

Alexandria Real Estate Equities, Inc.
400 Technology Square, Suite 101
Cambridge, MA 02139

March 2, 2020

Mayor Sumbul Siddiqui
Vice Mayor Alanna M. Mallon
Ordinance Committee Co-Chair Dennis J. Carlone
Ordinance Committee Co-Chair Marc C. McGovern
City Councilor Patricia M. Nolan
City Councilor E. Denise Simmons
City Councilor Jivan Sobrinho-Wheeler
City Councilor Timothy J. Toomey, Jr.
City Councilor Quinton Y. Zondervan
795 Massachusetts Avenue
City Hall
Cambridge, MA 02139

**Re: Commitments and conditions accompanying the Petition for Grand Junction
Zoning attached hereto as Attachment A**

Dear Mayor Siddiqui, Vice Mayor Mallon, Ordinance Committee Co-Chair Carlone, Ordinance Committee Co-Chair McGovern and Councilors, Nolan, Simmons, Sobrinho-Wheeler, Toomey, and Zondervan:

This letter is the “Letter of Commitment” referenced in Section 20.1013 of the proposed amendment to the Zoning Ordinance set forth in Attachment A (the “Grand Junction Zoning”).

The purpose of this letter is to describe commitments and benefits which ARE-MA Region No. 61, LLC (“Alexandria”) is prepared to offer to the City of Cambridge to facilitate and enable Alexandria’s use and development of the Development Land contemplated by and in accordance with the Grand Junction Zoning, subject to the satisfaction of the conditions set forth below.

“Project” is defined to mean a building(s) on the Development Land contemplated by and developed in accordance with the Grand Junction Zoning containing a total commercial space of at least 400,000 square feet of Gross Floor Area (as defined in the Cambridge Zoning Ordinance).

All capitalized terms not defined herein shall have the meaning given them in Attachment A. This Letter of Commitment shall be binding upon and inure to the benefit of successor owners of the Development Land. Paragraph A(1) shall be binding upon and inure to the benefit of successor owners of the Grand Junction Land. Paragraph A(4) shall be binding upon and inure to the benefit of successor owners of the Garage Parcel (hereinafter defined).

A. Alexandria's Commitments

1. The Grand Junction Land shall be conveyed to the City per Section 20.1005 of the Grand Junction Zoning no later than ninety (90) days after the Special Permits and approvals required under the Cambridge Zoning Ordinance are granted allowing Alexandria to build the Project, and appeal periods for such Special Permits and approvals shall have expired without any appeal having been made, or in the event that any appeal does occur, the outcome of said appeal shall not result in a change in the validity, or reduction in the development rights set forth in the Special Permits and approvals ("Special Permit Condition"), subject to the City completing its land acceptance process ("City Land Acceptance Condition"), and Alexandria completing any work required such that the environmental condition of the Grand Junction Land poses No Significant Risk, as defined in 310 CMR 40.0006, to future users of the land given its intended use as a public pathway, per Section 20.1006 of the Grand Junction Zoning ("Cleanup Condition"). For the avoidance of doubt, the Special Permit Condition shall not include a building permit.
2. Alexandria will contribute up to \$11,250,000 to the City to enable the City to design and construct improvements for the Grand Junction bike path on the Grand Junction Land, such contribution to be made on the following schedule: (a) \$1,000,000 no later than ninety (90) days after the Special Permit Condition is satisfied; and (b) \$10,250,000 no later than ninety (90) days after the issuance of a Permanent Certificate of Occupancy for the Project and no challenge to the validity of the same shall have been made (or in the event of any challenge, such challenge shall have been finally resolved in favor of such validity). The use of such funds will be restricted to the purpose for which they are contributed.
3. NStar Electric Company d/b/a Eversource Energy ("Eversource") is the owner of Tax Lot 32-52 ("Eversource Land"), which abuts the Development Land. For a period of three years after the adoption of the Grand Junction Zoning and no challenge to the validity of the same having been made (or in the event of any challenge, such challenge having been finally resolved in favor of such validity), Alexandria shall use commercially reasonable efforts to purchase the Eversource Land (for conveyance to the City for public use), subject to and conditioned on the following: (i) Eversource is willing to sell the Eversource Land to Alexandria; (ii) the results of Alexandria's due diligence investigations (including without limitation title, survey and the environmental status of the Eversource Land) are satisfactory to Alexandria in Alexandria's sole discretion; and (iii) Alexandria's total cost to purchase the Eversource Land shall not exceed \$12,929,000. (For the purposes of this Paragraph 3, Alexandria may include an affiliate nominee of Alexandria.) If, despite its exercise of commercially reasonable efforts, Alexandria has not acquired the Eversource Land within such three year period, then Alexandria will contribute \$12,292,000 to a designee identified by the City and this Paragraph 3 shall be of no further force or effect.
4. Alexandria, by and through its affiliate, ARE-MA Region No. 58, LLC, the owner of the land and building known as the Kendall Square Garage (Tax Lot 39-174) ("Garage Parcel"), hereby agrees that any new building constructed on and as part of a

