, limiting impacts to the surrounding properties and street network. Construction fencing is anticipated to be installed 8 to 10 feet west of the eastern curb line of First Street and down the midline of Thorndike Way. While parking lanes will be closed to accommodate loading/unloading areas and bike traffic, it is not anticipated that travel lanes will need to be closed on First Street during the bulk of the construction period as there is adequate width within First Street to modify lane striping during the construction period to accommodate the required number of lanes for vehicular traffic. Pedestrians traveling along First Street will be guided to cross to the western side of First Street, and ultimately back to the eastern side of First Street if necessary, at designated crosswalks on either end of the 60 First building. A 5' wide bike lane, separated from the vehicular right of way by jersey barriers, will be created along the construction fence line to facilitate bicycle traffic through this area during the construction period. Construction vehicles and other traffic will enter the gated construction area through access points off of First Street and will be managed through a police detail.

20 CambridgeSide

Construction of 20 CambridgeSide is anticipated to occur over a period of approximately 24 months. Construction staging will occur largely within the boundaries of the project site and adjacent sidewalks. During the construction period, a 5' protected sidewalk will be

installed adjacent to the construction fencing providing pedestrian access along Land Boulevard proximate to the Project site. It is not anticipated that travel lanes will need to be closed on Land Boulevard during the bulk of the construction period as there is adequate width within Land Boulevard to modify lane striping during the construction period to accommodate the required number of lanes for vehicular traffic. During a portion of the construction period when steel is being erected, lane closures along Land Boulevard may be required and will be coordinated with the City of Cambridge and DCR during off peak hours or weekends.

- ii. The current First Street Corridor Study will be completed in advance of Design Review of the subsequent phase buildings, which front on First Street, such that the design and construction of the same will be informed by the results of the First Street Corridor Study. For example, the Applicant anticipates that the increased setback of the subsequent phase buildings on First Street will allow for the opportunity to enhance the pedestrian network and improve the on-site public realm with plantings and seating, with the ultimate design of such sidewalk areas to be consistent with the First Street Corridor Study. Additionally, any construction impacting the First Street sidewalk areas will be planned to be consistent with any relevant findings of such Study.
- iii. The Applicant has also included a draft Construction Management Plan (CMP) as follows which outlines proposed mitigation measures that will apply to construction of all phases of development of the Project.

Draft Construction Management Plan

1. Introduction

The purpose of this Draft Construction Management Plan (CMP) is to outline and review the approach for the construction activity sequence and minimize the impacts to the surrounding areas where possible.

Project Description

- The Project proposes redevelopment of the existing CambridgeSide mall by re-using and repurposing the empty anchor spaces and above-ground parking garage to convert the approximately 1.090 million square foot retail shopping mall into an approximately 1.665 million square foot mixed-use center.
- The Project will include retail, restaurant, office, laboratory and residential uses spread across the four proposed building sites detailed below.
- The core mall, including the sky-lit public atrium that connects Charles Park to Canal Park, will be retained, while the existing anchors and parking garage will be redeveloped and approximately 575,000 square feet of Net New Floor Area will be added.
- The Project addresses and building sites can be described as follows. Each of the addresses included below has been approved by the City of Cambridge.

1. *Core Mall Building*: 100 CambridgeSide Place (existing address)
2. *Former Sears Building*: 60 First Street
3. *Macy's Building*: 20 CambridgeSide Place
4. *Best Buy Building*: 110 First Street
5. *Upper Garage Building*: 80 & 90 First Street

Redevelopment Construction Phasing

- 60 First Street and 20 CambridgeSide Place are the initial buildings in the Project, and are anticipated to be constructed between 2021 and 2023.
- 80 & 90 and 110 First Street are the subsequent phase buildings and are anticipated to commence construction following completion of the initial phase buildings, which is currently anticipated to be in 2023.

Parties

Owner Representative:

Kurt D. Sjostedt
New England Development
75 Park Plaza
Boston, MA 02116
617-965-7800

Owner Representative:

David Wamester
Executive Director of Development
Anchor Line Partners
One Post Office Square, Suite 4100
Boston, MA 02109
617-451-0511

Construction Manager:

Mike Mallett
Gilbane Building Company
10 Channel Center Street, Suite 100
Boston, MA 02210 Office
617-960-9350

Construction Manager:

John Moriarty & Associates
3 Church Street
Winchester, MA 01890
781-729-3900

2. Construction Methodology

Construction Phasing

- CambridgeSide 2.0 will be constructed in multiple phases. The logistics involved in constructing the multiple buildings, while keeping the CambridgeSide Mall in full operations, makes full simultaneous construction prohibitive. This required phasing, while increasing the overall timeframe of the master plan full build out, will help dissipate and spread out the traffic congestion, noise, dust, emissions and make the construction process more manageable, all while keeping pedestrian and bicycle movements more protected.

Community Awareness

- Throughout the construction of the Project, development team members will regularly communicate status of the construction and associated impacts through a variety of means. Publicly noticed meetings will be held to inform the community about the ongoing construction activities, schedule updates, and potential community impacts. These meetings will include presentations of Project status and allow the community to ask questions and log and respond to issues. Additionally, the Project's website will be updated with current status and construction schedules and will have a link for community input, questions, or concerns. This website will be monitored and all inquiries will be responded to and addressed as needed.

3. Material Management and Staging

All of the proposed buildings that are part of the Project are located in a dense urban environment and will need to accept deliveries, stage and construct within the project limits of each of the new buildings. While it is anticipated that Project work zones may need to marginally encroach beyond existing property lines, approvals for such minor encroachments are being discussed with the state and local authorities having jurisdiction. The limits of the construction zones will be fenced and secured to properly maintain safety between the construction zone and the community. Additionally, secure on-site storage will be provided for tools and equipment in an effort to minimize construction-related vehicle trips to the site.

4. Delivery Routes

Designated truck routes will be established in coordination with the Cambridge Traffic, Parking & Transportation Department to govern how trucks access the Project site. The goal of this commitment is to have construction trucks avoid travelling through surrounding residential areas and pedestrian-oriented corridors to extent practical. Truck traffic will vary throughout various stages and phases of construction each building in the Project. Generally, it is anticipated that:

- » The main routes for deliveries and removal of material for the majority of the projects will originate from Interstate 93 to Route 28 (Monsignor O'Brien Highway) to Land Boulevard.

- » Deliveries will be taken in from Land Boulevard for the 20 CS project.
- » Trucks leaving 20 CS and deliveries for the projects on First Street will follow Land Boulevard south to a right on Binney Street and then right on First Street to the project site.
- » Trucks leaving the First Street buildings will head Northbound on First Street to Route 28 / Route 93.
- Prior to the implementation of any planned construction activities within the public right-of-way, the contractor will prepare a traffic and pedestrian management plan for review.

5. Pedestrian and Bicycle Safety

The Project will require work zones that will likely need to encroach beyond the building and property lines and may include impacts to sidewalks surrounding the Project. Examples of how impacts to pedestrian and bicycles will be accommodated during these work zone impairments include the following:

- Gate entrances into the construction area will be established to minimize impacts on adjacent ways. Additionally, signage and temporary crosswalk will be created, if needed, to redirect pedestrian traffic around the Project site.
- Pedestrian routes will be shifted, as necessary, into existing vehicle travel lanes. In those cases, pedestrian lanes will be protected by jersey barriers and fencing, and ADA accommodations will be provided.
- Pedestrian walkways may be covered for overhead protection and if so will be illuminated.
- During construction activities, a police detail will be employed as necessary to manage pedestrian and vehicle traffic at the construction access to the site.
- If bike lanes are affected, they will be shifted proportionally and striped accordingly.

6. Noise Impacts and Work Hours

Noise Impacts: Every reasonable effort to minimize noise impact from Project construction activities will be considered and implemented, including (but not limited to):

- Use of appropriate mufflers on all equipment and on-going maintenance of intake and exhaust mufflers, and alternative items of equipment when possible;
- Turning off idling equipment;
- Use of less noisy construction operations and techniques where feasible (e.g., mixing concrete off-site instead of on-site); and
- Scheduling equipment operations to keep average levels low, such as by synchronizing noisiest operations with times of highest ambient levels, and to maintain relatively uniform noise levels.

Work Hours: The City of Cambridge's allowed construction hours are 7am – 6pm Monday through Friday and 9 am – 6pm on Saturdays and Holidays. Work on Sundays is by permit only. Construction activities outside of the permitted hours can only occur if the noise level within 50 feet of the property line can be kept under an audible level. Work occurring outside these hours must be approved by the City of Cambridge Police Department. While the majority of Project construction will occur within the allowed construction hours, it is anticipated that there will be limited activities that will require work be done outside these timeframes for the purposes of traffic mitigation and pedestrian safety. These activities will be limited and will be appropriately permitted through the City with proper notice provided to the community.

7. Waste Management, Demolition, Dust Control and MA DEP Asbestos Regulation

Waste Management

- The general contractor for each building will be responsible for the reprocessing and recycling of construction waste. There will be specific requirements to ensure that construction procedures allow for segregation, reprocessing, reuse and recycling of materials.
- In any event, construction and demolition waste will be removed from the site via licensed waste haulers to a licensed recycling center for separation, reprocessing, and recycling.
- For materials that cannot be recycled, solid waste will be transported in covered trucks to an approved solid waste facility, in accordance with

MassDEP Regulations for Solid Waste Facilities. All waste containers will be covered prior to exiting the Project site.

Dust Control: The general contractor will also be required to adhere to best management practices for reducing the environmental impacts of dust generated by demolition and construction activities. Such best management practices include the following:

- Wetting agents will be used to keep dust at a minimum and exposed soils will be covered or treated with soil bonding agents.
- All trucks leaving the site will be covered and tires cleaned before entering public roads.
- Storage of on-site construction and demolition debris will be managed such that they are not stored on site for any duration where dust becomes an issue and all dumpsters will be shipped off site on a regular schedule.
- Streets and sidewalks will be cleaned on regular basis to prevent debris and dust from leaving the Project site.

Asbestos Regulation: The buildings at Cambridgeside were constructed between 1988-90. It is not anticipated that asbestos containing materials will be encountered during demolition of any of the buildings based on the time of original construction. Pre-demolition surveys, including asbestos surveys, will be conducted and submitted to the City with the building/ demolition permits. Should any asbestos containing materials be discovered during any pre-demolition surveys or during the course of demolition, they will be abated by a licensed contractor in accordance with MA DEP Asbestos regulations.

8. Sitework, Off-Road Vehicles and Emissions

- The footprint of the Project should limit sitework to foundation preparation, utility construction, and landscaping / hardscaping. Should contamination be discovered during any excavation, construction will be stopped immediately and the Licensed Site Professional (LSP) will be notified. Remediation, if warranted, will be conducted in accordance the MA DEP Massachusetts Contingency Plan.

- All sitework contractors will be required to ensure their equipment is not only in good working condition, but is equipped with emission control devices to minimize VOC's, CO, and particulate matter. All off-road vehicles will be required to use ultra-low sulfur diesel fuels.

9. Other Construction Mitigation Methods

Vibration: Prior to and during construction, the Project team proposes to implement a monitoring program to document pre-construction conditions and to detect construction effects on adjacent structures, if any. Acceptable vibration criteria will be established prior to demolition/construction activities that have been identified to require monitoring and vibration will be monitored during those activities to ensure compliance with agreed to standards. All means and methods for performing work at the project site will be evaluated to minimize potential vibration impacts on the adjacent properties and other nearby buildings.

Snow Removal: If required, snow will be removed from the project and disposed off-site.

Odor Control: The Construction Manager will take steps to control nuisance odor emission associated with Project construction including covering temporary stockpiles of excavated material and reducing the amount of time that excavated material is exposed to the open atmosphere.

Cleaning: The sidewalks and the Project site will be routinely cleaned to minimize accumulation of dirt and debris.

Coordination: In order to minimize the potential traffic and parking impacts of the Project, the Construction Manager will monitor and coordinate its construction efforts with the other projects in the vicinity.

