

BOARD APPROVED

MEMORANDUM

JUNE 13, 2019

TO: BOSTON REDEVELOPMENT AUTHORITY
D/B/A BOSTON PLANNING & DEVELOPMENT AGENCY (BPDA)*
AND BRIAN P. GOLDEN, DIRECTOR

FROM: JONATHAN GREELEY, DIRECTOR OF DEVELOPMENT REVIEW
MICHAEL CHRISTOPHER, DEPUTY DIRECTOR FOR DEVELOPMENT
REVIEW/GOVERNMENT AFFAIRS
AISLING KERR, PROJECT MANAGER

SUBJECT: SECOND NOTICE OF PROJECT CHANGE
INNOVATION SQUARE AT NORTHERN AVENUE
6 TIDE STREET, RAYMOND L. FLYNN MARINE PARK

SUMMARY: This Memorandum requests authorization for the Boston Redevelopment Authority ("BRA") d/b/a Boston Planning & Development Agency ("BPDA") to: (i) authorize the Director to issue a Determination waiving the requirement of further review pursuant to Section 80A-6.2 of the Code in connection with the Second Notice of Project Change ("NPC") for the Innovation Square at Northern Avenue Project (the "Proposed Project"); (ii) authorize the Director to issue one or more Certifications of Compliance or Partial Certifications of Compliance under Section 80B-6 of the Code upon successful completion of the Article 80 review process in connection with the Proposed Project; and (iii) authorize the Director to issue any and all other documents, as may be necessary and appropriate in connection with the NPC and the Proposed Project, including, but not limited to, a Cooperation Agreement.

PROJECT SITE

The Innovation Square at Northern Avenue Project is located at 6 Tide Street, on a site constituting an approximately 179,791 square-foot parcel of land owned by the Economic Development Industrial Corporation ("EDIC"), and designated as Parcel R, within the Raymond L. Flynn Marine Park (the "Project Site").

* Effective October 20, 2016, the BRA commenced doing business as the BPDA.

RBK I Tenant LLC, a joint venture between TS Partners LLC (the "Proponent") and Related Beal LLC ("Related Beal"), ground-leases 81,591 square feet of the Project Site (the "Phase 1 Site"), where Phase 1 of the Project, described below, is near completion. The Proponent ground-leases the remaining 98,200 square foot portion of the Project Site (the "Phase 2 Site").

As contemplated under its ground lease, the Proponent intends to assign its leasehold interest in the Phase 2 Site to a single-purpose entity, tentatively named RBK II Tenant LLC (another joint venture between the Proponent and Related Beal), to develop Phase 2, also described below.

DEVELOPMENT TEAM

The development team includes:

Proponent: TS Partners LLC
 Stephen N. Faber, Related Beal
 Steven Ng, Related Beal
 Craig Wood, Related Beal
 Tom Miller, Kavanagh Advisory
 Eric B. Gervais, Kavanagh Advisory

Legal Counsel: Jared Eigerman, Reuben, Junius & Rose, LLP

Architect: Joe Mamayek, HDR

PROJECT HISTORY

On October 1, 2013, Kavanagh Advisory Group, LLC, an affiliate of both the Proponent and RBK I Tenant LLC, filed a Project Notification Form (the "2013 PNF") with the BRA for the Innovation Square at Northern Avenue Project. As described in the 2013 PNF, the proposed project consisted of a four (4)-story, multi-tenanted research and development/manufacturing facility, totaling approximately 359,000 square feet of Gross Floor Area, and provided accessory parking on-site for sixty (60) vehicles (the "Originally Approved Project"). A Scoping Determination Waiving Further Review was issued in connection with the Originally Approved Project on December 27, 2013.

On July 28, 2016, the Proponent, which at the time ground-leased the entire Project Site, filed a First Notice of Project Change (the "First NPC") for the Originally

Approved Project. The First NPC contemplated the following changes to the Originally Approved Project:

- Dividing the Project into two phases and severing the ground leasehold into two sub-parcels, one for each phase (*i.e.*, the Phase 1 Site and the Phase 2 Site);
- Assigning the initial phase of the Project ("Phase 1") to RBK 1 Tenant LLC to construct a four (4)-story, multi-tenanted research and development/manufacturing facility, totaling approximately 120,000 square feet of Gross Floor Area;
- Increasing on-site accessory parking for the Project from sixty (60) spaces to eighty-four (84) spaces; and
- Specifying that the floor plans indicate a mix of typical research and development use components, including, without limitation, laboratory bench space, wet and dry research and office space, computer labs, clean rooms, environmental rooms, and laboratory and research support space.

A Director's Determination in connection with the First NPC was issued on September 9, 2016. The revised project is described in the Director's Determination as comprising 359,582 square feet of industrial/research space to be constructed in two phases: (a) Phase 1, which was to include a four (4)-story building of 121,299 square feet at the 81,591 square-foot Phase 1 Site with eighty-four (84) accessory parking spaces ("Phase 1"); and (b) Phase 2, which was to include one or more four (4)-story buildings with approximately 238,353 square feet of Gross Floor Area at the 98,200 square-foot Phase 2 Site, and without parking ("Phase 2"). On November 22, 2017, the BRA and RSK I entered into a Cooperation Agreement with respect to Phase 1.