redevelopment of the Garage Parcel shall not exceed the total height (including any penthouse or rooftop mechanicals) and massing of the existing Kendall Square Garage. Any construction or redevelopment on the Garage Parcel will follow the current height of the parking garage that has a maximum total height along Binney Street and is reduced in tiers north towards Linden Park. Any future construction or redevelopment of the Garage Parcel will have the same set back from Linden Park as the current Kendall Square Garage. Said restrictions shall be effective on adoption of the Grand Junction Zoning, and no challenge to the validity of the same shall have been made (or in the event of any challenge, such challenge shall have been finally resolved in favor of such validity) and shall remain in force for 50 years from the date of adoption of the Grand Junction Zoning.

B. Additional Conditions to Alexandria's Commitments

For purposes of clarification, Alexandria's commitments set forth above are offered if the following additional conditions are met:

1. The amendments to the Cambridge Zoning Ordinance set forth in Attachment A are duly adopted in the form attached hereto as Attachment A, and no challenge to the validity of the same shall have been made (or in the event of any challenge, such challenge shall have been finally resolved in favor of such validity.)
2. All time periods specified in this Letter of Commitment shall be tolled during the resolution of any appeal pertaining to the Grand Junction Zoning or the Project. The time period specified in Section A(1) also shall be tolled during the satisfaction of the City Land Acceptance Condition and/or the Cleanup Condition.
3. So long as Alexandria, its successors and assigns, is proceeding with development and until the Project is completed, the City shall not have initiated or supported any rezoning or other ordinance changes that would have the effect of adversely affecting any of the uses or development authorized by the Grand Junction Zoning.

C. Conclusion

Alexandria is making these payments and providing the other mitigation referenced above in order to provide resources to mitigate any impacts which might result from the Project as a result of the rezoning and any Special Permits granted therefore.

As Alexandria's duly authorized representative, I am pleased to commit to this significant mitigation on Alexandria's behalf.

March 2, 2020

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Sincerely,

ARE-MA Region No. 61, LLC

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership

By: ARE-QRS Corp.,
a Maryland corporation, General Partner

By: Thomas J Andrews
Name: Thomas J. Andrews
Title: Co-President

March 2, 2020

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Limited Joinder of ARE-MA Region No. 58, LLC Solely with Respect to Sections A(1) and A(4) of this Letter:

ARE-MA Region No. 58, LLC

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership

By: ARE-QRS Corp.,
a Maryland corporation, General Partner

By: Thomas J Andrews
Name: Thomas J. Andrews
Title: Co-President

Limited Joinder of Running Brook Associates, Inc. Solely with Respect to Section A(1) of this Letter:

Running Brook Associates, Inc.