Mobility Comment #3

Detailed parking management and operations plan;

- i. As described throughout this Final Development Plan, the Project will be constructed in phases with the initial phase to include the 20 CambridgeSide (Macy's replacement) and 60 First Street (Sears replacement) buildings and the subsequent phase to include the new First Street buildings (Upper Garage and Best Buy replacements). The Applicant is proposing to develop a detailed parking management and operations plan and amend the Commercial Parking Facility Permit (CPFP) with TP&T. The Applicant will continue to coordinate with TP&T to amend the CPFP prior to issuance of a certificate of occupancy for the first new building in the initial phase of the Project, which amendment will address the flexible and fluctuating nature of parking demand. During initial phase conditions, the full parking supply of 2,490 parking spaces in the Lower Garage and the Upper Garage will be available, negating the need for an operations plan at this stage of the Project. There will be more parking spaces available in the initial phase than at the conclusion of the subsequent phase of the Project; however, the Applicant has a professional management company that can oversee garage operations to ensure adequate parking supply exists now and will continue to exist in the future. The Applicant together with their operations team will actively manage the garage facility, as necessary, and ensure a smooth transition between phases. Any modifications to the existing CPFP that may be required by subsequent phases of the Project will continue to be reviewed and coordinated with TP&T. It is anticipated that the amendments to the CPFP will likely include mitigation measures not yet developed. As described below, the proposed timing for amendment to the CPFP allows the various studies to be concluded and additional mitigation incorporated into the same, as has been done previously.
- ii. Amending the CPFP prior to the issuance of a certificate of occupancy for the first new building of the initial phase allows more time to obtain input from TP&T, as well as having the benefit of the results of the First Street Corridor Study (which is currently in process) to inform the terms and some element of mitigation to be included in the CPFP. The existing parking supply and current CPFP will accommodate the site parking demands and identify conditions with which the Project must comply through the issuance of the certificate of occupancy for the first new building of the initial phase. Beyond that point, the amended CPFP will govern parking demand and conditions as they relate to ongoing development and operation of the Project.
- iii. While it is anticipated that the Project should be able to accommodate parking needs over time, the Applicant is exploring various opportunities to increase the available number of parking spaces at the site should the need arise for additional parking. For example, the Applicant is continuing to review the managed parking opportunities at the site, including the use of automated technologies as well as attendant-driven tandem parking arrangements to provide temporary increases in parking supply as needed for certain events or seasons, such as retail parking demand during peak holiday periods. This practice is not expected to be required during initial phase conditions, as the current parking supply (which has not been nearly close to full utilization in 15+ years) will continue to be available during this period. Any changes in parking supply due to managed parking operations would be developed and reviewed prior to the issuance of a certificate of occupancy for the first subsequent phase building, currently scheduled for 2027.
 - » Pursuant to the PUD-8 zoning, there are no zoning minimum parking ratios for the site. The potential for any increased parking demand exists in the site's current retail configuration, and is expected to be diminished as the site evolves over the course of the Project.
 - » The Applicant will continue to work with TP&T on the coordination of to determine a flexible parking solution that ensures adequate supply exists over the life of for the Project (including the phased buildout period).
- iv. The Applicant has committed the sum of \$6,900,000 towards mitigation of the Project's transportation impacts, which is intended to be used for a combination of physical improvements, monetary contributions, TDM measures, and study commitments. For the avoidance of doubt, this sum is for transportation improvements at state highway locations as well as those under City of Cambridge jurisdiction, and represents a significant outlay to address transportation impacts across the various local and state permitting efforts, including the rezoning effort, special permit process, and state MEPA process. While the scope and type of mitigation has changed based on local and state environmental review, the Applicant remains committed to the funding level previously identified. The Applicant has funded the First Street Corridor Study, a collaboration of the City and the City's consultant, McMahon Associates, which is currently underway and has an expected completion date of April 2021. This study will result in recommendations for improvements to First Street that the Applicant is expected to contribute towards,

either through funding of improvements or direct construction. The Applicant has also agreed to enhance its commitment to Bluebikes by requiring that tenants provide the Gold-level corporate Bluebikes bike share memberships as long as the system is in operation (rather than including a 10-year cap on such commitment). In addition, MassDOT has specified that mitigation of Project impacts on state highway locations should be directed towards non-vehicle related strategies; however, these strategies are not yet fully developed and will require continued coordination with MassDOT through the conclusion of the state MEPA process. With regard to mitigation on Route 28, funds will be escrowed to ensure that should additional mitigation be required due to SOV goals not being met, funds identified for this corridor will be available to implement improvements previously identified and summarized in Table 2: Summary of Proposed Mitigation. Other possible mitigation efforts include the expansion of the EZRide Shuttle Bus or initial funding of elements of a Silver Line Extension from Everett to Lechmere that, through continued coordination with the City and TP&T, may be identified as appropriate measures to encourage non-SOV travel to and in the area of the Project. However, these efforts are all in development and are expected to continue to be so while efforts to obtain the PUD-8 Special Permit can otherwise be concluded, with such mitigation efforts to ultimately be incorporated into the amended CPFP for the Project.

The Applicant is committed to reducing their transportation impacts and has provided a significant funding level to address those impacts, and will continue to coordinate with the state and city on the best methods to mitigate the Project's effects on the surrounding area.

Mobility Comment #4

Update on coordination between the Applicant, City and CRTMA regarding consolidating the CambridgeSide Shuttle and the EZRide bus;

- i. The Applicant has been, and continues to be, a supporter of the EZRide bus and will continue to coordinate with EZRide and TP&T on hours of operation and to consider potential future consolidation of shuttle services offered.

Mobility Comment #5

Clarification that employees will be charged directly for parking at market rates, rather than allowing employers to pay the parking fees;

- i. CambridgeSide will continue to charge market rates for parking and encourage employers to charge employees for parking.

Mobility Comment #6

Consideration of charging employee parking fees by day instead of monthly to give flexibility to employees who are able to drive for only part of the week;

- i. From an operations perspective, keeping track of pay by day usage presents logistical difficulties, but the Applicant is willing to review this further and look to bi-weekly or possibly weekly passes.

Mobility Comment #7

Clarification that leasing language will require employers to subsidize employees' public transportation costs at 100% up to the federal monthly maximum;

- i. The Applicant will direct tenants at the Project to provide Transit Subsidies to tenants' employees for use towards transit passes at up to 75% of the Federal Maximum level, which includes coverage on all subway, bus, Silver Line, and Commuter Rail Zone 1, and parking charges at Park & Ride lots.

Mobility Comment #8

Clarification that Gold-level corporate Bluebikes bikesharing membership will be offered to all employees as long as the system is in operation;

- i. In an effort to encourage Bluebikes participation, the Applicant has committed to requiring that tenants provide the Gold-level corporate Bluebikes bike share memberships as long as the system is in operation (rather than including a 10-year cap on such commitment).

Mobility Comment #9

Offer of a ridematching service, regardless of which organization it is associated with;

- i. The Applicant will provide this service, currently available through BayState Commute, a free ridematching service of the MassDOT which is accessed from the CRTMA website.

Mobility Comment #10

Financial commitment to subsidize bicycle transportation;

- i. The Applicant will coordinate with TP&T about methods by which it can support and subsidize bicycle transportation.

Mobility Comment #11

Clarification of SOV rates proposed as the trigger for funding a Signal Corridor Timing Study;

- i. The Applicant will conduct transportation monitoring to gauge success of the TDM program. The Applicant expects to achieve a 5 percent reduction in the SOV rates used in the traffic assessment for the Project, resulting in a decrease from 39 percent SOV to 37 percent SOV. While TP&T and MassDOT have indicated the Signal Corridor Timing Study is not preferable as a mitigation strategy and MassDOT has identified potential alternative mitigation, this mitigation requires additional clarification with MassDOT which is anticipated to occur through the conclusion of the MEPA process.

Mobility Comment #12

Details on the First Street/Second Street Corridor Study financial commitment and study components (e.g., standards for sidewalk width, the locations of lighting, street furniture, and trees, and potential for separated bicycle facilities, transit lanes, and transit stops);

- i. The Applicant has provided funding for the First Street/Second Street Corridor Study that is underway. Many of the components identified are items to be reviewed with intervested stakeholders, residents, business owners, the City, and the City's consultant, McMahon Associates. Work is ongoing with preliminary completion expected in April 2021.

Mobility Comment #13

Details on the East Cambridge Transit Expansion Program financial commitment;

- i. The Applicant has agreed to provide funds for the expansion of transit services in the East Cambridge area. While similar to that proposed under the Kendall Square Transit Expansion Program, the East

Cambridge Transit Expansion Program (ECTEP) is intended to directly fund local transit improvements, such as funds towards the Grand Junction Rail with Trail, towards the Silver Line Expansion study, or towards transit system improvements along First Street. These could consist of transit priority systems, design of "floating" bus stops, bus shelters, or expansion of specific public or private transit service.

Mobility Comment #14

Commitment to fund a new, largest-size Bluebikes Station at a location on the Project site to be determined by the City and finalized as part of the Planning Board special permit.

- i. The Applicant has agreed to this measure and will coordinate with the City on the location of this Station. Given the shortage of available space on site to install short-term bike parking, alternative locations in the vicinity of, but not on, the Project site may be considered.

D. Retail

Retail Comment #1

Plan for activating the proposed “Mall Connector,” and potential for another connection from First Street to the Galleria atrium aligned with Spring and/or Hurley Street(s);

- i. As shown in the conceptual imagery on this page, the “Mall Connector” will be lined to the maximum extent practicable with active uses, art and retail displays. An elevator which connects to the lower parking levels will open into the connector, bringing both shoppers and office workers into the space. Retail and restaurant tenants which line the Connector will be encouraged to spill out into the space.
- ii. The Applicant has worked diligently to create the “Mall Connector” as a new front door from the surrounding neighborhood into the mall, which will create a major pedestrian connection from First Street directly into the mall that did not previously exist and which has been long desired by the City and surrounding neighbors. Providing an additional connection from First Street aligned with either Spring Street or Hurley Street is not possible because this would require demolishing the existing Sears building footprint (as opposed to maintaining the footprint and adding two floors) and completely reconfiguring the First Street service area with likely reduction in capacity. Mall connectors aligning with either street would have to cut through the active loading zone, docks, freight elevators and distribution corridors all necessary for the Project.

Retail Comment #2

More explanation of a strategy to maintain the vibrancy of the existing retail atrium;

- i. The core mall remains and continues to function as designed in 1990. Large, welcoming entries face both Canal Park and Charles Park (a photo of which is included on Supplement Exhibits 7 and 8, respectively), which are connected internally by a three-story skylit atrium through the mall. The pedestrian areas in front of these entries are fully glazed and signed, with both ends anchored internally by the food court on the Canal side and two restaurants opening to the sidewalk on Cambridgeside Place/Charles Park.
- ii. Today there is no integration between the core mall and First Street. Previously, access to the mall was through the corners at Sears and Best Buy, up an escalator, and finally into the mall at the second level. This movement required neighbors to walk through

**Ground Floor & Activation Plan
60 First Street
CONCEPTUAL ARCADE PLAN**

1 | Proposed First Street Arcade Entry

2 | Conceptual Arcade looking toward Food Court

NEW ENGLAND DEVELOPMENT | ELKUS | MANFREDI ARCHITECTS | CS

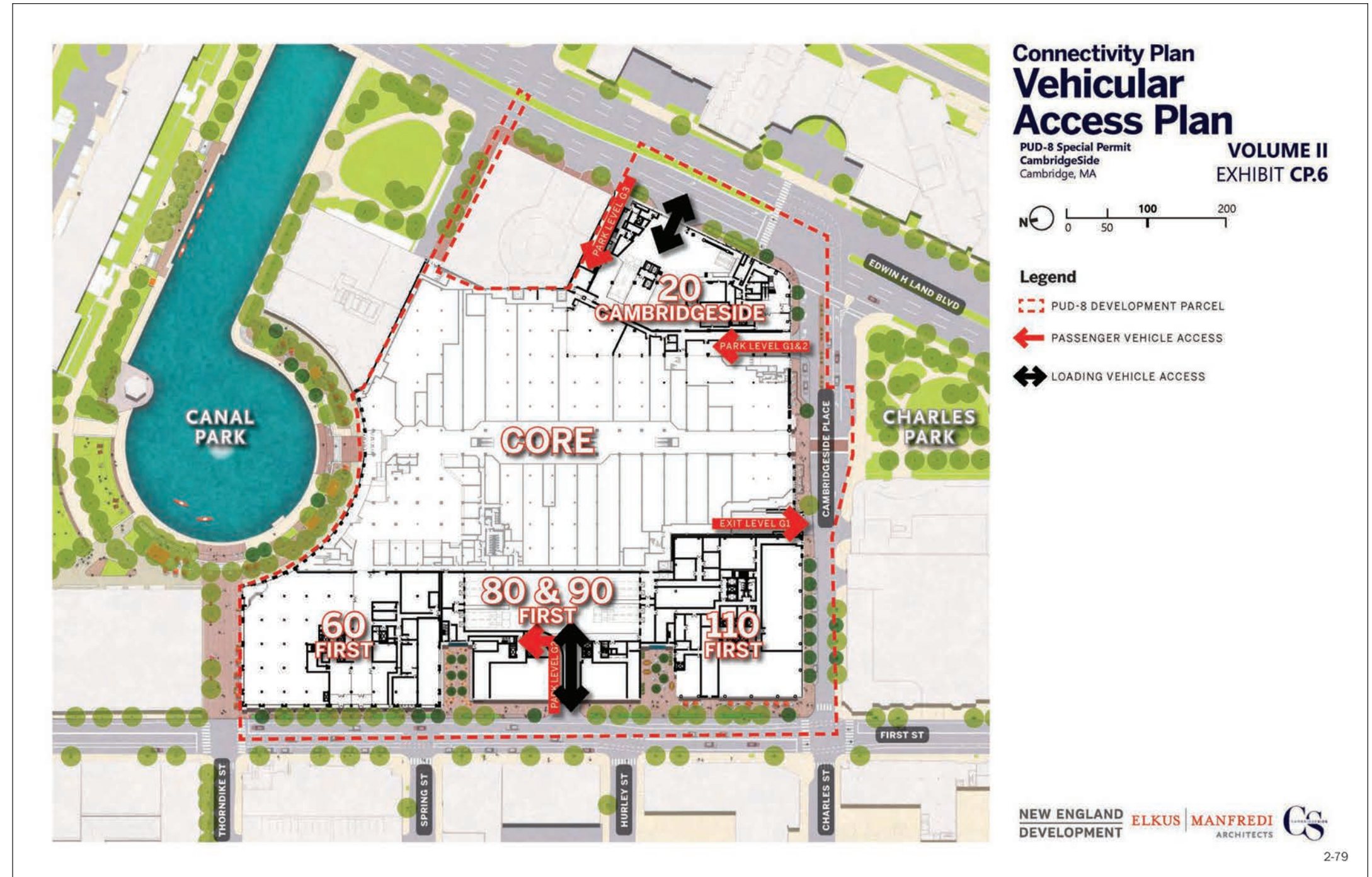
two floors of anchor retail space before arriving at the core mall, and left the guest at the second floor of the mall, one floor up from the food court and restaurants, and one floor below the third level of retail.

