

CITY OF CAMBRIDGE, MASSACHUSETTS

PLANNING BOARD

CITY HALL ANNEX, 344 BROADWAY, CAMBRIDGE, MA 02139

2012 NOV 16 AM 9 40

NOTICE OF DECISION OFFICE OF THE CITY CLERK
AMENDMENT TO PLANNED UNIT DEVELOPMENT MASSACHUSETTS

Case Number: 179 Amendment #3 (Major)

Location of Premises: O'Brien Hwy at First and East Streets in the North Point District and the MBTA Green Line Lechmere Station at Cambridge Street and O'Brien Hwy

Zoning: North Point Residence District / PUD-6
Residence C-2B District / PUD-4A

Applicant: CJUF III Northpoint LLC (see below)

Owners: CJUF III Northpoint LLC c/o HYM Investment Group, LLC
One Congress Street, Boston MA 02114

Boston and Maine Corporation
Iron Horse Park, North Billerica, MA 01862

Massachusetts Bay Transportation Authority
10 Park Plaza, Boston, MA 02116

Application Date: September 7, 2012

First Planning Board Public Hearing: October 2, 2012

Date of Preliminary Determination: October 2, 2012

Second Planning Board Public Hearing: October 16, 2012

Date of Planning Board Decision: October 16, 2012

Date of Filing Planning Board Decision: November 16, 2012

Application: Major Amendment to Planned Unit Development Special Permit (Sections 13.70 and 13.50) and Project Review Special Permit (Section 19.20) for approximately 5,245,854 square feet of residential, office, research and development and retail uses.

Decision: **GRANTED, with conditions.**

Appeals, if any, shall be made pursuant to Section 17 of Massachusetts General Laws, Chapter 40A, and shall be filed within twenty (20) days after filing of the above referenced decision with the City Clerk. Copies of the complete decision and final plans, if applicable, are on file with the Community Development Department and the City Clerk.

Authorized Representative of the Planning Board: Jeffrey C. Roberts JCR 11/16/2012

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

DOCUMENTS SUBMITTED

Application Documents and Supporting Material

1. Application for Amendments to PUD Development Plan and Project Review Special Permits dated September 7, 2012 containing a cover letter, application forms, a narrative containing a description of Special Permit History, Status of Related Permits and Approvals, Description of New Master Plan, Development Plan, Project Review status, Leadership in Energy and Environmental Design (LEED) compliance, and Criteria for Approval. Maps and plans submitted as exhibits to the Application as follows:
 - Exhibit A. Revised Master Plan
 - Exhibit A-1. Use Comparison
 - Exhibit A-2. Lot Area Comparison
 - Exhibit A-3. GSF by Lot Comparison
 - Exhibit B. Revised Appendix I
 - Exhibit C. Revised Appendix II
 - Exhibit D. Revised Figure 1 Height Zones
 - Exhibit E. Revised Height Diagram
 - Exhibit F. Revised Street Layout Plan
 - Exhibit G. Revised Conceptual Retail Plan
 - Exhibit H. Proposed 220' Height Parcel Identification
 - Exhibit I. Open Space Plan
 - Exhibit J. Revised Phasing Plan
 - Exhibit J-1. Revised Master Plan with Original Phasing
 - Exhibit J-2. Revised Master Plan with Revised Phasing
 - Exhibit K. 500' Radius Plan
 - Exhibit L. Consistency with Certified NorthPoint TIS
2. Supplemental information dated 9/7/12 containing original Special Permit Decision and exhibits to the original Special Permit Decision.
3. 40 scale Roadway Plans prepared by Beals + Thomas, last revision date 9/7/2012 (5 sheets).
4. Copy of a letter to Susan Sloan-Rossiter, Vanasse Hagan Brustlin, Inc., from Susan E. Clippinger, Director of Cambridge Traffic, Parking and Transportation, dated 9/25/12.
5. Copy of Memo to Susan E. Clippinger, from Susan Sloan- Rossiter, dated 9/7/12 (revised) with evaluations of the revisions to the Master Plan.
6. Response to the Planning Board from Douglas J. Manz, HYM, dated 10/11/12.

Other Documents Submitted

7. Memo to the Planning Board from the Cambridge Bicycle and Pedestrian Committees, dated 9/28/12.
8. Email to L. Paden, Community Development staff, from Alan Moore, dated 10/2/12.
9. Presentation handout to the Planning Board re: North Point Boundary and Land Ownership, from Stephen H. Kaiser, dated 10/2/12.
10. Email to the Planning Board from Jeffrey Roberts, Community Development, dated 10/15/12.
11. Memo to the Planning Board from Susan E. Clippinger, dated 10/16/12.

APPLICATION SUMMARY

The Application seeks certain amendments to Special Permit #179 first issued on March 11, 2003 and subsequently amended through Minor Amendments granted on March 6, 2007 and November 18, 2008. The original Planned Unit Development Special Permit approved a Master Plan for development (at times referred to as the NorthPoint Project) on a 45-acre Development Parcel located predominantly in the North Point Residence District (PUD-6) and partially in the PUD-4A District, with portions of the Development Parcel also located in the City of Boston and City of Somerville.

The Master Plan includes twenty (20) distinct development blocks on which 5,245,854 square feet of residential and commercial uses would be constructed, along with a minimum of 392,000 square feet of public, green area or permeable open space and a maximum of 4,980 parking spaces. A new roadway network is also a component of the approved Final Development Plan.

The Application includes a Revised Final Development Plan that retains the overall framework of the original Final Development Plan but proposes some changes to that plan. To provide clarity with respect to the approved parameters of the NorthPoint Project, the Applicant seeks the Planning Board's approval to replace the original Final Development Plan with the Revised Development Plan. For the purposes of this Special Permit, the Revised Final Development Plan shall include the following elements as they have been submitted in the Application Documents:

- Master Plan (Exhibits A, A-1, A-2, A-3, B, C and any related submittals)
- Street Layout Plan (Exhibit F and any related submittals)
- Conceptual Retail Plan (Exhibit G any related submittals)
- Proposed Building Heights (Exhibits D, E, H and any related submittals)
- Open Space Plan (Exhibit I and any related submittals)
- Phasing Plan (Exhibits B, J-2 and any related submittals)

Amendments Proposed

In the Revised Final Development Plan, the fundamental overall characteristics of the Master Plan remain unchanged, including the general location of development blocks, the total amount of Gross Floor Area developed, the mix of uses and the amount of open space. However, the Revised Final Development Plan includes the following substantive changes, which collectively require the granting of a Major Amendment by the Planning Board pursuant to the original Special Permit Decision and the requirements of Section 12.37 of the Zoning Ordinance.

- The distribution of uses on the development sites has been modified to locate predominantly residential uses along the large park at the center of the parcel and to locate large-scale commercial uses along the northern edge of the Development Parcel where it abuts the active rail line.
- A retail plaza, not conceived in the previously approved Final Development Plan, is proposed along the northerly extension of First Street (“Parcel I”).
- The hotel use contemplated in the approved Final Development Plan for “Parcel V” is proposed to be located on “Parcel I” as part of the proposed retail plaza. Instead, “Parcel V” is proposed to be residential with ground-floor retail uses.
- Design changes are proposed to the intersection of Monsignor O’Brien Highway and the northerly extension of First Street to improve pedestrian connections.
- The trajectory of the northerly extension of First Street is changed, curving to the east in order to increase pedestrian plaza area in front of the new Lechmere Green Line Station and to accommodate the proposed retail plaza.
- The construction of a new MBTA Lechmere Station, which was the responsibility of the Permittee in the original Final Development Plan, will be the responsibility of state agencies in the Revised Final Development Plan as a result of an agreement between the Permittee and the state. The site of the existing Lechmere Station will remain a part of the Development Parcel.
- The approved pedestrian/bicycle connection from the deck of the Gilmore Bridge into the North Point area, which was provided by means of an interior elevator in the approved Final Development Plan, is now proposed to be provided by means of a connecting park space that is above-grade and open-air and has a stairway and secondary elevator access.
- As a result of amendments to the PUD-6 District zoning adopted in July 2012, six residential buildings and one commercial building in Cambridge (along with one commercial building located in Somerville) are proposed at a maximum height of two hundred twenty feet (220’).

- The period for completion of the Master Plan is proposed to be extended through December, 2030, which represents approximately seven and one-half year extension of the approved Final Development Plan duration.
- A public bicycle-sharing station (Hubway) will be included.
- As a result of amendments to the PUD-6 District zoning adopted in July 2012, above-grade structured parking adjacent to the Gilmore Bridge and the active rail line where the site abuts Boston shall be exempt from the calculation of Gross Floor Area for the parcel, with limitations as set forth in the zoning.
- In the Revised Final Development Plan, in order to retain flexibility in the exact location of retail uses, the Applicant requests that the final locations of retail uses be approved by the Planning Board on a site-by-site basis as part of design review for individual building sites.
- Some modifications to the specific design of the approved roadway network are proposed, including modifications to Childs Street. A 40-scale roadway plan is included in the Special Permit Application; however, the Applicant will continue to work with City staff on refinements to the design to be approved by the Planning Board at a later meeting. The Applicant requests that further modifications to the design of one-block-long street segments may be proposed and approved by the Planning Board during the design review process for individual building sites. Additionally, the Applicant requests that the submission and approval of plans for the construction of NorthPoint Boulevard between Water Street and East Street be required at a later time, in order to resolve design issues related to the construction of the MBTA station and the activity of other abutters to the site.
- The project phasing is modified in such a way as to include an amount of residential and commercial development within each phase that is comparable to the amounts in the original Final Development Plan.

FINDINGS

After review of the Application Documents and other documents submitted to the Planning Board, testimony given at the public hearing, and review and consideration of the applicable requirements and criteria set forth in the Zoning Ordinance with regard to the relief being sought, the Planning Board makes the following Findings.

In making such findings, the Board accepts and makes reference to the Project Narrative included in the Application Documents, and also makes reference to the Preliminary Determination for this Major Amendment issued on October 2, 2012, and the original Special Permit Decision issued for this Case #179 on March 11, 2003.

1. General Finding on the Major Amendment

Pursuant to Section 12.37 of the Zoning Ordinance, the Planning Board finds that the proposed changes to the Master Plan collectively deviate from the original Planned Unit Development (PUD) sufficiently to require the granting of a Major Amendment to the PUD Special Permit. In accordance with Section 12.37, such Major Amendment is to be considered by the Planning Board for approval according to the procedures for approval of a new PUD Special Permit.

Notwithstanding the finding that a Major Amendment is required, the Board finds that there are many elements in the revised Master Plan that are substantially the same as the Master Plan originally approved by the Planning Board. The total amounts of residential and commercial floor area are not substantially changed, the amount of open space provided is increased while retaining a similar arrangement of large and small spaces, and the overall roadway network remains conceptually intact. Therefore, the broad concept of an active, urban scale mixed-use neighborhood is preserved in the Revised Final Development Plan.

The most significant changes proposed in this Major Amendment are the following:

- a. The redistribution of some residential and non-residential uses within the Master Plan. In general, commercial uses are shifted to the northern edge of the site, adjacent to the railroad line, while residential uses are located where they face the NorthPoint Common (formerly called “Central Park”). In addition, retail and hotel uses have been clustered to form a “retail plaza” adjacent to the site of the future relocated MBTA Lechmere Station.
- b. An increase in the amount of open space on the Development Parcel from 9 acres to 11 acres, which includes the retention of the aforementioned NorthPoint Common (a large portion of which has been completed as of the time of application for this Major Amendment) and the creation of a series of more park-like spaces that may serve different open space needs within the community.
- c. The extension of the completion date for development authorized by the Special Permit to December 31, 2030 (an extension of approximately seven and one half years).
- d. The increase in allowed height on specific sites, for which the Applicant seeks the approval of the Planning Board to allow heights to reach two hundred twenty feet (220’) on certain sites.
- e. The provision of additional floor area for above-grade structured parking within buildings adjacent to the Gilmore Bridge and the Boston municipal boundary that is not included in the calculation of Gross Floor Area for purposes of the Zoning Ordinance.

The latter two changes have been specifically authorized by an amendment to the Zoning Ordinance sought by the Applicant and ordained by the City Council on July 30, 2012 (Sections 13.74.3 and 13.79.2, respectively). However, Planning Board approval is still required for these changes to the Master Plan.

The Planning Board finds that the proposed changes represent a reasonable evolution of the original Master Plan concept. In many ways, the proposed changes will provide greater benefit than the original Final Development Plan. In particular, the increase in open space to provide for a variety of different park types and a retail plaza adjacent to the future MBTA station will be improvements for future residents of the area and the community at large. The Board recognizes that the proposed increases in building heights are necessary to accommodate the increased amount of open space while retaining the same amount of residential and commercial floor area to be developed. The changes to the distribution of uses within the Development Parcel reflect the development objectives of the current Applicant and are not inconsistent with the applicable regulations and development guidelines for the area. The extension of the project timeline is justified by the period of time during which the project was rendered inactive due to poor economic conditions and legal disputes and subsequent changes in the ownership of the project.

Therefore, upon consideration of the Revised Final Development Plan in comparison to the originally approved Final Development Plan, the Board finds the Revised Final Development Plan to be equally consistent with the purpose and intent of the Planned Unit Development in the North Point Residence District – Section 13.70 and the PUD-4A District – Section 13.50. Furthermore, the Board finds that the Revised Final Development Plan remains in conformance with the requirements of the Project Review Special Permit, Section 19.20.

As in the original PUD Special Permit, the Board finds it reasonable to approve the development as a Master Plan, as permitted in Section 13.74.21. The Board finds that the Revised Final Development Plan includes sufficient detail in the form of the location of streets and pathways, the location of public and other park facilities, the proposed distribution of uses and the general bulk of buildings to be constructed that the fundamental aspects of the future neighborhood can be understood and assessed in relationship to the city's objectives for this area as set forth not only in Sections 13.50 and 13.70 of the Zoning Ordinance but also in the *Eastern Cambridge Design Guidelines* and the *Eastern Cambridge Planning Study*.

Moreover, given the scale of the development and the extended time over which the Master Plan will actually be realized physically, the Master Plan provides the flexibility needed to respond to changing circumstances as actual construction of facilities progresses. The Master Plan offers the opportunity for that flexibility to both the developer and any future Planning Board while firmly establishing the basic policy and procedural framework that will remain a constant over the life of the project.

