

Section 2.0

Detailed Narrative of Master Plan Enhancements/Modifications

2.0 DETAILED NARRATIVE OF MASTER PLAN ENHANCEMENTS/ MODIFICATIONS

2.1 Introduction

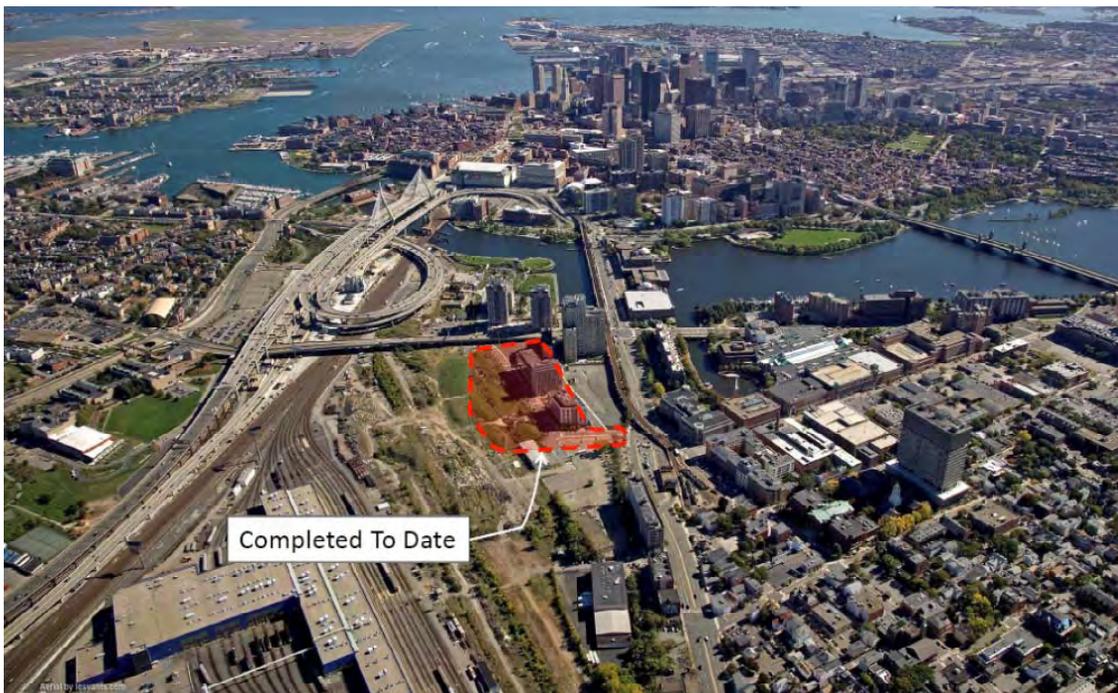
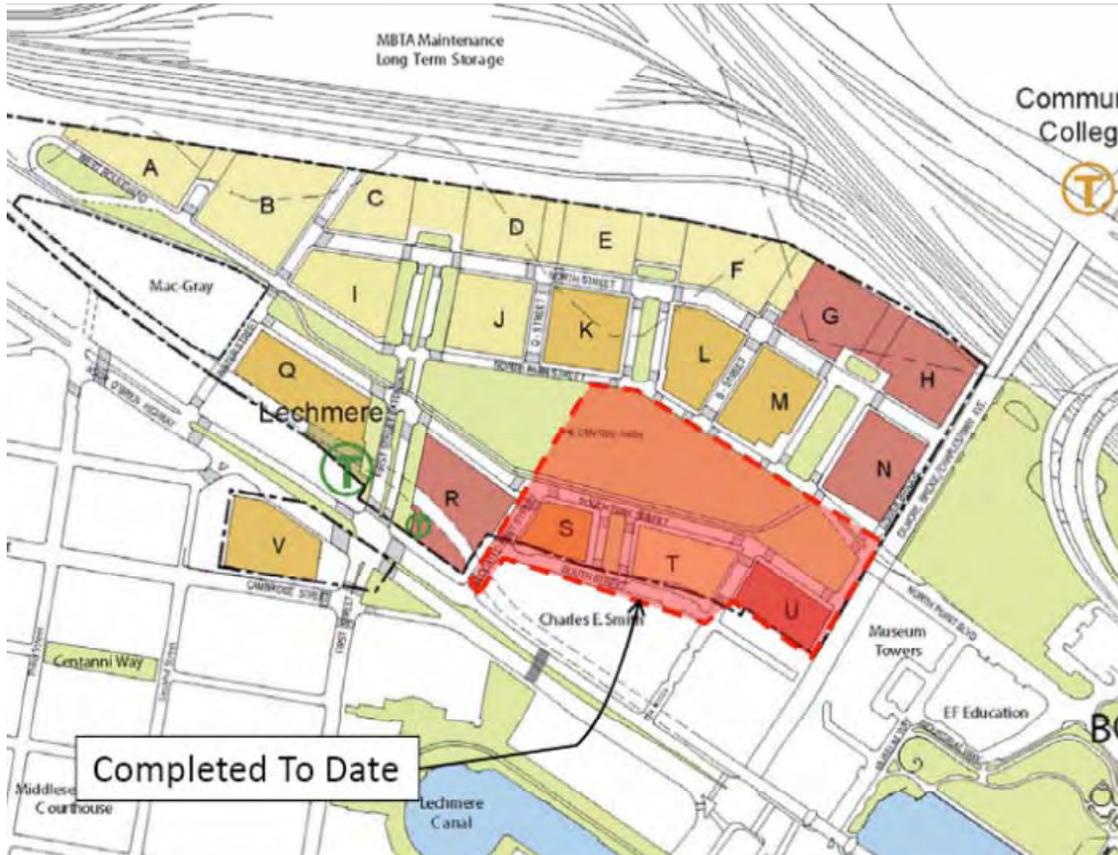
CJUF III Northpoint, LLC (the “Applicant”) acquired the property in August 2010. For the past two years, the new development team has been evaluating the approved development proposal considering ways in which the existing plan, which is almost 10 years old, can be improved. The revised Master Plan presents new opportunities for the development, the City of Cambridge and the East Cambridge neighborhood. The new development team has undertaken the following activities to re-start the project, which is now moving forward with renewed purpose and direction:

- Community stakeholder meetings;
- East Cambridge Planning Team meetings;
- NorthPoint Working Group meetings;
- East Cambridge Business Association meetings;
- Cambridge officials meetings;
- MBTA coordination;
- Site-wide environmental characterization; and
- Traffic monitoring in accordance with the existing Special Permit.

The site consists of approximately 45 acres, with portions in Somerville and Boston, but the majority lies within East Cambridge. The site is uniquely well served by transit, specifically, the MBTA’s Green Line Lechmere Station, which is located across Monsignor O’Brien Highway from the site and is being relocated by the MBTA on the site, and the Orange Line Community College Station, which is located within approximately 550 feet of the site via the Gilmore Bridge. In addition, the extensive Charles River Park system, including the recently completed nine (9) acre North Point Park (by the Department of Conservation & Recreation) is located adjacent to the NorthPoint development site. The most recent improvement to open space in the area is the North Bank Bridge providing pedestrian and bicycle access from Cambridge to Charlestown.

NorthPoint Construction/Completions to Date

To date, two residential condominium buildings, totaling 329 units, have been constructed at NorthPoint on parcels S and T. In conjunction with these two first buildings, the NorthPoint Common, the on-site four (4) acre central park, and the following road segments: East Street, Glassworks Avenue, Leighton Street and a major portion of NorthPoint Boulevard were completed. Also, complete is the first segment of the on-site community path opening up pedestrian and bicycle access under the Gilmore Bridge to the North Point Park, North Bank Bridge and the larger Charles River park system. The following plan and recent aerial view show the area that has been completed to date at NorthPoint. This initial phase of construction is equivalent to over \$140 million of investment in the NorthPoint development.



Proposed Enhancements to the Approved Master Plan

As detailed further in Section 2.2, the site was approved in 2003 for a Master Plan with a twenty year permit for approximately 5.2 million square feet. The 2003 Master Plan included 3,060,792 square feet of residential space, 2,185,062 square feet of commercial space, and nine (9) acres of open space. The proposed enhancements/changes included in this application to the approved Master Plan do not include any requests to modify the approved 5.2 million square feet and do not include any requests to modify the breakdown of the approved square footage between residential and commercial uses. Rather the proposed enhancements/changes to the approved master plan are focused on the overall layout and massing of the approved density and uses on the NorthPoint site.

The proposed enhancements/changes to the proposed Master Plan were driven in part by the following overarching goals:

- Establishment of a vibrant new retail plaza to be called Lechmere Square;
- Appropriate integration of the Lechmere Green Line MBTA Station;
- Creation of additional public park and plaza areas, totaling approximately two acres, dispersed throughout the site;
- Creation of a better pedestrian experience at the ground level and across Monsignor O'Brien Highway;
- Incorporation of a public market;
- Redistribution of approved development density and land uses in an appropriate manner to compensate for the additional retail plaza and open space proposed;
- Advancement of an apartment tower on Parcel N;
- Creation of direct public pedestrian and bicycle access from the Gilmore Bridge to the site; and
- Extension of the special permit term to accommodate market conditions.

These goals then resulted in the following key enhancements to the approved Master Plan:

- Redistribution of uses with a portion of the proposed residential parcels being shifted adjacent to the NorthPoint Common and the proposed commercial parcels being shifted adjacent to the MBTA commuter rail yards. (See Exhibit A: Revised Master Plan which shows the changes to parcel uses. A chart comparing the uses in the approved Master Plan versus the proposed Revised Master Plan can also be found in Exhibit A-1). This shift is proposed to minimize the impact of the MBTA rail yards on the residential parcels and to accommodate larger footprints of the commercial buildings.
- Expansion of open space by two (2) additional acres including retail plaza areas, five (5) new parks and expansion of previously proposed parks. Please see the revised Open Space Plan (Exhibit I), which shows the locations of the open space and a table detailing the approximate square footage of each space.
- Re-alignment of North First Street on the site to improve the pedestrian plaza and experience in front of the proposed Lechmere Green Line Station and to allow the

creation of a more defined Lechmere Square retail plaza. See the revised Street Layout Plan (Exhibit F) which depicts this new alignment as well as some other minor changes to the internal roadway network.

- Shifting of building massing (with no increase in FAR) to allow for the creation of the additional green space. The shift of building massing is outlined in a revised Appendix I (Exhibit B) and in a comparison chart (Exhibit A-3).
- Incorporation of revised height zones as allowed by recent zoning amendments and to accommodate additional open space. See Exhibits D (Revised Figure 1 Height Zones) and E (Revised Height Diagram). With the inclusion of additional open space, some of the proposed buildings on the site need to increase in height, although not above the approved maximum height of 220'. The parcels that require the additional height are depicted in Exhibit H Proposed 220' Height Parcel Identification. The applicant has staggered/alternated these potential 220' height parcels to create a variety of building heights through the 150'-220' height zone, particularly when near the NorthPoint Common.
- The integration of a new vertical pedestrian and bicycle connection to the Gilmore Bridge as part of the proposed Apartment Tower development on Parcel N. (Refer to Exhibit A – Revised Master Plan, Exhibit I – Open Space Plan and Exhibit C, the Revised Appendix II).