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership

By: ARE-QRS Corp.,
a Maryland corporation, General Partner

By: Thomas J Andrews
Name: Thomas J. Andrews
Title: Co-President

Attachment A - Form of Grand Junction Zoning

Attachment A - Form of Grand Junction Zoning

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OFFICE OF THE CITY CLERK
CAMBRIDGE, MASSACHUSETTS

Grand Junction Pathway Overlay District Zoning Amendment

The undersigned owners of land to be affected by this Petition, hereby petition the Cambridge City Council as follows:

1. To see if the City Council will vote to amend the Zoning Map of the City of Cambridge as follows:

Parcel 1. A certain parcel of land situated in the City of Cambridge, County of Middlesex and the Commonwealth of Massachusetts more particularly described as follows: Beginning at a point at the intersection of the westerly sideline of Fulkerson Street and the northeasterly sideline of Binney Street; thence running N 56°29'27" W, by said Binney Street, a distance of 226.55 feet to a point; thence turning and running N 57°11'37" W, by said Binney Street, a distance of 51.81 feet to a point; thence turning and running N 10°45'15" E, by land now or formerly of Massachusetts Department of Transportation, a distance of 1014.59 feet to a point; thence turning and running S 80°27'41" E, by land now or formerly of Spring Condominium, a distance of 83.70 feet to a point; thence turning and running S 09°32'21" W, by land now or formerly Pay Phone Realty Trust, and land now or formerly of NSTAR Electric Company, a distance of 278.56 feet to a point; thence turning and running S 06°22'09" E, by land now or formerly of NSTAR Electric Company, a distance of 127.16 feet to a point; thence turning and running N 12°47'39" W, by land now or formerly of NSTAR Electric Company, a distance of 76.39 feet to a point of non-tangency; thence running by a curve to the left, having a radius of 301.06 feet, a chord bearing of S 28°33'33" E, a chord distance of 138.60 feet, a delta angle of 19°01'53", and an arc length of 139.85 feet, by land now or formerly of NSTAR Electric Company to a point on said Fulkerson Street; thence running S 09°32'20" W, by said Fulkerson Street, a distance of 546.29 feet to the point of beginning; said parcel of land containing an area of 191,506 square feet or 4.39 acres; and

Parcel 2. A certain parcel of land situated in the City of Cambridge, County of Middlesex and the Commonwealth of Massachusetts more particularly described as follows: commencing at a point at the intersection of the westerly sideline of Fulkerson Street and the northeasterly sideline of Binney Street; thence running N 56°29'27" W, by said Binney Street, a distance of 226.55 feet to a point; thence turning and running N 57°11'37" W, by said Binney Street, a distance of 90.66 feet to the point of beginning; thence running N 57°11'37" W, by said Binney Street, a distance of 15.11 feet to a point; thence turning and running N 10°45'15" E, by land now or formerly of ARE-MA Region No. 58, LLC, a distance of 508.00 feet to a point; thence turning and running S 67°21'26" E, by Parcel 3 herein described, a distance of 14.31 feet to a point; thence turning and running S 10°45'15" W, by land now or formerly of Massachusetts Department of Transportation, a distance of 510.72 feet to the point of beginning; said parcel of land containing an area of 7,131 square feet; and

Parcel 3. A certain parcel of land situated in the City of Cambridge, County of Middlesex and the Commonwealth of Massachusetts more particularly described as follows: beginning at a point on the westerly line of land now or formerly of Massachusetts Department of Transportation said point being S 10°45'15" W, a distance of 510.72 feet from the northeasterly sideline of Binney Street; thence running N 67°21'26" W, by Parcel 2 herein described and land now or formerly of ARE-MA Region No. 58, LLC, a distance of 17.69 feet to a point; thence

turning and running N 10°46'42" E, by land now or formerly of Richard D. Fanning, Wellington Harrington Memorial Way, and land now or formerly of John Frazier, Trustee, a distance of 743.27 feet to a point; thence turning and running S 80°25'39" E, by land now or formerly of Roman Catholic Archbishop of Boston, and Parcel 4 herein described, a distance of 17.00 feet to a point; thence turning and running S 10°45'15" W, by land now or formerly of Massachusetts Department of Transportation, a distance of 747.26 feet to the point of beginning; said parcel of land containing an area of 12,785 square feet; and