In making the Findings required to grant a Planned Unit Development Special Permit as set forth below, the Board gives specific attention to the changes proposed in the Revised Final Development Plan as compared to the original Final Development Plan. Where there is no change proposed in the Revised Final Development Plan that affects a particular Finding, the Board accepts and restates the Finding set forth in the original Planned Unit Development Special Permit.

2. Conformance to the requirements for approval of the Final Development Plan, Section 12.36.4 (and by reference to Section 12.35.3).

a. *The project conforms to the General Development Controls set forth in Section 12.50.*

(i) *Conformance to existing policy plans*

As indicated throughout these Findings, the Planning Board concludes that the Revised Final Development Plan remains consistent with the *Eastern Cambridge Development Guidelines and the Eastern Cambridge Planning Study*.

(ii) *Minimum Development Parcel size*

The Development Parcel Size of 37.1 acres in Cambridge exceeds the minimum parcel size required of 100,000 square feet as set forth in Section 13.70. The 72,742 square feet at the existing Lechmere Green Line T Station (Block V in the Master Plan) exceeds the 25,000 square feet minimum parcel size required in Section 13.50.

(iii) *Standards for Construction of Roadways*

The Department of Traffic, Parking and Transportation and the Department of Public Works shall approve the design and construction details of all streets and ways, consistent with the basic details of streets illustrated in the Final Master Plan.

(iv) *Standards for Construction of Utilities and Public Works*

The Department of Public Works and the Water Department will be authorized as a condition of this Decision to approve all water and sewer infrastructure construction and stormwater management systems as if such improvements were occurring within public rights-of-way.

(v) *Landscaping*

All portions of the site not devoted to roadways and buildings will be suitably landscaped. A substantial amount of parks, plazas, parkways and courtyards will be created.

(vi) *Environmental Performance Standards*

All applicable environmental regulations shall be met. Conformance to the requirements of the City Noise Ordinance and the City's Asbestos Protection Ordinance will be a specific requirement of this Decision.

b. *The Master Plan conforms to the specific Development Controls set forth in Section 13.70.*

The development conforms to all requirements of the PUD in the North Point Residence

District as set forth in Finding #4 below.

- c. *The Final Development Master Plan provides benefits to the city, which outweigh its adverse effects. In making this determination the Planning Board shall consider the following:*

The Planning Board reiterates the findings made in issuing a Preliminary Determination for this Major Amendment on October 2, 2012.

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

The site design of the Revised Development Plan is substantially consistent with the previously approved Final Development Plan. A whole new community will be created with a new transit station and retail, office and residential uses distributed among multiple buildings fronting on new public and private streets and parks. The Eastern Cambridge Planning Study (ECaPS) planning process, which resulted in adoption of the zoning that now regulates development in North Point, examined these issues in detail. The very detailed zoning provisions that were adopted as a result of that planning effort were crafted to ensure that these considerations would be adequately addressed in any development shaped by them. The Revised Development Plan conforms to the specific technical requirements of the zoning while also advancing the spirit of that planning effort in the structure and form of the Master Plan's details.

The changes in the site design of the Revised Development Plan include an increase in building height on several parcels in order to allow the provision of a greater amount and variety of open space within the site, and the consolidation of some retail uses into a plaza adjacent to the new Lechmere Station. The Board finds these changes to be improvements to the site design and consistent with the City's planning goals for the area.

- (2) *Traffic flow and safety*

The traffic impacts of the Revised Development Plan shall be in substantial conformance with the previously approved Final Development Plan, which sets out a structure for the creation of a self-contained community where residential uses are dominant but where other uses will provide a level of activity and vitality that only a multi-use neighborhood can sustain. While housing is the preferred dominant use in North Point because of its traffic implications (as reflected in the provisions of the new zoning), the originally approved Master Plan accommodated an additional element of commercial development, consistent with the provisions of the Zoning Ordinance, and there is no increase in the amount of commercial development in the

revised Master Plan. The Planning Board finds that that additional commercial activity can be accommodated with the implementation of an aggressive array of transportation demand management and traffic mitigation measures and infrastructure improvements as set forth in the original Master Plan.

(3) Adequacy of utilities and other public works

In conformance with the approved Final Development Plan, the Applicant, partly in concert with adjacent property owners, will be responsible for installation of all utility and roadway infrastructure on the site. The Applicant will also be required by the City to make necessary adjustments to public infrastructure off-site in conformance with City standards to ensure that the development can be accommodated without unacceptable negative impacts on the existing utility system.

(4) Impact on existing public facilities within the city

The Planning Board finds no reason to expect that any wider impact on public facilities will be unreasonable or unacceptable.

(5) Potential fiscal impacts

The Revised Development Plan when fully implemented is expected to have a positive fiscal impact.

3. Conformance to the dimensional and use limitations and other provisions of the PUD-4A District, Section 13.50 of the Zoning Ordinance

a. The portion of the Master Plan located within the PUD-4A District conforms to the use and dimensional requirements of the district found in Sections 13.52, 13.53 and 13.54.

(i) The Master Plan changes the proposed use in this district from hotel to residential and retail uses, which are permitted in Section 13.52.

(ii) The FAR on the site will not exceed 2.5 as permitted in Section 13.53. The nonresidential portion of the development will not exceed fifty percent of the authorized Gross Floor Area.

(iii) The maximum height of any building in this District will be sixty-five feet over most of the site, except that within 100 feet of the westerly boundary of the PUD District the height of construction will be maintained at thirty-five feet.

(iv) The Development Parcel exceeds the 25,000 square feet minimum required in the PUD District.

(v) The number of units ultimately development will be less than the number permitted in

the district (161 units).

b. Conformance to the Open Space Requirements of the PUD-4A District, Section 13.55.

Less than the required 14,548 square feet of Open Space (20% of the development Parcel) will be provided. Approximately 11,000 square feet of Open Space (fifteen percent of the Development Parcel portion in this District) will be located within a large plaza fronting on the extended First Street and as part of a new Lechmere Square. This Square will be created as part of the extension of First Street and associated changes. The Revised Final Development Plan continues to provide for the same amount of Open Space on Parcel V that was approved in the original Special Permit Decision.

Section 13.55 of the Ordinance allows the Planning Board to reduce or waive the Open Space requirement if the reduction advances the urban design objectives for East Cambridge as they apply in the specific context of the PUD. Consistent with the finding made in the original Special Permit Decision, the Planning Board finds that the reduction in Open Space is reasonable in this context. A significant portion of the Development Parcel will be reallocated to a modification of the right of way of O'Brien Highway. The street's redesign, in connection with the extension of First Street into North Point, is intended to facilitate the crossing of the Highway by pedestrians, to slow the flow of vehicles to make that possible, and to improve the environmental quality of the Highway's corridor so that the new North Point on the north side of the Highway is made to feel visually and functionally a part of and extension of the existing neighborhood on the south side of the Highway. Making that physical and psychological connection is vital to the integration of the future North Point neighborhood into the fabric of the city. The waiver of a portion of the Open Space requirement for this Parcel to accomplish that objective is appropriate.

c. Perimeter and Transition, Section 13.56.

The Ordinance directs that where a building fronts on a public street or public park special efforts should be made to harmonize with and complement the public space. The redevelopment of this site will transform what is now a rather hostile, vehicle-dominated environment into a pedestrian friendly one where active uses including retail stores will dominate much of the ground floor of the building.

d. Parking and Loading Requirements, Section 13.57.

All parking and loading requirements of the District will be met.

4. Conformance to the dimensional and use limitations and other provisions of the PUD in the North Point Residence District, Section 13.70 of the Zoning Ordinance

a. Permitted Uses, Section 13.73.

(i) The uses proposed are permitted in Section 13.70, with the exception of a hotel use as

discussed in Paragraph (ii) below. The proportion of residential and nonresidential uses requested conforms to the limitations set forth in Section 13.74.12, which requires that no less than sixty-five percent of the authorized Gross Floor Area be devoted to residential uses (at an FAR limit of 2.4), and to the provisions of Section 13.79.3 which allow additional GFA for nonresidential uses not to exceed an FAR of 0.26. Office and research and development uses permitted enumerated in Section 4.34, are proposed as well as a wide range of housing types, a hotel and supporting retail activity. The range of uses is positive, as it will create a vibrant, active neighborhood. The proposed non-residential uses will be compatible with and will advance the policy objectives of the *Eastern Cambridge Planning Study* and complement the predominant residential use. However, as there is such a significant difference in the nature of the traffic generated between general office uses and research and development activity, the Planning Board, in its conditions will limit the ratio of those two uses to that analyzed in the supporting Traffic Study to ensure that the assumptions with regard to traffic generation in the Study will be realized as the project emerges in physical form.

- (ii) The changes proposed in this Major Amendment include the relocation of the hotel from Parcel V in the PUD-4A District to Parcel I in the North Point PUD District. A hotel is not a use explicitly permitted under Article 16 for the North Point Residential District, but it is permitted in a Business B District. Pursuant to Section 13.73, any use permitted in a Business B District may be permitted upon a written determination by the Planning Board that such use is compatible with and advances the policy objectives of the Eastern Cambridge Plan and is necessary to support the predominant residential use in the PUD in the NorthPoint Residence District. Given that the hotel use is an approved element of the original Master Plan, the Board finds that its relocation to a more central location within the project is appropriate given that it will contribute to the establishment of a retail plaza that will be complementary to the residential uses within the project. The Planning Board therefore approves the hotel use as proposed in the Revised Final Development Plan as meeting the standards of Section 13.73.

- (iii) As stated in the original Special Permit Decision, the Board finds that a waiver of the limits established in Section 13.73.1 for the amount of retail uses permitted and the size of any individual retail establishment is appropriate. Subject to the procedures and limitations established in the Conditions below, additional retail activity and somewhat larger stores may be desirable to ensure that the neighborhood is complete in the services available to support residents, interesting and engaging as an urban neighborhood, and attractive as a destination for other residents of Cambridge coming to North Point to use its anticipated open space and parkland amenities. It is essential that the retail enterprises established are economically viable; the amount and size of the retail activity present may play an important part in that objective. The Board will, however, want to be assured that North Point retail activities will not draw significant numbers of customers in automobiles from beyond the North Point neighborhood to North Point or act as a competitor to the small scale retail activity so

important to the viability of the Cambridge Street shopping district.

b. Floor Area Ratio, Section 13.74.12.

The Master Plan accommodates development that is at least 59% housing, with an FAR of 2.66 overall, 1.10 for non-residential uses and 1.56 for residential uses. The project conforms to this maximum FAR permitted for such a mixed use development provided the Planning Board finds that sufficient effective mitigation is proposed that the additional non-residential uses proposed can be accommodated without significant negative traffic impact on city streets. As these elements of the Master Plan are not changed by this Major Amendment, the Planning Board is able to restate that finding.

c. Minimum Development Parcel Size, Section 13.74.2.

The Development Parcel exceeds the 100,000 square foot minimum required.

d. Maximum Building Height, Section 13.74.3.

The buildings observe the maximum building heights of 85 feet, 150 feet and 220 feet as set forth in the Ordinance. Pursuant to Section 13.74.32, as amended by the City Council on July 30, 2012, the Planning Board, in its discretion, may permit up to 7 residential buildings and 1 non-residential building to have a building height of up to 220 feet. The Final Development Plan has employed the provisions of this Section to propose heights of up to 220 feet for the residential buildings on Blocks A, C, D, J, L, and N and the non-residential building on Block G, in addition to the previously constructed Archstone Phase I residential building. The additional height permits less of the Development Parcel to be covered by buildings and more of its area to be devoted to open space, including a total of approximately 11 acres of open space. This represents an increase of two acres in the amount of open space compared to the original Master Plan approved in 2003 as a result of the additional height permitted by the amendment of Section 13.74.32. The additional open space will include finger parks located between buildings together with a new retail plaza area, providing greater light and air at street level and enhancing the pedestrian streetscape. The additional height also permits a more modulated and coordinated arrangement of building height on the skyline. The additional height will be located northerly of the NorthPoint Common (called “Central Park” in the original Master Plan). The Board finds that the heights as proposed are appropriate given the recent change to the zoning.

e. Waiver of Height Limitations, Section 13.74.35.

As in the original Final Development Plan, the Revised Final Development Plan has employed the provisions of this Section, which permit the extension of the 120 foot and 150 foot height bands by a distance not to exceed 100 feet. The additional height permits less of the Development Parcel to be covered by buildings and more of its area to be devoted to open space, including an approximately 4.9 acre NorthPoint Common (called “Central Park” in the original Master Plan). The additional height permits a more

modulated and coordinated arrangement of building height on the skyline, with much of the shifted height located to the back of the Development Parcel along the permanent railroad right-of-way and away from the established residential neighborhood of East Cambridge. The additional height will permit other buildings, or portions of buildings within a single Block to be lower throughout the Master Plan area. This height flexibility offers the opportunity, as individual buildings are designed in detail, to make a much more interesting, varied and engaging urban environment than would rigid adherence to the height bands, without variation.

f. *Requirements of the Master Plan, Section 13.74.21.*

For Development Parcels greater than 100,000 square feet, Section 13.70 allows an applicant to apply for approval of a PUD with plans and information presented in a more generalized, preliminary way than would normally be the case. This option is intended to permit the approval of a general framework for development of a very large and complex plan where specific building and site design details will be left to a second round of review. As was the case with the original Final Development Plan, the Board approves the treatment of the Revised Final Development Plan according to the Master Plan Area provisions set forth in Section 13.74.21. This approach allows the Planning Board in this instance to focus on those kinds of structural elements that form a community: the network of roadways, the structure of the park system, the relationship of the scale of buildings to streets and parks and abutters, that can easily be given insufficient attention when very detailed designs are under review. And given the scale of the proposal, development of elaborate site or building detail is not practical.

The Planning Board finds that the information presented in the Application Documents is sufficient for the Board to determine that the proposal, as it is being approved in this decision, is fully consistent with the *Eastern Cambridge Planning Study*, the *Eastern Cambridge Design Guidelines*, and the objectives of the PUD in the North Point Residence District itself.