As the proposed enhancements were incorporated into the Revised Master Plan, they required that a few other aspects of the approved Master Plan be updated. Specifically, the following additional items were updated as needed:

- Revised Conceptual Retail Plan (Exhibit G)- There are no changes to the amount or type of retail. The location of retail has been revised to accommodate the revised Master Plan given road network changes and the inclusion of new plaza areas.
- Revised Phasing Plan (Exhibit J)- The project phasing has been updated to ensure that traffic mitigation triggers remain appropriate. Specifically, minor changes in phasing occurred, with four parcels shifting between phases. Exhibit J-1 depicts the Revised Master Plan with Original Phasing and Exhibit J-2 depicts the Revised Master Plan with Revised Phasing.

Parcel N Apartment Tower Overview

The immediate objective of the development team is to move forward with a new building on Parcel N. In the original Master Plan, Parcel N is designated as a non-residential building, and a change to residential use is now proposed. This building will consist of a residential tower with approximately 350 units (including approximately 50 affordable and some three bedroom units). Ground level retail will be incorporated into the building, and a grand public stairway and bicycle connection to the Gilmore Bridge is proposed. The proposed public park between Parcels M and N will be constructed during construction of this building.

Community Benefits Summary

The originally approved NorthPoint project included significant community benefits, including:

- Transit oriented development;
- Development of unused former rail yard;
- Nine (9) acres of open space;
- 6,500 lf of bicycle paths;
- 3,500 lf sewer by-pass line;
- Reconstruction of Monsignor O'Brien Highway;
- Innovative stormwater management system;
- Compliance with inclusionary housing requirements;
- Compliance with incentive zoning of \$4.34/sf; and
- New road network creating twenty city blocks.

The proposed Master Plan will now have the additional community benefits:

- Two (2) additional acres of open space;
- Creation of a cohesive retail square;
- Improved MBTA Lechmere Station and Lechmere Square integration;
- Enhanced pedestrian crossings;
- Removal of right hand turn lane at Monsignor O'Brien Highway;
- Addition of a public market; and
- Advancement of the project with the next step being a residential project that includes three bedroom units and establishes a pedestrian/bicycle connection to the Gilmore Bridge.

Again, the revised Master Plan will maintain the original development density as well as the distribution of density between the residential and commercial usage types. However, the amount of open space will be increased by approximately two (2) acres in a new retail plaza area and in parks located between buildings. This will be achieved by allowing more buildings to be constructed to the greater height of 220', in effect moving building mass from the new open space areas to the tops of remaining buildings. The result will be a more diverse pedestrian-level streetscape with green open space interspersed between buildings, as well as a more diverse skyline with buildings of varying height and massing.

2.2 Special Permit History

The *Notice of Decision Final Development Plan* (Case No. PB#179) approving the project Master Plan as previously contemplated was voted on March 11, 2003 (referred to herein as "the original Special Permit"). The original Special Permit allowed a total Gross Floor Area ("GFA") of 5,245,854 sf.

Two amendments to the original Special Permit were issued:

1. Minor Amendment #1 approved March 6, 2007 addressed phasing, land use and retail locations. Certain exhibits to Minor Amendment #1 were not completed.
2. Minor Amendment #2 approved November 18, 2008 modified the requirement for a fourteen foot paved dimension for the portion of the multi-use path within the Central Park that had already been constructed.

The changes outlined in Minor Amendment #1 were never completed and are generally no longer relevant. However, Minor Amendment #1 did allow an additional 75,000 sf of retail to be located on Parcels I, J, C and D (beyond the 75,000 sf allowed on Parcels H, N, M, R, Q and V). Note that 150,000 sf of retail was approved in the original Special Permit; however, for half of that retail (i.e. the retail proposed in the first amendment for I, J, C and D), *the Permittee shall enumerate for the Planning Board the reasons why, in the Permittee's view, the retail space is appropriate...* Minor Amendment #1 therefore acknowledged that the proposed locations for the remaining 75,000 sf of allowed retail were appropriate.

The changes outlined in Minor Amendment #2 were constructed. These changes have been incorporated into the new Master Plan.

Specifically, this application compares the currently proposed Master Plan to that detailed in the original Special Permit, and incorporates Minor Amendment #2, as well as the applicable portions of Minor Amendment #1.

The original Special Permit also requires that *All authorized construction of buildings and required facilities, infrastructure and mitigation measures shall be constructed or under construction (or authorized by the issuance of a Building Permit), installed, or put into operation within twenty years of April 15, 2003.* As stated above, two buildings have been built, totaling 329 residential units. Additionally, a significant portion of the central park (NorthPoint Common) has been completed. However, the remaining approved timeframe, which is eleven (11) years for the remaining 18 development parcels, would necessitate an average rate of 1.6 buildings per year to be constructed, in progress, or authorized by building permit. We respectfully request that the timeframe for the requested amendment to the Special Permit be increased from April 15, 2023 to December 31, 2030.

The proposed amendments to the original Special Permit are being submitted to the Board as a Major Amendment, meaning that this application shall be subject to all of the same notice and hearing requirements as would be applicable to a new Special Permit. Under the original Special Permit, the Board shall consider the substance of the proposed changes (and not review the entirety of the original Special Permit) where proposed changes do not constitute *a substantial alteration to the intent, purpose and substance* of the original Special Permit. The changes proposed in this Application do not include any changes in the FAR of the project, the allocation of FAR between various uses, nor the intent, purpose and substance of the original Special Permit for phased development of a primarily residential, transit-oriented, mixed-use project incorporating a large central open space and the relocated Lechmere MBTA Station.

2.3 Status of Related Permits and Approvals

MEPA

On June 22, 2011 MEPA issued an Advisory Opinion for the NorthPoint project (EEA #12650) in response to a request from CJUF III Northpoint, LLC and The HYM Investment Group, LLC. The Opinion was requested to determine whether a Notice of Project Change would be required because of the changes in the project timeframe and the reassignment of responsibility to relocate the Lechmere MBTA Station from the developer to the Commonwealth. MEPA concluded that a Notice of Project Change is not required.

MBTA

In brief, the Commonwealth has taken over the responsibility to design and build the new Lechmere Station. In return, NorthPoint and its partner, Pan Am Railways, has agreed to convey various land parcels, real estate rights, and track usage rights to the MBTA that have an equivalent value to the original developer's commitment to build the new Lechmere Station. The extensive land exchange agreement with the MBTA makes possible the Green Line Extension and provides other crucial track and property rights.

MassDOT

The Applicant is continuing to work with MassDOT, the City of Cambridge and East Cambridge residents and stakeholders on improvements to Monsignor O'Brien Highway. The Applicant will be conducting a formal design process involving MassDOT and all interested stakeholders over the next year.

Sewer Connection

MA DEP issued a sewer extension and connection permit (#W039205) for parcels S, T, U, L, M and N of the NorthPoint project on July 8, 2004 in conjunction with an extension and connection permit for the Archstone North Point project. This permit for the NorthPoint project was extended on December 27, 2011 (#X238084) and is valid until December 27, 2016. Future renewals will be requested, if and when required. The development team is currently designing a connection to the Gore Street sewer for future phases in coordination with the Cambridge DPW, which will be necessary for sewer capacity for remaining build-out of NorthPoint.

Superseding OOC

The connection of the NorthPoint stormwater management system to the Lechmere Canal outfall was constructed in 2007 subject to a Superseding Order of Conditions (SOOC) issued by the Massachusetts Department of Environmental Protection (MADEP). MADEP issued a Certificate of Compliance for the work on December 22, 2011.

Chapter 91

The connection of the NorthPoint stormwater management system to the Lechmere Canal outfall was also subject to a Chapter 91 (#11343) issued by the Massachusetts Department of Environmental Protection (MADEP) on February 24, 2006. The development team has requested, and is awaiting, a Certificate of Compliance from the MADEP Waterways Division.

Somerville and Boston

The Applicant is working with the planning staffs of both the City of Somerville and the City of Boston concerning the proposed project and the development of parcels that are partially located in one or both of these municipalities.

2.4 Description of New Master Plan

2.4.1 Summary

NorthPoint is a very large, long-term development project. The applicable provisions of the Zoning Ordinance and the original Special Permit recognize that the plan for the site may evolve over time, and that the changes to the proposed project will be necessary and appropriate in order to best serve residents and the community, and make the project as successful as possible. In particular the ability to make revisions to the plan allows the Applicant to apply lessons learned from what has made other projects successful or unsuccessful.

The requested amendments to the original Special Permit, as detailed in Section 2.4.2, will create a better residential environment and more diverse architecture by moving residential buildings from the railroad tracks to NorthPoint Common, separating them with new open spaces, and relocating the floor area displaced by the new parks to slender towers between 150 and 220 feet in height. The amendments will also facilitate improvement of the First Street alignment, creating a vibrant retail plaza adjacent to the relocated Lechmere Station for residents of the project and the neighborhood. Also, as requested by the community, the requested amendments provide for a public market. Finally, the amendments extend the use of parking as a buffer to the Gilmore Bridge edge of the project site, where the elevated bridge structure precludes any other meaningful use of the lowest floors.

2.4.2 Requested Amendments to Special Permit

Specifically, we have identified the following amendments to the items and plans referenced in the Decision section of the original Special Permit, as detailed below, provided that revised or additional amendments may be requested based on consideration of the proposed changes in the project by the Board, City officials, and the public:

Condition 1. Master Plan.

We are requesting amendment of Condition 1 to:

- Adopt Exhibit A Revised Master Plan, which is included in Section 3 herein and shows the location of new public open space areas and corresponding changes in the boundaries of various parcels and the roadway layout;
- Amend Appendix I *Statistical Summary of the Approved Master Plan* to reflect the proposed new building sizes and uses. This updated Appendix I is included in Section 3 as Exhibit B. The breakdown of the project into phases has been modified so that the amount of traffic projected for each phase is not substantially changed (See Exhibit J Revised Phasing Plan and Exhibit L Consistency with Certified North Point TIS); and

- Incorporate revised Exhibits D (Revised Figure 1 Height Zones) and E (Revised Height Diagram) which have been updated per the recent City Council approved amendments to the NorthPoint PUD. Again, these two exhibits depict the expanded area of the 150' – 220' height zone towards Parcels J, K, L and M.
- Adopt Exhibit H (Proposed 220' Height Parcel Identification) which designates which parcels can have buildings up to 220' in height. These 220' parcels are purposely staggered to create a variation in height at NorthPoint. The additional height on these parcels is what allows the opportunity for the additional open space.

In general, references to the Master Plan and Appendix I in the Special Permit shall be changed to refer to Exhibit A Revised Master Plan and Exhibit B Revised Appendix I.

Condition 2. Street Layout.

We are requesting amendment of Condition 2 to adopt the revised 40 scale Roadway Network Schematic Plans based upon the updated Master Plan which have been submitted by the Applicant. The following are the primary changes to the 40 scale roadway network:

- Realignment of North First Street to allow for better integration of the MBTA Green Line Lechmere Station and to facilitate the creation of a retail plaza;
- Incorporation of a new turnaround at the end of West Boulevard, which allows the creation of a new park;
- Incorporation of a new public pedestrian/bicycle staircase from the Gilmore Bridge down to the NorthPoint site;
- Relocating of the future Urban Ring Connection from Water Street to the end of West Boulevard as depicted in the Locally Preferred Alternative (LPA) for the Urban Ring as described in the most recent environmental filing for the Urban Ring (2008 RDEIR);
- Updating to show the as-built condition of East Street, Glassworks Avenue, Leighton Street and the portion of NorthPoint Boulevard from East Street to Museum Way.

Reduced (see Exhibit F) and full-size sets of the revised 40 scale Roadway Network Schematic Plans are included in Section 3 herein.