- iii. As described above, a new connection to First Street will be constructed through the renovated Sears/60 First Street building. This new connection allows an at grade connection to the mall into the food court, which is a great improvement over the above-described existing conditions. This new entry will be signed and branded to clearly identify its connection to the core mall.
- iv. The Project's incorporation of mixed-use buildings at the site will introduce thousands of new customers in buildings that are connected to the mall (both from the exterior and interior), which will provide a new stream of business to support the core mall's retail offerings. As with the multi-million dollar interior and exterior refresh at the mall in 2018-2019, the Applicant will ensure that Project buildout will include improved internal wayfinding and signage and exterior treatments, which will continue to make the mall an attractive destination for employees, neighbors and tourists alike

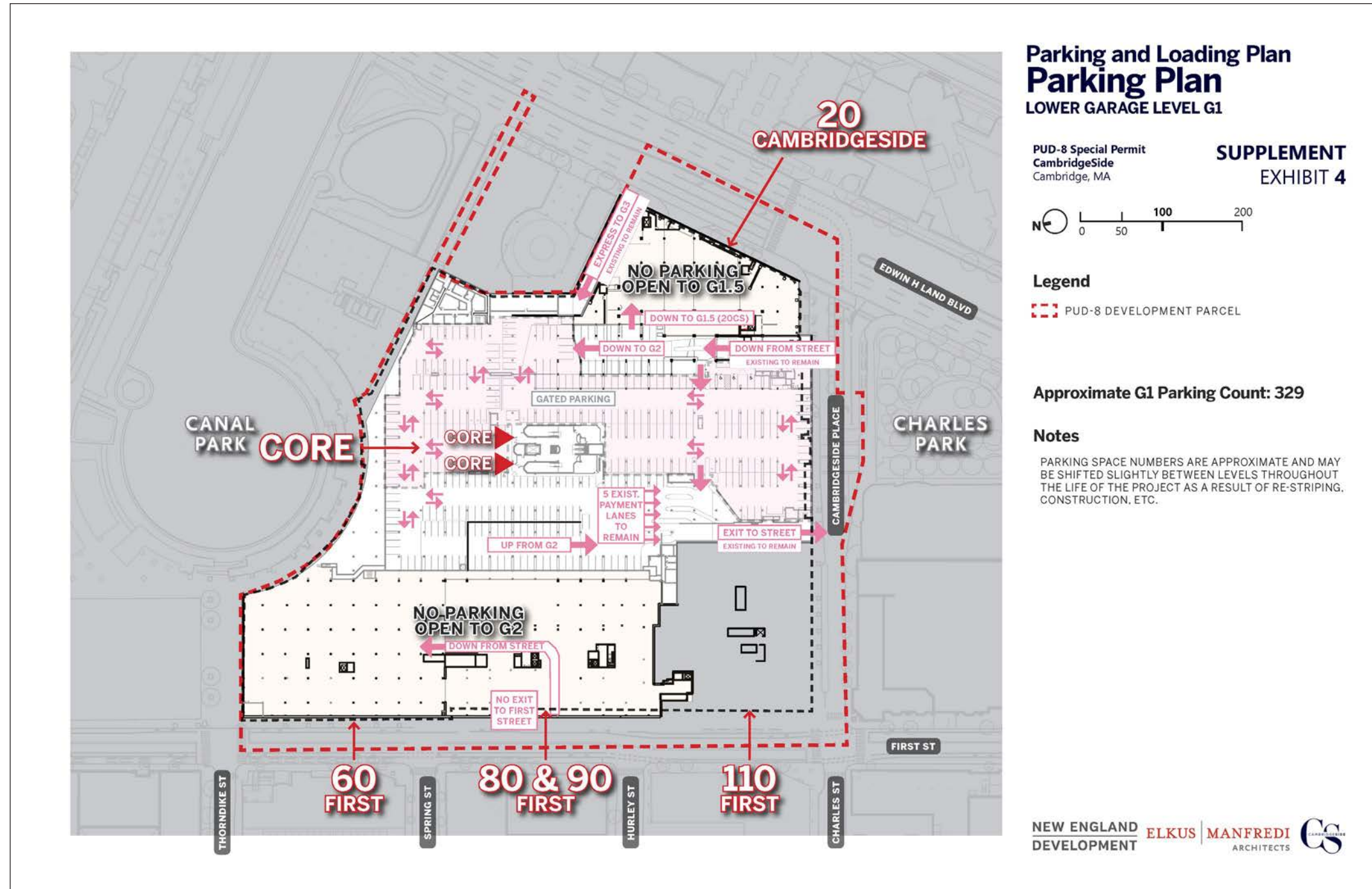
Retail Comment #3

Better overall understanding of the arrangement of the underground parking levels of the entire CambridgeSide project, including location and size of entrances and exits;

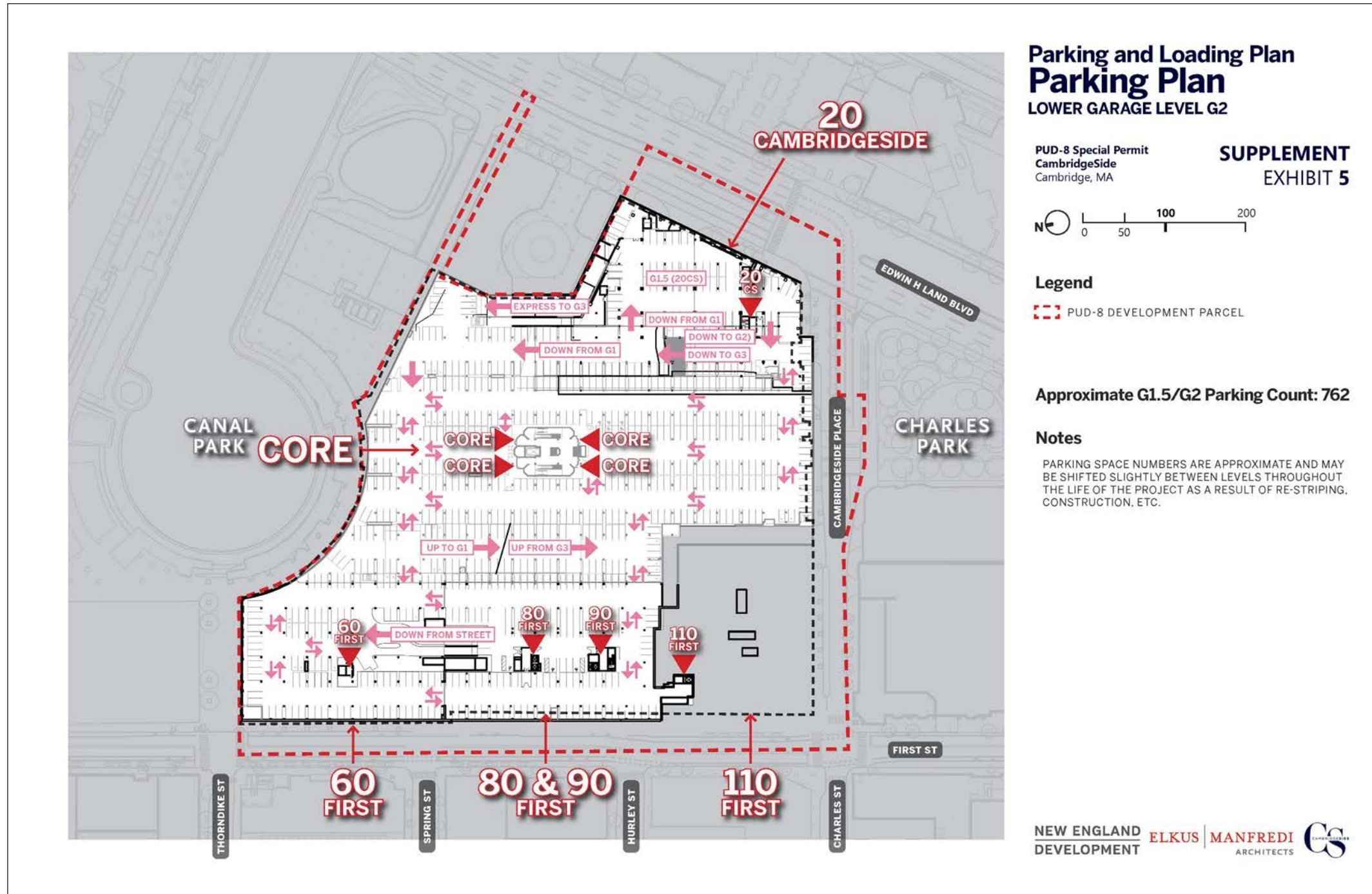
- i. Please see the underground parking layout plans, included on the following pages as CP.6 (included for reference) and Supplement Exhibits 4-6, which show the arrangement and detail the ingress and egress locations within the underground parking levels. For the avoidance of doubt, the Supplement Exhibits included here replace Parking and Loading Plans PkP.2-4 (pp. 2-66 to 2-68) that were included in Volume II of the application originally submitted by the Applicant in August 2020.
- ii. The underground parking garage is remaining as designed and constructed in 1990. The existing entry/exit on First Street will remain, but may be relocated or altered in a future phase. Any changes to the First Street ramp will be described during design review of the subsequent phase, new buildings on First Street.