SECOND NOTICE OF PROJECT CHANGE

On March 15, 2019, the Proponent filed a Second Notice of Project Change (the "Second NPC") with the BPDA proposing two minor changes to Phase 2 of the Innovation Square at Northern Avenue Project, as described in the Originally Approved Project and subsequently amended in the First NPC:

1. Substitution of approximately 10,000 square feet of local retail/restaurant/services space for research and development space within a single building, with approximately 238,353 square feet of Gross Floor Area; and

2. The addition of up to forty-five (45) on-site, accessory parking spaces to serve Phase 2.

ZONING

No zoning relief is required in connection with the changes proposed under the Second NPC, as local retail/restaurant/services uses are permitted by right at the Project Site.

The Project Site is located within the South Boston Parking Freeze Area. As directed by federal and state law and implemented by local City ordinances, the Boston Air Pollution Control Commission ("APCC") requires a permit for any non-residential parking spaces within the South Boston Parking Freeze Area. EDIC, as the landowner, maintains a single APCC parking freeze permit for all parcels within the Raymond L. Flynn Marine Park, except those parcels ground-leased by the Massachusetts Port Authority ("Massport"). Adding up to forty-five (45) accessory parking spaces at the Phase 2 Site would require EDIC to allocate such spaces out of its total APCC parking freeze permit allowance.

Proceeding to add ground-level commercial space in Phase 2 would implicate Chapter 91 of the Massachusetts General Laws. The Massachusetts Department of Environmental Protection ("MassDEP") has issued a Master License for those portions of the Raymond L. Flynn Marine Park that are both subject to Massachusetts General Law Chapter 91 and located within the South Boston Designated Port Area. The Phase 2 Site is subject to this Master License ("License No. 10233").

General industrial and commercial uses on parcels such as the Phase 2 Site are limited in square footage amounts, as governed by the Future Buildout Land Usage Matrix of License No. 10233. At present, 359,000 square feet of general industrial Gross Floor Area is allocated to the Project Site. If the Proponent elects to proceed with adding Local Retail Business (commercial) use to the Phase 2 Site, it will be necessary to adjust the Future Buildout Land Usage Matrix through the Minor Revision procedure under Special Condition #5 of License No. 10233.

PUBLIC BENEFITS

The Proponent will invest approximately \$260 million dollars overall to complete Innovation Square, providing expanded and enhanced facilities within the Raymond L. Flynn Marine Park that complement the growth of research and development and technology companies in the new Boston Innovation District. This investment, and the creation of 359,620 square feet of new R&D space, will create approximately 1,000 new full and part-time jobs and approximately 650 construction jobs, stimulating both the local and state economy. R&D use fits with the industrial nature of the setting. Occupancy levels are significantly lower than for office or commercial uses of the same size, placing far less burden on neighborhood streets, parking facilities, and public transit. The Project is fully as of right and does not seek zoning relief.

As part of the Project, the Proponent proposes to redesign and reconstruct the MBTA Silver Line stop currently located on Northern Avenue, adding additional covered area and seating capacity. Sidewalks and curb cuts along Northern Avenue will be improved to provide a consistent, high quality, pedestrian experience. Any sidewalks along Access Road and Tide Street that are damaged during construction will be replaced. Additional Northern Avenue stop sign illumination and crosswalk enhancements are being reviewed and considered by Boston Transportation Department to ("BTD") be included as part of the Transportation Access Plan Agreement ("TAPA") for the Project.

ARTICLE 80 REVIEW PROCESS

As noted above, on March 15, 2019 the Proponent submitted the Second Notice of Project Change to the BPDA.

The BPDA hosted a public meeting to discuss the NPC on April 9, 2019 at the BPDA's offices in the Raymond L. Flynn Marine Park (22 Drydock Avenue, Boston, MA 02210). This public meeting was advertised in the relevant neighborhood newspapers (*South Boston Online* and *South Boston Today*). Additionally, the public meeting was posted to the BPDA website and a calendar notification was sent to all subscribers of the BPDA's South Boston neighborhood updates. Local City and State elected officials and their staff members also received notification via email.

The public comment period in connection with the submission of the Second NPC concluded on April 16, 2019.

RECOMMENDATIONS

Based on the foregoing, BPDA staff recommends that the Board: (i) authorize the Director to issue a Determination waiving the requirement of further review pursuant to Section 80A-6.2 of the Code in connection with the Second Notice of Project Change ("NPC") for the Innovation Square at Northern Avenue Project (the "Proposed Project"); (ii) authorize the Director to issue one or more Certifications of Compliance or Partial Certifications of Compliance under Section 80B-6 of the Code upon successful completion of the Article 80 review process in connection with the NPC and the Proposed Project; and (iii) authorize the Director to issue any and all other documents as may be necessary and appropriate in connection with Proposed Project, including, but not limited to, a Cooperation Agreement.