Condition 3. Open Space.

Condition 3 shall be revised to incorporate the new public open space areas and make them subject to the requirements set forth in Condition 3. Additionally, NorthPoint Common will be reduced from 5.5 acres to 4.9 acres in order to accommodate the realignment of North First Street, the creation of retail plazas, and the dispersal of open space throughout the site. See Exhibit I Open Space Plan which depicts both the original required nine (9) acres of open space plus the additional two (2) acres that are proposed as part of this Revised Master Plan.

Condition 4. Permitted Uses.

We are requesting amendment of Condition 4 to:

- Incorporate Exhibit B Revised Appendix I summarizing the Master Plan and defining the permitted uses for each parcel;
- Revise Item 4b(i) to reflect the potential retail locations as depicted on Exhibit G Conceptual Retail Plan in Section 3 herein and permit the actual location of retail space to be determined as part of design review for each building;
- Revise Item 4c to reflect the change in location of the hotel use from Parcel V to Parcel I.

Parcel N has been changed from non-residential to residential with ancillary retail uses. Specifically, an apartment tower with approximately 350 units as well as ground floor retail is proposed on Parcel N, as this location allows an appropriate connection to the Gilmore Bridge enhanced pedestrian/bicycle access. Additional requested use changes are illustrated on Exhibit A-1 Use Comparison. There is no change in the total amount of retail proposed and no change to the type of retail for the overall project.

Condition 5. Phases.

We are requesting amendment of Condition 5 to:

- Incorporate Exhibit B Revised Appendix I summarizing the Master Plan and defining the phases of the project;
- Revise 5d to state that either Parcel G, H or U shall be the first non-residential building;
- Revise Item 5e(ii)(1) and (2)(iv) to clarify the change responsibility for the Green Line MBTA Station relocation to the Commonwealth of Massachusetts. The station relocation will occur as part of the current Green Line extension project, which was not contemplated at the time of the original Special Permit. NorthPoint remains responsible for the design and re-construction of all roadways, including Monsignor O'Brien Highway from Third Street to Museum Way.

As previously noted, MEPA determined in an Advisory Opinion that reassignment of the responsibility to relocate the Lechmere MBTA Station from the developer to the Commonwealth did not require a Notice of Project Change.

Condition 6. Required Infrastructure.

No amendment requested.

Condition 7. Other Ordinances.

No amendment requested.

Condition 8. Conveyance.

No amendment requested.

Condition 9. Timing of Conveyance of Public Facilities.

No amendment requested.

Condition 10. Design Review.

No amendment requested.

Condition 11. Review Standards.

No amendment requested.

Condition 12. Procedures for Modification of the Master Plan.

We are requesting amendment of Condition 12 to:

- Revise Condition 12c reflect the uses proposed for each Parcel in the revised Master Plan (See Exhibit A Revised Master Plan and Exhibit B Revised Appendix I), including the conversion of Parcel N from non-residential GFA as provided in the original Special Permit to residential GFA.
- Revise Condition 12c(iv) to allow the location of retail uses to be determined as part of design review for specific buildings. See Exhibit G Revised Conceptual retail Plan.
- Revise Condition 12c(vii) to allow for any change of residential GFA to non-residential GFA use by Minor Amendment provided that (i) there would be no significant increase of vehicular traffic above the levels anticipated in the most recent TIS as a result, (ii) the non-residential Gross floor area is well integrated into a predominantly residential environment, (iii) the project, in its entirety, continues to comply with the requirement of Section 13.74.12 for at least 65% of total authorized Gross Floor Area to be devoted to residential use (at an FAR limit of 2.4), (iv) at least 30% of the authorized Gross Floor Area in Phase 1A is to be devoted to residential use, and (v) at least 50% of the authorized Gross Floor Area in Phase 1B is to be devoted to residential use as required by Condition 5f.
- Revise Condition 12d(ii) and (iii) to reflect the City boundary established subsequent to the original Special Permit. Specifically, the following Parcels are partially or wholly located in Somerville and Boston: A, B, C, D, E, F, G, J, and K.
- Allow the Planning Board to authorize in design review a height greater than 25 feet for above-grade parking, for which additional gross floor area may be permitted under Section 13.79.2 of the Zoning Ordinance.

Condition 13. Traffic and Transportation Mitigation.

No amendment requested.

Condition 14. Traffic Monitoring Provisions.

No amendment requested.

Condition 15. Construction Management Plan.

No amendment requested.

Condition 16. Sustainable Environmental Strategies.

No amendment requested.

Condition 17. Subdivision of the Development Parcel.

No amendment requested.

Condition 18. Procedures for Granting Minor and Major Amendments to this Decision.

No amendment requested.

Condition 19. Miscellaneous Conditions.

We are requesting amendment of Condition 19 to:

- Revise Item 19b to incorporate the previously issued Minor Amendment #2, which modified the requirement for a fourteen foot paved dimension for the portion of the multi-use path within the Central Park that had already been constructed.
- Revise Item 19c to reflect the revised approach regarding the Gilmore Bridge connection to the project site. The originally proposed widened plaza/sidewalk concept at the Gilmore Bridge level is being replaced with a more direct elevated park/stair connection down to the Public Green. Retail may be located along this new park and Public Green but will no longer be located along Gilmore Bridge. This proposed elevated park stair connection will include an ADA accessible path and ADA elevator down to the Public Green. In addition, the elevated park stair will facilitate bicycle connection to the Public Green and the elevator will be able to accommodate a bicycle.

Condition 20. Implementation of the Special Permit.

We are requesting amendment of Condition 20 to extend the timeframe for completion of the project to December 31, 2030.

2.4.3 Waiver Requests

No waivers are requested.

2.5 Development Proposal – 12.34

2.5.1 Required Written Materials - 12.34.3(1)

(a) Legal description of the total development parcel proposed for development including exact location and a statement of present and proposed ownership

No change from original project size or boundaries.

Parcels S and T have been previously developed as residential condominium buildings pursuant to the original Special Permit, and shall not be affected by the requested amendments. In addition, Earhart Park, which is located between Parcels S and T and approximately 4.0 acres of the central park, now known as NorthPoint Common, have been completed and also shall not be affected by the requested amendments.

(b) Statement of development concept, including the planning objectives and the character of the development to be achieved through the PUD

The development concept and planning objectives have not changed from that envisioned by the original Special Permit, specifically that: *When fully realized over a period expected to extend over fifteen to twenty years, the development will create a new, active local residential neighborhood in which office and retail activities will provide jobs and play a prominent role in supporting the residential population. Those business activities will help to keep the new neighborhood active over an extended number of hours throughout the day and connected to the wider Cambridge community.*

The amendments will establish a revised Master Plan that will enhance the proposed development by adding significant public open space serving the residents of the district and the general public alike. The amendments will enable adjustments to the building massing and heights, facilitate the creation of significant new open space throughout the site, and provide space for a public market planned for the site that will be vibrant and appropriately located and programmed. The proposed amendments also make changes in the proposed development that will facilitate the successful development of the site, such as the ability to locate parking on lower building floors next to the Gilmore Bridge and an extension of the term of the Special Permit from its current expiration date (April 15, 2023) to December 31, 2030. These adjustments will be achieved without changing the approved development size or the ratio of residential and commercial uses.

More specifically, the overarching goals of the requested amendments are as follows:

- Establishment of a vibrant new retail plaza to be called Lechmere Square;
- Appropriate integration of the Lechmere Green Line MBTA Station;
- Creation of additional public park and plaza areas, totaling approximately two acres, dispersed throughout the site;
- Creation of a better pedestrian experience at the ground level;
- Creation of a public market;
- Redistribution of approved development density and land uses in an appropriate manner to compensate for the additional retail plaza and open space proposed;
- Advancement of an apartment tower on Parcel N;
- Creation of direct public access from the Gilmore Bridge to the site; and
- Extension of the permit term to accommodate market conditions.

The above goals led to the re-configuration of the Master Plan. The revised Master Plan will maintain the original development density as well as the distribution of density throughout the residential and commercial usage types. However, the amount of open space will be increased by approximately two acres. This will be achieved by allowing more buildings to be constructed to a greater height.

(c) Development schedule indicating the appropriate date when construction of the PUD can be expected to begin and be completed, including initiation and completion dates of separate stages of a phased development

Sierra and Tango, NorthPoint Common (the central park), Earhart Park, and East Street, Glassworks Avenue, Leighton Street and a major portion of NorthPoint Boulevard have been completed.

Sierra and Tango include 354,592 sf of residential use. The next building on Parcel N will consist of a 350 unit apartment tower and ground floor retail uses, and is anticipated to begin during the first quarter of 2013. Thereafter, it is anticipated that a new building will begin every one to two years.

From the completion of Sierra and Tango in June 2008 until acquisition of the project by the Applicant, development efforts did not proceed for a number of reasons including litigation concerning State Tideland Regulations, poor economic conditions and the change in ownership. The Applicant is requesting an extension of the term of the Special Permit to December 31, 2030 to allow for continued to development in an appropriate manner.

(d) Statement of intentions regarding the future selling or leasing of all or portions of the PUD, such as land area, dwelling units, and public facilities

The Applicant is actively engaged in discussions with potential large commercial space users suitable for build to suit construction. The proposed Parcel N residential building is being planned as a rental apartment building. Given the scale of the site and project, it is difficult to anticipate the timing and nature of future transactions.

(e) Statement of financing plan, including projected sources and amounts of funds

Financing plans will be on a parcel by parcel basis but typically include private equity and a construction loan for the development of parcel.

(f) Statement of how utilities and other public works will be provided, including design standards

Utilities and other public works will be provided and designed in accordance with applicable requirements, and in coordination with applicable City staff.

(g) The impact on existing city services outside the development

No change from the originally approved project due to fact that there is no increase in the amount of development nor any material change in the amount of residential and non-residential uses.

2.5.2 Required Quantitative Data - 12.34.3(2)

(a) Parcel size

No change.

Note: The Development Parcel size of 37.1 acres in Cambridge exceeds the minimum parcel size required of 100,000 sf pursuant to Section 13.7 of the Zoning Ordinance. The 72,742 sf at the Lechmere Green Line MBTA Station exceeds the 25,000 sf minimum parcel size required in Section 13.5 of the Zoning Ordinance.

(b) Proposed lot coverage of structures

The proposed lot coverage of structures has been reduced due to the increase in landscaped public open space and incorporation of taller buildings into the Master Plan. Refer to Exhibit A - Revised Master Plan in Section 3.

(c) Floor area ratio

No change of the total project FAR nor the Gross Floor Area authorized for commercial and residential uses. The FAR on individual lots has changed as illustrated on Exhibit A-3 GSF by Lot Comparison in Section 3. As part of this FAR reallocation, we are asking the Planning Board to allow FAR to be transferred outside of the 500' radius (Refer to Exhibit K 500' Radius Plan). Specifically, the allowed FAR within the 500' radius results in approximately 783,867 sf, while the revised Master Plan only places approximately 430,000 sf in this area. The revised Master Plan reallocates the remaining square footage outside of the 500' radius to create the proposed plaza spaces; specifically around the retail plazas and in closer proximity to the Orange Line MBTA Station.

(d) Total amount of open space, both private and public

The total amount of open space has been increased by two (2) acres and now totals eleven (11) acres. See Exhibit I - Open Space Plan.

(e) Total number and type of dwelling units by number of bedrooms

No change.