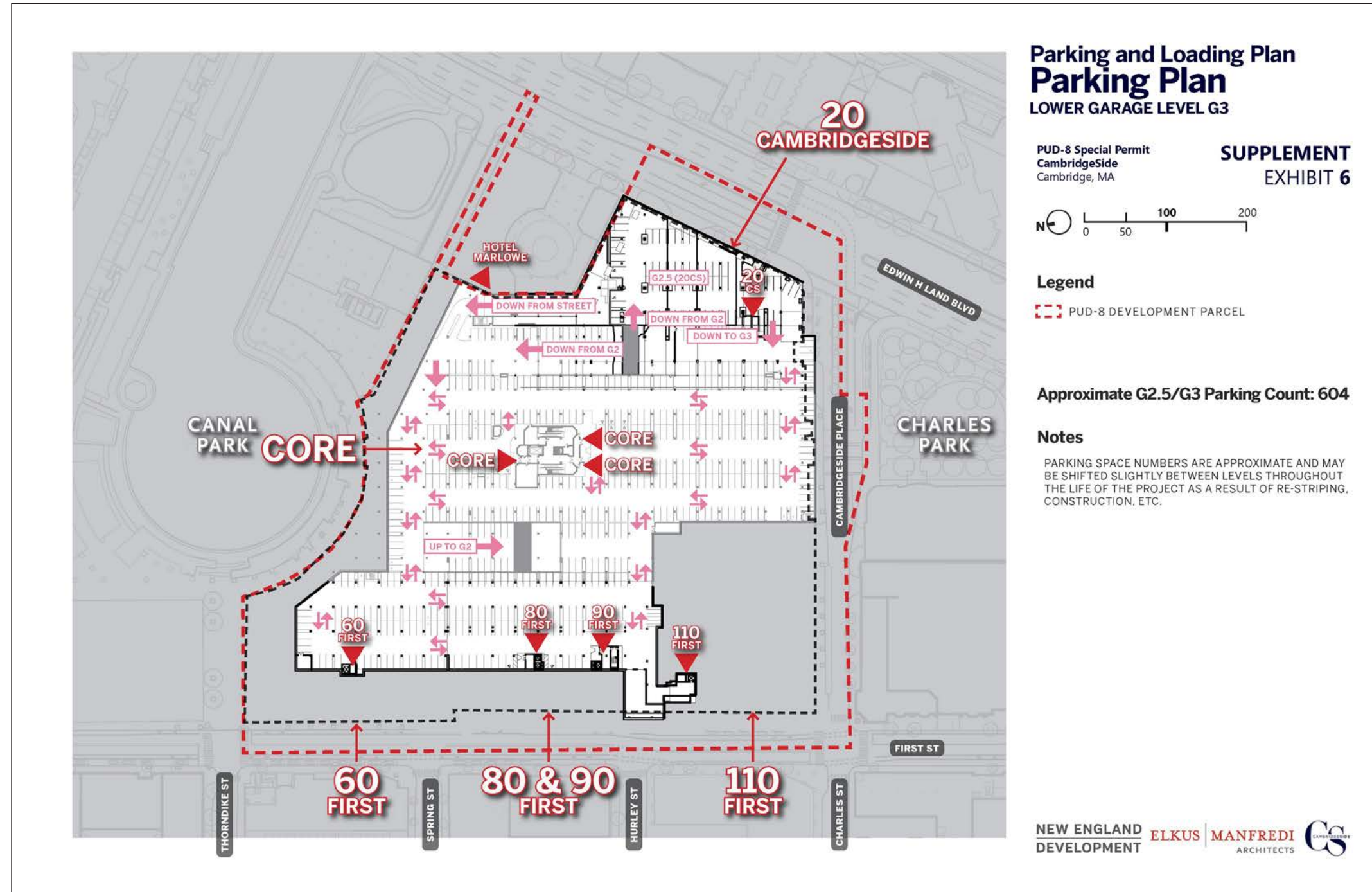
Exhibits as included in the August 2020 submission. No changes; included for reference only.



For the avoidance of doubt, this Supplement Exhibit 4 replaces Exhibit PkP.4 that was originally submitted by the Applicant in August 2020.



For the avoidance of doubt, this Supplement Exhibit 5 replaces Exhibit PkP.3 that was originally submitted by the Applicant in August 2020.



For the avoidance of doubt, this Supplement Exhibit 6 replaces Exhibit PkP.2 that was originally submitted by the Applicant in August 2020.

Retail Comment #4

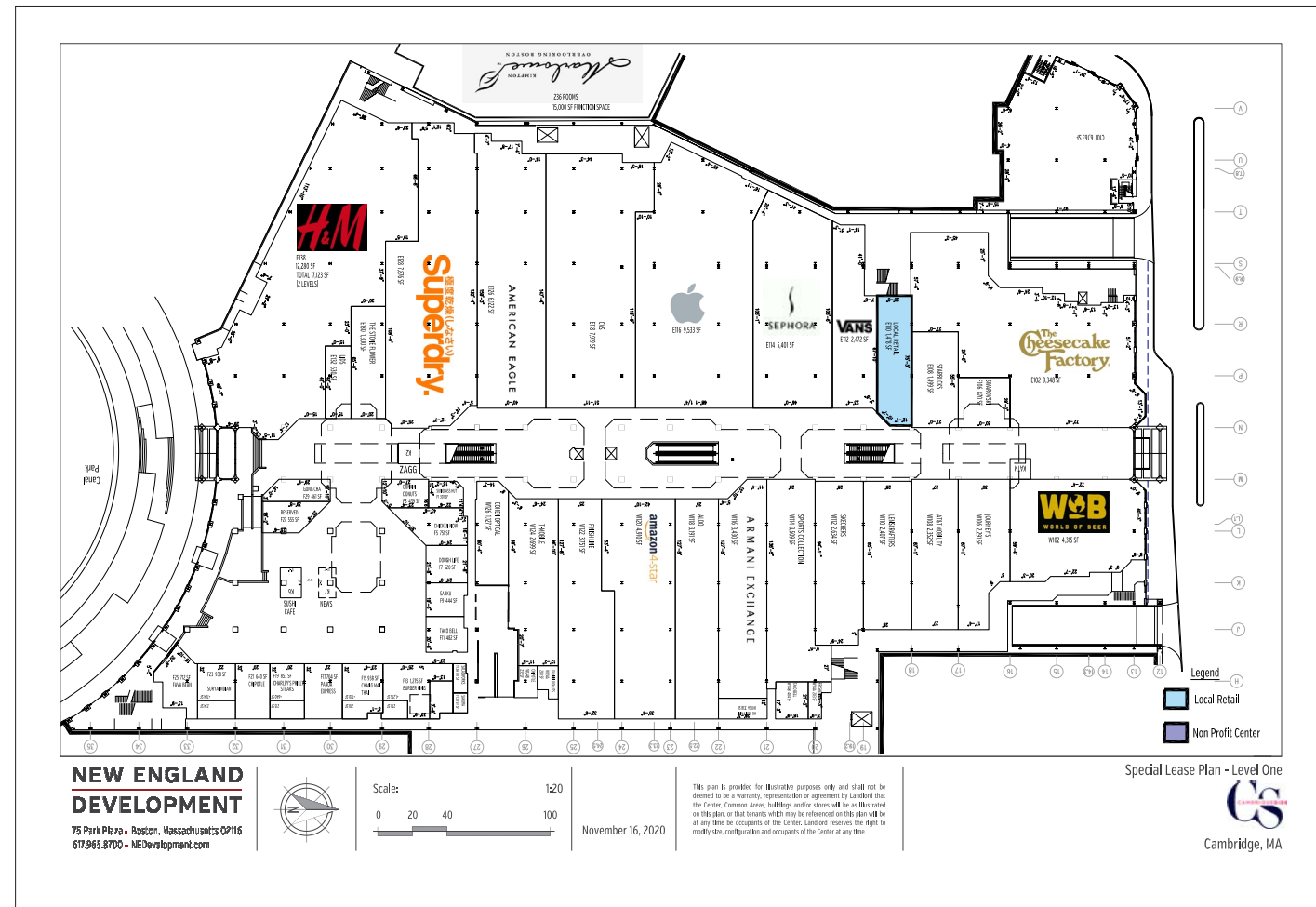
Details on the provision of Ground Floor Active Uses, including how the 240,000 square feet are accounted for, as well as expected tenancy and programming of these spaces;

- i. As shown on Supplement Exhibit 7, the approximately 240,000 square feet of Ground Floor Active Uses includes approximately 180,000 square feet of retail, restaurant and other publicly accessible space, approximately 40,000 square feet of open concourse and public seating areas, and approximately 20,000 square feet of space initially proposed to support the Ground Floor Active Uses, which may be convertible to Ground Floor Active Uses as the design of the individual buildings is advanced (e.g., as tenants are identified and as there are changes in existing tenancy, resulting in re-demising and configuration of tenant space over time).
- ii. The Applicant is unable to relocate the loading dock that occupies a majority of the ground-floor space along Land Boulevard, but the Applicant will aim to create visual interest along the Land Boulevard façade through the incorporation of architectural features and/or art installations to enliven such area. In addition to the spaces identified on Supplement Exhibit 7, the Applicant anticipates that the ground-floor space within 20 CambridgeSide, at the corner of Land Boulevard and CambridgeSide Place, will be occupied by a combination of small retail (e.g., local retail or coffee shops) and gathering spaces with seating for the public. The controlled lobby for the 20 CambridgeSide building will be located on the second floor of such building.

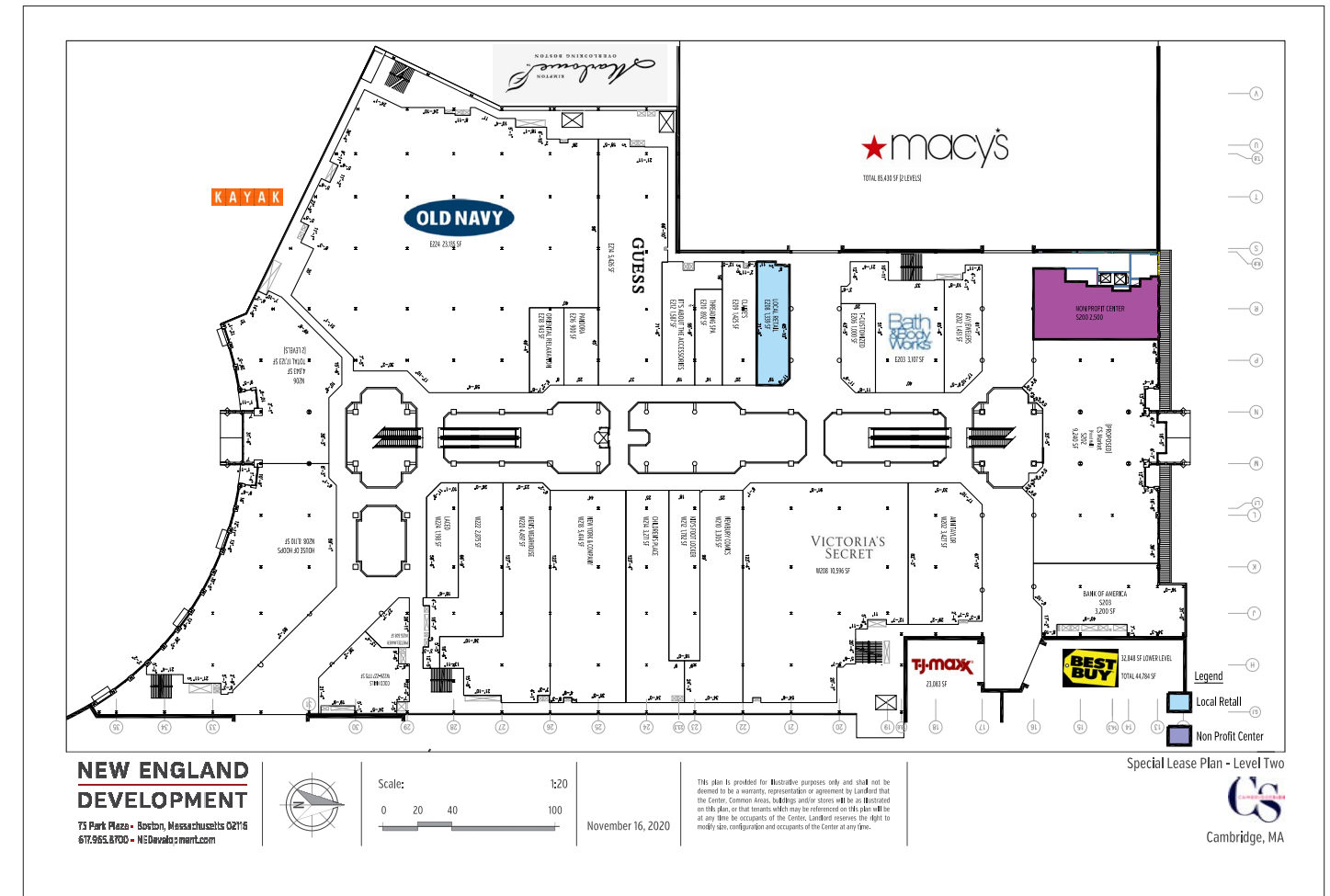


NOTE: The Publicly Beneficial Open Space identified on Supplement Exhibit 7 includes only interior spaces (i.e., it does not identify the Publicly Beneficial Open Space on CambridgeSide Place or to be provided within the First Street pocket parks).