Such a large and complex endeavor presents many challenges in the future as the promise of the Master Plan is realized in the actual design and construction of buildings, parks and streets. An important part of this Decision will be the detailing of the procedures by which future construction will be reviewed by the Planning Board. In undertaking those reviews the following issues and concerns should be a part of the deliberations.

(i) As the project is built out over time, one building at a time, the Board will want to be assured that residential uses will always be a significant component of the mix of uses on the ground at any one time. For traffic and planning reasons it is important that there not be an imbalance of commercial and residential uses at any time. Part of that concern relates to the execution of the Master Plan in Somerville, where development could occur without regulation by Cambridge that might vary significantly from that plan.

(ii) The relationship of the Master Plan to adjacent projects remains very important. For

instance, the details of the completed buildings on Blocks S, and T were carefully considered in regard to their relationship with the Archstone North Point project, and the details of the building located on Block U will require the same careful consideration. If the street between the two projects is to be a pleasant one it must have much activity and friendly facades, including multiple entries into the new buildings.

- (iii) The First Street extension into the site has been reenvisioned in the Revised Final Development Plan as a vibrant retail plaza that will create a focal point for the neighborhood that is being created at NorthPoint. Activities adjacent to it and treatment of the space in it will be of concern as adjacent buildings are designed. All concerned want it to become a successful space that serves as a place of meeting and activity for the residents of NorthPoint and the adjacent areas of East Cambridge.
- (iv) The height of buildings facing streets must be reviewed carefully. The *Guidelines* call for building setbacks after four to six stories in order to establish a more pleasant relationship between large buildings and the pedestrian along the sidewalk. Where street cross sections are proposed to be relatively narrow the concern is further heightened.
- (v) As retail uses are developed the Planning Board will be concerned that the amount and scale of those uses are appropriate to serve the residents and tenants within the district, that the retail is viable economically, and that it is located at the most critical locations within the district. At no time does the Board wish the retail component of the Master Plan to become so large that it competes with Cambridge Street or encourages customers from some distance to drive to North Point. The Board is also concerned about the phasing of open space: how much, to what extent improved, timing of transfer to city as those issues related to the timing of building construction, etc.
- (vi) On many blocks it is proposed to accommodate the accessory parking required in underground parking facilities where a portion of the top deck is four feet above grade. Poorly done, such a building form could have serious negative implications for the quality of streets and the pedestrian environment in the new district. Careful attention to the actual design solutions proposed for this building form will be necessary.
- (vii) The Board shall be guided by the recommendations of the adopted *Eastern Cambridge Design Guidelines* in all future building and site plan reviews. Although the Board recognizes that the guidelines are not requirements but rather statements of strong preference, it will be the responsibility of the Permittee to demonstrate how variations from those *Guidelines* better advance their objectives in a specific context.
- (viii) While the overall density of the Master Plan is moderate (an FAR of 2.66), buildings on individual Blocks will actually be constructed at relatively high densities (an effective FAR of ca. 2.5 to 10.0) because of the extensive street rights of way and

open space that will not be built upon. Therefore, special efforts should be made to ensure that the design of future buildings is at a human scale. They should be warm and inviting, particularly for pedestrians. Articulation on the lower floors, at major setbacks, and at the top of buildings will be important. The palette of materials chosen, and their interplay of varied color and texture, should advance that goal while also creating integrated and harmonious compositions along the new streets. Neighboring buildings in particular should be designed to relate well to each other through materials selected and building forms chosen.

(ix) As part of the changes proposed in the Revised Final Development Plan, some streets between development blocks have been eliminated, providing the potential for pairs of blocks to be developed with buildings that are very close together or even possibly connected to one another. While it is understandable that large-floorplate buildings may be desirable in the current development market, the design of buildings on these abutting blocks will need to be reviewed carefully to avoid the appearance of overly bulky buildings that may detract from the desired character of the area.

g. Open Space, Section 13.75.

Twenty percent of the three-city Master Plan area is devoted to Green Area and Permeable Open Space, meeting the minimum requirement imposed in Section 13.70. The open space is well located to serve the needs of future residents of the Master Plan area and to be accessible and useful to the general public. Substantial open space in the form of courtyards, plazas and parkways will be provided in addition to that specifically required in the Ordinance.

h. Parking and Loading Requirements, Section 13.76

The parking requirements of the PUD will be fully met.

i. Roadway Plan, Section 13.77

As the layout of roads in the Revised Final Development Plan is very similar to the layout approved in the original Final Development Plan, as subsequently amended through Minor Amendments, the Planning Board finds that such layout continues to serve the needs of the development itself while providing an integrated and comprehensive circulation system for the entire North Point district, including adjacent parcels. As indicated in Finding 1 above, the traffic generated, while substantial, will be mitigated by the number of measures required as conditions of the permit, reducing the volume of single occupancy vehicle traffic to the site. Relocation of the Green Line station onto the Development Parcel and the connections to be made to the Orange Line station are central to those mitigation efforts. The Planning Board finds that providing portions of the required accessory parking in facilities located in Somerville or Boston is acceptable and reasonable in the context of the entire Master Plan's distribution of buildings and parking.

j. Perimeter and Transition Requirement, Section 13.78.2

The project does not front on public open space, existing or proposed. The project will, however, create a 4.9 acre public park as a central feature of the new community, of which approximately 4 acres has been constructed at the time of this Major Amendment. It is easily accessible to the general public and residents of other developments in North Point. Smaller park areas will be provided between a number of buildings. It is anticipated that as designs for buildings adjacent to that central open space, and the other open spaces to be constructed in the community, are advanced they will fully complement and harmonize with each other in the spirit of the *Guidelines*. Where it is proposed to provide accessory parking in a below ground facility that has as much as four feet of exposure above grade, the execution of the design of that element of the building will be of particular concern to the Board so that there will be no negative impact on the park or on pedestrians walking on the sidewalk.

k. Traffic Mitigation Measures, Section 13.78.3

The Board finds that the mitigation measures required in Conditions #13 and 14 below adequately address the impacts of the authorized development. The vehicular traffic generated by the development is substantial, but the project incorporates significant transit and roadway improvements that will allow the Permittee to manage that traffic in an effective way.

l. Relationship to the MBTA Urban Ring, Section 13.78.4

The authorized development will be consistent with all phases and options for creation of the Urban Ring through North Point including the later phases when transit facilities are provided both above ground and underground.

m. Gross Floor Exemption for Above-ground Parking, Section 13.79.2

The Gross Floor Area exemption previously available for above-grade parking facilities located adjacent to the rail yards in Somerville has been extended, by an amendment to Section 13.79.2 adopted by the City Council on July 30, 2012, to facilities located adjacent to the rail yards in Boston and to facilities located adjacent to the Gilmore Bridge (Charlestown Avenue). A significant amount of accessory parking will be provided in above-ground parking structures along the active rail corridor at the northern edge of the site and (as proposed in the Revised Final Development Plan) along the Gilmore Bridge at the easterly edge of the site. Provided a number of conditions are met, the PUD grants an exemption from other provisions of the Ordinance that would normally require that those parking structures count as Gross Floor Area. The Planning Board finds that those conditions are met with respect to the amended Ordinance. All the facilities are located within 195 feet of the lot line between the site and the property used for active rail use or for the Gilmore Bridge, as applicable. The parking structure portion of the buildings will not be higher than twenty-five feet; however, the Planning Board, in approving the design of a particular building, may approve a greater height. The parking

will, as determined during design review for each building, be screened by active residential, office or retail space on the side of buildings opposite the rail yards or Gilmore Bridge and where the buildings face the new streets and parks of the Master Plan. As part of design review for each building with above grade parking, the Permittee will, if requested by the Planning Board, provide a report to the Planning Board concerning the sound abatement anticipated with the construction of these facilities.

n. Additional Gross Floor Area for nonresidential uses, Section 13.79.3

As in the original Special Permit Decision, the Planning Board finds that the conditions necessary to allow an additional FAR of 0.26 for nonresidential uses have been met. The Planning Board finds that there will be no adverse impact on city streets as a result of the traffic generated by the Master Plan if all mitigation measures are implemented. That conclusion is reached as a result of the traffic analysis undertaken for the Project Review Special Permit, which analysis included the additional Gross Floor Area. No additional parking will be provided and the conditions established in this Decision will ensure that traffic performance will be measured intensively as the project unfolds.

o. Consideration of Public Benefits

The number and variety of residential units likely to be created within the Master Plan should provide an opportunity to serve a wide range of individuals and households, including households of moderate income (generally households with median incomes of between 80% and 120% of the median income for the Boston area). The Permittee has committed to pursue opportunities available to support financially the provision of housing units available to moderate income households, in addition to the 15% of units that are required under the provisions of the Inclusionary Housing Ordinance.

The Permittee also continues to commit to provide (or provide financial contributions for) support facilities, such as changing rooms or accessory parking or bicycle parking, either within the Master Plan area or at the recreational site, to serve the recreational activities anticipated on land to be developed by the State Department of Conservation and Recreation east of the Gilmore Bridge. Any such provisions or contributions within the Master Plan area shall be subject to Planning Board review and approval.

5. Consistency with the *Eastern Cambridge Planning Study*

The zoning for North Point reflects the goals and objectives of the *Eastern Cambridge Planning Study*, and was specifically shaped by the two-year planning effort that led to the study. The study anticipates that North Point will be developed as a relatively high density, mixed use environment where housing in a variety of forms will dominate while retail and office uses will play a lesser role. That development, because of North Point's unique circumstances, will be predominantly residential overall; however this Master Plan will contain a significant component of R&D and retail development to serve the area. As

anticipated in the *Study*, many of the taller buildings will be arrayed along the active rail lines along the Somerville boundary and at locations adjacent to the Gilmore Bridge.

While the density and building forms anticipated in North Point were not expected to mirror the fine grain and low scale of development in the traditional East Cambridge neighborhood, the neighborhood pattern of development was inspiration for the *Study's* insistence that development in North Point create a series of pedestrian friendly streets and ways with buildings scaled to make those streets inviting for pedestrian, bicyclists and those driving in cars. The complex pattern of streets and open space in the original Master Plan is a direct outgrowth of that objective, and the revised Master Plan continues to follow this pattern.

The large public open space anticipated in the *Study* will be realized in this Revised Final Development Plan, as it was in the original Final Development Plan.

As measured against the *Study's* Vision Statement, articulated in six enumerated goals, the Planning Board finds that this project continues to measure up well:

- This project will transform the semi-industrial character of the site by creating a completely new residential neighborhood west of the Gilmore Bridge that will be accessible, attractive and useful even to those residents of the city who will not live there.
- The project will substantially expand the range of housing opportunities, provide a significant addition to the city's inventory of affordable units, and provide a wide range of unit sizes, housing types and orientations.
- By virtue of its location, residents of the project have the opportunity to forgo the use of their automobile for many daily work-related or leisure-related trips. This project will create an entirely new neighborhood, at a prime in-town location, that offers a real possibility for convenient urban living where jobs, essential services and amenities are easily accessible by foot, transit, bus or bicycle.
- The development will produce substantial urban open space amenities on a site currently devoid of any. From a tot lot to urban plazas to contemplative gardens, a wide range of open spaces will be easily accommodated, serving both the general public and the residents of the new housing and the employees in the commercial buildings. The bike paths and walkways contemplated will also provide convenient access to future open space amenities along the Charles River waterfront and will connect to the larger metropolitan community beyond the site.
- When viewed within the context of the entire North Point district, this Master Plan will continue the redevelopment process that has included Museum Towers, the existing and new EF Buildings, the State riverfront park and the Archstone housing development, among others. As this Master Plan unfolds, a new system of pedestrian, bicycle and vehicular pathways will connect North Point and the river to the rest of East Cambridge, Boston, Somerville and the greater metro area, and will make North Point a destination for Cambridge and metropolitan residents. A new environment with open space,

recreational, and urban amenities will be established in an area that is barren now and a destination only for those who have commercial business there.

6. Consistency with the *Eastern Cambridge Design Guidelines*

The guidelines presented in the *Eastern Cambridge Design Guidelines* are intended to assist the Board in evaluating the merits of a building or master plan proposal in North Point. The guidelines are not requirements and no proposal will perfectly match all physical attributes described in the guidelines. However, it is the Board's finding that on balance the Revised Final Development Plan remains consistent with the guidelines both in spirit and in many specific details. Where the proposal may vary from the specific suggestions made in a guideline statement, the Board finds that the variation is reasonable in the specific context within which the development is being proposed and is far outweighed by those aspects of the proposal that are in accord with the intent of the guidelines.

- a. Goals. *The Guidelines establish a number of goals for development in North Point: Creation of a lively new mixed-use district, strong visual and pedestrian connections to East Cambridge, creation of a new east-west main street, extension of First Street into North Point, creation of a major new public park, and a new retail cluster at the relocated Lechmere T station and at First Street.*

It is through the implementation of this Master Plan that most of these goals for North Point will be achieved. The major public park imagined in the *Guidelines* will be created on a larger scale than proposed as a central feature of the new community. A pair of east-west streets will create a circulation and visual spine along the entire length of the Development Parcel and connect this Master plan to the Charles River waterfront and the residential and office development already located on the east side of the Gilmore Bridge. The relocation of the Green Line station will set the stage for the extension of First Street into the site and the establishment of an active retail area at the new location of the Station and at its former location. The cluster of office and retail uses at the bottom of the new vertical connection to the Gilmore Bridge will provide another active mixed-use focus near the Orange Line transit station.

- b. Built Form - Street Level Uses and Design. *The Guidelines establish a number of standards: Low rise buildings as well as portions of the tower buildings should provide terraced small setbacks, front gardens and individual entries to the parks or street; blank walls should be avoided at street and park frontages.*

The Planning Board is approving a revised Master Plan, in which the general layout of uses and activities is established but where individual buildings and their specific details have not been designed. The quality and success of the new community will, however, depend in significant measure on those design details, among them the treatment of parking rising four feet above ground along the new streets and parks being established in the district. The Planning Board finds no reason to believe that individual buildings cannot be executed on each of the proposed blocks in a manner consistent with these *Guidelines*.