Note: The completed Sierra and Tango buildings include 329 units and 354,592 sf of residential use. The next Parcel N apartment tower will include approximately 350 residential units, including some three bedroom units. The size and number of future residential development will be determined on an individual parcel basis.

(f) Projected rent levels or selling price by unit size

The NorthPoint project is a Master Planned development. The rent levels and selling prices will vary on a parcel by parcel basis.

(g) Approximate gross residential densities

No change.

(h) Total amount in square footage of nonresidential construction by type of use

No change.

(i) Economic feasibility or market analysis including projected market area and proposed rent levels for commercial development

No change.

(j) Number of parking spaces to be provided by use

No change.

(k) Total length of streets to be conveyed to the city government

Upon completion of the project it is anticipated that approximately 8,000 lf of streets, as depicted on the Revised 40 scale Roadway Network Schematic Plan in Section 3, will be conveyed to the City.

(l) Total length of streets to be held as private ways within the development

It is anticipated that all of the streets will become public, however this is subject to negotiation with the City of Cambridge. Note: the driveway beneath the Gilmore Bridge will remain private.

(m) Total length by type of other public works to be conveyed to city government

It is anticipated that the Lechmere Canal drainage outfall (built), and road and utility improvements on East Street, Leighton Street and the portion of NorthPoint Boulevard from East Street to the Gilmore Bridge will be conveyed to the City.

(n) Number and types of public facilities

No change.

2.5.3 Required Graphic Materials - 12.34.3(3)

(a) Map of existing site conditions, including contours, water course, flood plains, unique natural features, existing vegetation, soil types, existing buildings

(b) Map of existing land use

(c) Existing and proposed lot lines

Refer to the Revised 40 scale Roadway Network Schematic Plans included in Section 3, as well as the other exhibits included in Section 3, and the images included on page 2-2 and the *NorthPoint Construction/Completions to Date* discussion in Section 2.1.

(d) Location and size of gross floor area of all existing and proposed buildings, structures, and other improvements including maximum heights, types of dwelling units, and nonresidential structures by use

Refer to the exhibits included in Section 3.

(e) Location and size in square feet of all private open space and areas to be conveyed, dedicated, or reserved as common open spaces, public parks, recreational areas, school sites, and similar public and semi-public uses

Refer to Exhibit I Open Space Plan in Section 3. Overall, eleven (11) acres of open space in the form of parks and plazas will be created upon completion of the project. This represents an increase of two (2) acres over the original Special Permit Master Plan.

(f) The existing and proposed circulation system of arterial, collector, and local streets, including off-street parking areas, service areas, loading areas, and all points of access to existing public rights of way

Refer to the Revised 40 scale Roadway Network Plans included in Section 3.

(g) Proposed pedestrian path circulation system

Refer to the Revised 40 scale Roadway Network Plans included in Section 3. Also, note that Minor Amendment #2 approved November 18, 2008 modified the requirement for a fourteen foot paved dimension for the portion of the multi-use path within the Central Park that had already been constructed. This Minor Amendment shall be incorporated into the revised Special Permit.

(h) Existing and proposed utility systems including sanitary sewers, storm sewers, and water, electric, gas, and telephone lines

The NorthPoint project is a Master Planned development. Detailed information regarding utilities will be addressed during individual parcel design review.

(i) General landscaped plan indicating the treatment of materials used for private and common open spaces

This is a Master Planned development. Specific landscape plans and designs will be submitted as individual parcels are developed. Refer to Exhibit I Open Space Plan in Section 3, which generally depicts the open space areas.

Note: To date Earhart Park, and 80% of NorthPoint Common (the central park) have been completed. Additionally, buildings and landscaping associated with Sierra and Tango (Parcels S and T) have also been constructed.

(j) Description of adjacent land areas, including land uses, zoning, densities, circulation systems, public facilities, and unique natural features of the landscape

Since the time of the original application, Archstone Phase 1 has been developed. There are no other material changes since that time.

(k) Proposed treatment of the perimeter of the development, including materials and techniques used such as screens, fences, and walls

This is a Master Planned development. Specific plans and designs will be submitted as part of the design review process when individual parcels are developed.

2.6 Project Review – 19.000

2.6.1 Traffic Study

No change from the originally approved project due to fact that there is no increase in the amount of development nor any material change in the amount of residential and non-residential uses.

2.6.2 Tree Study

No change, although a greater portion of the site is treed when considering the parks that have been completed to date. As these parks are integral to the project and the trees will not be removed, an updated tree study has not been undertaken.

2.6.3 Urban Design Objectives Narrative

Refer to the discussion provided in Section 2.5.1 (b).

2.6.4 Sewer Service Infrastructure Narrative

No change.

2.6.5 Water Service Infrastructure Narrative

No change.

2.6.6 Noise Mitigation Narrative

No change.

2.7 Leadership in Energy and Environmental Design (LEED)

The proposed parcels will comply with LEED® silver, in compliance with Article 22 of the Zoning Ordinance. Due to the Master Planned nature of the project, the specific requirements of Article 22, including provision of a LEED Project Checklist, will be addressed on an individual parcel basis during design review.

2.8 Criteria for Approval

2.8.1 Development Proposal Approval Criteria – 12.35.3

Approval of the Development Proposal shall be granted only upon determination by the Planning Board that the Development Proposal:

(1) Conforms with the General Development Controls set forth in Section 12.50, and the development controls set forth for the specific PUD district in which the project is located

Section 12.5 General Development Controls

12.51 Applicability and Conformance with Existing Policy Plans

This Application for Special Permit Amendments relates to enhancements of project Master Plan. Overall, the project remains consistent with existing policy plans for the neighborhood and district. The changes proposed in this Application do not include any changes in the FAR of the project, the allocation of Gross Floor Area between various uses, nor the intent, purpose and substance of the original Special Permit for phased development of a primarily residential, transit-oriented, mixed-use project incorporating a large central open space and the relocated Lechmere MBTA Station.

12.52 PUD Development Parcel Size

No change.

Note: The Development Parcel size of 37.1 acres in Cambridge exceeds the minimum parcel size required of 100,000 sf pursuant to Section 13.7 of the Zoning Ordinance. The 72,742 sf at the Lechmere Green Line MBTA Station exceeds the 25,000 sf minimum parcel size required in Section 13.5 of the Zoning Ordinance.

12.53 Standards for construction of roadways

The required 40 scale roadway network plans have been updated to reflect the proposed Master Plan and meet all applicable Cambridge requirements.

12.53.1 Minimum Standards for Acceptance of Existing Private Ways as Public Ways

The roadways have been designed in accordance with the *Minimum Standards for Acceptance of Existing Private Ways as Public Ways* as adopted by the Planning Board. It is anticipated that the private ways will be accepted as public ways after construction and upon approval by the Cambridge Public Works Department.

12.53.2 Circulation pattern design requirements

No change, except as shown on Exhibit A Revised Master Plan in order to accommodate the additional proposed open spaces.

12.54 Standards for Construction of Utilities and Public Works

All improvements to the site, including utilities, public lighting, sewers and other public works have been/will be designed and constructed in accordance with criteria established by the Public Works Department, Water Department, Electrical Department, Planning Board, and other appropriate departments as applicable.

12.55 Landscaping

This is a Master Planned development. Specific plans and designs will be submitted as individual Parcels are developed. Open space areas are designated on Exhibit I Open Space Plan in Section 3.

12.56 Environmental performance standards

No Change.

Note: The project will continue to meet all applicable environmental regulations.

Section 13.5 ...PUD-4A... Districts: Development Controls

Parcel V which is located in the PUD-4A is proposed to be changed from mixed-use to residential with ground floor retail. No other changes are proposed for Parcel V.

Section 13.7 Planned Unit Development in the North Point Residence District

13.71 Purpose...intended to provide the opportunity to create a new residential neighborhood from an area now primarily industrial in character. Retail and office uses and community services are encouraged as part of that neighborhood to serve the residential community and stimulate activity in the area for extended hours throughout the day. Significant new public open space to serve the residents of the district and the general public is desired. It is also intended that development in the PUD in the North Point Residence District will be generally consistent with the policy objectives set forth in the Eastern Cambridge Plan and guidance provided in the Eastern Cambridge Design Guidelines.

No change.

13.73 Use Regulations.

13.73.1 Special Provisions Related to Permitted Retail Uses.

No change.

Note: There are no proposed changes to the square footage or type of retail uses. See Exhibit G – Revised Conceptual Retail Plan in Section 3 for updating of retail locations based on the Revised Master Plan.

13.74 Dimensional Requirements.

13.74.1 Floor Area Ratio (FAR) Limitation.

No change.

Note: No proposed changes for residential and commercial FAR. See Exhibit B – Revised Appendix I in Section 3 for parcel summaries.

13.74.11 Additional FAR for Proximity to Transit.

Pursuant to Section 13.74.11, additional FAR up to 3.0 is permitted within 500 feet of the intersection of North First Street and Monsignor O’Brien Highway. Up to 35% of the additional FAR for proximity to transit may be used for non-residential use. Pursuant to an amendment to Section 13.74.11 recently enacted by the City Council in connection with possible revisions to the NorthPoint Master Plan, the Board may allow this additional FAR to be utilized more than 500 feet away from the intersection of North First Street and Monsignor O’Brien Highway in order to further the creation of a retail plaza in proximity to the station. The total additional FAR permitted by Section 13.74.11 is approximately 783,867 sf, of which approximately 430,000 sf is to be utilized within the 500 foot area and of which approximately 353,867 sf is to be utilized outside the 500 foot area.

13.74.12 Additional FAR for Increased Residential Use.

No change.

Note: Not applicable.

13.74.2 Minimum Development Parcel Size.

No change.

Note: The Development Parcel size of 37.1 acres in Cambridge exceeds the minimum parcel size required of 100,000 sf pursuant to Section 13.7 of the Zoning Ordinance.

13.74.3 Maximum Building Height.

13.74.31 Portions of Buildings Limited to Sixty-five Feet.

Refer to Exhibits D (Revised Figure 1 Height Zones) and E (Revised Height Diagram).

13.74.32 Additional Height to Two-hundred and Twenty Feet.

The proposed building heights have been revised to accommodate the increased open space. Pursuant to an amendment to Section 13.74.32 enacted on July 30, 2012 by the City Council in connection with possible revisions to the NorthPoint Master Plan allow the Board to permit a height of up to 220' for seven residential buildings and one non-residential. This application includes a request allowing the following six residential Parcels: A (portion), C, D, J, L, and N, and the commercial Parcel G to have a height of up to 220'. Archstone's apartment tower at One Leighton Street represents the seventh allowed residential building to 220'. Refer to Exhibit H Proposed 220' Height Parcel Identification in Section 3.

13.74.33 Additional Height to Two-hundred and Fifty Feet.

No change- not applicable.

13.74.35 Waiver of Height Limitations

This is a Master Plan development. Waivers of height limitations are not requested at this time, and will be addressed on an individual parcel basis if necessary.

13.74.4 Other Dimensional Requirements.

No change.

13.75 Open Space.

Refer to Exhibit I Open Space Plan in Section 3. Overall, eleven (11) acres of open space in the form of parks and plazas will be created upon completion of the project. This represents an increase of two (2) acres over the original Special Permit Master Plan. This open space will be provided in the same manner as previously approved in the original Special Permit.

13.75.1 Required Public Open Space.

The increased open space is in excess of the requirements of this section and the original Special Permit.

13.75.11 Requirements of the Public Open Space.

The increased open space will comply with the requirements of this section and the original Special Permit.