Special Lease Plan – Level One



Special Lease Plan – Level Two



Retail Comment #5

Details on the location of subsidized space for retail, small businesses, and non-profits and process for allocation.

i. The Applicant has committed to providing spaces in the Project, at subsidized rates, within which local retail and non-profits could operate. Pursuant to the terms of the Commitment Letter executed in connection with the adoption of the PUD-8 zoning, these spaces must be made available no later than issuance of a final certificate of occupancy for the first new building within the Project. It is currently anticipated that the first new building will open in 2023. While the availability of certain spaces will change between now

and 2023 when these subsidized spaces will open, the Applicant has preliminarily identified locations that would be active and accessible for these local retailers and non-profits as shown on the Special Lease Plans – Level One and Level Two, included above. It is anticipated that the local retail may be comprised of 1 to 3 spaces, collectively totaling approximately 2,500 square feet, which are likely to be located on the first and/or second floors of the core mall along with other key retail within the Project. As we approach the

date on which these spaces will becoming available, the Applicant will engage with the Open Space and Retail Advisory Committee to review applications for lease of the space, choosing an ultimate user that the Applicant believes will succeed in the space and will complement existing retail uses within the Project. With regard to the subsidized non-profit space, the Applicant anticipates this approximately 2,500 square foot space will be located on the second or third floor, proximate to the public atrium on the ground floor

of the core mall and the third floor office use that is nearing completion. Applications for this space will be solicited as the Applicant nears the completion of the first new building in the Project, with the ultimate user(s) chosen based on their ability to serve the East Cambridge or greater Cambridge community.

E. Housing

Housing Comment #1

More detailed breakdown of housing units by type, size, and affordability by income threshold, with consideration toward increasing the number of large, affordable residential units;

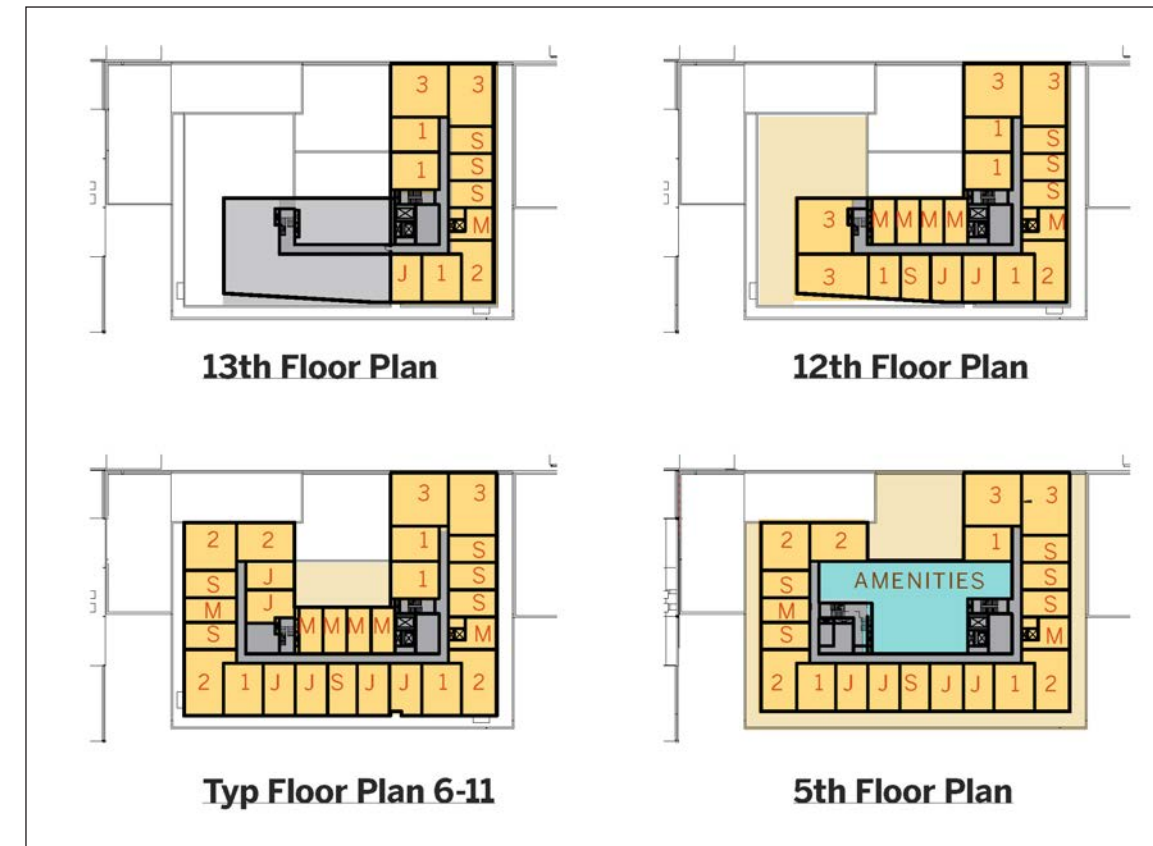
- i. The Applicant intends to submit a comprehensive package of materials in the subsequent phase of Project development when design and construction of the residential component of the Project is proposed (anticipated to be 2023), which package will be informed by ongoing coordination with the Housing Department to reflect then-current housing needs in the City of Cambridge. The rest of this section identifies the currently anticipated unit mix and types; however, the Applicant is willing to re-assess the layout and number of units and provide fewer units in total in order to provide more two- or three-bedroom Inclusionary and Middle-Income units than is currently reflected in the anticipated unit counts should the City’s Housing Department determine that aligns with the City’s needs when the residential component is brought forward. The Applicant anticipates that the final unit mix and allocation of types of units as market-rate, Inclusionary or Middle Income will be subject to review and approval as part of Design Review of the residential building. The Applicant appreciates the comment from Community Development Department staff to consider shifting the proposed residential use to the southwest corner of the site and will continue to assess the proposed location of the housing units with the goal of optimizing future views from the residential units. The Applicant anticipates that the final residential location and associated views will be included in Design Review of the new First Street buildings proposed in the Project’s subsequent phase of development.
- ii. The Project is currently anticipated to provide approximately 200 dwelling units, including a mix of unit types and sizes, as summarized on the Dwelling Unit Table.
- iii. Assuming a total of 200 units, the Applicant anticipates providing approximately 130 affordable units that will be comprised of a mix of Inclusionary and Middle Income Units in accordance with the PUD-8 Zoning, of which at least 20 will be affordable Family-Sized Dwelling Units. It is anticipated that the remaining approximately 110 affordable units would be dispersed across the various unit sizes and types in a manner that is generally consistent with the mix of market rate unit types. As noted above, this proposed affordable unit

mix is subject to change based on input from the City’s Housing Department reflecting the City’s current needs closer to the time when the residential component is proposed for construction.

Housing Comment #2

Housing unit description and information including size, layout, floor plans, and amenities in-unit and in the building’s common spaces (subject to future design review).

- i. As noted above, the Applicant intends to submit a comprehensive package of materials in the subsequent phase of Project development when design and construction of the residential component of the Project is proposed. Such package will be prepared in coordination with the City’s Housing Department in order to reflect then-current housing needs in the City of Cambridge; accordingly, the size, layout, floor plans and proposed amenities are to be finalized in the subsequent phase of the Project when this package will be assembled with the Housing Department.
- ii. The following Dwelling Unit Table summarizes currently anticipated unit sizes, which are subject to refinement based on input from the Housing Department at the time the residential building is to be developed. Conceptual floor layout plans are included here, which are also subject to refinement based on the final unit mix.
- iii. As currently designed, the residential component of the Project will provide approximately 8,000 square feet of shared amenity spaces. Ground floor shared spaces include a main lobby, mailbox area, secure package room, management offices, and a ground floor gallery that may incorporate building information displays, community notices and artwork. Upper-floor shared spaces comprise indoor and outdoor areas. The indoor area is currently programmed to include a common lounge, semi-private co-working and meeting rooms, shared kitchen, gaming, fitness center, and flexible spaces. An outdoor roof deck is proposed adjacent to the fifth-floor shared space. This outdoor area is currently programmed to include a range of seating, grilling stations, plantings, and eating areas. The shared amenity spaces will be professionally managed and programmed to ensure they remain useful to residents. Final programming, sizing, and the location of shared amenity spaces is subject to refinement based on market demands and further development of the residential building, which will be subject to Design Review in a subsequent phase of the Project.



Dwelling Unit Table

	M	S	J	1	2	3	
Level	Micro 400-475sf	Studio 475-550 sf	Jr. 1Br 550-625 sf	1Br 625-800 sf	2Br 800-1100 sf	3Br 1100-1200	Total
13	1	2	0	2	1	2	8
12	5	3	2	4	1	4	19
11	5	6	4	4	4	2	25
10	5	6	4	4	4	2	25
9	5	6	4	4	4	2	25
8	5	6	4	4	5	2	26
7	5	6	4	4	5	2	26
6	5	6	4	5	4	2	26
5	2	6	3	3	4	2	20
	38	47	29	34	32	20	200

F. Open Space and Connectivity

Open Space and Connectivity Comment #1

Additional details on the Open Space Plan including grading and slopes, any adaptations to flooding, anticipated programming of spaces, and transitions with abutting spaces outside the PUD-8 development parcel;

- i. Canal Park will be designed and permitted through a rigorous public process to include neighborhood, City and State agencies and the final design of any proposed improvements to Canal Park shall be subject to City of Cambridge approval. Supplement Exhibits 8-12 on the following pages demonstrate the various use, art, landscaping, hardscaping and activation opportunities to be discussed while finalizing programming of the Canal Park space with the various stakeholders, including the Open Space and Retail Advisory Committee. The Applicant will form the Open Space and Retail Advisory Committee within 90 days of receipt of a building permit for the first new building in order to allow for the Committee to be actively engaged in providing input with respect to programming of the proposed open space and retail areas at the Project. While final design and programming elements will be subject to development with such Committee, the Applicant anticipates improvements to Canal Park pathways (e.g., existing crushed stone surfaces to include surfaces more suitable for walking and biking as shown in the Supplement Exhibits). Consistent with the Commitment Letter for the Project, the proposed improvements include the pathways all along the Canal and under the Land Boulevard Bridge, including landscaping treatment of the area just under the Bridge (proximate to the DCR-owned boathouse) where the pathway terminates. As shown on Supplement Exhibit 9, the Applicant anticipates incorporating public art under the Land Boulevard Bridge, the selection of which will be informed by the Open Space and Retail Advisory Committee and local Arts Community. As part of material selection for pathways, we will consider porous or infiltrative surfaces in the design of the replacements for existing Canal pathways. The infiltrated runoff will be held and filtered in graded media path boxes before slowly being released to the Canal. Subtle grading is intended to improve drainage and puddling on existing pathways. However, the Project's previously submitted Resilience Plan analysis demonstrates that there is not major flooding from the Canal, so while minor grading modifications will be made to the service, loading, and garage entrance elevations, there are no flooding adaptations or grading modifications currently planned in Canal Park.