Parcel 4. A certain parcel of land situated in the City of Cambridge, County of Middlesex and the Commonwealth of Massachusetts more particularly described as follows: beginning at a point on the southerly sideline of Cambridge Street, S 80°29'15" E a distance of 130.97 feet from the easterly sideline of Cardinal Medeiros Avenue; thence running S 80°29'15" E, by said Cambridge Street, a distance of 6.19 feet to a point; thence turning and running S 11°03'38" W, by land now or formerly of Massachusetts Department of Transportation, a distance of 264.00 feet to a point; thence running along a curve to the right, by land now or formerly of Massachusetts Department of Transportation, having a radius of 784.50 feet, a chord bearing of S 13°46'27" W, a chord distance of 74.29 feet, a delta angle of 05°25'41", and an arc length of 74.32 feet, to a point; thence with a reverse curve to the left, by land now or formerly of Massachusetts Department of Transportation, having a radius of 1315.50 feet, a chord bearing of S 13°37'16" W, a chord distance of 131.60 feet, a delta angle of 05°44'02", and an arc length of 131.65 feet, to a point; thence running S 10°45'15" W, by land now or formerly of Massachusetts Department of Transportation, a distance of 59.81 feet to a point; thence turning and running N 80°25'39" W, by Parcel 3 herein described, a distance of 14.00 feet to a point; thence turning and running N 10°45'15" E, by land now or formerly of Roman Catholic Archbishop of Boston, a distance of 60.10 feet to a point; thence running along a curve to the right, by land now or formerly of Roman Catholic Archbishop of Boston, having a radius of 1329.50 feet, a chord bearing of N 13°37'16" E, a chord distance of 133.00 feet, a delta angle of 05°44'02", and an arc length of 133.05 feet, to a point; thence with a reverse curve to the left, by land now or formerly of Roman Catholic Archbishop of Boston, having a radius of 770.50 feet, a chord bearing of N 13°46'27" E, a chord distance of 72.97 feet, a delta angle of 05°25'41", and an arc length of 72.99 feet, to a point; thence running N 11°03'38" E, by land now or formerly of Roman Catholic Archbishop of Boston, a distance of 213.61 feet to a point; thence turning and running S 80°29'15" E, by Parcel 5 herein described, a distance of 8.06 feet to a point; thence turning and running N 10°46'42" E, by Parcel 5 herein described, a distance of 50.01 feet to the point of beginning; said parcel of land containing an area of 7,020 square feet; and

Parcel 5. A certain parcel of land situated in the City of Cambridge, County of Middlesex and the Commonwealth of Massachusetts more particularly described as follows: beginning at a point on the southerly sideline of Cambridge Street, S 80°29'15" E a distance of 78.39 feet from the easterly sideline of Cardinal Medeiros Avenue; thence turning and running S 80°29'15" E, by said Cambridge Street, a distance of 52.58 feet to a point; thence turning and running S 10°46'42" W, by Parcel 4 herein described, a distance of 50.01 feet to a point; thence turning and running N 80°29'15" W, by Parcel 4 herein described and by land now or formerly of Roman Catholic Archbishop of Boston, a distance of 51.41 feet to a point; thence turning and running N 09°26'25" E, by land now or formerly of Roman Catholic Archbishop of Boston, a distance of 50.00 feet to the point of beginning; said parcel of land containing an area of 2,600 square feet;

be rezoned to create a new overlay zoning district entitled the Grand Junction Pathway Overlay District.

2. To see if the City Council will vote to amend Article 20 of the Zoning Ordinance of the City of Cambridge by adding the following text at the end of Article 20 as presently ordained:

20.1000 Grand Junction Pathway Overlay District

20.1001 Establishment and Scope.

There is hereby established the Grand Junction Pathway Overlay District, which is governed by the regulations and procedures specified in this Section 20.1000. It is the intent of this Section that these regulations will apply to land within the Grand Junction Pathway Overlay District, which is comprised of Grand Junction Land and Development Land, as defined below.

20.1002 Purpose.

It is the purpose of the Grand Junction Pathway Overlay District to augment base zoning and promote the development of a public pathway along the Grand Junction railroad right-of-way in connection with high quality development consistent with development along the Binney Street corridor.