13.76 Parking and Loading Requirements.

No change.

Note: This is a Master Planned development. Specific plans and designs will be submitted as individual parcels are developed.

13.77 Approval of Roadway Plan.

The 40 scale roadway network plans have been updated to reflect the proposed Master Plan. These plans have been submitted with this Application for approval in the amendments to the Special Permit. The revised plans (reduced – Exhibit F, and full size) are included in Section 3. The revised layout of roads adequately serves the needs of the development itself while providing an integrated and comprehensive circulation system for the entire North Point district, including adjacent parcels.

The authorized amount of residential and commercial uses remains the same as in the originally approved Master Plan on both a project aggregate basis and on a phase-by-phase basis, although the locations of commercial and residential uses has shifted within the site in order to accommodate the Master Plan enhancements enumerated in Sections 2.1 and 2.3. Therefore, the impact of traffic projected to use the approved roadways has not changed, and remains consistent with the objective of the North Point PUD *to limit the extent of single occupancy vehicle access to the district*. Refer to Section 2.8.3 for additional detail regarding consistency with the required traffic findings of *Zoning Ordinance Article 19.20 – Project Review Special Permit*.

13.78 Other Provisions

13.78.1 Signs.

No change.

Note: This is a Master Plan development. Specific details regarding signage will be provided on an individual parcel basis during design review.

13.78.2 Perimeter and Transition.

No change.

Note: This is a Master Planned development. Specific plans and designs will be submitted as individual parcels are developed.

13.78.3 Traffic Mitigation Measures.

No change.

13.78.4 Relationship to MBTA Urban Ring Transportation Planning Project.

The Master Plan has reserved a potential corridor at the end of West Boulevard, adjacent to Parcel A for the connection of the MBTA Urban Ring project.

13.79 Development Flexibility: Additional Permitted FAR and Height

No change.

13.79.2 Additional Gross Floor Area for Above Ground Structured Parking

The recent zoning amendment allows garage space associated with parcels adjacent to the railroad, Boston city line, and Gilmore Bridge, to be excluded from the calculation of Gross Floor Area. This will be addressed on an individual parcel basis during design review.

13.79.3 Additional Gross Floor Area for Non-residential Uses

No change.

13.79.4 Provision of Public Benefits

The project includes significant community benefits, which are listed briefly below:

- Benefits of original approved plan:
 - Transit oriented development;
 - Development of unused former rail yard;
 - Nine acres of open space;
 - 6,500 lf of bicycle paths;
 - 3,500 lf sewer by-pass line;
 - Reconstruction of Monsignor O'Brien Highway;
 - Innovative stormwater management system;
 - Compliance with inclusionary housing requirements;
 - Compliance with incentive zoning of \$4.34/sf;
 - New road network creating twenty city blocks.

- Added benefits of the revised plan:
 - Two additional acres of open space;

- Creation of a cohesive retail square;
- Improved MBTA Lechmere Station and Lechmere Square integration;
- Enhanced pedestrian crossings;
- Removal of right hand turn lane at Monsignor O'Brien Highway;
- Addition of a public market;
- Advance the project with the next step being a residential project that includes three bedroom units and establishes a pedestrian/bicycle connection to the Gilmore Bridge.

13.710 Monitoring of Compliance with PUD Conditions

No change.

(2) Conforms with adopted policy plans or development guidelines for the portion of the city in which the PUD district is located

The proposed changes in the Master Plan do not negatively affect compliance of the project with the Eastern Cambridge Planning Study, Eastern Cambridge Design Guidelines, or North Point Design Guidelines. The proposed changes promote the objectives of these development guidelines insofar as they provide for greater public open space, a more diverse streetscape and the creation of the retail plaza as a focal point for the neighborhood.

(3) Provides benefits to the city which outweigh its adverse effects; in making this determination the Planning Board shall consider the following:

(a) Quality of 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

No change.

(b) Traffic flow and safety

No change.

(c) Adequacy of utilities and other public works

Utilities and public works will be provided and designed in accordance with applicable requirements and in coordination with applicable City staff.

(d) Impact on existing public facilities within the city

No change.

(e) Potential fiscal impact

No change.

2.8.2 Special Permit Approval Criteria – 10.43

Special permits will normally be granted where specific provisions of this Ordinance are met, except when particulars of the location or use, not generally true of the district or of the uses permitted in it, would cause granting of such permit to be to the detriment of the public interest because:

(a) It appears that requirements of this Ordinance cannot or will not be met

All requirements of the applicable provisions of the Zoning Ordinance will be met with the requested amendments of the PUD and Project Review Special Permits.

(b) Traffic generated or patterns of access or egress would cause congestion, hazard, or substantial change in established neighborhood character

No change.

Note: There is no proposed change in the five approved vehicular access points. The specifics of the improved pedestrian/bicycle access to Gilmore Bridge will be reviewed during the design review of Parcel N.

(c) The continued operation of or the development of adjacent uses as permitted in the Zoning Ordinance would be adversely affected by the nature of the proposed use

No change

(d) Nuisance or hazard would be created to the detriment of the health, safety and/or welfare of the occupant of the proposed use or the citizens of the City

No change

(e) For other reasons, the proposed use would impair the integrity of the district or adjoining district, or otherwise derogate from the intent and purpose of this Ordinance

No change

(f) The new use or building construction is inconsistent with the Urban Design Objectives set forth in Section 19.30

No change

2.8.3 Project Review Special Permit Review Criteria – 19.25

In granting a special permit under this Section 19.20 the Planning Board shall make the following findings.

19.25.1 Traffic Impact Findings

No change.

Note: The amount of residential and non-residential development has not changed. In particular, the amount or type of retail users has not changed.

19.25.2 Urban Design Findings

The amendments maintain the project's consistency with the City's urban design objectives, as set forth below. The changes from the original Special Permit serve to enhance the Master Plan in terms of the objectives below, as discussed throughout this application.

19.30 Citywide Urban Design Objectives

19.31 New projects should be responsive to the existing or anticipated pattern of development.

19.32 Development should be pedestrian and bicycle-friendly, with a positive relationship to its surroundings.

19.33 The building and site design should mitigate adverse environmental impacts of a development upon its neighbors.

19.34 Projects should not overburden the City infrastructure services, including neighborhood roads, city water supply system, and sewer system.

19.35 New construction should reinforce and enhance the complex urban aspects of Cambridge as it has developed historically.

19.36 Expansion of the inventory of housing in the city is encouraged.

19.37 Enhancement and expansion of open space amenities in the city should be incorporated into new development in the city.

2.8.4 Criteria for Amendments to Final Development Plan

After approval of the Final Development Plan by the Planning Board, the developer may seek amendments to the Final Development Plan, only if he encounters difficulties in constructing the PUD which could not have reasonably been foreseen, such as with terrain or soil conditions or other complications

The original Special Permit acknowledged the Master Planned nature of the NorthPoint project, as evidenced by the various thresholds for minor or major amendments that are enumerated within that document. In fact, Condition 12 of the original Special Permit recognized that the project would be subject to future changes and provides specific procedures for numerous

possible changes that may be appropriate. The introductory language to Condition 12 makes clear that flexibility will be needed because of the scope of the project: *The Master Plan encompasses a large area of Cambridge and more than five million square feet of development to be constructed over a period of two decades. While the Planning Board has every confidence that the essential elements of the Master Plan as approved will result in a new urban neighborhood of credit to the Permittee and the City, circumstances and priorities can change over time as a new environment of occupied buildings, new streets and active parks emerge from the current industrial backwater. The transportation context within which the Master Plan has been shaped in 2003 will be different in ten years, or twenty. To bound the change that can be expected to occur in the future, the following procedures and limitations shall apply...*

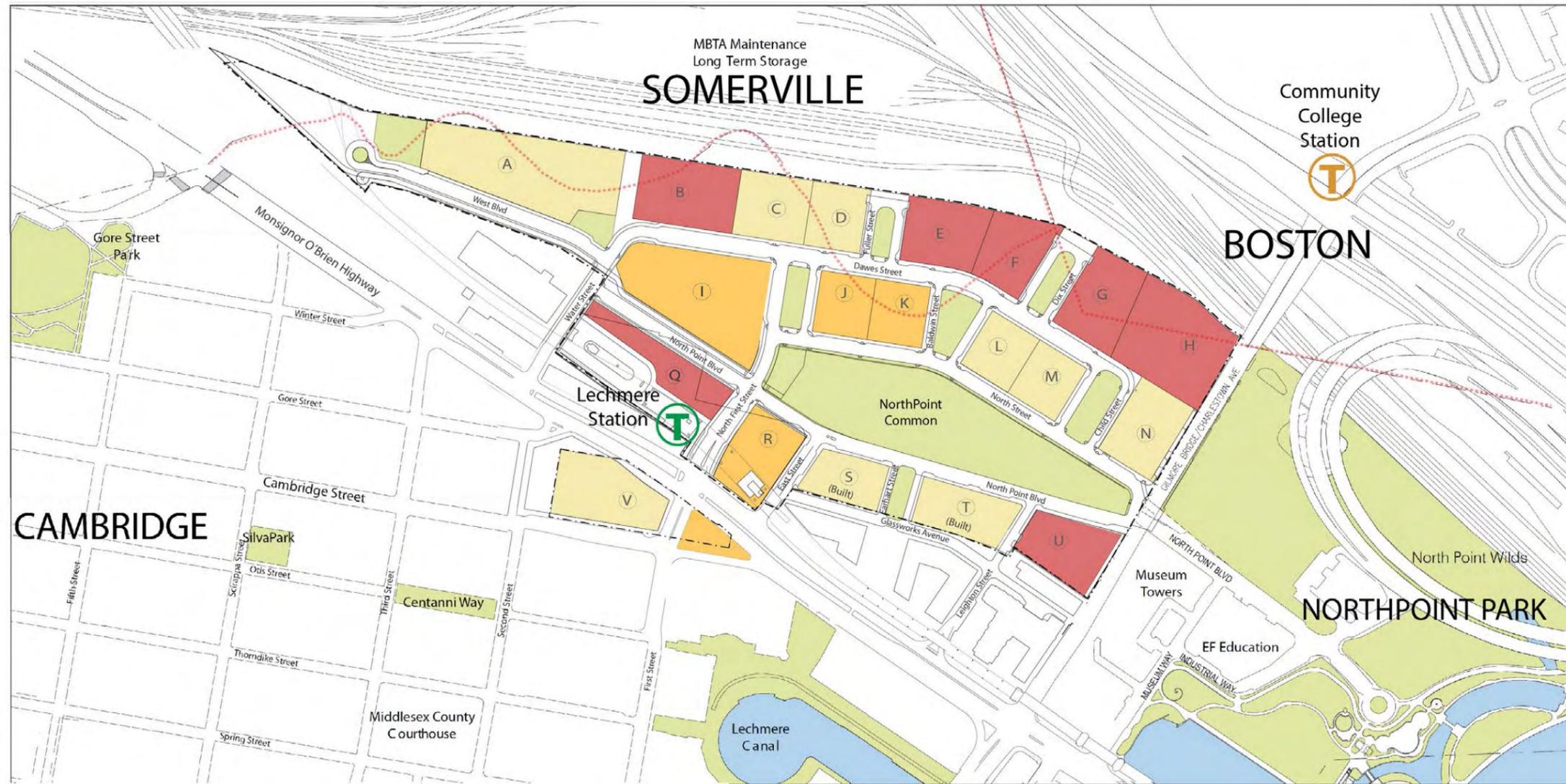
In particular, the revisions to the Special Permit and Master Plan are the result of amendments to to Section 13.79 of the Zoning Ordinance adopted at the request of the Applicant in order to allow the Master Plan to be updated and improved in the ways described in this Application.