- c. *Built Form - Building Height and Orientation. The Guidelines establish a number of standards: Along major public streets set back any portion of the building above 65 feet by at least 10 feet; discourage driveway and vehicle drop-off facilities on main streets; locate loading docks on side streets; orient residential courtyards to the south; orient building entry locations toward corners.*

Again, until actual building designs are presented, the consistency with these guidelines cannot be assessed. Nevertheless, the Board finds that there is nothing in the nature of the Master Plan elements being approved that would make it impossible to design individual buildings in full conformance with the intent of the guidelines. Special attention will be paid as to how buildings are modulated along the streets and park frontages in the Master Plan, especially with regard to setbacks at critical heights above the ground, to ensure a positive relationship of the building to the street or park.

- d. *Built Form - Scale and Massing. The Guidelines establish a number of standards: Block sizes similar to East Cambridge block; avoid continuous massing longer than 100 feet facing residential streets but if greater it should be made permeable and visibly articulated as several smaller masses; buildings should reflect a rhythm and variation appropriate to the urban context; buildings should have a clearly expressed base, middle, and top, create interesting and varied rooflines, express the tops of buildings, emphasize corners, articulate taller buildings to avoid a monolithic appearance.*

Full compliance with this set of guidelines must await a review of actual building designs, although the street pattern and distribution of parks has established an urban framework consistent with the Guidelines. While the blocks into which the Master Plan area has been divided reflect the block structure of many Cambridge residential neighborhoods, including East Cambridge, development on these new blocks will not proceed in the incremental way that was typical of older city neighborhoods. Buildings are more likely to be larger in scale and fewer in number than is true in our older neighborhoods. To encourage a greater diversity of buildings, the Permittee is requested to use design techniques that provide a sense of multiple buildings and individual designs on as many blocks as possible.

- e. *Built Form - Architectural Character: The Guidelines establish a number of standards: Create varied architecture and avoid flat facades, maximize the number of windows facing public streets.*

Consistency with the *Guidelines* must await the review of actual building designs. Nevertheless, the scale of the construction anticipated will require careful selection and use of materials and skillful massing and detailing of future buildings to ensure that the new environment created is comfortable and welcoming for the residents, employees and the general public who will be walking its streets and relaxing in its parks. Each individual building must be designed so that in the end it is part of an engaging and coherent whole that will invite and sustain an active street life and provide an identity for this new urban Cambridge community.

- f. *Built Form - Environmental Guidelines: The Guidelines establish a number of standards: Use natural and energy resources efficiently in construction, maintenance, and long-term operation, allow buildings on adjacent lots to do the same, employ LEED certification standards where possible, site and shield rooftop mechanical equipment to protect neighboring uses from noise impacts.*

By virtue of its location, the development advances the environmental objectives of the LEED program by presenting the opportunity to future residents of living their daily lives free from complete or even substantial dependence on the automobile. New and important connections will be made to the Orange Line to the benefit of all development at North Point. Building specific initiatives will have to be assessed as each building is designed.

- g. *Built Form - Parking: The Guidelines establish a number of standards: Underground parking is preferable, locate vehicular parking entrances on side streets, provide safe pedestrian access from public streets, provide direct pedestrian access to the street.*

The manner in which parking is provided varies from block to block, consistent with the general provisions of the Zoning Ordinance and the provisions of Section 13.70. Of most concern as new buildings are advanced for review in the future will be how the four-foot-above-grade parking pattern will be detailed to minimize or eliminate any negative impact on abutting streets.

- h. *Public Realm - North Point. The Guidelines establish a number of standards for North Point as a whole: Create a major new park convenient to the T; create a series of smaller open spaces such as courtyards, parks, playgrounds and gardens along the central main street; create semi-private open spaces (front and rear yards, porches, stoops, and patios) to create a transition from public sidewalks and courts to private interior spaces; design residential courtyards to be visually accessible from streets to enhance safety and activity along the street.*

The Revised Final Development Plan will continue to provide a wide array of park and open space amenities consistent with the Guidelines. The actual open space and recreational uses to be provided will be determined as each facility is designed and as the demand is assessed at that time. The scale and variety of parks proposed will ensure that a wide range of activities can be accommodated. The revisions to the Master Plan provide increased open space in the form of finger parks and the retail plaza which will significantly enhance the public realm at North Point to an even greater extent than the Master Plan as originally approved. The Master Plan has established a basic framework within which the private courtyard and terrace spaces can be designed consistent with these objectives.

- i. *Public Realm - Streets and Sidewalks: The Guidelines establish a number of standards: Use streetscape elements such as trees, benches, signage, and lighting to support active pedestrian uses; design streets to encourage pedestrian and bicycle activity, and to control vehicle speed; where appropriate, establish, preserve and highlight views from*

public streets and spaces to important civic landmarks; provide sufficient pavement width to accommodate on-street parking; provide pedestrian-scale lighting to enhance pedestrian safety.

A hierarchy of streets has been proposed that will serve basic transportation functions while also establishing a basic structure for the community that will grow up around them. The needs of pedestrians and bicyclists have been considered in all designs and it is anticipated that all will be well outfitted with appropriate street furniture and amenities. The creation of smaller parks and plaza areas between buildings as provided in the revisions to the Master Plan will further encourage pedestrian activity. Where streets are suggested to be narrow and urban in character, the Planning Board will want to carefully review the relationship of the height and scale of buildings and their setbacks from the street edge to the width of the street being proposed.

- j. *Public Realm - Connections. The Guidelines establish a number of standards: Provide safe pedestrian and bicycle connections to future regional pathways; provide strong pedestrian, bicycle and visual connections to the Charles River and public parks; provide safe pedestrian and bicycle connections to existing and new bus stops and to transit stations including Kendall Square, Lechmere, Community College and North Station MBTA stations; provide new pedestrian crossings along O'Brien Highway; provide for improved pedestrian and bicycle connections to and from the Orange Line T station.*

When complete, the community the Master Plan envisions will establish bicycle and pedestrian connections throughout North Point and to the surrounding city, including links to the Green and Orange Line stations, to the Charles River and the newly completed North Bank Bridge for pedestrians and bicycles, to existing development east of the Gilmore Bridge and to the Archstone residential development. The relocation of the Green Line station and the extension of First Street that is then made possible offer the hope that North Point and the existing East Cambridge community will be fully connected and integrated through functional and inviting pedestrian and bicycle pathways as well as new vehicle links.

- k. *Public Realm - Transportation. The Guidelines establish a number of standards: Preserve rights of way for the future Urban Ring project, provide pedestrian crossings/phases at all major intersections, provide bicycle lanes on major streets, provide sheltered bicycle racks in multi-family residential buildings.*

The Master Plan parcel will host significant portions of all phases of the Urban Ring as it leaves Cambridge to connect to communities to the north and east. First Street extension and the Western Boulevard have been designed to accommodate bus service in the early phases of the Urban Ring and planned surface or below ground transit service in the final phases. The Revised Final Development Plan continues to incorporate the multi-use path that will provide bicycle and pedestrian access both southerly towards the Charles River and the North Bank Bridge and to communities to the north. Also, the Revised Final Development Plan includes the installation of a public bicycle-sharing station (Hubway) when the MBTA Green Line Station is relocated which will promote use of bicycles both

by residents and visitors traveling by public transportation. There may also be a desire for an additional station at the easterly portion of the project area.

7. Conformance to the general criteria for the issuance of special permits contained in Section 10.40 of the Zoning Ordinance

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

a. *The requirements of the Ordinance cannot be met.*

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

b. *Traffic generated or patterns of access and egress will cause congestion, hazard, or substantial change in established neighborhood character.*

The detailed traffic analysis considered when granting the original Special Permit for this project indicates that vehicular traffic generated by the development, while substantial, will not be unreasonable and will not cause congestion or hazard or substantial change from the existing conditions prior to the initiation of the project. As stated in the Findings made when granting the original Special Permit, the Board recognizes the current heavy traffic load and congested intersections already present along O'Brien Highway; nevertheless the project will make significant roadway and intersection improvements along the O'Brien corridor and at the intersection of First and Cambridge Streets and O'Brien Highway that will not only accommodate the new traffic generated by the project, but will also benefit existing traffic moving through the area. The immediate neighborhood is highly impacted by traffic currently; that circumstance will continue but will not be significantly aggravated by the project.

The revisions to the Master Plan proposed in this Major Amendment do not include changes to the total authorized Gross Floor Area, the amounts of Gross Floor Area that may be used for residential and non-residential use, or the amount or type of permitted retail use, nor do they propose changes in the patterns of access or egress. As demonstrated in the Memorandum submitted by the Applicant from its traffic engineers (Vanasse Hangen Brustlin) dated September 7, 2012, each phase in the revised Master Plan will generate traffic that is less than or equal to the traffic generated by the same phase in the prior Master Plan. Therefore, there is no change to the basis upon which the Traffic Study was conducted when applying for the original Special Permit for this project. As a result, the Planning Board acknowledges that the Findings made in granting the original Special Permit shall continue to apply to the development proposed in the Revised Final Development Plan. The Applicant has committed to the same traffic mitigation program previously approved for this project, with some minor modifications relating to the current Applicant's revised plan for providing a pedestrian and bicycle

connector to the Gilmore Bridge.

- c. *The continued operation of or development of adjacent uses as permitted in the Zoning Ordinance will be adversely affected by the nature of the proposed use.*

Consistent with the original Final Development Plan, the Revised Final Development Plan integrates well with existing development in North Point and with the permitted Archstone residential project. The new community that will be established will permit Museum Towers, the existing and new EF Buildings and the Charles River waterfront park, among other nearby uses, to be firmly tied to the larger Cambridge community. Both the East Cambridge waterfront and the East Cambridge neighborhood will benefit from the conversion of a marginal industrial area to a new mixed-use neighborhood. The redesign of O'Brien Highway promises to minimize the disruptive nature of that traffic artery and weave North Point and East Cambridge together as a single, seamless neighborhood. Those areas will also benefit from the conversion of an industrial area, heavily dependent on truck traffic, to a new residential community with enhanced access to park and waterfront amenities not now present. It is hoped that the large building construction along the active railroad right-of-way will buffer the East Cambridge neighborhood from the noise that currently is heard from the operations of the commuter rail maintenance facility.

- 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 nuisance or hazard will be created.

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

The Revised Final Development Plan remains fully consistent with the intent of the new Section 13.70 to transform North Point from a marginal industrial area to a new residential and commercial neighborhood. The integrity of the North Point zoning districts are fully maintained as are those of adjoining districts that are now fully developed as residential, office and retail districts.

8. Conformance with Traffic Impact Findings required in Section 19.25.1

As previously stated, the revisions to the Master Plan proposed in this Major Amendment do not include changes to the total authorized Gross Floor Area, the amounts of Gross Floor Area that may be used for residential and non-residential use, or the amount or type of permitted retail use, nor do they propose changes in the patterns of access or egress. As demonstrated in the Memorandum submitted by the Applicant from its traffic engineers (Vanasse Hangen Brustlin) dated September 7, 2012, each phase in the revised Master Plan will generate traffic that is less than or equal to the traffic generated by the same phase in the

prior Master Plan. Therefore, there is no change to the basis upon which the Traffic Study was conducted when applying for the original Special Permit for this project. As a result, the Planning Board acknowledges that the Findings made in granting the original Special Permit shall continue to apply to the development proposed in the Revised Final Development Plan. The Applicant has committed to the same traffic mitigation program previously approved for this project, with some minor modifications relating to the current Applicant's revised plan for providing a pedestrian and bicycle connector to the Gilmore Bridge.

Based on the traffic impact findings set forth in the original Special Permit Decision and the mitigation measures that will continue to be required as a condition of this Major Amendment, the Planning Board finds that the project will have no substantial adverse impact on city traffic within the study area. The project, however, by virtue of its extraordinary size (in many respects equivalent to twenty individual Project Review Special Permit applications), will be subject to extraordinary mitigation requirements and continuing performance monitoring to ensure that in the future, as the project is built out, its promise of acceptable levels of new vehicular traffic is realized.

9. Conformance with Urban Design Findings required in Section 19.25.2 (reference to Section 19.30- Citywide Urban Design Objectives)

a. *Responsive to the existing or the anticipated pattern of development.*

Existing development in North Point in the form of industrial and warehousing uses and abandoned railroad activities, with limited retail and office operations, is anticipated to be replaced over time with a wide range of higher density residential, office, research and development and retail uses in the form of a new neighborhood of public streets and parks. The future form of that neighborhood is suggested in the details of the requirements of Section 13.70 of the Zoning Ordinance and the provisions of the *Eastern Cambridge Design Guidelines*. The Revised Final Development Plan remains consistent with both the requirements of Sections 13.70 and 13.50 and with the guidance for new development provided in the *Eastern Cambridge Design Guidelines*: The Master Plan proposes a neighborhood that is more than fifty percent residential, with a combination of office, research and development and accessory retail uses to round out the use mix. An entirely new system of streets and ways will provide access to the entire Master Plan area. Further, that system will interconnect with streets developed within the adjacent Archstone development and to roadways to the east of the Gilmore Bridge. A large new public park (NorthPoint Common, formerly called "Central Park"), which has been mostly completed at the time of this Major Amendment, will interconnect with a variety of other publicly accessible open spaces within the Master Plan area. The new open space will connect with and complement the open space and pathways created on the Archstone Development Parcel and the Charles River parks to the east.

Recent residential and office development in North Point to the east of the Gilmore Bridge set a precedent for residential development in tall towers. Section 13.70 of the

Zoning Ordinance and the *Eastern Cambridge Design Guidelines* have reflected that precedent in their provisions. Elements of the Master Plan reflect those precedents with the location of office uses and taller buildings adjacent to the Gilmore Bridge.

The elements of the Master Plan also continue to respond well to the fixed elements of the development's context. Pedestrian access to and use of the Gilmore Bridge will be significantly enhanced and central to the success of the traffic mitigation elements of the Plan. The project will provide for a major leg of the inter-city bicycle pathway from Somerville to the Charles River and O'Brien Highway. The Master Plan will permit the relocation and upgrading of the Lechmere Green Line Station, making that facility more user-friendly and potentially accessible by rail from the west when the rail line is extended to Medford.

b. Pedestrian and bicycle friendly development.

Extensive provision has been made for pedestrian and bicycle circulation throughout the development on all the new streets to be created and within the major park facilities. Connections are made to the Gilmore Bridge and to the adjacent Archstone development's facilities. A major multi-service bike station facility is proposed to be incorporated within the relocated Green Line Station.