CANAL PARK

EDWIN H LAND BLVD

THORNDIKE WAY

FIRST ST

IBI PLANNING

Open Space Plan Landscape Plan

EXISTING CONDITIONS AND USES

PUD-8 Special Permit
CambridgeSide
Cambridge, MA

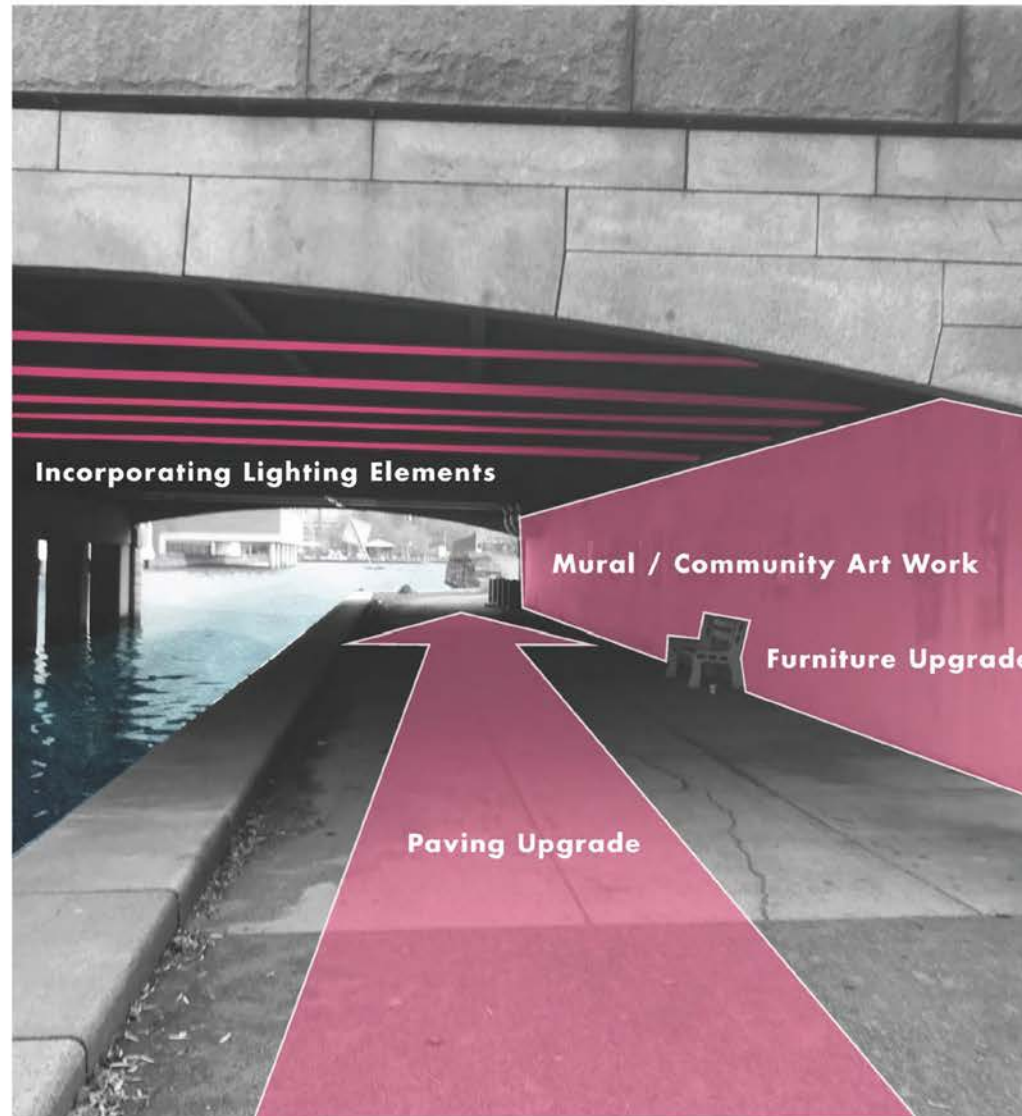
**SUPPLEMENT
EXHIBIT 8**

Legend

PUBLIC PLAYGROUND

CANAL PARK

NEW ENGLAND DEVELOPMENT | ELKUS | MANFREDI ARCHITECTS | CS



Open Space Plan Landscape Plan

OPPORTUNITIES DIAGRAM : BRIDGE

PUD-8 Special Permit
CambridgeSide
Cambridge, MA

SUPPLEMENT
EXHIBIT 9



NEW ENGLAND DEVELOPMENT | ELKUS | MANFREDI ARCHITECTS | CS



Open Space Plan Landscape Plan

OPPORTUNITIES DIAGRAM : LANDSCAPE

PUD-8 Special Permit
CambridgeSide
Cambridge, MA

**SUPPLEMENT
EXHIBIT 10**



NEW ENGLAND DEVELOPMENT | ELKUS | MANFREDI ARCHITECTS | CS



Open Space Plan Landscape Plan

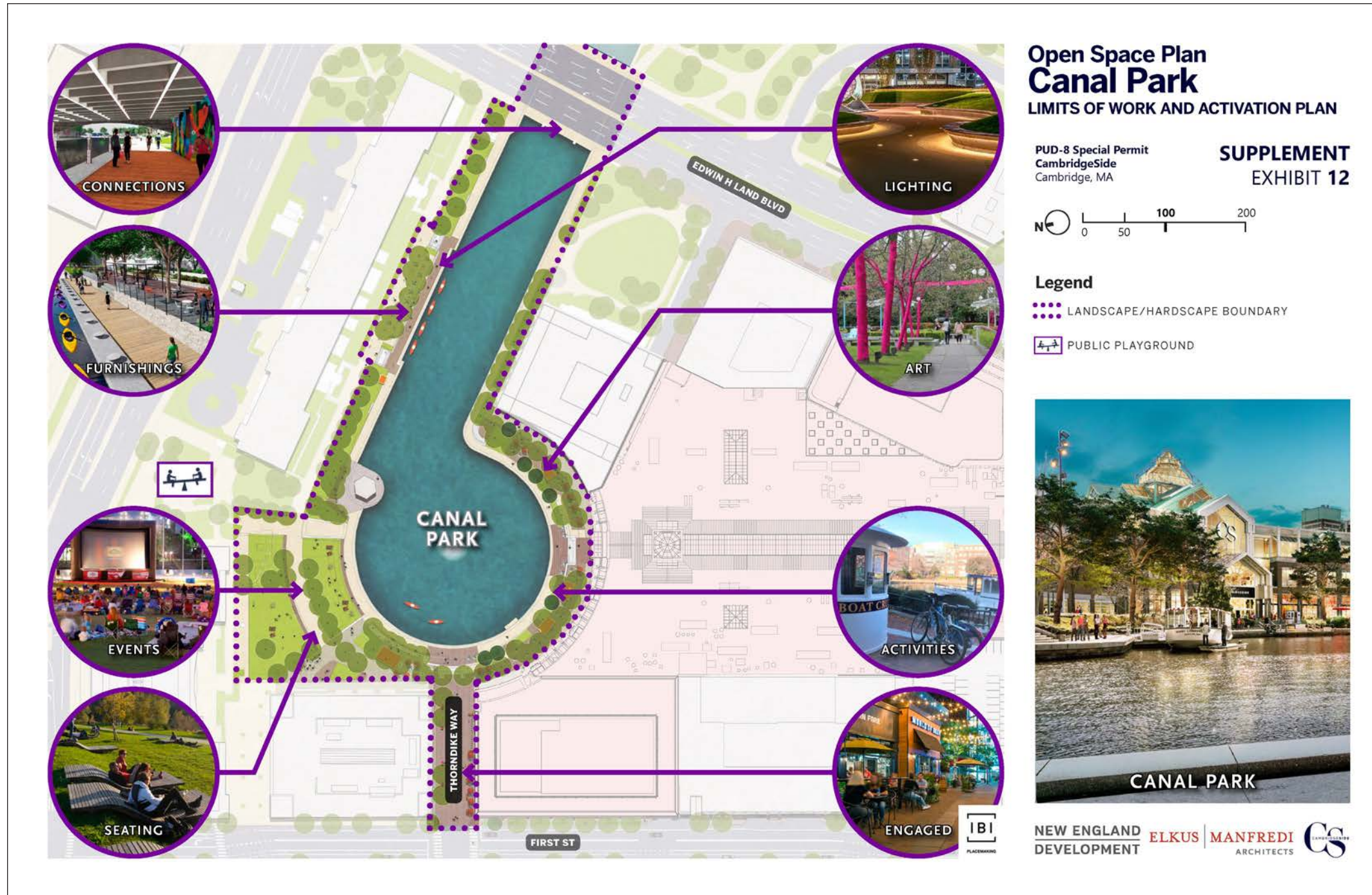
OPPORTUNITIES DIAGRAM : HARDSCAPE

PUD-8 Special Permit
CambridgeSide
Cambridge, MA

SUPPLEMENT
EXHIBIT 11



NEW ENGLAND DEVELOPMENT | ELKUS | MANFREDI ARCHITECTS | CS



Open Space and Connectivity Comment #2

Consideration of a more direct pedestrian connection and additional bicycle path between Monsignor O’Brien Highway and Canal Park through the green area west of Graves Landing;

- i. While not currently contemplated in the scope of planned improvements to Canal Park, the Applicant is willing to consider additional pedestrian connections to and through Canal Park as part of the Design Review of the Canal Park improvements and together with input from Open Space and Retail Advisory Committee.

Open Space and Connectivity Comment #3

Consideration of play areas on- and off-site for future residents of the project;

- i. Please see the First Street Pocket Park Activation Plan and Parks and Playgrounds supplements to the Open Space Plan, included on the following pages as Supplement Exhibits 13 and 14, which identify potential on-site and proximate off-site public play areas that would be available for use by residents at the Project.
- ii. While several playgrounds and park spaces are within walking distance to the proposed residential building, the future pocket parks on First Street provide the opportunity for a new on-site play space or other uses that will be attractive to the residents of the building and their neighbors.

Open Space and Connectivity Comment #4

Revised design of pocket park next to the entry for residential uses at 90 First Street as a residential front yard;

- i. The design of the pocket park adjacent to 90 First Street will be developed and reviewed in a subsequent phase of the Project. See Supplement Exhibit 13 for conceptual ideas on the uses and activities that may be incorporated in and around the proposed pocket parks, which will be refined during Design Review of such spaces.

Open Space and Connectivity Comment #5

General design intent for all pocket parks and how they will contribute to the area’s open space system as a whole.

- i. The pocket parks may act as front/side yards for the 60, 80 & 90 and 110 First Street residents and office workers, as community spaces open to all, as well as complement the adjacent retail and restaurant uses. The personality of each pocket park will evolve as the uses that surround them influence the design and programming of the spaces. These spaces will be constructed in a later phase of the Project along with

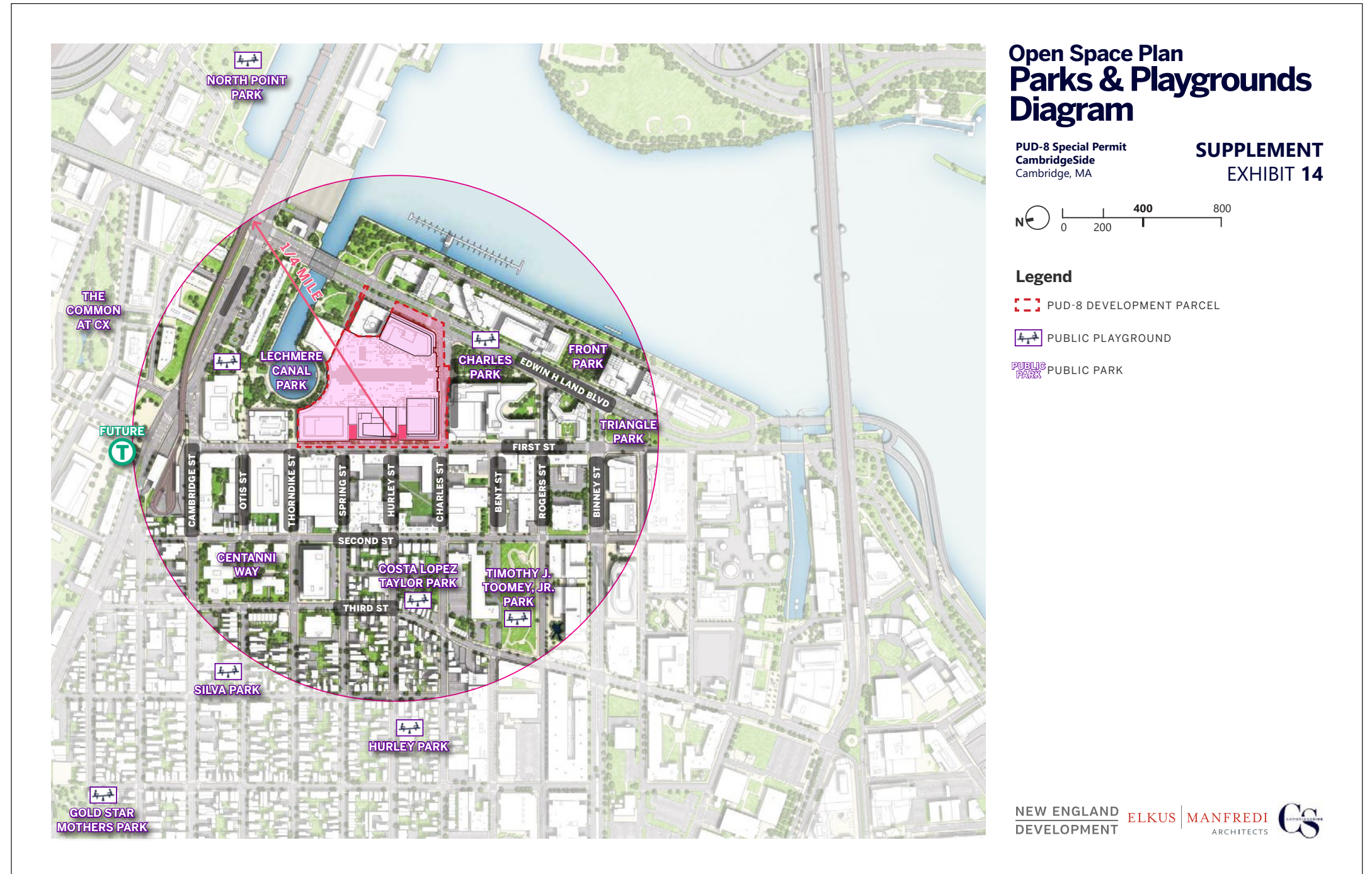
**Open Space Plan
First Street**
POCKET PARK ACTIVATION PLAN

PUD-8 Special Permit
CambridgeSide
Cambridge, MA

**SUPPLEMENT
EXHIBIT 13**

the new First Street buildings, and will be designed to reflect the needs of the buildings, uses and community at that time.

- ii. Please see Supplement Exhibit 13, which supplements the Open Space Plan regarding conceptual design ideas for the pocket parks at this time.