Section 3.0 Exhibits

- A. Revised Master Plan
 - A-1. Use Comparison
 - A-2. Lot Area Comparison
 - A-3. GSF by Lot Comparison
- B. Revised Appendix I
- C. Revised Appendix II
- D. Revised Figure 1 Height Zones
- E. Revised Height Diagram
- F. Revised Street Layout Plan
- G. Revised Conceptual Retail Plan
- H. Proposed 220' Height Parcel Identification
- I. Open Space Plan
- J. Revised Phasing Plan
 - J-1. Revised Master Plan with Original Phasing
 - J-2. Revised Master Plan with Revised Phasing
- K. 500' Radius Plan
- L. Consistency with Certified North Point TIS

Full Size Revised 40 scale Roadway Network Schematic Plans

NORTHPOINT



Legend:

Yellow	Residential
Red	Commercial
Orange	Residential, Commercial or Mixed-use

Table 1:
Dimensional Limits By Block

	Residential	Commercial	Mixed Use
A	360,407 gsf		
B		120,000 gsf	
C	245,000 gsf		
D	245,000 gsf		
E		300,000 gsf	
F		240,000 gsf	
G		445,000 gsf	
H		300,000 gsf	
I			440,000 gsf
J			280,000 gsf
K			240,000 gsf
L	280,000 gsf		
M	205,000 gsf		
N	394,000 gsf		
Q		155,000 gsf	
R			140,000 gsf
S	112,398 gsf		
T	242,194 gsf		
U		320,000 gsf	
V	181,855 gsf		
	2,265,854 gsf	1,880,000 gsf	1,100,000 gsf
	5,245,854 gsf		

Table 2:
Special Permit Approved GFA (Entire Master Plan)

Maximum Non Residential:	2,185,062 gsf
Minimum Residential:	3,060,792 gsf
Maximum Total:	5,245,854 gsf

Notes

- A variation of 10% or less from the GFA enumerated (in table 1 above) for each block of the Master Plan is permitted.
- Actual Buildout is subject to the total approved GFA conditions shown in Table 2 above.

EXHIBIT A-1

NorthPoint

A-1 - Use Comparison Chart

September 07, 2012

<u>Lot</u>	<u>Original Master Plan</u>	<u>Revised Master Plan</u>
A	Res.	Res.
B	Res.	Commercial
C	Res.	Res.
D	Res.	Res.
E	Res.	Com.
F	Res.	Com.
G	Com.	Com.
H	Com.	Com.
I	Res.	Mixed-Use
J	Res.	Mixed-Use
K	Mixed-Use	Mixed-Use
L	Mixed-Use	Res.
M	Mixed-Use	Res.
N	Com.	Res.
Q	Mixed-Use	Com.
R	Com.	Mixed-Use
U	Com.	Com.
V	Mixed-Use	Res.
 <u>Completed Buildings</u>		
S	Res.	Res.
T	Res.	Res.

EXHIBIT A-2

NorthPoint

A-2 - Lot Area Comparison Chart

September 07, 2012

<u>Lot</u>	<u>Original Master Plan</u>	<u>Revised Master Plan</u>	<u>Variance</u>
A	44,500	109,000	64,500
B	74,000	55,000	(19,000)
C	50,000	40,000	(10,000)
D	40,000	31,000	(9,000)
E	55,000	44,000	(11,000)
F	44,500	39,000	(5,500)
G	44,000	47,000	3,000
H	53,000	81,000	28,000
I	40,000	100,000	60,000
J	41,000	29,000	(12,000)
K	40,000	29,000	(11,000)
L	37,000	29,000	(8,000)
M	43,000	29,000	(14,000)
N	43,000	61,000	18,000
Q	50,000	97,500	47,500
R	57,000	44,000	(13,000)
U	28,000	45,000	17,000
V1	54,000	61,000	7,000
<u>Completed Buildings</u>			
S	19,500	30,090	10,590
T	32,000	38,986	6,986

EXHIBIT A-3

NorthPoint

A-3 - Square Footage Comparison

September 07, 2012

<u>Lot</u>	<u>Original Master Plan</u>	<u>Revised Master Plan</u>	<u>Variance</u>
A	191,000	360,407	169,407
B	334,000	120,000	(214,000)
C	357,000	245,000	(112,000)
D	176,000	245,000	69,000
E	157,000	300,000	143,000
F	342,000	240,000	(102,000)
G	370,000	445,000	75,000
H	258,000	300,000	42,000
I	280,000	440,000	160,000
J	265,000	280,000	15,000
K	264,000	240,000	(24,000)
L	263,000	280,000	17,000
M	315,000	205,000	(110,000)
N	338,000	394,000	56,000
Q	288,000	155,000	(133,000)
R	270,000	140,000	(130,000)
U	270,000	320,000	50,000
V	180,000	181,855	1,855
<u>Completed Buildings</u>			
S	111,000	112,398	1,398
T	245,000	242,194	(2,806)
Total	5,274,000	5,245,854	(28,146)

EXHIBIT B - REVISED APPENDIX I

STATISTICAL SUMMARY OF THE APPROVED MASTER PLAN I.

PROJECT AS A WHOLE

A. Three City Summary

- a. Total Area in Acres and/or Square Feet: 1,976,501 square feet/45.37 acres.
- b. Total FAR: 2.66 at North Point, 2.5 at Lechmere.
GFA: 5,245,854 square feet.
- c. Maximum Non-residential FAR: 1.10.
GFA: 2,185,062 square feet for all non-residential uses.
GFA Retail: 150,000 square feet at North Point, at Lechmere, amount to be determined (TBD).
- d. Minimum Residential FAR: 1.55.
GFA: 3,060,792 square feet.
- e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: 392,000 square feet.
Other Open Space in Square feet: TBD.
- f. Maximum Permitted Parking Spaces: 4980 spaces (+300 replacement MBTA spaces).
Maximum non-residential: 2190 spaces at a rate of 1.25/1000 sf in Phases 1A and 1B.
Minimum residential: 2790 spaces or one per unit, whichever is less.
- g. Proposed Number of Dwelling Units: ca 2700 units.

B. Cambridge

- a. Total Area in Acres and/or-Square Feet: 1,617,534 square feet/37.1 acres at North Point; 72,742 square feet/1.67 acres at Lechmere; 1,690,276 square feet/38.77 acres total.
- b. Total FAR: 2.66 at North Point, 2.5 at Lechmere.
GFA: 4,484,495 square feet total, 4,302,640 square feet at North Point, 181,855 square feet at Lechmere.
- c. Maximum Non-residential FAR: 1.10 at North Point, 1.25 at Lechmere.
GFA: 1,573,703 square feet at North Point, 0 square feet at Lechmere.
- d. Minimum Residential FAR: 1.56 at North Point, 1.25 at Lechmere.
GFA: 2,728,937 square feet at North Point. 181,855 square feet at Lechmere.
- e. Minimum Public, Green Area or Permeable Open Space provided in square feet: 323,507 square feet at North Point, 11,000 square feet at Lechmere

Other Open Space in Square feet: TBD.

f. Maximum Permitted Parking Spaces:

Maximum non-residential: 1,941 spaces at North Point, 90 spaces at Lechmere.

Minimum residential: One per unit.

g. Proposed Number of Dwelling Units: TBD; not limited by the Permit.

C. Somerville

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

D. Boston

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

E. Boston/Somerville

a. Total Area in Acres and/or Square Feet: 286,225 square feet/6.57 acres.

b. Total FAR: 2.66.

GFA: 761,359 square feet.

c. Maximum Non-residential FAR: 2.14

GFA: 611,359 square feet.

d. Minimum Residential FAR: 0.52

GFA: 150,000 square feet.

e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: TBD.

Other Open Space in Square feet: TBD.

f. Maximum Permitted Parking Spaces: TBD.

g. Proposed Number of Dwelling Units: TBD.

II. PHASES

A. Statistical Summary-Phase 1A

I. Overall Dimensional Limits

a. Total Phase I A Block Areas in Square Feet: 207,076 square feet

b. Total Gross Floor Area: 1,513,592 square feet.

c. Maximum Non-residential GFA: 765,000 square feet.

Proposed Retail GFA: Required, amount TBD.

d. Minimum Residential GFA: 748,592 square feet.

- e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: 130,680 square feet.
Other Open Space in Square feet: TBD.
- f. Permitted Parking Spaces:
Maximum non-residential: 1350 spaces.
Minimum residential: one per unit developed.
- g. Proposed Number of Dwelling Units: TBD.

II. Dimensional Limits on Individual Blocks

Block N

- a. Total Area of the Block in Square Feet: 46,000 square feet.
- b. Total GFA: 394,000 square feet.
- c. Maximum Non-residential GFA: TBD (Retail only)
Proposed Retail GFA Required, amount TBD.
- d. Minimum Residential GFA: 394,000 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block G

- a. Total Area of the Block in Square Feet: 47,000 square feet.
- b. Total GFA: 445,000 square feet.
- c. Maximum Non-residential GFA: 445,000 square feet.
Proposed Retail GFA: Retail not proposed.
- d. Minimum Residential GFA: 0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public Green Area or Permeable Open Space: TBD.

Block U

- a. Total Area of the Block in Square Feet: 45,000 square feet.
- b. Total GFA: 320,000 square feet.
- c. Maximum Non-residential GFA: 320,000 square feet.
Proposed Retail GFA: Retail not proposed.
- d. Minimum Residential GFA: Possible mixed use or residential building.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block T (Building Completed)

- a. Total Area of the Block in Square Feet: 38,986 square feet.
- b. Total GFA: 242,194 square feet.
- c. Maximum Non-residential GFA: 0 square feet.
Proposed Retail GFA: 0 square feet
- d. Minimum Residential GFA: 242,194 square feet.
- e. Total Parking Spaces: 151 Spaces in garage, 79 spaces at other locations on NorthPoint

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block S (Building Completed)

- a. Total Area of the Block in Square Feet: 30,090 square feet
- b. Total GFA: 112,398 square feet.
- c. Maximum Non-residential GFA: Possible mixed use building.
Proposed Retail GFA: 0 square feet.
- d. Minimum Residential GFA: 112,398 square feet.
- e. Total Parking Spaces: 51 Spaces in garage, 49 spaces at other locations on NorthPoint
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

B. Statistical Summary –Phase 1B

I Overall Dimensional Limits

- a. Total Phase IB Block Areas in Square Feet: 280,000 square feet.
- b. Total Gross Floor Area: 1,845,000 square feet.
- c. Maximum Non-residential GFA: 840,000 square feet.
Proposed Retail GFA: Required amount TBD.
- d. Minimum Residential GFA: 1,005,000 square feet.
- e. Minimum Public, Green Area or Permeable Open Space Provided
in square feet: 152,460 square feet.
Other Open Space in Square feet: TBD.
- f. Permitted Parking Spaces:
Maximum non-residential: 802 spaces.
Minimum residential: One per unit developed.
- g. Proposed Number of Dwelling Units: TBD.

II. Dimensional Limits on Individual Blocks

Block M

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

Block L

- a. Total Area of the Block in Square Feet: 29,000 square feet.
- b. Total GFA: 280,000 square feet.
- c. Maximum Non-residential GFA: TBD (Retail only).