More than one mile of new streets will be created in the Development Parcel, each of which will be designed to accommodate not only vehicular traffic, but pedestrians and bicyclists as well. Of concern in this regard is the future treatment of those development blocks that are proposed to have a half level of parking above grade, frequently for the entire periphery of the blocks where they abut the new streets. Careful attention will be paid by the Planning Board to that aspect of buildings as they are presented to the Board for detailed review in the future.

As a result of this Major Amendment, the project will provide for a major pedestrian and bicycle vertical connection between Parcels H and N that will create an attractive access point for pedestrians and cyclists at the Charlestown end of the Gilmore Bridge. The proposed changes also include the provision of a new 19-bicycle public bicycle sharing station (Hubway) near the relocated MBTA Lechmere Green Line Station and space, if needed, for the existing public bicycle-sharing station to remain at Cambridge Street and First Street.

c. Building and site design mitigate adverse environmental impacts of a development upon its neighbors.

Existing conditions weighed heavily on this site. In part, redevelopment of this site mitigates negative aspects of the site's prior conditions.

Undistinguished industrial buildings covered much of the Development Parcel. The activities within those buildings were accessed exclusively by cars and trucks over gravel or roughly paved, undifferentiated service and access areas with no provision made for

safe access on foot or by bicycle. No open space was provided. This large Development Parcel is only steps away from light rail transit service (Lechmere Station, which in later stages will be reconstructed at a new location), on the anticipated path of the urban ring transportation improvements, and within reasonable walking distance of a fixed rail transit station (Orange Line, access to which will be greatly enhanced). It is within three miles of the commercial center of the metropolitan area. Yet the entire area was previously devoted for the most part to low-density secondary retail and industrial uses that from an economic, social as well as environmental point of view deprived Cambridge and the metropolitan area of a much more productive and attractive use of this site.

In the future, significant new open space (including a 4.9 acre public park) will be provided, accessible to the public and a part of a larger system of public and private open space that will transform the entire North Point district and its Charles River waterfront to include significant open space resources for the metropolitan area. New residents and office workers, who can make use of the available transit, will further solidify a new residential neighborhood that was only tentatively established with the construction of Museum Towers and the existing EF office building, among other projects. Large amounts of public infrastructure to the west of the Gilmore Bridge has been or will be installed, providing water and sewer service to the entire North Point district and making possible the opportunity for significantly improved stormwater management of more than forty-five acres of industrial land. An entirely new system of neighborhood roads will be constructed over the entire area, interconnecting with the beginnings of such a system now in place east of the Gilmore Bridge and the Archstone Development Parcel.

With the demolition of structures previously on the site and implementation of the Master Plan's vision, the Archstone Development will gain a fully compatible neighbor, as will the established Museum Towers development to the east. Nevertheless, like the buildings previously constructed on blocks S and T, the relationship, character and details of new buildings on blocks R and U of the Master Plan, which abut the Archstone project, will be a particular focus of the Planning Board as specific building designs are advanced. It is a particular objective of the Board that the generalized building massings approved in the Master Plan, as they evolve into detailed building designs, create a lively and engaging street compatible with the Archstone side of the new street that will be created between the two projects.

With the relocation of the MBTA Station a more compatible neighbor is possible adjacent to the small homes fronting onto Second Street. The entry to Cambridge from the east via Cambridge Street will be greatly enhanced with the construction of residences and retail space on the MBTA Station site and by the establishment of park enhancements and (as envisioned in the Revised Final Development Plan) a retail plaza at a newly reconstructed and expanded Lechmere Square.

The significantly increased density that the project envisions will be arranged, as anticipated in the Zoning Ordinance and *Guidelines*, so as to be compatible with already approved developments in North Point and to minimize its visibility from the East

Cambridge neighborhood. As directed by the relevant zoning, the greatest heights will be at the eastern and northerly portions of the North Point site where they will complement the similar heights of the two Museum Towers buildings, the Archstone towers, or abut the rail yards and active rail lines in Somerville. While visible from great distances, the details of the tallest buildings can be expected to be crafted so that they are positive additions to the city skyline while also accessible and attractive when approached by foot. On the T site the proposed development will observe the height limitations adjacent to the existing small-scale housing along Second Street.

With regard to access to the development, existing vehicle entries at East Street and Water Street will be enhanced, and with the relocation of the T station the extension of First Street into the site will be possible, thereby helping to integrate North Point into the larger East Cambridge neighborhood. New streets and sidewalks, and off street paths, will enable people to move through the site to the surrounding neighborhood and beyond whether traveling on foot, by bicycle or in a vehicle.

d. Impact on the City of Cambridge infrastructure, including neighborhood roads, city water supply system and sewer

At the time of this Major Amendment, City water, sewer and stormwater management systems have been constructed for the buildings on Parcels S and T, but do not currently reach other areas within North Point. The proponent will be responsible for installation of the balance of the water, sewer, and stormwater management systems necessary on site to support its development. Such systems shall be designed to City standards. An integrated system of roadways on site will likewise be constructed by the proponents to City specifications; it is expected that many of those streets will become publicly owned. Off site improvements by the proponents will be required where they are a prerequisite to the functioning of any on-site improvements. With the installation of necessary on-site and off-site improvements, the development will not impose any unreasonable negative impact on existing city infrastructure services.

This development is the major portion of what will be a complete transformation of the North Point district in the next two decades. This development will build on the Archstone development and the improvements existing and on-going to the east of the Gilmore Bridge to complete the transformation of the entire area. It has been designed to benefit and be an integral part of existing and future improvements on adjacent sites.

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

This development is the major component of the multi-decade creation of a new urban neighborhood out of what was a marginal and declining warehouse and railroad district. The transportation and industrial functions that were established and thrived in North Point in the 19th and 20th centuries are now anachronisms. They have now been demolished and will be replaced with different activities and functions more appropriate to the new economy of the 21st century and the new needs of a transformed Cambridge

and metropolitan area.

In the adoption of the zoning regulations applicable in North Point in 2001, the adoption at the same time of the *Eastern Cambridge Design Guidelines*, and with the publication of the *Eastern Cambridge Planning Study*, the City has established a clear blueprint for the building of a new North Point. The East Cambridge neighborhood and other much cherished neighborhoods and places in Cambridge were used as inspiration for the requirements and guidelines established for North Point that the City believes will produce a new and engaging, urban and active mixed-use neighborhood in the current century, which will add a new aspect to the city's historical development.

As set forth extensively in these Findings, it is the Planning Board's view that the Revised Final Development Plan, as presented in the documents referenced in this Decision, consistent with the original Final Development Plan, will firmly establish the contours of that new contemporary urban environment, which will be unique in Cambridge but complementary to and inspired by the historical development of both East Cambridge and the city's many other neighborhoods.

f. Expansion of housing inventory.

The Master Plan will accommodate more than 2500 housing units in a wide range of unit sizes and types. A significant number of affordable units will be provided consistent with the requirements of Section 11.200 of the Zoning Ordinance. The Permittee is encouraged to provide for a variety of housing types that could include lofts, studios, family-sized units and housing for the elderly, with a range of units priced to serve moderate-income households.

g. Open space enhancement and expansion.

The development will produce a significant amount of public and publicly accessible open space that will enhance the environment for the residents living there, for East Cambridge residents living nearby, and for the general public who can be expected to increasingly visit North Point as it becomes a new urban place and to make use of the soon to be improved lower Charles River Basin waterfront. The open space forms a basic framework for the disposition of other uses in the Master Plan and, along with the proposed road system, gives structure to the new community. The various kinds of open space will provide a wide range of amenities for all ages and for both the general public and the future project's residents.

DECISION

Based on a review of the Application Documents, testimony given at the public hearings, and the above Findings, the Planning Board hereby GRANTS the requested Major Amendment to Special Permits granted by Planning Board Decision #179 for Planned Unit Development in the North Point Residence District and Planned Unit Development District 4A. Hereinafter, for purposes of this Decision, the Permittee shall mean the Applicant for the requested Major Amendment and any successor or successors in interest.

In making this Decision, the Board affirms that the Revised Final Development Plan contained within the Application Materials dated September 7, 2012, shall supersede and replace the original Final Development Plan previously approved by the Planning Board.

This Decision shall be subject to the conditions and limitations set forth below, which shall supersede and replace the prior Decisions for Planning Board Special Permit #179 and its two subsequent Minor Amendments.

Sections 1-20 below are restated or amended versions of the corresponding sections from the original Special Permit Decision. Section 21 includes conditions established upon granting this Major Amendment that were not contemplated in the original Special Permit Decision.

1. **Master Plan.** The Planning Board approves the Revised Master Plan (henceforth referred to as the Master Plan) as illustrated in the Revised Final Development Plan documents dated September 7, 2012. The approval of the Master Plan in Cambridge is based on the understanding that portions of the proposed development are located in Somerville and Boston, which portions are an integral part of the entire Master Plan. Appendix I summarizes the critical statistical elements of the Master Plan as approved. To the extent that any portion, element or detail of the Master Plan, as presented in the application documents, is not permitted by the provisions of Sections 13.70 or 13.50 that portion, element or detail may be approved by the Planning Board only if a variance is granted by the Board of Zoning Appeals or the provisions of Sections 13.70 or 13.50 are amended by the City Council. Where any element in the Revised Final Development Plan documents is in conflict with any provision or condition of this Decision, the requirements of this Decision shall apply.
 - a. The Planning Board specifically approves the locations of the twenty (20) development blocks labeled A-N and Q-V as depicted in Exhibit A of the Revised Final Development Plan and the proposed land uses and gross floor area calculations for each block as set forth in Exhibits A, A-1, A-2, A-3 and B of the Revised Final Development Plan. Appendix I of this Decision summarizes the approved Master Plan.
 - b. The Planning Board specifically approves the building heights allowed by the applicable zoning regulations for each block as depicted in Exhibits D and E of the Revised Final Development Plan. In accordance with Section 13.74.32, the Planning Board approves the locations of six residential buildings (on Blocks A, C, D, J, L and N) and one

commercial building in Cambridge (on Block G) that are allowed to exceed one hundred fifty feet (150') in height up to a maximum of two hundred twenty feet (220') in height, as depicted in Exhibit H of the Revised Final Development Plan.

2. **Street Layout.** As an element of the Master Plan, the Planning Board specifically approves the Street Layout Plan as depicted in Exhibit F of the Revised Final Development Plan documents both as to location and general dimensional and urban design character. The Board also approves, in concept, the proposed “40-scale” Roadway Network Schematic Plan dated August 3, 2012 (with last revision date September 7, 2012) and included in the Revised Final Development Plan documents. The Permittee shall work with the City staff to finalize the details of the 40-scale Roadway Network Schematic Plan and the Planning Board shall approve such plan prior to the issuance of a building permit for development on any block subsequent to development on Blocks S, T and N, with the expectation that such plan shall be reviewed at the same time as Design Review (pursuant to Condition #10 below) for the next block that is to be developed after Block N. Further revisions to the Roadway Network Schematic Plans may be approved by the Planning Board as part of design review for specific buildings, provided that such revisions have been reviewed and approved by City staff in the Community Development Department, the Traffic, Parking and Transportation Department, the Department of Public Works and any other relevant departments.
 - a. From the beginning of construction within the Master Plan vehicles must be able to access the site without having to pass through the Gilmore Bridge/Land Boulevard and O’Brien Highway intersection unless destined to or from the Gilmore Bridge or Land Boulevard. To accomplish this Condition of the original Special Permit, the first segment of roadways has been constructed prior to this Major Amendment, which includes “North Point Boulevard” from East Street to the Gilmore Bridge. Before any building permit is issued for development on any block subsequent to development on Blocks S, T and N, the Planning Board shall approve the 100% plans for the next segments of roadways to be constructed, which shall include Water Street from O’Brien Highway to “North Point Boulevard” and “North Point Boulevard” from Water Street to East Street. The approved plans for these roadway segments shall be subject to modification prior to construction in response to changes that may occur in the MBTA planning for the Green Line Extension.
3. **Open Space.** As an element of the Master Plan, the Planning Board specifically approves the amount, location, and functional characteristics of the Public, Green Area, and Permeable Open Space as required in the Ordinance and such other open space as is illustrated in Exhibit I of the Revised Final Development Plan documents, subject to the following conditions and limitations.
 - a. In the Master Plan, the Permittee shall develop no less than 392,000 square feet of Public, Green Area or Permeable Open Space (of which 381,000 square feet is generated by the PUD in the North Point Residence District portion of the Master Plan area and 11,000 square feet on the existing Lechmere Station site south of Monsignor O’Brien Highway). Of that Open Space no less than 4.9 acres shall consist of the NorthPoint Common (referred to in the prior version of the Master Plan as the “Central Park,” and which has

- been partially completed prior to this Major Amendment) as illustrated in Exhibit I of the Revised Development Plan. In all events at least one contiguous portion of such Open Space of no less than 2.5 acres shall be dedicated as a public park as required by Section 13.75.11 of the Ordinance.
- b. All landscape and open space elements will be subject to the design review criteria set forth in Conditions #10 and #11 below. The NorthPoint Common, as its design is reviewed by the Planning Board in the future, shall accommodate a variety of passive and active uses to serve the general public as well as the residents of the Master Plan Area. The NorthPoint Common is not intended to serve as the location of formal playing fields. The Permittee shall work with the City departments responsible for programming open spaces in the city to determine the uses appropriate for this space. This coordination shall continue throughout the planning and design stages of the facility.
 - c. The Public Park portion of the required Open Space shall be secured by one or more of the following: dedication to and acceptance by the City of Cambridge or other public entity, easements or deed restrictions, lease agreements, dedications by covenant or comparable legal instrument enforceable by the City and binding on the owner, as determined by the City of Cambridge.
 - d. The Permittee, or any successors in interest, shall be responsible for the cost of the design and installation of all Open Space facilities as approved in the Master Plan. The Permittee, or any successors in interest, shall be responsible for the maintenance of all Open Space facilities in perpetuity. The Permittee shall be required to maintain that facility in perpetuity in a manner to be agreed to by the City and the Permittee prior to its conveyance to the City of Cambridge, or other disposition allowed by paragraph (c) above.
 - e. In the PUD-4A District portion of the Master Plan, the Permittee shall develop no less than 11,000 square feet of Useable, Publicly Beneficial, Public, Green Area or Permeable Open Space as indicated in the Master Plan documents. As the 11,000 square feet does not meet the minimum Open Space requirement in the PUD-4A District, the Planning Board waives the minimum Open Space required on the Development Parcel as permitted in Section 13.55.1, based on the Findings set forth above.
 - f. Open Space in the Master Plan intended to serve all residents and commercial tenants in the Master Plan area shall be open to the general public during reasonable hours throughout the day.
 - g. In the North Point portion of the Master Plan the required Open Space shall be developed, at a minimum, at a rate of one acre of fully functional open space for each 500,000 square feet of development granted an Occupancy Permit, up to the 381,000 square feet minimum required.
4. **Permitted Uses.** All uses permitted in Sections 13.50 and 13.70 shall be permitted in their respective districts subject to the limitations on the amount of nonresidential and retail uses

as set forth in Appendix I of this Decision and as further limited below. The distribution of the permitted uses within the Master Plan area shall be as illustrated on Exhibit A of the Revised Final Development Plan and as set forth in Appendix I of this Decision.