The October 2001 East Cambridge Planning Study identified the Grand Junction corridor as a means to provide a significant transportation and recreational resource and enhance non-auto mobility in the City. The October 2006 Grand Junction Rail-with-Trail Feasibility Study highlighted the public benefits of the pathway, including recreation and open space, but noted that acquiring rights in the land to develop the pathway was a key limiting issue. The August 2017 Final Report of the Kendall Square Mobility Task Force underscored the importance of enhancing non-auto mobility in the City and the Grand Junction Pathway in meeting that goal.

The Grand Junction Pathway Overlay District will facilitate the City's efforts to secure long term public access to certain land in the Grand Junction Pathway Overlay District by incenting development consistent with development along the Binney Street corridor. A project meeting the requirements of this Section will provide open space, recreational opportunities, a corridor for non-auto traffic in the City, as well as high quality development, and promote the goals of public health, safety, welfare and economic development.

20.1003 Applicability.

Development in the Grand Junction Pathway Overlay District shall be controlled by the regulations governing the Industry A-1 District, except as modified by the requirements of this Section 20.1000, which shall apply in lieu of the regulations of the Industry A-1 District. Where the regulations applicable to the Industry A-1 District differ from the requirements of this Section 20.1000, the provisions of this Section shall apply. The Grand Junction Pathway Overlay District shall be established on the Zoning Map of the City of Cambridge pursuant to the provisions of Section 3.20.

20.1004 Procedure.

Construction, use and development under this Section shall be authorized by Special Permit granted by the Planning Board. In granting a Special Permit under this Section 20.1000, the Planning Board shall find that the intent of this Section has been satisfied and find that provision has been made for the conveyance to the City, or a designee thereof, by fee or easement, of interests in certain land as described herein for the development of the Grand Junction pathway between Binney Street and Cambridge Street.

20.1005 Required Conveyance of Grand Junction Land.

In connection with a Special Permit(s) granted pursuant to Section 20.1000, conveyance to the City, or its designee, of the following land for use on the Grand Junction pathway, by fee or easement, shall be required under such Special Permit(s) or have already been made:

(a) Tax Parcel 37-88, comprising approximately 2,600 square feet, and known as 686 Cambridge Street;

(b) A fourteen (14) foot wide strip of land along the east boundary of Tax Parcel 37-126, beginning at the north boundary of Tax Parcel 33-111 and continuing approximately 480 feet, and then the land between the east boundary of Tax Parcel 37-126 and the west boundary of Tax Parcel 37-88, continuing approximately fifty (50) feet to Cambridge Street, comprising a total of approximately 7,020 square feet; and

(c) A fourteen (14) foot wide strip of land along the east boundary of Tax Parcel 33-110 bordering the Grand Junction railroad right-of-way beginning at Binney Street and continuing approximately 511 feet to the south boundary of Tax Parcel 33-111 and Tax Parcel 33-111, comprising a total of 19,916 square feet.

The land described in subparagraphs (a)-(c) is hereby defined as "Grand Junction Land."

20.1006 Other Matters--Grand Junction Land.

The Grand Junction Land shall be conveyed to the City, or its designee, by fee or easement: (i) such that the environmental condition of the Grand Junction Land poses No Significant Risk, as defined under 310 C.M.R. 40.0006, to future users of the land given its intended use as a public pathway; (ii) subject to encumbrances which do not interfere with the use of the land for its intended purpose; and (iii) subject to a reservation of Grantor to grant subsurface utility easements. Nonconformity, including setbacks, arising directly from the conveyance of Grand Junction Land hereunder is waived.

20.1007 Development Land.

"Development Land" within the Grand Junction Pathway Overlay District consists of Tax Parcel 31-20 [known as 303 and 345 Binney Street], comprising a total of approximately 191,506 square feet ("Development Land Lot Area").

20.1008 Permitted Uses.

Uses permitted in the Development Land shall be governed by base zoning. After conveyance pursuant to Section 20.1011, Grand Junction Land shall be used for Public Open Space.