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

Block H

- a. Total Area of the Block in Square Feet: 81,000 square feet.
- b. Total GFA: 300,000 square feet.
- c. Maximum Non-residential GFA: 300,000 square feet.
Proposed Retail GFA: Allowed, amount TBD.
- d. Minimum Residential GFA: 0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block F

- a. Total Area of Block in Square Feet: 39,000 square feet
- b. Total GFA: 240,000 square feet.
- c. Maximum Non-residential GFA: 240,000 square feet.
Proposed Retail GFA: Retail not proposed.
- d. Minimum Residential GFA: 0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block E

- a. Total Area of Block in Square Feet: 44,000 square feet.
- b. Total GFA: 300,000 square feet.
- c. Maximum Non-residential GFA: 300,000 square feet.
Proposed Retail GFA: Retail Not Proposed.
- d. Minimum Residential GFA: 0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block K

- a. Total Area of the Block in Square Feet: 29,000 square feet.
- b. Total GFA: 240,000 square feet.
- c. Maximum Non-residential GFA: Mixed Use Building Allowed.
Proposed Retail GFA: Allowed, amount TBD.
- d. Minimum Residential GFA: 240,000 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block J

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

C. Statistical Summary- Phase 2

I. Overall Dimensional Limits

- a. Total Phase 2 Block Areas in Square Feet: 537,500 square feet.
- b. Total Gross Floor Area: 1,887,262 square feet.
- c. Maximum Non-residential GFA: 555,000 square feet.
Proposed Retail GFA: Required, amount TBD.
- d. Minimum Residential GFA: 1,332,262 square feet.
- e. Minimum Public, Green Area or Permeable Open Space Provided
in square feet: 165,528 square feet/3.8 acres or balance of requirement.
Other Open Space in Square feet: TBD.
- f. Permitted Parking Spaces:
Maximum non-residential: 648 spaces or balance to 2100 maximum spaces.
Minimum residential: One per unit developed.
- g. Proposed Number of Dwelling Units: TBD.

II. Dimensional Limits on Individual Blocks

Block R

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

Block Q

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

Block V

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

Block I

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

Block C

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

Block B

- a. Total Area of the Block in Square Feet: 55,000 square feet.
- b. Total GFA: 120,000 square feet.
- c. Maximum Non-residential GFA: 120,000 square feet.

- Proposed Retail GFA: Allowed, amount TBD.
- d. Minimum Residential GFA: 0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block A

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

Block D

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

EXHIBIT B - REVISED APPENDIX I

STATISTICAL SUMMARY OF THE APPROVED MASTER PLAN I.
PROJECT AS A WHOLE

A. Three City Summary

a. Total Area in Acres and/or Square Feet: 1,976,501 square feet/45.37 acres.

b. Total FAR: 2.66 at North Point, 2.5 at Lechmere.

GFA: 5,245,854 square feet.

c. Maximum Non-residential FAR: 1.10.

GFA: 2,185,062 square feet for all non-residential uses.

GFA Retail: 150,000 square feet at North Point, at Lechmere, amount to be determined (TBD).

d. Minimum Residential FAR: 1.55.

GFA: 3,060,792 square feet.

e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: 392,000 square feet.

Other Open Space in Square feet: TBD.

f. Maximum Permitted Parking Spaces: 4980 spaces (+300 replacement MBTA spaces).

Maximum non-residential: 2190 spaces at a rate of 1.25/1000 sf in Phases 1A and ~~IB~~1B.

Minimum residential: 2790 spaces or one per unit, whichever is less. g. Proposed Number of Dwelling Units: ca 2700 units.

B. Cambridge

a. Total Area in Acres and/or Square Feet: 1,617,534 square feet/37.1 acres at North Point; 72,742 square feet/1.67 acres at Lechmere; 1,690,276 square feet/38.77 acres total.

b. Total FAR: 2.66 at North Point, 2.5 at Lechmere.

GFA: 4,484,495 square feet total, 4,302,640 square feet at North Point, 181,855 square feet at Lechmere.

c. Maximum Non-residential FAR: 1.10 at North Point, 1.25 at Lechmere.

GFA: ~~1,779,287~~1,573,703 square feet at North Point, ~~90,928~~0 square feet at Lechmere.

d. Minimum Residential FAR: 1.56 at North Point, 1.25 at Lechmere.

GFA: ~~2,523,353~~2,728,937 square feet at North Point, ~~90,928~~181,855 square feet at Lechmere.

e. Minimum Public Green Area or Permeable Open Space provided in square feet:

323,507 square feet at North Point, 11,000 square feet at Lechmere.

Other Open Space in Square feet: TBD.

f. Maximum Permitted Parking Spaces:

Maximum non-residential: ~~1941~~1,941 spaces at North Point, 90 spaces at Lechmere.

Minimum residential: One per unit.

g. Proposed Number of Dwelling Units: TBD; not limited by the Permit.

C. Somerville

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

D. Boston

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

E. Boston/Somerville

a. Total Area in Acres and/or Square Feet: 286,225 square feet/6.57 acres.

b. Total FAR: 2.66.

GFA: ~~761,359~~761,359 square feet.

c. Maximum Non-residential FAR: ~~1.10~~2.14

GFA: ~~314,848~~611,359 square feet. d. Minimum Residential FAR: ~~1.56~~0.52

GFA: ~~446,511~~150,000 square feet.

e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: TBD.

Other Open Space in Square feet: TBD.

f. Maximum Permitted Parking Spaces: TBD. g. Proposed Number of Dwelling Units: TBD.

II. PHASES

A. Statistical Summary ~~==~~ Phase 1A

I. Overall Dimensional Limits

a. Total Phase IA Block Areas in Square Feet: ~~202,500~~207,076 square feet.

b. Total Gross Floor Area: ~~1,542,000~~1,513,592 square feet.

c. Maximum Non-residential GFA: ~~1,079,400~~765,000 square feet.

Proposed Retail GFA: Required, amount TBD.

d. Minimum Residential GFA: ~~462,600~~748,592 square feet.

e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: 130,680 square feet.

Other Open Space in Square feet: TBD.

f. Permitted Parking Spaces:

Maximum non-residential: 1350 spaces. Minimum residential: one per unit developed.

g. Proposed Number of Dwelling Units: TBD.

II. Dimensional Limits on Individual Blocks

Block N

a. Total Area of the Block in Square Feet: ~~43,000~~46,000 square feet.

b. Total GFA: ~~338,000~~394,000 square feet.

c. Maximum Non-residential GFA: ~~338,000 square feet.~~ TBD (Retail only)

Proposed Retail GFA Required, amount TBD.

d. Minimum Residential GFA: ~~0~~394,000 square feet.

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block ~~M~~G

a. Total Area of the Block in Square Feet: ~~43,000~~47,000 square feet.

b. Total GFA: ~~315,000~~445,000 square feet.

c. Maximum Non-residential GFA: ~~315,000~~445,000 square feet.

Proposed Retail GFA: ~~Required, amount TBD~~ Retail not proposed.

~~d. Minimum Residential GFA: Mixed use building possible.~~

~~e. Total Parking Spaces: TBD.~~

~~f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.~~

Block L

- a. ~~Total Area of the Block in Square Feet: 37,000~~ square feet.
- b. ~~Total GFA: 263,000~~ square feet.
- c. ~~Maximum Non-residential GFA: Mixed use building possible. Proposed Retail GFA Allowed, amount TBD.~~
- d. Minimum Residential GFA: ~~263,000~~45,000 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block U

- a. Total Area of the Block in Square Feet: ~~28,000~~45,000 square feet.
- b. Total GFA: ~~270,000~~320,000 square feet.
- c. Maximum Non-residential GFA: ~~270,000~~320,000 square feet.

Proposed Retail GFA: ~~Marginally possible, amount TBD~~

Retail not proposed.

- d. Minimum Residential GFA: Possible mixed use or residential building.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block T (Building Completed)

a. Total Area of the Block in Square Feet: ~~32,000~~38,986 square feet.

b. Total GFA: ~~245,000~~242,194 square feet.

c. Maximum Non-residential GFA: 0 square feet.

Proposed Retail GFA ~~Retail not proposed:~~ 0 square feet

d. Minimum Residential GFA: ~~245,000~~242,194 square feet.

e. Total Parking Spaces: ~~TBD:~~ 151 Spaces in garage, 79 spaces at other locations on NorthPoint

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block S (Building Completed)

a. Total Area of the Block in Square Feet: ~~19,500~~30,090 square feet.

b. Total GFA: ~~111,000~~112,398 square feet.

c. Maximum Non-residential GFA: Possible mixed use building.

Proposed Retail GFA: ~~Retail not proposed~~0 square feet.

d. Minimum Residential GFA: ~~111,000~~112,398 square feet.

e. Total Parking Spaces: ~~TBD:~~51 Spaces in garage, 49 spaces at other locations on NorthPoint

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

B. Statistical Summary --- Phase 1B

I. Overall Dimensional Limits

a. Total Phase 1B Block Areas in Square Feet: ~~3,17,500~~280,000 square feet.

b. Total Gross Floor Area: ~~1,832,000~~1,845,000 square feet.

c. Maximum Non-residential GFA: ~~641,200~~840,000 square feet.

Proposed Retail GFA: Required; amount TBD.

d. Minimum Residential GFA: ~~1,190,800~~1,005,000 square feet.

e. Minimum Public, Green Area or Permeable Open Space Provided in square feet: 152,460 square feet.

Other Open Space in Square feet: TBD.

f. Permitted Parking Spaces:

Maximum non-residential: 802 spaces.

Minimum residential: One per unit developed.

g. Proposed Number of Dwelling Units: TBD.

II. Dimensional Limits on Individual Blocks

Block ~~HM~~

a. Total Area of the Block in Square Feet: ~~53,000~~29,000 square feet.

b. Total GFA: ~~258,000~~205,000 square feet.

c. Maximum Non-residential GFA: ~~258,000 square feet~~ TBD (Retail only).

Proposed Retail GFA: Required, amount TBD.

d. Minimum Residential GFA: ~~0 square feet~~205,000 Square Feet

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block ~~GL~~

a. Total Area of the Block in Square Feet: ~~44,000~~29,000 square feet.

b. Total GFA: ~~370,000~~280,000 square feet.

c. Maximum Non-residential GFA: ~~370,000 square feet~~TBD (Retail only).

Proposed Retail GFA: ~~Retail not proposed~~ Allowed, amount

TBD.

d. Minimum Residential GFA: ~~0~~280,000 square feet.

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block ~~FH~~

a. Total Area of the Block in Square Feet: ~~44,500~~81,000 square feet.

b. Total GFA: ~~342,000~~300,000 square feet.

c. Maximum Non-residential GFA: ~~0~~300,000 square feet. ~~Proposed Retail~~

GFA: ~~Retail not proposed.~~

Proposed Retail GFA: Allowed, amount TBD.

- d. Minimum Residential GFA: ~~342,000~~0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block ~~E~~ F

- a. Total Area of ~~the~~ Block in Square Feet: ~~55,000~~39,000 square feet.
- b. Total GFA: ~~157,000~~240,000 square feet.
- c. Maximum Non-residential GFA: ~~0~~240,000 square feet.

Proposed Retail GFA: ~~Allowed, amount TBD~~Retail not proposed.

- d. Minimum Residential GFA: ~~157,000~~0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block ~~D~~ E

- a. Total Area of ~~the~~ Block in Square Feet: ~~40,000~~44,000 square feet.
- b. Total GFA: ~~176,000~~300,000 square feet.
- c. Maximum Non-residential GFA: ~~0~~300,000 square feet.