- a. The maximum GFA devoted to nonresidential uses shall be limited to 2,185,062 square feet for the entire Master Plan, 1,779,287 square feet within the PUD in the North Point Residence District and 90,928 square feet in the PUD-4A district.
- b. The Planning Board waives the limitation on the amount of GFA permitted for retail uses established in Section 13.73.1. The maximum GFA devoted to retail uses shall be 150,000 square feet within the PUD in the North Point Residence District portion of the Master Plan. The Board also waives the 10,000 square foot limitation on the size of any individual retail establishment to a maximum of 15,000 square feet. As the Board reviews the design of individual buildings under the procedures set forth in Conditions #10 and 11 below, the retail component of those designs shall be subject to the following standards:
 - (i) Where it is proposed to locate retail uses in any location not depicted in Exhibit G of the Revised Final Development Plan, the Permittee shall enumerate for the Planning Board the reasons why, in the Permittee's view, the additional retail space is appropriate, the nature of the uses to be accommodated, the constituencies to be served and the demand for such activity, and the appropriateness of the location chosen. The final location for retail uses shall be determined as part of the design review for specific buildings pursuant to Condition #10 of this Decision.
 - (ii) The Planning Board waives the establishment size limitation of 10,000 square feet for a grocery store only. As a Minor Amendment to this Special Permit the Planning Board may waive the 10,000 square foot limitation for other uses. In all instances where it is proposed to exceed the 10,000 square foot limit, the Permittee shall demonstrate convincingly to the Board, at the time of the review of the design of the building containing such an establishment or when the Minor Amendment is requested, that the larger size is necessary for the financial health of the activity proposed, the activity clearly serves the needs of the North Point community, and that the additional size will not result in the encouragement of patrons to come to North Point by car to access the proposed use.
 - (iii) Retail GFA exceeding 150,000 square feet and an individual establishment size exceeding 15,000 square feet shall only be permitted after the granting of a Major Amendment to this Permit.
- c. The Planning Board specifically allows the hotel use on Parcel I in accordance with Section 13.73 and the Findings set forth above. Such use shall be required unless the Planning Board grants a Minor Amendment to this Permit to allow an alternate, permitted nonresidential use.
- d. As the traffic generation of office uses other than Technical Offices for Research and

Development (Section 4.34 (f) of this Ordinance) is greater than for R&D uses (as analyzed in the Traffic Study), the portion of the nonresidential component of the Gross Floor Area authorized by this Decision devoted to those office uses (Section 4.34 (a) - (e)) shall be held to a maximum of 1,413,394 square feet at all times. Exceeding that amount of Gross floor Area shall be considered a change of use and be permitted only after the issuance of a new Project Review Special Permit as required in Section 19.20 of the Zoning Ordinance. There shall be no limit on the amount of non R&D office uses that may be converted to R&D uses (Section 4.34 (f)).

- e. The Permittee shall utilize the additional 0.26 nonresidential Gross Floor Area authorized in this Decision, amounting to 494,977 square feet for the entire Master Plan area and 420,559 square feet for the portion of the Master Plan in Cambridge, only when the new MBTA Green Line Station at Lechmere is constructed as indicated in the Master Plan.

5. **Phases.** The three Phases as described in Exhibit B and depicted in Exhibit J-2 of the Revised Final Development Plan and as set forth in Appendix I of this Decision are approved by the Planning Board subject to the following limitations and conditions. It is the intention of the following conditions and limitations to ensure that at each stage of development of the Master Plan, a coherent and viable residential and commercial community is established that does not depend on future construction and improvements for its long-term success. However, the Phases as set forth in the application documents and herein approved may be changed and modified at any time as a Minor Amendment to this Decision as permitted in Condition #12 below.

- a. The use mix and distribution shall be as shown in the Revised Final Development Plan and in Appendix I.
- b. Each Phase shall consist of the buildings, parks, streets, utilities, and other physical improvements set forth in the Revised Final Development Plan (except as they may be modified by this Decision) and the mitigation measures required in Condition #13 below.
- c. No building permit may be issued for building construction in the next succeeding Phase until all buildings and associated facilities are under construction in the preceding Phase. No Occupancy Permit may be issued for any building in the next succeeding Phase until an Occupancy Permit has been issued for all buildings in the preceding Phase and all associated improvements in the current Phase have been completed, except as may be specifically approved by the Planning Board as a Minor Amendment. However, a building permit may be issued at any time for buildings on Blocks Q and R to be constructed in conjunction with the construction of the relocated Green Line T Station.
- d. In *Phase 1A* no additional Building Permit may be issued for any nonresidential Gross Floor Area in excess of 350,000 square feet, exclusive of retail uses, until plans have been approved by the Planning Board for vertical pedestrian and bicycle access to the Gilmore Bridge as part of the Design Review for development on Block N or Block H. No Occupancy Permit for any building containing nonresidential Gross Floor Area in excess of 350,000 square feet, exclusive of retail uses, may be issued until such approved

vertical pedestrian and bicycle access to the Gilmore Bridge has been constructed and is fully operational.

- e. In *Phase 2* the following limitations with regard to the issuance of Building and Occupancy Permits shall apply:
- (i) No Building Permit may be issued for any building in *Phase 2* (including buildings on Blocks Q and R) until the design of the intersection of Cambridge Street, O'Brien Highway, and First Street (and its extension into the development) has been approved by the City.
 - (ii) No Building Permit may be issued for any building in *Phase 2* (except for buildings on Blocks Q and R associated with the relocation of the Green Line T Station) until:
 - (1) The Station has been relocated to the north side of Monsignor O'Brien Highway as indicated in the Master Plan, and
 - (2) Water Street extension has been regraded and paved within the Development Parcel at an alignment and grade that will accommodate the proposed Urban Ring Busway (a.k.a. Urban Ring Viaduct), which is anticipated to be constructed from the City of Somerville via West Boulevard and then to the Water Street extension at the northwesterly edge of the Development Parcel, unless the Busway is not yet under construction at such time, in which event the construction of the Water Street extension shall be completed no later than the completion of the construction of the Busway or the completion of the entire project, whichever occurs first.
 - (iii) No Building Permit for any building other than those on Blocks Q and R may be issued until the reconstruction of the Cambridge Street/O'Brien Highway/First Street intersection has begun.
 - (iv) No Occupancy Permit may be issued for buildings on Blocks Q and R until demolition of the those portions of the existing Lechmere T Station that would impede the construction of the extension of First Street has substantially begun and the relocated T station and the extension of First Street are substantially complete.
 - (v) No Occupancy Permit may be issued for any building, except as provided in (iv) above for Blocks Q and R, until the reconstructed intersection and extension of First Street into the Master Plan area is fully operational, including associated reconstruction of the intersections of First Street and Cambridge Street and Cambridge Street and O'Brien Highway.
- f. Notwithstanding any modification in the mix of uses that may be approved in conformance with the limitations imposed in Condition #12 (c) below, the Gross Floor Area constructed at the end of *Phase 1A* shall not be less than thirty (30) percent residential. At the completion of *Phase 1B* residential uses shall constitute no less than

fifty (50) percent of the entire Gross Floor Area constructed to that point.

6. **Required Infrastructure.** The Permittee shall be responsible for the design and installation of all necessary infrastructure and utility improvements both on and off the site (and shall undertake any study or analysis determined to be necessary by the City department having jurisdiction to ascertain the required extent of such improvements) needed to support the construction proposed for the entire development and its constituent approved Phases. Such improvements shall include water and sewer service, stormwater management systems, electrical and cable installation, streets and sidewalks (including lighting, signage, street furniture, and landscaping).

Such infrastructure improvements shall be designed to meet all requirements and standards of the City of Cambridge and its relevant departments (including the City Engineer, Department of Public Works, the Water Department, the Electrical Department, the Department of Traffic, Parking and Transportation, Fire Department, and the Community Development Department), and all other legal requirements with regard to the design and installation details of the improvements, as if such facilities were to be installed in City streets. Each department shall determine that all utility improvements on and off the site are sufficient to support the project, that all construction details are designed to city standards and that such improvements are installed, without cost to the City, in a satisfactory manner and at the appropriate time in the course of the completion of the authorized development.

Furthermore, given the unique multi-jurisdictional nature of this Master Plan, such determination on the part of any department shall include consideration of municipal jurisdiction, coordination of service and repair responsibilities, and sharing of costs.

As the project is proposed to be phased, each department shall determine that the improvements made in each phase are functionally adequate and capable of standing alone without further improvements.

Where the requirements of any department for the design and installation of any infrastructure improvement would result in significant changes to the Master Plan as herein approved and illustrated in the application documents, the Planning Board shall be so advised and modifications to the approved Master Plan shall be requested by the Permittee in the manner set forth in Condition #12 below.

7. **Other Ordinances.** All authorized development shall conform to all other requirements of Ordinances of the City of Cambridge, including but not limited to:
- a. All construction shall comply with the provisions of the Noise Control Ordinance, Chapter 8.16 of the City Municipal Code.
 - b. All construction shall comply with the Asbestos Protection Ordinance, Chapter 8.61 of the City Municipal Code.
 - c. The application documents indicate, and the Permittee has specifically affirmed, that the

Gross Floor Area bonuses permitted by the Inclusionary Housing provisions of Section 11.200 for residential construction will not be employed. Utilization of any such bonuses shall be permitted only after the granting of a Major Amendment to this Decision. Nevertheless all residential construction shall comply with the inclusionary housing provisions of Section 11.200. Certification to that effect by the Housing Director of the Community Development Department shall be deemed to be satisfaction of this requirement.

- d. Nonresidential Development authorized in this Decision is subject to the Incentive Zoning provisions of Section 11.200. The incentive zoning payment, required in Section 11.200, shall be made for each building individually prior to the issuance of the first Occupancy Permit for that building. The payment shall be at that rate established by the Ordinance at the time of issuance of the Occupancy Permit, including any adjustments for inflation, and applied to the area of eligible uses in the building, which area shall be certified by a registered architect. In a mixed-use building containing non-subject uses, common areas shall be allocated proportionately.
8. **Conveyance.** Where any park, street, or utility is to be conveyed to the City of Cambridge, it shall be done in a manner acceptable to the City. Before acceptance by the City, such facility and the land upon which or within which it is located shall be certified by the Permittee and the City to meet all federal, state and local environmental and other standards as they are applied at the time of conveyance to other such parks, streets and utilities. The Permittee shall prepare all documents necessary to transfer these facilities to the City.
 9. **Timing of Conveyance of Public Facilities.** All facilities constructed in *Phases 1A* and *1B* to be owned by the City of Cambridge shall be conveyed to the City at the completion of *Phase 1B*. All remaining facilities shall be conveyed to the City at the completion of *Phase 2*. In each case this condition shall be subject to delays by the City in accepting completed facilities.
 10. **Design Review.** Each building, and its associated park, street segment cross-section, streetscape details, or other associated physical improvement, shall be subject to design approval by the Planning Board before the issuance of a building permit for that building. The design of the NorthPoint Common and its associated multi-use path shall be undertaken as an independent review following the same procedures applicable to a building.
 - a. A schematic design shall be presented to the Planning Board for review at a regular meeting of the Board. In order to encourage participation in the review by interested and potentially affected persons and groups living in North Point and East Cambridge, the form of the application and the procedures for notice and review shall follow the Large Project Review Procedures outlined in Section 19.43 of the Zoning Ordinance, as modified with regard to the timeline for consideration by Article 15.000 of the Ordinance.

In addition to details of the submission set forth in Section 19.43 each plan shall

- (i) identify the location of any municipal boundary line occurring within the review area,

(ii) provide updated information from Appendix I for the Block or Blocks under review, (iii) indicate the height bands permitted in Section 13.70 on the plans, and the extension of those height bands, also permitted in Section 13.70 to the extent that such extension is required to accommodate the height of buildings proposed, and (iv) indicate the uses proposed and note any change of use from those identified in the Master Plan as approved.

The final proposed cross-sections of all abutting streets shall be provided. Proposed changes to the layout of roads as shown on the 40-scale Roadway Network Schematic Plan shall be identified, and shall be reviewed and approved by City staff before submittal to the Planning Board for review.

- b. Approval of the final design by the Planning Board shall be at a regular Board meeting at which the possible approval has been placed on the agenda. No building permit for a building shall be issued until the Planning Board has voted to approve the final design. The applicant may choose to present or the Planning Board may require the presentation of several stages of design development, as appropriate, before final approval is granted.

At final approval the metes and bounds of the block and the abutting streets shall be established and approved by the Planning Board. The street segments shall be presented as final, 100% plans including both sidewalks and the travel ways. The Schematic Plan for the entire Master Plan shall be updated if necessary to reflect the final approved street designs.

- c. Approval by the Planning Board of any building pursuant to the design review process shall act as certification that such building, if constructed in substantial conformance with such approval, complies with the terms of this Special Permit.