Appropriate vote follows:

VOTED: That the Director be, and hereby is, authorized to issue a Determination waiving further review under Section 80A-6.2 of the Code, which finds that the Notice of Project Change submitted by TS Partners LLC on March 15, 2019 ("NPC") does not significantly increase the impacts arising from the Innovation Square at Northern Avenue Project ("Proposed Project") as described in the NPC, and waives further review of such Proposed Project, subject to continuing design review by the BRA; and

FURTHER

VOTED: That the Director be, and hereby is, authorized to issue one or more Certifications of Compliance or Partial Certifications of Compliance pursuant to Section 80B-6 of the Code in connection with the NPC and the Proposed Project; and

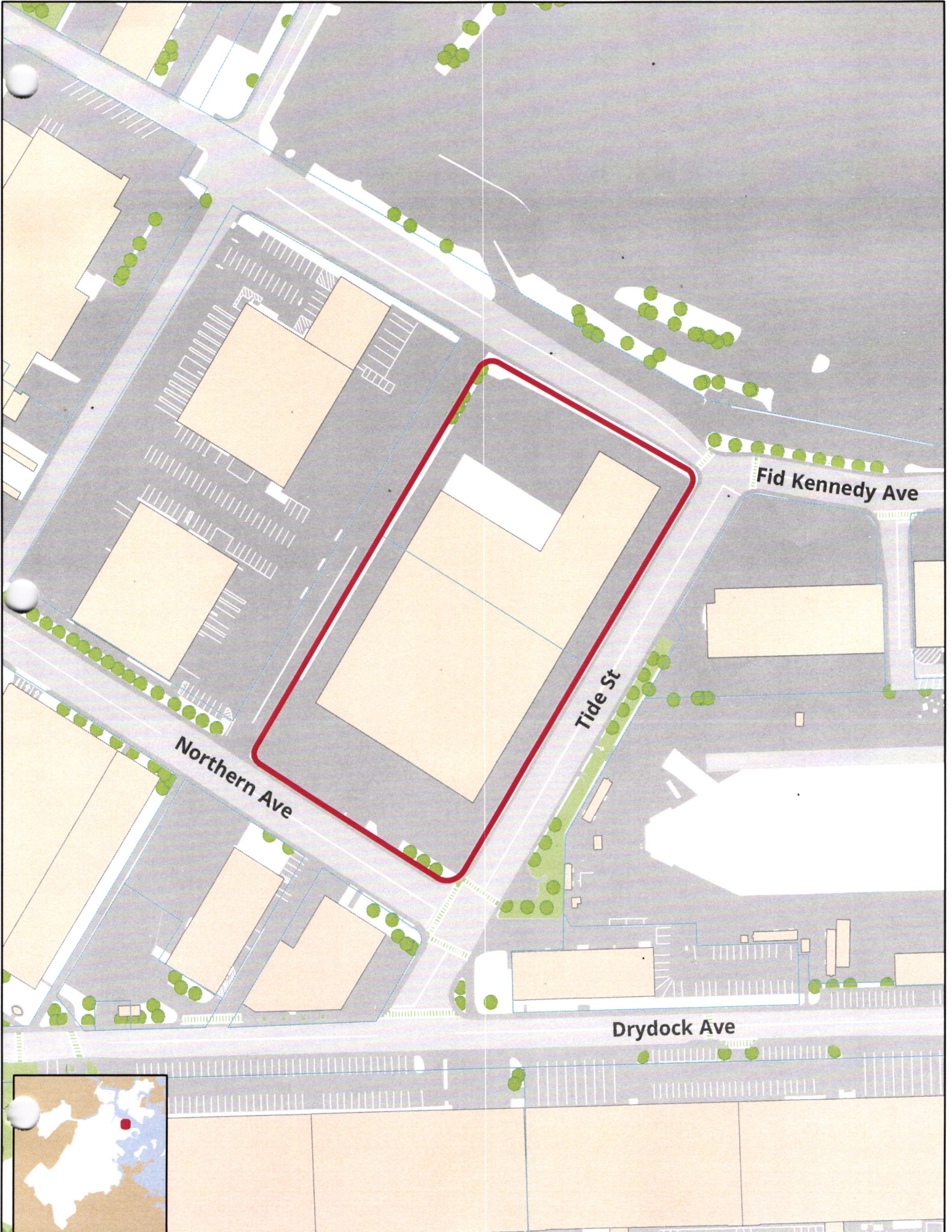
FURTHER

VOTED: That the Director be, and hereby is, authorized to execute and deliver all agreements and any and all other documents deemed necessary and appropriate by the Director in connection with the Proposed Project, including, but not limited to, a Cooperation Agreement, subject to such terms and conditions as the Director deems to be in the best interest of the BRA, and to take such other actions deemed necessary and appropriate by the Director in connection with the foregoing.

6 Tide Street, South Boston



1 inch = 150 feet



6 Tide Street, South Boston



2017 aerial imagery

0 50 100 150 200 Feet