Proposed Retail GFA: ~~Allowed, amount TBD~~Retail Not Proposed.

- d. Minimum Residential GFA: ~~176,000~~ 0 square feet.
- e. Total ~~;~~ Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: ~~TBD~~.

Block K

- a. Total Area of the Block in Square Feet: ~~40,000~~29,000 square feet.
- b. Total GFA: ~~264,000~~240,000 square feet.
- c. Maximum Non-residential GFA: Mixed Use Building ~~possible~~Allowed.

Proposed Retail GFA: Allowed, amount TBD.

d. Minimum Residential GFA: ~~264,000~~240,000 square feet.

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block J

a. Total Area of the Block in Square Feet: ~~41,000~~29,000 square feet. b. Total GFA: ~~265,000~~280,000 square feet.

c. Maximum Non-residential GFA: ~~0 square feet~~Mixed use building allowed.

Proposed Retail GFA: Allowed, amount TBD.

d. Minimum Residential GFA: ~~265,000~~280,000 square feet.

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

C. Statistical Summary ~~---~~ Phase 2

1. Overall Dimensional Limits

a. Total Phase 2 Block Areas in Square Feet: ~~319,500~~537,500 square feet.

b. Total Gross Floor Area: ~~1,900,000~~1,887,262 square feet.

c. Maximum Non-residential GFA: ~~648,000~~555,000 square feet.

Proposed Retail GFA: Required, amount TBD.

d. Minimum Residential GFA: ~~1,252,000~~1,332,262 square feet.

e. Minimum Public, Green Area or Permeable Open Space Provided

in square feet: 165,528 square feet/3.8 acres or balance of requirement.

Other Open Space in Square feet: TBD.

f. Permitted Parking Spaces:

Maximum non-residential: 648 spaces or balance to 2100 maximum spaces.

Minimum residential: One per unit developed.

g. Proposed Number of Dwelling Units: TBD.

II. Dimensional Limits on Individual Blocks

Block R

- a. Total Area of the Block in Square Feet: ~~57,000~~44,000 square feet.
- b. Total GFA: ~~270,000~~140,000 square feet.
- c. Maximum Non-residential GFA: ~~270,000 square feet~~Mixed use building allowed.

Proposed Retail GFA: Required, amount TBD.

- d. Minimum Residential GFA: ~~0~~140,000 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block Q

- a. Total Area of the Block in Square Feet: ~~50,000~~97,500 square feet.
- b. Total GFA: ~~288,000~~155,000 square feet.
- c. Maximum Non-residential GFA: ~~288,000~~155,000 square feet.

Proposed Retail GFA: Required, amount TBD.

- d. Minimum Residential GFA: Additional housing GFA allowed if commercial GFA is not reduced.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block V

- a. Total Area of the Block in Square Feet: ~~54,000~~61,000 square feet.
- b. Total GFA: ~~180,000~~181,855 square feet.
- c. Maximum Non-residential GFA: ~~90,000 square feet~~TBD (Retail only).

Proposed Retail GFA: Required, amount TBD.

- d. Minimum Residential GFA: ~~90,000~~181,855 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Useable, Public, Green Area or Permeable Open Space: 11,000 square feet.

Block I

- a. Total Area of the Block in Square Feet: ~~40,000~~100,000 square feet.
- b. Total GFA: ~~280,000~~440,000 square feet.
- c. Maximum Non-residential GFA: ~~0~~280,000 square feet.

Proposed Retail GFA: ~~Allowed~~Required, amount TBD.

- d. Minimum Residential GFA: ~~280,000~~160,000 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block C

- a. Total Area of the Block in Square Feet: ~~50,000~~40,000 square feet.
- b. Total GFA: ~~357,000~~245,000 square feet.
- c. Maximum Non-residential GFA: ~~0 square feet~~TBD (Retail only).

Proposed Retail GFA: Allowed, amount TBD.

- d. Minimum Residential GFA: ~~357,000~~245,000 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block B

- a. Total Area of the Block in Square Feet: ~~74,000~~55,000 square feet.
- b. Total GFA: ~~334,000~~120,000 square feet.
- c. Maximum Non-residential GFA: ~~0~~120,000 square feet.

Proposed Retail GFA: Allowed, amount TBD.

- d. Minimum Residential GFA: ~~334,000~~0 square feet.
- e. Total Parking Spaces: TBD.
- f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block A

- a. Total Area of the Block in Square Feet: ~~44,500~~109,000 square feet.
- b. Total GFA: ~~191,000~~360,407 square feet.

c. Maximum Non-residential GFA: ~~0 square feet~~ TBD (Retail only).

Proposed Retail GFA: Marginally possible, amount TBD.

d. Minimum Residential GFA: ~~191,000~~ 360,407 square feet.

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD.

Block D

a. Total Area of the Block in Square Feet: 31,000 square feet.

b. Total GFA: 245,000 square feet.

c. Maximum Non-residential GFA: TBD (Retail only).

Proposed Retail GFA: Allowed, amount TBD.

d. Minimum Residential GFA: 245,000 square feet

e. Total Parking Spaces: TBD.

f. Proposed Associated Public, Green Area or Permeable Open Space: TBD

Summary Report:	
Litéra® Change-Pro TDC 7.0.0.242 Document Comparison done on 9/6/2012 9:34:06 AM	
Style Name: DLAPiper	
Original Filename: C:\NRPortbl\EAST\RR12138\51137584_3.RTF	
Modified DMS: iw://EASTDMS/EAST/51136972/2	
Changes:	
<u>Add</u>	190
Delete	143
Move From	15
<u>Move To</u>	15
<u>Table Insert</u>	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format Changes	0
Total Changes:	363

EXHIBIT C - REVISED APPENDIX II

TRAFFIC AND TRANSPORTATION MITIGATION REQUIREMENTS

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

1. Prior to the issuance of the first building permit the Permittee and City staff (staff of the Traffic, Parking and Transportation and Community Development Departments, except as noted) shall thoroughly investigate all reasonable measures that will improve the environment and attractiveness of the Gilmore Bridge for pedestrians and bicycles in order to ensure an attractive connection for them between the Community College station on the Orange Line and the buildings within North Point. The items to be investigated will include the widening of the sidewalk, ways to reduce the adverse impact of wind on the pedestrians, options to support bicycle use, and the appropriate timing of the improvements that are agreed upon.

2. Before the first Certificate of Occupancy for the first building is issued the following measures must be operational:

a. Transportation infrastructure improvements, including:

(i) A surface roadway connection between East Street and North Point Boulevard as approved by City staff.

b. In addition, should the first building contain non-residential uses (exclusive of accessory retail uses) the following non-residential TDM measures:

(i) TDM measures shall be implemented for any non-residential uses as detailed in the approved PTDM Final Decision, #F-30, dated February 21, 2003 (herein after the PTDM Plan), and all subsequent amendments for the project.

c. In addition, before the first Certificate of Occupancy for the first residential building, the following residential TDM measures, including:

(i) A transportation coordinator, responsible for implementing and/or administering all TDM programs.

(ii) At least one car-sharing space made available to a car-sharing program.

(iii) A program that will: (1) permit residents to forgo parking privileges in the parking garage and have that choice reflected in a downward adjustment to their rent, and (2) require increased parking fees for residents choosing more than one space per unit. This program must be approved by City staff and the permittee shall report to the City annually on the operation of the program.

(iv) Membership in the Charles River TMA and provision of shuttle service. Plans for operations of a shuttle to the Red Line must be approved by City Staff prior to obtaining the first Certificate of Occupancy. Revised plans for operations should be submitted with each application for a building. Revisions to operations at any time shall require approval by City Staff

3. Before the issuance of an Occupancy Permit which brings the total non-residential space to more than 350,000 sq. ft., the following measures must be operational:

a. Transportation infrastructure improvements, including:

(i) All of the above infrastructure improvements.

(ii) A surface roadway connection between East Street and Water Street as approved by City staff.

(iii) A vertical, handicap-accessible, pedestrian and bicycle connection to the Gilmore Bridge north of the park.

(iv) Improvements to the environment along the Gilmore Bridge to encourage pedestrian access to the Orange Line as determined by the Permittee and City staff.

b. TDM measures, including:

(i) All of the above TDM measures.

(ii) Provision of car-sharing spaces to meet demand.

4. Before the initiation of *Phase 1B* the following measures must be operational:

a. Transportation infrastructure improvements, including:

(i) All of the above infrastructure improvements.

~~(ii) A widened Gilmore Bridge sidewalk as determined by the Permittee and City staff~~

~~(iii) A publicly accessible elevated plaza between the Gilmore Bridge and Parcel N.~~

(~~vii~~) Bicycle access enhancements for use of the Gilmore Bridge, as determined by the Permittee and City staff.

(~~viii~~) A temporary multi-use path connection from North Point Boulevard to Water Street when the intersection of O'Brien Hwy and Water Street has been improved, with an extension to the Somerville Community Bike Path as soon as it exists.

b. All of the above TDM measures.

c. Off-site roadway mitigation measures, including:

(i) Proposed improvements to Land Boulevard and O'Brien Highway developed in coordination with City staff and approved by the State as necessary.

(ii) The proposed new mid-block crossing of O'Brien Highway developed in coordination with City staff unless, in consultation with the City, it is determined that implementation of the crossing must be delayed until the reconstruction of O'Brien Highway and Cambridge Street is completed.

(iii) Other off-site intersection improvements, developed in coordination with City staff, including:

(a) Pavement marking improvements and signal timing changes with equipment improvements where deemed necessary by City staff at the intersections of O'Brien Highway and Twin City Plaza, O'Brien Highway Museum Way, Cambridge Street Hampshire Street, Cambridge Street and Prospect Street, Cambridge Street and Columbia Street, Cambridge Street and Sixth Street, Cambridge Street and Third Street, Cambridge Street and Second Street, Charles Street and Third Street, Charles Street and First Street, Binney Street and First Street, Binney Street and Land Street, Broadway & Galilei Way, Broadway & Third Street, and Cambridgeside Place and Land boulevard.

(b) Intersection reconstruction including cross-section changes, sidewalk modifications, pavement markings, new asphalt, and signal timing changes, with equipment improvements where necessary, at the intersections of: O'Brien Highway and Third Street and O'Brien Highway and Water Street.

5. Before the initiation of Phase 2, except as permitted in Condition 5(e) of this Decision, the following improvements to the intersections of Cambridge Street and First Street, Cambridge Street and O'Brien Highway, and at the new intersection of First Street Extension and O'Brien Highway shall be completed based on a plan approved by City staff and the State as necessary:

- (a) All necessary cross-section and alignment changes;
- (b) New roadbeds and pavement;
- (c) New sidewalks and lighting;

- (d) New pavement markings; and
- (e) All signal timing changes and new signal equipment.

6. The Permittee shall contribute \$100,000 (adjusted for inflation) to fund the City's design and installation of traffic calming improvements on Cardinal Medeiros Avenue. This contribution will not be required prior to the issuance of the third Certificate of Occupancy for the project. The City will provide six months written notification of need to make this contribution.

7. As soon as the hotel is opened, the Permittee must provide a transportation service to/from Logan Airport in order to reduce SOV travel between the airport and hotel. Plans for provision of this service must be approved by City staff prior to obtaining the hotel Certificate of Occupancy. Revisions to operations at any time shall require approval by City Staff. The Permittee is encouraged to explore opportunities for providing this service free of charge in cooperation with other area hotels.