11. **Review Standards.** The review of each building or facility shall be guided by the findings in this Decision, the goals and objectives of the *Eastern Cambridge Planning Study*, the guidelines established in the *Eastern Cambridge Design Guidelines*, and the narrative discussion contained in the Revised Final Development Plan application documents, including the suggested variations of the city's adopted *Guidelines*. More specifically, the following shall apply:

- a. The *Eastern Cambridge Design Guidelines* shall be the primary source for guidance in reviewing the design of buildings and park facilities in the future. Variations from that document's provisions may be considered by the Planning Board, including the elaborations provided in the Revised Final Development Plan documents, but shall only be approved if there is a demonstration on the part of the Permittee, at the time of a building or site plan review, that the alternate approach serves as well or better the objectives of the PUD or creates positive design opportunities not envisioned in the *Guidelines*.
- b. To ensure that there is a clear and comprehensive guide to the Planning Board in the future, the prior Permittee has produced, in cooperation with the Community

Development Department staff, a single *North Point Master Plan Design Review Guidelines* document that incorporates and integrates all North Point-related text of the City's adopted *Eastern Cambridge Design Guidelines* document with the Permittee's suggested elaborations on those *Guidelines*, accompanied by drawings, illustrations, and a "Catalogue of Images". Future development by the present Permittee shall continue to utilize this *Guidelines* document as a design reference.

- c. To facilitate the Planning Board's understanding of the impact of the specific building and site design being proposed, a building and site model shall be provided for each design review required in Paragraphs (a) and (b) above. The detailed model shall be at a scale of one inch to forty feet and shall be inserted into a larger model encompassing the entire Development Parcel and any adjacent property outside the Development Parcel to O'Brien Highway and the Gilmore Bridge. Buildings and site elements yet to be designed in detail may be represented in simple massing form. The facilities under review shall be shown in the detail appropriate to the level of review being conducted by the Planning Board. Additional model studies at a larger scale may be needed in order to fully understand specific proposed design details. The need for such studies will be determined at the time in consultation with the Community Development Department staff.
- d. As the Board reviews the detailed designs for all elements of the Master Plan, particular attention should be paid to the following issues and concerns:
 - (i) For at least eleven of the Blocks in the Master Plan the accessory parking accommodated on them will in whole or in part be located in a parking level that rises four feet above grade, usually extending across the entire block, but in all cases fronting directly onto the planned abutting streets. The building plans submitted for design review shall illustrate how the Permittee intends to detail this building form so that it does not become a blighting element along the public streets in the new North Point neighborhood. The Planning Board has approved this aspect of the Master Plan, fully confident that the potentially negative consequences of such a parking arrangement can be fully avoided. Nevertheless, detailed attention must be paid to the specific design solutions proposed. Among the areas of focus will be:
 - (1) The extent to which the parking structure wall is both enlivened and made discontinuous through the introduction of numerous building entries and stoops to individual apartments.
 - (2) The actual elevation above grade of the parking level. Exposure of less than four feet may be necessary.
 - (3) The proximity of the garage wall to the street.
 - (4) The extent to which the wall is screened with landscaping or with occupied living space. The specific design details of the wall that might make it a visually interesting architectural feature.

- (5) The extent and character of the openings in the wall that reveal (or hide) the auto use behind. The more light, glare, noise, and fumes are perceptible' from outside the garage, the more intrusive the facility becomes; thus screening is essential.
- (6) The extent to which the plane of the garage wall is modulated vertically and horizontally.
- (ii) Prior to this Major Amendment, the Planning Board approved residential development abutting NorthPoint Boulevard (formerly known as South Street) on Blocks S and T of the Master Plan, which has been completed. Such development was subject to this Condition in the original Special Permit Decision. Because those Blocks are developed, this Condition 11(d)(ii) shall apply only if significant design modifications are proposed to Block S or T in the future. In such a case, the design modifications should continue to assure an engaging, attractive and pedestrian friendly NorthPoint Boulevard, appropriate in use, character, and scale to the residential buildings on the opposite side of NorthPoint Boulevard.
- (iii) The *Design Guidelines* suggest that upper floors of tall buildings be set back in order to celebrate a strong cornice line at lower levels of those buildings. That principle is strongly endorsed by the Planning Board. To the extent that the Permittee wishes to vary from those guideline provisions, the design rationale for any proposed variation should be clearly presented.
- (iv) Buildings along North Street, which is designated as a tight, narrow urban street, shall receive close attention. Each design will be asked to contribute to the creation of an intimate urban street; the concern is that without careful design of the details of the street itself and of the buildings fronting on it, it might have a crowded and oppressive feel.
- (v) Where Blocks are proposed to have mixed residential and office uses, the actual location of those uses on the Block can have important urban design implications. The Board generally does not encourage the housing component of a mixed use building to be established above many floors of office uses, removed and disassociated from the street below. The Permittee has indicated that on Blocks where the allocation of uses is split between residential and nonresidential uses, the preferred design solution is to establish separate housing and office buildings, each rising directly from the street edge. Block I is likely most suitable for that arrangement. The special nature of Block Q adjacent to the new transit station and the busy ground plane surrounding Block V suggest that greater design flexibility on this matter should be considered at these locations.
- (vi) The approved Master Plan includes an extended First Street that the Permittee hopes will provide a setting of vibrant pedestrian activity adjacent to the relocated transit station; further into the district a green park-like setting is envisioned having less hectic and less concentrated activities. The success of this First Street corridor will depend on many factors of design and use that can only be imagined at this

conceptual stage. It is therefore desirable for both the Planning Board and the Permittee to be flexible in developing the specifics of the street's cross Section and the use and design details of the adjacent buildings. It is understood that each party will be open to adjustments to the character and design of this street, as it is presently conceived, should actual experience with the development of North Point suggest appropriate refinements or new directions. For instance, the design for First Street as illustrated in the Revised Final Development Plan is curved to accommodate an expanded retail plaza to the north of the relocated Lechmere Station. The Planning Board will need to carefully consider the final design of this retail plaza since it will need to accommodate many different types of users, including retail patrons, hotel guests, residents, employees, transit riders, users of the multiuse bicycle/pedestrian path, visitors to NorthPoint Common, and vehicular traffic on First Street.

12. **Procedures for Modification of the Master Plan.** 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:
- a. **Total Development.** The total amount of Gross Floor Area permitted and the proportion of residential and nonresidential Gross Floor Area approved shall be fixed and may not be changed except through a Major Amendment to the Special Permit after the issuance of a variance from the Board of Zoning Appeal or after a zoning amendment affecting the text of Sections 13.50 or 13.70 of the Zoning Ordinance, if needed.
 - b. **Streets.** Changes to the width and character of streets as set forth in the Final Development Plan application documents, and changes to the sequence of street segments to be designed and/or constructed, may be permitted by the Planning Board in the granting of final design review approval for each final building or facility plan. Such changes shall be reviewed and approved by City staff before submittal to the Planning Board for review. The elimination of any street segment shown on the Master Plan shall only be permitted as a Major Amendment to the Permit with the exception of streets which are one block in length, which may be relocated or eliminated if specifically approved by the Planning Board as part of the final design approval after having been reviewed and approved by City staff. Changes in the size or location of Parcels or the Public, Green Area or Permeable Open Space may be approved by the Planning Board in connection with approval of any change in the roadway network or final design approval for any building.
 - c. **Quantity and Distribution of Uses.** Exhibits A, A-1, A-2, A-3 and B of the Revised Final Development Plan and Appendix I of this Decision establish the quantity of uses and their distribution within the twenty Blocks of the Master Plan. A major, positive

aspect of the Master Plan is that it proposes a truly integrated mixed-use neighborhood in which office uses will provide a daytime injection of activity, which will help to support the retail component of the plan that is in turn essential to support the livability of the neighborhood for residents. Therefore, while additional housing is a strong Cambridge objective generally, in this instance it is the Planning Board's view that a significant retail, office and research and development component needs to remain as an element of the use mix. Therefore the following limitations and conditions shall apply where it is proposed to change the mix of uses that have otherwise been approved in this Permit (subject always to the maximum limit on non residential Gross Floor Area required by this Permit and Section 13.70 of the Zoning Ordinance).

- (i) A variation of ten (10) percent or less from the Gross Floor Areas enumerated in Appendix I for each Block of the Master Plan shall be permitted as part of final design approval for any building or facility.
- (ii) Nonresidential Gross Floor Area proposed for buildings to be constructed on Blocks H and Q may not be converted to residential Gross Floor Area except as a Major Amendment to the Permit. These locations are best suited to commercial use, least suited to residential uses at the lower floors of buildings, and are at critical locations where abundant pedestrian activity and pedestrian friendly uses are essential to integrate the North Point neighborhood with the larger community surrounding it.
- (iii) The nonresidential Gross Floor Area proposed for buildings to be constructed on Blocks G and U may be converted to residential Gross Floor Area with the granting of a Minor Amendment to the Permit.
- (iv) The retail Gross Floor Area proposed for Blocks H, N, M, R, Q, and V, constituting the 75,000 square foot as of right quantity of retail use allowed in Section 13.70, may be eliminated or relocated only after the issuance of a Major Amendment to the permit. It is essential that the at-grade environment at these locations be attractive and lively and inviting to pedestrians from within and without the district.
- (v) In all other locations identified in the Master Plan for non-residential use, the Planning Board may approve the conversion of some or the entire designated nonresidential Gross floor Area to residential Gross Floor Area through the design review process when final building plans are approved, as required in Condition #12 above. Such substitution is not specifically encouraged unless future transportation or market conditions might suggest such an action.
- (vi) Within the limits permitted by the underlying zoning requirements of Section 13.50 and 13.70, and other limitations in this Condition #12, any proposed allocation of Gross Floor Area between residential and non-residential uses in the proposed mixed use Blocks I, J, K and R may be approved by the Planning Board in the granting of final design approval for any building proposed.
- (vii) Conversion of residential Gross Floor Area to non residential Gross Floor Area

(with the exception of ground floor areas devoted to retail use) on Blocks D, C, A, L, M, N, and V may be permitted by the Planning Board as a Minor Amendment to the Permit provided the Planning Board finds that there would be no significant increase of vehicular traffic above the levels anticipated for the applicable Phase in the TIS as a result and the nonresidential Gross Floor Area is well integrated into a predominantly residential environment.

(viii) Block T may be converted to nonresidential use only after the granting of a Major Amendment.

- d. **Development in Somerville and Boston.** In approving the Master Plan, the Planning Board is assuming the execution of the plan as approved in both the City of Somerville and in the City of Boston. Any alteration in the Master Plan in Somerville or Boston as a result of approvals granted or restrictions imposed in those cities that increases the total amount of Gross Floor Area permitted in the entire Master Plan, that increases the amount of non residential Gross Floor Area permitted in the entire Master Plan, that increases the total number of accessory parking spaces in the entire Master Plan, or that introduces uses not permitted in Cambridge, including increases in the amount of non R&D office uses otherwise permitted in this Decision, shall require adjustments in the authorized development for that portion of the Master Plan in Cambridge for which no building permit has been issued.

To ensure that such adjustments are made, the following procedures and requirements shall apply.

- (i) At any time in the execution of the Master Plan, the Permittee shall, within 15 working days (but in no case less than three working days prior to any public hearing or the granting of a permit), notify the Planning Board of the following:
- (1) Any change in the regulations affecting development in Somerville or Boston. The notification shall include an analysis of the effect of any altered regulation that would limit or prohibit the implementation of any portion of the Master Plan as approved by the Planning Board.
 - (2) Any application for permission to construct a building or street in Somerville or Boston.
 - (3) Notification of any public hearing required authorizing such construction in Somerville or Boston.
 - (4) A narrative summary of the details of the application, including uses and GFA proposed and an analysis of how it differs, if any, from the Master Plan as approved.
 - (5) Notification of any special permit approval of any building construction, or the issuance of a building permit for any building in Somerville or Boston. The

notification shall be accompanied by a narrative detailing the specifics of the approved plans including its consistency with the Master Plan as approved.

- (6) Any change of use of a building after initial occupancy, to any non R&D office use.
- (ii) Before any building permit is issued for construction of any building on Blocks G and H, or for the equivalent in nonresidential Gross Floor Area anywhere in *Phase 1B* of the project, the Planning Board must find with reasonable certainty that all approvals have been secured for construction in Somerville and Boston as approved in the Master Plan (as to uses or total Gross Floor Area), either as an element in an approved master plan document equivalent to this Decision or through the issuance of a building permit.

Where such permits or authorization have not been granted in Somerville and Boston; or where the permits have been granted but the approved development is, in use or amount of Gross Floor Area, at variance from the approved Master Plan; or where the use and floor area character of future development is still not determined, the Permittee shall be subject to the requirements of Paragraph (iii).

- (iii) Where the circumstances in Paragraph (ii) are operative, nonresidential construction on Blocks G and H, or the equivalent nonresidential Gross Floor Area anywhere in *Phase 1B*, shall not be permitted until the approved Master Plan has been modified by a Major Amendment to this Decision submitted for consideration to the Planning Board by the Permittee, or the Planning Board specifically votes by a majority otherwise necessary to approve a Major Amendment not to modify the Decision after having heard public testimony at the public hearing required for the Major Amendment.

The Major Amendment may establish a new mix of uses, a reduction in the total amount of Gross Floor Area permitted in the Cambridge portion of the Master Plan, impose additional mitigation requirements, or otherwise adjust the elements of the Master Plan and the requirements of this Decision such that the Planning Board is satisfied that the original Findings of this Decision and the intent and effect of its original Conditions can continue in the altered circumstances presented. The Board may consider, but is not limited to, the following options:

- (1) Where more nonresidential development is authorized in Somerville and Boston than that which is approved by the Planning Board in Appendix I, an equivalent amount of nonresidential Gross floor Area within Cambridge is converted to residential Gross Floor Area, and/or
- (2) The Permittee demonstrates to the satisfaction of the Planning Board that the additional residential or nonresidential Gross Floor Area will result in no increase in traffic over the previously authorized amount of Gross Floor Area as a result of additional mitigation measures instituted, beyond those already required by this

Decision, and/or

- (3) Residential or nonresidential Gross Floor Area in an equivalent amount is eliminated from Phase *1B* or *Phase 2* in Cambridge.
- e. **Modification of Phases.** The Phases of development approved in Condition #5 above may be modified as a Minor Amendment from the Planning Board. In requesting such a Minor Amendment the Permittee shall submit the following information:
- (i) A revised Appendix I reflecting the proposed reallocation of Gross Floor Area and uses.
 - (ii) A revised Appendix II.
 - (iii) A narrative description of the purpose of the requested change, its impact on other Conditions of this Decision, and an analysis of the implications of the change on traffic, on the rate at which residential Gross floor Area will be constructed, on the provision of parks, roadways and utilities, and on the viability of the resulting urban environment should subsequent phases not be built or delayed for a significant period of time.