G. Environment

Environment Comment #1

Detailed Green Building Review submission for each building, including potential for incorporating measures listed in Net Zero Plan requirements in buildings or at a PUD level;

- i. Consistent with ongoing conversations with Community Development Department staff regarding Green Building Review for the Project, the Applicant will submit detailed Article 22 Green Building Report packages for each of the Project buildings when such buildings are brought forward for design review. The Applicant submitted the building-specific Green Building Reports for the initial phase buildings (20 CambridgeSide and 60 First Street), which reports were certified by the City on November 6, 2020.

Environment Comment #2

Further examination of the feasibility of installing photovoltaic arrays on all buildings;

- i. As detailed in the Article 22 Green Building Report for the Project, which was certified by the Community Development Department, roof space at the Project with potential for solar photovoltaic (PV) arrays will be PV/solar ready. Such roof space was identified based on available roof area and a shading analysis to confirm solar access. A majority of the core mall rooftop is already occupied with structures that support operation of mall, and given that the core mall is not being rebuilt, the rooftop is further constrained by existing structural capacity. The Applicant will continue to evaluate economics for solar/PV through Design Review for the individual Project buildings.

Environment Comment #3

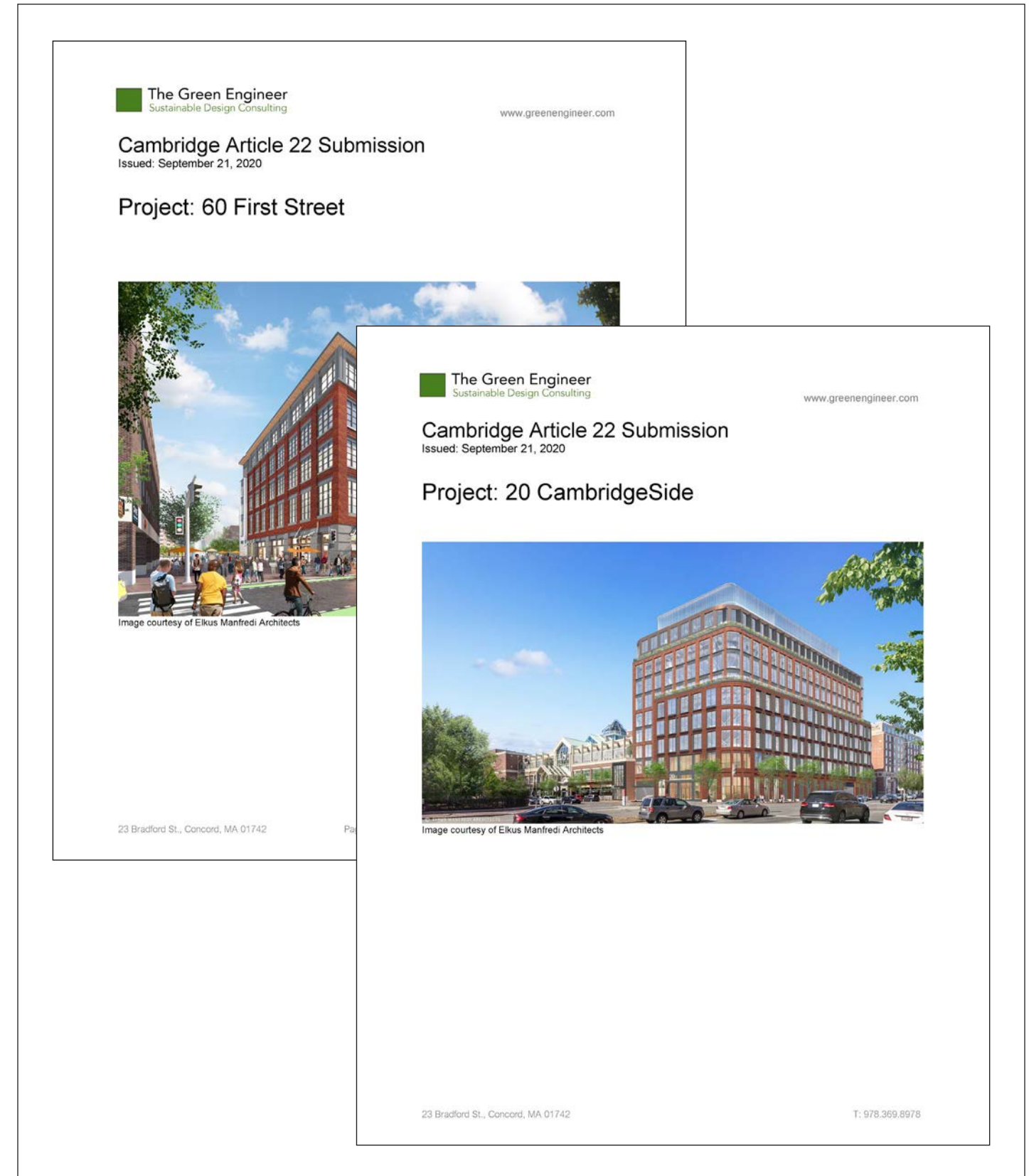
Consideration of meeting the Passive House standard for residential uses.

- i. The residential building is part of a later phase and will strongly consider Passive House and/or other sustainable design systems that may be available at that time.

Environment Comment #4

In addition to the comments provided in the Preliminary Determination, the Department of Public Works requested that the Applicant review the Project and outline which components will be jurisdictional under the Wetlands Protection Act (WPA), therefore requiring review and approval of the Conservation Commission.

- i. Conservation Commission review/approval is not required for the 2.0 project itself. Some of the Project construction staging and/or proposed Canal Park improvements may require administrative review or a filing with the Conservation Commission. The Applicant will continue to coordinate with the Director of the Conservation Commission, Jennifer Letourneau, as the construction layout and design of the Canal Park improvements are finalized.



The building-specific Green Building Reports for the initial phase buildings (20 CambridgeSide and 60 First Street) received certification from the City on November 6th.

H. Community Benefits

Community Benefits Comment #1

Details on future projected sources and amounts of revenue, including projected market demands to better understand the economics of the development program;

- i. The property owners have funded the predevelopment costs for the Project to date, including design and other consultant costs, and will continue to fund such costs in the near term. In the longer term, the property owners may fund portions of the construction of the Project through a combination of equity, debt, and/or construction financing. The total budget amount for the predevelopment and construction periods is approximately \$1 billion. It is anticipated that each Project phase will be separately financed and that mitigation will be provided periodically as phases of the Project are developed as shown in Table 2 provided herewith.
- ii. The Project responds to a wide variety of needs in the marketplace, including addressing a strong labor market demand as well as a pressing need for affordable housing options in Cambridge, including an unprecedented commitment to having 65% of the units in the Project as Inclusionary and Middle Income housing. The advent of COVID-19 has not adversely impacted either of these demands, which continue to be strong. While retail demand is continuing to decline, particularly in light of COVID-19, we believe that a base amount of strong retail is an important amenity to the employees and residents of the project, as well as the community at large, serving an important role of activating the property and the surrounding streets. By providing a mix of varying uses, the Project is insulated from peaks and valleys in any particular sub-market, such as that being seen with the declining retail market. A cornerstone of the CambridgeSide 2.0 project is the Project's commitment to a significant public mitigation package, estimated to be valued in excess of \$90M. CambridgeSide has always played an active role in the East Cambridge community, funding important community initiatives and acting as a gathering place for local residents. The mitigation package developed in connection with the adoption of the rezoning applicable to CambridgeSide furthers those objectives by creating, improving and activating public spaces in and around the Project site and supporting local non-profits like the East End House. These public benefits would not be possible without the commercial development provided for in the Project as evidenced by the independent economic analysis prepared at the direction of the City Council during the PUD-8 rezon-

ing process. The study analyzed the Applicant's pro forma, supporting documentation, construction cost estimates, and estimated returns for the anticipated mix of uses and associated rent levels (including the Project's extraordinary affordable housing commitment, detailed below) and ultimately found that the Project will respond to market conditions with a fair return, after accounting for the cost of the Project and Project mitigation. Overall we believe that the Project responds to the demands of the marketplace and does so in a way that allows the Project to provide significant mitigation while also allowing the Project to be feasible and financeable for the ownership team.

Community Benefits Comment #2

More detailed accounting of public benefits, organized by type, to allow the Board to better assess the balance between public benefits and impacts;

- i. Please refer to Table 2 on the following pages for a detailed accounting of the comprehensive package of public benefits proposed in connection with the Project, which demonstrates that the benefits of the Project far outweigh any potential impacts of the same.

Community Benefits Comment #3

Details on employment generated by the project, including projected job types, current and projected layoffs, and salaries;

- i. The Project is anticipated to create a significant number of short-term and long-term jobs in addition to maintaining the over 1,000 retail jobs currently existing at CambridgeSide, which range from part-time to full-time jobs, starting at entry level minimum wage positions and increasing up through manager level positions. The Applicant intends to keep the core mall open and operating throughout the redevelopment of the site and that, as such, be no layoffs associated with the Project. The Applicant estimates that as many as 5,000 short term construction jobs will be created over a 5-10 year period as the initial and subsequent phases of the Project are built. These prevailing wage jobs will be at a variety of wage and skill levels, from apprentice level through executive level positions for the building contractor and their subcontractors. The estimated approximately 3,000 new, permanent office/laboratory and retail jobs are also expected to be created at a wide variety of skill and wage levels, ranging from entry level jobs to executive level positions with wage levels across all spectrums of opportunity. Permanent jobs are anticipated to become

available beginning in 2023 and continuing thereafter until completion of the Project construction.

Community Benefits Comment #4

Details on any potential future sale or leasing of the properties.

- i. The current ownership of a majority of CambridgeSide has been the same for over 30 years. It is the Applicant's intention to continue the long-term ownership position while leasing portions of the Project to various tenants and occupants. Any future sale(s) would be subject to market conditions at the time.



Table 2: Summary of Proposed Mitigation and Other Beneficial Measures

Mitigation Measure	Estimated Cost	Responsible Party	Timing
INITIAL PHASE¹ : APPROXIMATELY \$32,825,000 IN BENEFITS			
Improvements to Existing Open Space²: Additional plantings, trees and landscaping at existing open spaces within the PUD-8 District, including Canal Park and the area under the Land Boulevard Bridge	\$6,000,000	Proponent	Prior to final certificate of occupancy for more than 325,000 sf of Net New Gross Floor Area
Stepbacks: Building stepbacks pursuant to the provisions of Section 13.107.5(a)(ii)	Included in building costs	Proponent	Each building to provide, to the extent applicable, at the time of construction
Noise and Light: Noise and light mitigation strategies for buildings containing laboratory use pursuant to Sections 13.107.2 and 13.107.3	\$750,000	Proponent / Respective Tenants or Operators of each Building	Each laboratory building to provide at the time of construction
Subsidized Innovation Space: Up to 2,500 square feet of office space at a reduced rate (equal to a reduction of 30% below the rent charged for comparable market rate space) to serve as an incubator for small businesses or non-profits in East Cambridge	\$2,675,000	Proponent	No later than final certificate of occupancy for first new building
Subsidized Retail Space: Approximately 2,500 square feet of space at a reduced rate (equal to a reduction of 30% below the rent charged for comparable market rate space) to local retailers	\$3,175,000	Proponent	No later than final certificate of occupancy for first new building
Affordable Childcare Space: Up to 2,500 square feet of space at a reduced rate (equal to a reduction of 30% below the rent charged for comparable market rate space) for a daycare facility to rent to the extent operating such a facility is permitted by all applicable federal, state and local laws and regulations	\$3,175,000	Proponent	No later than final certificate of occupancy for first new building
East End House (First Cash Contribution): \$4,000,000 to the East End House for capital improvements	\$4,000,000	Proponent	First day following the date upon which the appeal period related to adoption of PUD-8 Zoning has expired (Paid July 2020)
City's Tree Replacement Fund (First Cash Contribution): \$500,000 to the City's Tree Replacement Fund	\$500,000	Proponent	Building permit for first new building
East Cambridge Scholarship Fund: Contribution of approximately \$1,300,000 (payable in annual installments over a 30-year period, as detailed below) to the East Cambridge Scholarship Fund. In years 1 through 10, the annual installment payments shall be \$33,333. In years 11 through 20, the annual installment payments shall be \$43,333. Finally, in years 21 through 30, the annual installment payments shall be \$53,333.	\$1,300,000	Proponent	First installment due within 6 months of the final approval of the PUD-8 Zoning with the remaining installments due annually thereafter (First payment advanced in 2019)
Community Space: Community meeting space at no charge to local residents, community groups and small businesses, which shall be able to accommodate up to 40 people and include an area for displays regarding the history of the City of Cambridge	\$500,000	Proponent	Final certificate of occupancy for first new building
Arts Community Support²: A more comprehensive system that simplifies coordination with the local Arts Community and gives local artists opportunities to perform, display and/or sell their work at or within the vicinity of the Project, including Canal Park (e.g., funding the installation of art within the Park or CambridgeSide and/or the expansion of the electronic display space within CambridgeSide)	\$150,000	Proponent	No later than final certificate of occupancy for first new building
Cash Contribution to the Arts: \$500,000 to the Cambridge Arts Initiative, or such other local arts fund or program identified by the City Council	\$500,000	Proponent	Building permit for first new building
Open Space and Retail Advisory Committee: Establishment of an advisory committee to provide input on the programming of retail and open spaces, which committee shall meet bi-annually and include representatives from the Community Development Department, the East Cambridge neighborhood and three (3) representatives designated by NED	Included in operational costs	Proponent	Within 90 days of receipt of a building permit for the first new building (notwithstanding anything to the contrary in the Commitment Letter)
Community and Open Space Event Programming²: Host, in connection with the Open Space and Retail Advisory Committee, community engagement events in or within the vicinity of the PUD-8 District on a regular basis, which events shall be open to members of the general public and may include a seasonal farmer's market, installation of winter garden(s) or the provision of space (e.g., kiosks) for small pop-up retail incubators within Canal Park	\$100,000	Proponent	Implemented in connection with establishment of the Open Space and Retail Advisory Committee
Snow Emergency Parking: Continue to make parking at the Project available to East Cambridge residents during snow emergencies	Included in operational costs	Proponent	Ongoing