20.1009 Dimensional Requirements.

20.1009.1 Floor Area Ratio. The maximum Floor Area Ratio for the Development Land located in the underlying Industry A-1 District (130,671 square feet) shall be 2.5. Development Land in the underlying Residence C-1 District (60,835 square feet) may be included in the calculation of allowable Gross Floor Area on Development Land located in the Industry A-1 District (for Uses allowed therein) at the Floor Area Ratio allowed in the Industry A-1 District of 1.25, provided that: (i) future use of the Development Land in the Residence C-1 District shall be Publicly Beneficial Open Space, except that fences, berms, sound barriers, a vehicle turnaround, a loading dock enclosure and underground systems serving the Development Land may be located in the underlying Residence C-1 District; and (ii) a 25 foot wide landscaped buffer shall be created along the westerly boundary of that portion of the Development Land located in the Residence C-1 District abutting the railroad right-of-way.

20.1009.2 Height. As shown on the attached Figure of Height Zones for Development Land within the Grand Junction Pathway Overlay District, the Development Land is divided into three zones: the Binney Street Zone, the Transition Zone and the Base Zoning Zone. The maximum height of any building in the Binney Street Zone shall be 90 feet. The maximum height of any building in the Transition Zone shall be 60 feet. The maximum height of any building in the Base Zoning Zone shall be governed by base zoning. Notwithstanding Section 5.23 of the Cambridge Zoning Ordinance, the height of any Roof Top Mechanical Penthouse in the Binney Street Zone of the Grand Junction Pathway Overlay District shall be limited to twenty-five (25) feet and the height of any Roof Top Mechanical Penthouse in the Transition Zone of the Grand Junction Pathway Overlay District shall be limited to twenty (20) feet. "Roof Top Mechanical Penthouse" is defined as an enclosed space housing mechanical systems, air conditioning equipment, elevator bulkheads, ventilation systems or other necessary features normally built above the roof and not used for human occupancy.

20.1009.3 Setbacks. There shall be no minimum required front, rear or side yard setbacks, except that no above grade building shall be constructed within twenty-five (25) feet of the westerly boundary of Tax Parcel 31-20.

20.1010 Parking--Parking Ratio.

Parking shall be at a ratio no greater than 0.8 spaces per 1,000 feet of Gross Floor Area for technical office for research development laboratory or research facility (see Section 4.34(f) of the Ordinance).

20.1011 Timing of Grand Junction Land Conveyance.

The Grand Junction Land shall be conveyed to the City per Section 20.1005 in accordance with Section A(1) of that certain Letter of Commitment dated MARCH 2, 2019 and referenced in Section 20.1013. 2020

20.1012 Project Review.

In granting approval for a building or buildings under Article 19, the Planning Board may approve buildings for which physical design information is presented in conceptual form, subject to later design review and approval by the Planning Board and a finding that final design of such building(s) is consistent with Section 19.30, as applicable.

20.1013 Letter of Commitment

Issuance of any base building permit or certificate of occupancy for any new building on Development Land approved pursuant to a Special Permit granted under this Section 20.1000 shall be conditioned on certification by all relevant departments of the City to the Superintendent of Buildings that the building is proceeding in accordance with that certain Letter of Commitment dated March 2, 2018.

Respectfully submitted,

303/345 Binney Street

Map 31, Lot 20

By its Owner,

ARE-MA REGION NO. 61, I.L.C.,
a Delaware limited liability company

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership,
managing member

By: ARE-QRS, Corp.,
a Maryland corporation,
general partner

By: _____
Name: Jackie Clem
Title: Senior Vice President

RE Legal Affairs

353 and 353R Binney Street

Map 33, Lots 110 and 111

By its Owner,

ARE-MA Region No. 58, LLC,
a Delaware limited liability company

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership,
managing member

By: ARE-QRS, Corp.,
a Maryland corporation,
general partner

By: _____
Name: Jackie Clem
Title: Senior Vice President

RE Legal Affairs

686 Cambridge Street

Map 37-Lot 88

By its Owner,

RUNNING BROOK ASSOCIATES, LLC,

a Delaware limited liability company

By: Alexandria Real Estate Equities, L.P.,
a Delaware limited partnership,
managing member

