

MEMORANDUM

SEPTEMBER 26, 2013

TO: BOSTON REDEVELOPMENT AUTHORITY AND
PETER MEADE, DIRECTOR

FROM: HEATHER CAMPISANO, DEPUTY DIRECTOR, DEVELOPMENT
REVIEW
DANA WHITESIDE, DEPUTY DIRECTOR, COMMUNITY ECONOMIC
DEVELOPMENT

SUBJECT: EXTENSION OF TENTATIVE DESIGNATION CAMPUS HIGH SCHOOL
URBAN RENEWAL AREA, PROJECT NO. MASS R-129: A PORTION OF
PARCEL P-3; AND A PORTION OF P3-h

SUMMARY: This Memorandum requests that the Boston Redevelopment Authority ("BRA") extend the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of P3-h in the Campus High School Urban Renewal Area Project No. Mass. R-129 to June 30, 2014.

LOCATION AND SITE DESCRIPTION

The Proposed Project site consists of a portion of Parcel P-3 and a portion of Parcel P3-h in the Campus High School Urban Renewal Area located along the south side of Tremont Street, just west of its intersection with Ruggles Street and the Ruggles Massachusetts Bay Transportation Authority ("MBTA") Station as set forth in Exhibit A attached hereto and incorporated herein. The Boston Police Department ("BPD") Headquarters is located directly across Tremont Street. The site is also adjacent to the Madison Park High School site.

BACKGROUND

On May 19, 2005 the BRA voted to authorize the advertisement of a Request for Proposals ("RFP") for the long-term lease and redevelopment of Parcel P-3. The RFP for Parcel P-3 was formally issued on December 2, 2005. On May 22, 2006, the BRA received three (3) proposals in response to the RFP.

On June 21, 2007, the BRA granted the tentative designation of Elma Lewis Partners, LLC as the redeveloper of Parcel P-3 for 360 days for construction of the Ruggles Place Project, containing approximately 1,398,889 square feet of cultural, residential, office, retail, medical, and art educational uses, and a 1,044 space parking garage, including

the renovation of 34,000 square feet in the existing and former Whittier Street Health Center building, in four (4) building blocks whose heights would range from 4 to 20 stories ("Original Tentative Designation").

On June 3, 2008, the BRA voted to extend the Original Tentative Designation of Elma Lewis Partners, LLC as the Redeveloper of Parcel P-3 for an additional three months or until September 21, 2008 to allow time for the Redeveloper to complete the requirements set forth in the Original Tentative Designation Resolution adopted on June 21, 2007. On September 9, 2008, the BRA voted to extend the tentative designation of Elma Lewis Partners, LLC as the redeveloper of Parcel P-3 for an additional one month or until October 21, 2008.

On October 21, 2008 the Original Tentative Designation, as extended, expired in accordance with its terms.

On April 28, 2009, the BRA voted to re-adopt the tentative designation of Elma Lewis Partners, LLC as the redeveloper of Parcel P-3 for eighteen (18) months until October 28, 2010 for the construction of the Ruggles Place Project as originally conceived and on October 12, 2010 the BRA voted to extend the tentative designation for a period of ninety (90) days ("2009 Tentative Designation"). The 2009 Tentative Designation required the Elma Lewis Partners to identify and designate a portion of Parcel P-3 to the Whittier Street Health Center project so that it could move forward as an independent project, and also to allow time for Elma Lewis Partners, LLC to complete the requirements set forth in the 2009 Tentative Designation. The ability to create a sub-parcel for the Whittier Street Health Center project was accomplished on September 15, 2009.

Subsequently, the Elma Lewis Partners, LLC changed the structure of its team and began negotiations with Feldco Development Corporation ("FeldCo") to join them as a development partner. On September 16, 2010 Elma Lewis Partners, LLC and FeldCo were able to provide the BRA with a partnership agreement and their proposed revised project for the Site.

On September 21, 2010 in connection with the Final Designation of Whittier Street Health Center Realty Corporation as redeveloper of Parcel P3-i, in the Campus High School Urban Renewal Area, the Tentative Designation of Elma Lewis Partners, LLC as redeveloper of Parcel P-3 in the Campus High School Urban Renewal Area was revised to modify the land area of said designation to include the land set forth in Attachment A hereto.

On January 13, 2011 the BRA revised the Tentative Designation of Elma Lewis Partners LLC as redeveloper of a portion of Parcel P-3 and a portion of Parcel P3-h to accept the creation of the partnership between Elma Lewis Partners LLC and Feld Co.

Development Corporation known as P-3 Partners, LLC and the BRA voted to extend the tentative designation for a period of 18 months.

On June 12, 2012 the BRA voted to extend the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of Parcel P3-h to December 31, 2012.

On December 13, 2012 the BRA voted to extend the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of Parcel P3-h to January 31, 2013.

On January 17, 2013 the BRA voted to extend the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of Parcel P3-h to April 30, 2013.