1 For the purposes of this matrix, "Initial Phase" means construction of the 20 CambridgeSide building (i.e., new building to replace the former Macy's building) and the 60 First Street building (i.e., addition to the former Sears building) and the associated landscape and streetscape improvements. The specific timing threshold for each of the Initial Phase commitments described in this matrix are as set forth in the Letter of Commitment and PUD-8 District zoning, as applicable. While the specific timing threshold varies for each of the commitments, all commitments identified under the Initial Phase heading will be implemented prior to issuance of the final certificate of occupancy for the first new building. For the purposes of this matrix, "new building" means the ground-up construction of a structure that did not previously exist within the PUD-8 District.

2 Any references in this matrix to proposed improvements and/or installations on land owned by the City of Cambridge or the Commonwealth of Massachusetts (including associated agencies and departments in each case) shall be subject to obtaining all necessary federal, state and local permits and approvals, including from the City or the Commonwealth as owner and/or as a permit-granting authority (as applicable).

Mitigation Measure	Estimated Cost	Responsible Party	Timing
INITIAL PHASE¹ : APPROXIMATELY \$32,825,000 IN BENEFITS			
Cambridge Public Schools Charles River Project: Development of a curriculum-based program, in coordination with the City of Cambridge Public School Department, which includes the opportunity for each third grader to experience the Charles River, as well as covering the cost of a boat ride to help the students understand the historical maritime significance and ecological value of the Charles River to the surrounding communities and working with the School Department to arrange transportation to get the students to and from the River	\$1,000,000	Proponent	First year following PUD-8 Zoning approval
Boat Ride for Seniors: Development of evolving ways to connect Cambridge Seniors to the Charles River in coordination with established senior services in the City, including free weekly rides for Seniors on the Charles River with lunches and activities from May through September	\$1,000,000	Proponent	First year following PUD-8 Zoning approval
Shelter During Extreme Weather Events: Development of a plan, in coordination with City officials, to act as a “cooling oasis” and to provide shelter for the surrounding neighborhood during extreme weather events	Included in operational costs	Proponent	Prior to final certificate of occupancy for first new building
Minority- and Women-Owned Businesses: Submission to the City of Cambridge Economic Development Department of a plan outlining how diligent efforts will be made to contact and recruit minority- and women-owned business enterprises as tenants of the Project	Included in operational costs	Proponent	Prior to final certificate of occupancy for first new building
Sustainability: Pursuant to the provisions of Section 13.107.4 of the Ordinance, new buildings within the PUD-8 District will incorporate best practices for meeting sustainability goals in areas such as energy, emissions, water, materials, urban site reuse and landscaping. NED proposes a comprehensive design approach to meet such goals, including through implementation of the following measures: <ul style="list-style-type: none"> Adoption of energy conservation strategies. For example, core and shell of newly constructed office and lab buildings within the PUD-8 District will meet the LEED framework requirements at the Gold level or better, with an emphasis on overall energy (including fossil fuels) and water reduction; Reduction of carbon emissions by eliminating fossil fuel fired equipment as is feasible and reducing total energy required, including through the incorporation of the following to the maximum extent practicable: high efficiency building systems for new or renovated commercial buildings; improved building envelopes with reduced air infiltration; and lighting reduction through usage of LED and smart lighting controls; Support of the City’s Net Zero Action Plan, to the extent feasible, and/or integration of features that facilitate CambridgeSide’s ability to transition to Net Zero in the future (Net Zero Ready) by installing renewables on-site as is feasible and purchasing off-sets as needed. 	\$2,500,000	Proponent / Respective Tenants or Operators of each Building	Each building to provide, to the extent applicable, at the time of construction
Transportation Improvements			
Signal systems, geometric improvements and TDM measures, including:		Proponent / Respective Tenants or Operators of each Building	As described below
<ul style="list-style-type: none"> Replacement of signal equipment and reconstruction of pedestrian facilities at the Land Boulevard, Cambridgeside Place, and Sonesta driveway intersection to provide ADA-compliant pedestrian crossings 	\$4,000,000 Total	Proponent	Prior to final certificate of occupancy for first new building
<ul style="list-style-type: none"> First Street/Second Street Corridor Study Funding 		Proponent	Prior to final certificate of occupancy for first new building
<ul style="list-style-type: none"> Expanded CS/EZRide Shuttle Bus Service 		Proponent	Prior to final certificate of occupancy for first new building
<ul style="list-style-type: none"> Standard TDM Measures - BLUEBikes sponsorship; Transit Subsidies; Ridematching Services; Annual Transportation Monitoring; Charge market rates for parking; Install Transitscreens™ in lobbies 		Proponent / Respective Tenants or Operators of each Building	Prior to final certificate of occupancy for first new building
Infrastructure Improvements			
I/I: Approximately 400,000 gallons of stormwater runoff will be removed from the MWRA Marginal Conduit in Land Boulevard	\$1,500,000	Proponent	Prior to final certificate of occupancy for first new building
Best Management Practices: BMPs to be implemented to provide additional water quality treatment measures and promote stormwater infiltration and groundwater recharge to maximum extent practicable	Included in building costs	Proponent	Each building to provide, to the extent applicable, at the time of construction
INITIAL PHASE¹ TOTALS: APPROXIMATELY \$32,825,000 IN BENEFITS			

Mitigation Measure	Estimated Cost	Responsible Party	Timing
SUBSEQUENT PHASES³: APPROXIMATELY \$68,000,000 IN BENEFITS			
Transportation Improvements			
Funding towards Non-SOV strategies on the Route 28 Corridor, which may include: <ul style="list-style-type: none"> Installation of transit-signal priority equipment along the corridor at locations to be determined by MassDOT and the MBTA; Installation of floating bus stops on Route 28 near Rufo Road; Extension of the separated bicycle lane on Route 28 northwesterly from Third Street to the Squires Bridge, and southerly from Land Boulevard to Craigie Bridge; and Upgrading the sidewalks on Route 28 from Third Street to Squires Bridge to provide and ADA-compliant path of travel for pedestrians. 	\$2,900,000 Total	Proponent / Respective Tenants or Operators of each Building	If, after a period of two years following the later to occur of the issuance of a final Certificate of Occupancy for the second new buildings or the issuance of a final Certificate of Occupancy for more than 325,000 square feet of Net New gross floor area (Sears/60 First Street and Macy's/20 CambridgeSide or Best Buy/110 First Street) the Project materially fails to meet (SOV) mode split percentages as identified in the traffic assessment
<ul style="list-style-type: none"> Potential additional mitigation as identified by the City of Cambridge, including improvements resulting from First Street Corridor Study 		Proponent	Building permit for third new building
<ul style="list-style-type: none"> East Cambridge Transit Expansion Program Funding 		Proponent	Building permit for third new building
<ul style="list-style-type: none"> Continued CS/EZRide Shuttle Bus Service 		Proponent	Building permit for third new building
<ul style="list-style-type: none"> Standard TDM Measures - BLUEBikes sponsorship; Transit Subsidies; Ridematching Services; Annual Transportation Monitoring; Charge market rates for parking; Install Transitscreens™ in lobbies 		Proponent / Respective Tenants or Operators of each Building	Building permit for third new building
<ul style="list-style-type: none"> If NED has not expended, committed to expend or caused to be expended by tenants or others located within the Project \$6,900,000 on transportation measures (the "Transportation Funds") at the completion of construction of 575,000 sf of Net New Gross Floor Area within the PUD-8 District, then NED shall contribute the remaining Transportation Funds to the City of Cambridge 		Proponent	Building permit for third new building
Setbacks: Any new buildings fronting on First Street will incorporate a setback of at least 10 feet from the property line pursuant to Section 13.107.5(a)(i)	Included in building costs	Proponent	Each subsequent phase building to provide at the time of construction
Delivery of Residential Component: Construction of the Project's residential component shall commence in accordance with the time frame set forth in Section 13.104.1(d)(1)	Included in building costs	Proponent	Prior to or simultaneous with the earlier to occur of (i) issuance of a final certificate of occupancy for more than 325,000 square feet of non-residential Net New Gross Floor Area or (ii) issuance of a building permit for the second new building within the PUD-8 District
Affordable and Middle Income Housing: At least thirty percent (30%) of the Net New GFA proposed under a Development Plan in the PUD-8 District must be devoted to residential use; A total of sixty-five percent (65%) of the Project's residential Net New Gross Floor Area shall be affordable pursuant to Section 13.104.1(d)(2)-(3)	\$56,600,000	Proponent	Implemented in connection with development of the residential component
Affordable Family-Sized Dwelling Units: All Family-Sized Dwelling Units in the Project shall be affordable pursuant to Section 13.104.1(d)(4), and the distribution of such units to Inclusionary or Middle Income Housing shall be as set forth in such Section; NED agrees that it will provide no less than 20 affordable Family-Sized Dwelling Units	Part of \$56,600,000 total	Proponent	Implemented in connection with development of the residential component
Passive House for Residential Use: No access to fossil fuels (i.e. no gas or fuel oil lines) within the living area of the residential component of any building and, to the extent reasonably practicable, incorporation of additional passive building standards, such as those promoted by the Passive House Institute US (PHIUS) or similar certifying entities, into the residential component of any building constructed within the PUD-8 District	\$2,500,000	Proponent	Implemented in connection with development of the residential component
City's Tree Replacement Fund (Second Cash Contribution): \$250,000 to the City's Tree Replacement Fund	\$250,000	Proponent	Building permit for second new building
East End House (Second Cash Contribution): \$5,000,000 to the East End House for capital improvements	\$5,000,000	Proponent	Building permit for third new building
City's Tree Replacement Fund (Third Cash Contribution): \$250,000 to the City's Tree Replacement Fund	\$250,000	Proponent	Building permit for third new building
First Street Promenade³: Coordination with neighbors and City officials to establish a pedestrian-only area between Cambridgeside Place and Thorndike Way on Sunday afternoons between Memorial Day and Labor Day, as well as programming and activities to take place within such area	\$500,000	Proponent / Respective Tenants or Operators of each Building	Final certificate of occupancy for second new building fronting on First Street
SUBSEQUENT PHASES³ TOTALS: APPROXIMATELY \$68,000,000 IN BENEFITS			

³ For the purposes of this matrix, "Subsequent Phases" means construction of the 80 & 90 First Street building (i.e., new building to replace the Upper Garage building) and the 110 First Street building (i.e., new building to replace the former Best Buy building) and the associated landscape and streetscape improvements. The specific timing threshold for each of the Subsequent Phase commitments described in this matrix are as set forth in the Letter of Commitment and PUD-8 District zoning, as applicable. While the specific timing threshold varies for each of the commitments, all commitments identified under the Subsequent Phases heading will be implemented prior to issuance of the final certificate of occupancy for the third new building.

I. Design Review

The Applicant appreciates the comments provided in the Preliminary Determination regarding additional study and information pertaining to Design Review of specific elements of the Project. Given that the Project is a phased development, the Applicant will respond to these comments as well as the items specifically identified above when such elements of the Project undergo Design Review.

Conclusion

The Applicant has provided the information in this Final Development Plan in response to each of the comments set forth in the Preliminary Determination. The Applicant looks forward to continuing to advance the Project in coordination with CDD and the Planning Board.