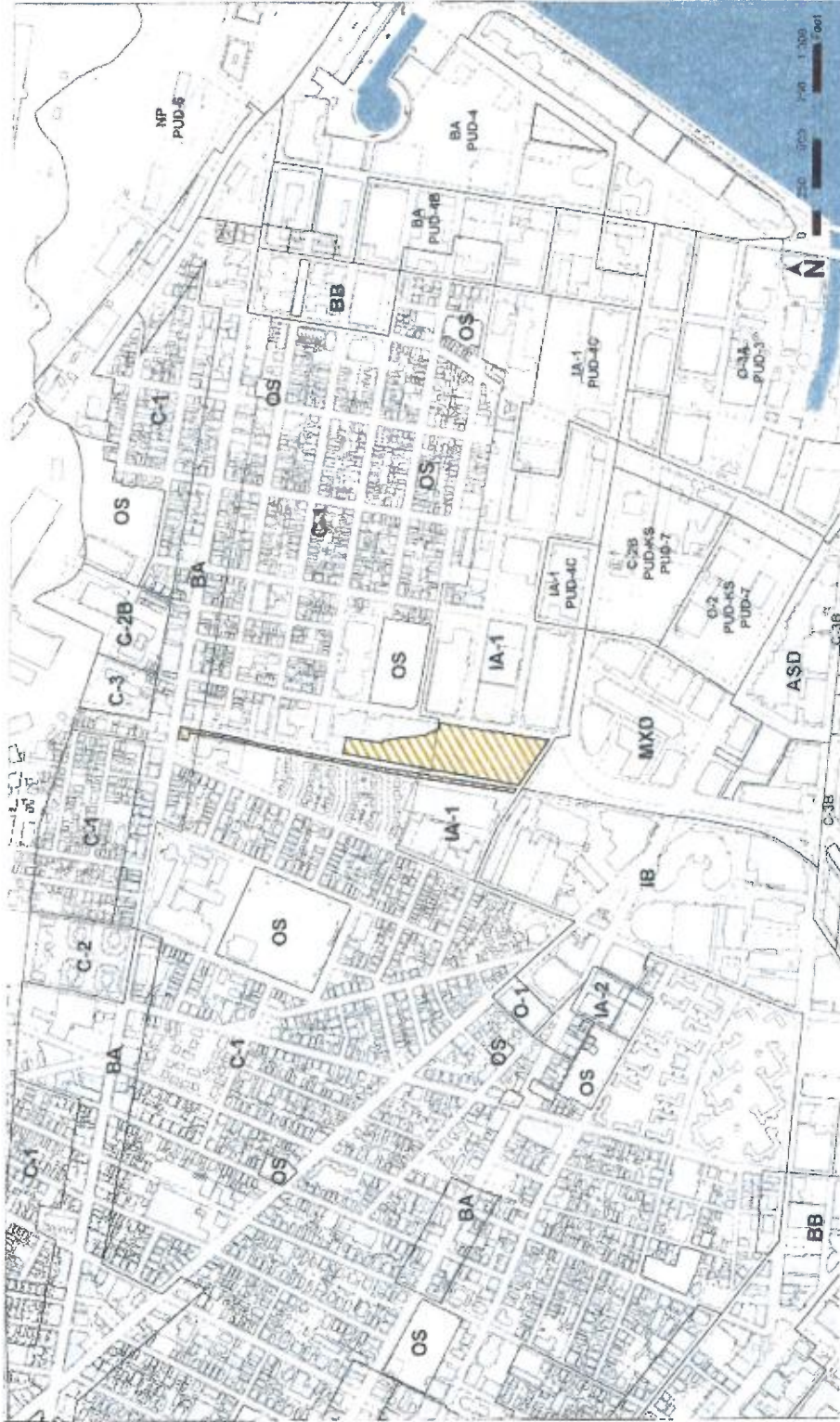
By: ARE-QRS, Corp.,
a Maryland corporation,
general partner

By: 
Name: Jackie Clem
Title: Senior Vice President
RE Legal Affairs



HEIGHT ZONES - DEVELOPMENT LAND
Grand Junction Pathway Overlay District





PROPOSED GRAND JUNCTION PATHWAY
Overlay District



ALEXANDRIA