On April 11, 2013, the BRA voted to extend the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of P3-h to September 30, 2013.

DEVELOPMENT TEAM AND PROPOSED REVISED PROJECT

P-3 Partners LLC propose to revise the original project to include, 591,398 square feet of vertical retail space, 43,020 square feet of small ground floor retail space, an art and educational space comprised of 58,474 square feet, an office component consisting of 315,122 square feet, and an above ground parking structure containing 616,440 square feet, for a mixed-use project totaling approximately 1,624,454 square feet with a projected cost of \$309,315,332 ("Proposed Revised Project"). At this time the BRA has not approved the Proposed Revised Project.

ARTICLE 80 SUBMISSION

On April 24, 2012 the P-3 Partners LLC team submitted a Project Notification Form ("PNF") for the Proposed Revised Project to be known as Tremont Crossing.

Elements of the proposed development include:

Large Format Retail	500,000 SF on 4 Levels
Small Format Retail (fronting Tremont Street)	50,000 SF on 1 Level
Office	200,000 SF on 9 Levels
Multifamily Residential	200,000 SF (240 units) 11 Levels
Museum/Cultural Center	58,000 SF on 3 Levels
Parking	592,000 SF 1 Level Below Grade with 8 Levels Above Grade

BRA Staff and the development team reviewed the project with members of the Parcel P-3 Project Review Committee of the Roxbury Strategic Master Plan Oversight Committee on May 8, 2012. In accordance with the Article 80 process, the developer presented the proposed project to stakeholders in a BRA-sponsored public meeting to elicit comments and review on May 15, 2012.

The Article 80 comment period ended on June 1, 2012, and BRA have collected comments from area stakeholders as well as other City of Boston and Commonwealth of Massachusetts agencies with regulatory oversight for this development.

A Scoping Determination document was completed and delivered to the development team. The Scoping Determination provides the development team a comprehensive review of the considerations raised by stakeholders and reviewing agencies.

Following discussion with the Executive Committee of the RSMPOC, consideration of a three (3) month extension to the designation was given. As part of the designation extension which was granted by the BRA on January 17, 2013, the following stipulations were made:

1. Clear articulation of the funding program and finance plan for the project;
2. Clear articulation of the tax program for the project;
3. Completion of tenant lease and project delivery date for named tenant; and
4. Completion of the Development Project Impact Report ("DPIR").

Members of the P-3 Partners team have met regularly with the Roxbury Strategic Master Plan Oversight Committee ("RSMPOC") to provide updates on the progress of the Proposed Revised Project. Meetings of the RSMPOC and its Project Review Committee took place on January 7, 2013, January 14, 2013, February 4, 2013 and April 8, 2013. During these meetings, project status and expectations of the RSMPOC relative to ongoing progress and more comprehensive update reporting were reviewed.

At its April 11, 2013 meeting the BRA Board of Directors approved an extension of the tentative designation for P-3 Partners as redeveloper to September 30, 2013.

On August 31, 2013 in keeping with the requirements of its most recent tentative designation, the development team submitted its Draft Project Impact Report; which is currently under review by the BRA and other public agencies and the area stakeholders. The BRA may issue a written Preliminary Adequacy Determination ("PAD") setting forth those elements of the proposed Tremont Crossing project as described in the DPIR that the P-3 Partners Team will be required to analyze, study and mitigate by filing a Final Project Impact Report ("FPIR").

On September 12, 2013, the BRA submitted an application to the Commonwealth's Executive Office of Housing and Economic Development ("EOHED") for its MassWorks Infrastructure Program to seek approximately \$4.6 Million in funds to support the project. This application is under review by EOHED staff.

RECOMMENDATION

It is, therefore, recommended that the BRA extend the Tentative Designation of P-3 Partners LLC as the Redeveloper of a portion of Parcel P-3 and a portion of P3-h in the Campus High School Urban Renewal Area Project No. Mass. R-129 to June 30, 2014.

It is further recommended that the following requirements be fulfilled by the Redeveloper:

1. Clear articulation of the funding program and finance plan for the project and completion of necessary applications/funding source requirements to respective agencies by May 31, 2014;
2. Clear articulation of the tax program for the project and completion of necessary materials submission and review with respective agencies by August 31, 2014;
3. Completion of tenant lease and project delivery date for named retail, office and commercial tenants no later than May 31, 2014; and
4. Completion of the Final Project Impact Report ("FPIR") documents and submission for a Project acceptable to the BRA or completion of Article 80 process no later than May 31, 2014.

Appropriate votes follow:

VOTED: That the Boston Redevelopment Authority extend the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of Parcel P3-h in the Campus High School Urban Renewal Area to June 30, 2014; and

FURTHER

VOTED That the Tentative Designation of P-3 Partners, LLC as the Redeveloper of a portion of Parcel P-3 and a portion of Parcel P3-h in the Campus High School Urban Renewal Area shall automatically be rescinded without prejudice and without further action by the BRA if final designation has not been granted by June 30, 2014.