In approving the revised Phasing Plan, the Planning Board shall find that the alternate arrangement of uses and Gross Floor Area continues to provide for a viable and coherent residential and commercial community at each stage of the Master Plan's development, continues to bring adequate park and other infrastructure on-line at appropriate times, including necessary traffic mitigation measures, and will otherwise continue to advance the intent and objectives of this Decision in approving the original Phasing plan.

- f. Any adjustment to the amount of the project site governed by this Special Permit as a result of any municipal boundary line adjustments among Cambridge, Somerville, and Boston, and any corresponding adjustments to the terms of this Special Permit resulting from municipal boundary line changes, shall be permitted as a Minor Amendment to this Decision.
13. **Traffic and Transportation Mitigation.** The Permittee shall be responsible for the timely implementation of all project mitigation measures as outlined in the application documents and as summarized in Appendix II of This Decision. The Transportation Demand Management measures set forth in Appendix II shall apply to all buildings in the Master Plan, including buildings partially or wholly located in Boston or Somerville, as access to these buildings is via roadways in the City of Cambridge.
14. **Traffic Monitoring Provisions.** In order to be assured that the development as it unfolds is meeting the traffic generation targets that are the basis for approval of the entire Master Plan, the Permittee shall be required to monitor yearly the traffic generated and mode splits achieved as buildings are built and occupied. The traffic monitoring required under this Special Permit shall include all buildings in the Master Plan, including buildings partially or

wholly located in Boston or Somerville, as access to these buildings is via roadways in the City of Cambridge. Such monitoring shall be conducted, and necessary adjustments to the Master Plan made, as set forth in Appendix III of this Decision.

- 15. Construction Management Plan.** Before issuance of the first building permit for construction within the Development Parcel, the Permittee shall prepare a Construction Management Plan consistent with the requirements of Section 18.20 of the Zoning Ordinance, which Plan shall be submitted to the Planning Board for review and approval. The Plan shall address the following issues in addition to those set forth in Section 18.20: Contaminated soil management to prevent dust and odors, transport of airborne contaminants, and deposition of contaminated soil on public streets; dewatering procedures that prevent polluted discharges and soil subsidence; and erosion and sedimentation controls.

Prior to the preparation of the Plan, the Permittee shall develop a scope for the Plan for review by the Community Development Department, the Department of Public Works, the Water Department, the Traffic, Parking and Transportation Department, the Inspectional Services Department, and other departments as deemed appropriate by the City. The draft Plan shall be submitted to said departments for review prior to submittal to the Planning Board for approval.

- 16. Sustainable Environmental Strategies.** Since the issuance of the original Special Permit and prior to granting this Major Amendment, the City has adopted Green Building Requirements as set forth in Section 22.20 of the Zoning Ordinance. Therefore, the requirements of Section 22.20 shall apply to all development in the Master Plan in place of the requirements in Article 16 of the original Special Permit Decision. The materials required to be submitted with a Special Permit Application under Section 22.20 shall be included with the submission to the Planning Board for design review of a building or site pursuant to Condition #10 above.

- 17. Subdivision of the Development Parcel.** The Planning Board approves the subdivision of the Development Parcel into the Blocks as approved, or as their dimensions may be established after final design approval, and as may be necessary to create the public street rights of way and public parks authorized. The Planning Board shall approve all setbacks of buildings and any further subdivision of Blocks into smaller lots (should they be proposed) at the time of final design approval.

- 18. Procedures for Granting Minor and Major Amendments to this Decision.** A Minor Amendment to this Decision shall be adopted by an affirmative vote of at least five members of the Planning Board after consideration of the proposed change, enumerated on the Agenda, at an appropriately noticed meeting of the Planning Board.

Notwithstanding the provisions of Article 12.000, any Major Amendment required explicitly in this Decision shall only be adopted after an affirmative vote of at least five members of the Planning Board and only after the proposed change has been advertised as a new Special Permit subject to the procedural requirements of Section 10.40 of the Zoning Ordinance. The Planning Board shall consider the substance of the change as presented in the amendment

application documents and shall not be reviewing this Decision in its entirety.

Where the Board finds that a requested Major Amendment to this Decision constitutes a substantial alteration to the intent, purpose and substance of this Decision, such Major Amendment shall be considered under the procedures established in Article 12.000 as if it were a new Planned Unit Development Special Permit.

19. Miscellaneous Conditions.

- a. The Permittee shall install short-term bicycle racks near each primary building entrance, for use by visitors, customers & couriers. Longer-term convenient, secure & covered bicycle storage for residents shall also be provided in conformance with the requirements for such facilities in Article 6.000. A bicycle center, consisting of a Public Bicycle-Sharing Station (Hubway) and facilities for bicycle repairs and long-term bicycle storage, shall be provided by the Permittee in one of the buildings constructed on Blocks Q-R and/or V, or in another location approved by the Planning Board, and shall be operational when the relocated MBTA station is operational. The Permittee shall also continue to provide space for the existing public bicycle-sharing station (Hubway) located at Cambridge Street and First Street.

- b. The Permittee shall build the multiuse path in phases as described in the Revised Final Development Plan. The path shall be designed to be at least fourteen (14) feet wide with two (2) foot buffer spaces along each edge, and the path design shall be subject to ongoing review and approval by the Community Development Department (CDD) and the Traffic, Parking and Transportation Department (TPT). The path shall meet AASHTO standards and be able to structurally support maintenance vehicles. The multiuse path shall have a 14-foot wide paved dimension except that, as previously approved in Minor Amendment #2 approved November 18, 2008, the as-built width is approved for the portion of the multi-use path within the NorthPoint Common (formerly called "Central Park") that has already been constructed. *Phase 1A* shall include a seamless connection between the multiuse path and the bicycle and pedestrian components of North Point Boulevard currently under construction in conjunction with the New Charles River Basin Master Plan to facilitate a connection between the Somerville Community Path, North Point Park, the North Bank Bridge, the Bascule Bridge, Boston, the Inlet Bridge, McGrath/O'Brien Highway, and the Dr. Paul Dudley White Bike Path. The Permittee shall work with the City of Cambridge to appropriately provide easements on its property, as necessary, for the Somerville Community Path Extension and Grand Junction Trail to extend onto and traverse the Development Parcel to provide for reasonable at-grade connections on its property to allow connection with the proposed NorthPoint Community path which will be constructed to the end of West Boulevard. Furthermore, the Permittee shall implement an interim functional connection to the Somerville Community Path in the event that it arrives at the boundary of the Development Parcel site prior to the initiation of any construction in *Phase 2*. At the completion of *Phase 1A* and again at the completion of *Phase 1B* the Permittee shall demonstrate to the Planning Board that the relevant requirements of this condition have been met.

Bicyclists will need to be able to navigate from Cambridge Street onto First Street and into North Point. The Permittee must consider all design options (e.g., bicycle specific signals, special markings such as blue lanes, etc.) in order to make this difficult transition accessible for cyclists in all Phases of the development. The Permittee shall periodically report to the Planning Board, as individual buildings, streets and parks are presented to the Board for final design approval, as to the options that have been considered to address the concerns expressed herein.

- c. The vertical connection to the Gilmore Bridge and the widened sidewalk along the bridge as proposed by the Permittee are necessary to increase transit accessibility by substantially reducing the walk distance and comfort of the connection to the Community College Orange Line MBTA station. The Permittee shall develop the vertical connection to the bridge in conjunction with the construction of Buildings H and/or N. The proposed elevator links between the multi-use path and the Gilmore Bridge will require careful attention. Bicycles should be accommodated thoughtfully so they are not perceived to be a disruptive element to the vertical connector. The Permittee shall make improvements to ensure that it is safer and easier to walk or bicycle; options include adding bicycle lanes or widening the sidewalk on the west side of the Gilmore Bridge as approved by the City of Cambridge and any applicable state agencies. The requirements and objectives of this Condition shall be reviewed by the Planning Board as part of the Board's review of the design of Buildings H and N.
- d. When a building is presented to the Planning Board for design approval, as required in Condition #10 above, the Permittee shall accompany the design review application with a report that shall contain the following:
 - (i) A statistical review of the amount of development showing uses and buildings constructed, under construction, and granted a building permit;
 - (ii) A similar statistical summary of the dwelling units constructed, including their size by square feet and number of bedrooms and housing type (townhouses, flats, group quarters, SRO units, etc); the number of inclusionary units and the number of moderate income units provided and the efforts made to develop such moderate income units (serving households between 80% and 120% of the median income for households in the Boston metropolitan area); and the selling prices or rental rates for dwelling units currently available.
- e. The Permittee shall provide, or contribute the cost of, a changing room facility or accessory parking for sports teams at the recreation site that may be developed on land owned by the Commonwealth east of the Gilmore Bridge, or an equivalent space within one of the buildings to be constructed adjacent to the Gilmore Bridge within the Development Parcel. Payment shall be made or the space made available so that the facility is operational when the recreation facility is opened. Should a formal sports facility not be planned for the recreation area, the Permittee shall contribute an equivalent in alternate facilities or cash toward improvements on the park site. The City in coordination with the Permittee shall determine the means by which this condition is

satisfied.

20. Implementation of the Special Permit.

This Special Permit shall be governed by the provisions of Chapter 40A and Section 10.46 of the Cambridge Zoning Ordinance, which establish the time within which construction authorized by the Special Permit must commence. With respect to the requirements of Section 12.40 of the Zoning Ordinance, the Planning Board grants to the Permittee the right to start construction on *Phase IA* of the Master Plan within two years of the date of filing of this Decision with the City Clerk, hereby granting the extension permitted under Section 12.41 for good cause, such good cause having been demonstrated by the Permittee because of the unusually large size and scope of the Master Plan. Pursuant to the provisions of Section 12.42, for the purpose of this Special Permit, construction shall be deemed to include the environmental remediation required for *Phase IA* by the Massachusetts Contingency Plan and the utilities, streets, sidewalks, and other infrastructure required to support building construction in *Phase IA* provided such remediation activity or infrastructure construction is carried on continuously through the commencement of construction, within two years from the date of filing of this Decision with the City Clerk, of at least one building or parking garage having a GFA of 100,000 square feet or more.

The extraordinary size and scope of the Master Plan, and its anticipated duration of construction, suggests that the execution of the Master Plan over time, in Phases as approved herein by the Planning Board, cannot be defined precisely with regard to the time that any one building or facility will commence construction. Therefore the Final Development Plan has not established specific time limits within which specific building construction or phases will commence. Nor does the Planning Board believe that a precise schedule of construction can be established with any confidence at the time of the granting of the Special Permit.

Therefore, in the absence of a detailed schedule of construction to which the Permittee shall be bound over the life of the execution of the Master Plan, the Planning Board establishes the following conditions and limitations.

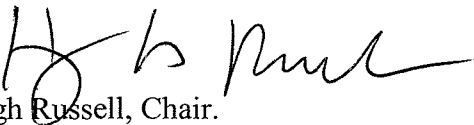
- a. All authorized construction of buildings and required facilities, infrastructure and mitigation measures shall be constructed or under construction (or authorized by the issuance of a Building Permit), installed, or put into operation on or before December 31, 2030. Extension of this completion date shall be permitted only for good cause by Major Amendment.
- b. Should the Permittee not seek design approval for a building for a period of two years from the last design approval, the Permittee shall make a report to the Planning Board at the end of that two year period updating the Board on the anticipated schedule for future construction, difficulties encountered in executing the Master Plan, anticipated schedule of construction in the future, and whether the Permittee believes that the entire Master Plan can be fully constructed within the term provided, and if not how much additional time might be required.

21. Additional Conditions as Part of Major Amendment. The following provisions, which were not included the original Special Permit Decision, are established by the Planning Board with the granting of this Major Amendment.

- a. **Parking.** The Permittee shall meet with the City staff to discuss opportunities for smaller parking ratios and/or shared parking as well as challenges of managing an MBTA commuter lot and possible need for retail parking. During the design review for development on any block subsequent to development on Blocks S, T and N, the Permittee shall report to the Planning Board on the status of these discussions and any recommended changes as appropriate.
- b. **Bicycle Signage.** The Permittee shall work with the City of Cambridge to provide an appropriate on-site bicycle signage system to facilitate the use of on-site bicycle pathways and connections to off-site bicycle routes.
- c. **Exemption of Above Ground Structured Parking.** In accordance with Subsection 13.79.2 of the Zoning Ordinance, as amended by the City Council in July, 2012, the Planning Board approves the additional Gross Floor Area allowed for above ground structured parking adjacent to the Somerville municipal boundary line, the Boston municipal boundary line and Charlestown Avenue (the Gilmore Bridge), and authorizes that such facilities may have a height greater than twenty-five (25) feet. The Planning Board shall approve the final height of such exempted parking facilities upon reviewing and approving the design of individual development blocks pursuant to Condition #10 above.

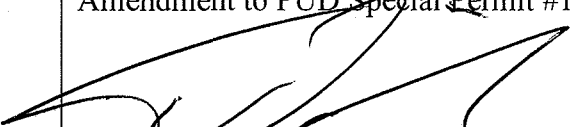
Voting in the affirmative to GRANT the Major Amendment were Planning Board Members Thomas Anninger, H. Theodore Cohen, Hugh Russell, William Tibbs, Steven Winter, Pamela Winters and Associate Member Ahmed Nur, appointed by the Chair to act on the case, constituting at least two thirds of the members of the Board, necessary to grant a special permit.

For the Planning Board,



Hugh Russell, Chair.

Pursuant to Section 12.36.4 of the City of Cambridge Zoning Ordinance, CJUF III Northpoint LLC agrees to the conditions attached to this Decision approving the granting of a Major Amendment to PUD Special Permit #179.



Thomas N. O'Brien
Authorized Representative, CJUF III Northpoint LLC.

A copy of this decision #179 Amendment #3 shall be filed with the Office of the City Clerk. Appeals, if any, shall be made pursuant to Section 17, Chapter 40A, Massachusetts General Laws, and shall be filed within twenty (20) days after the date of such filing in the Office of the City Clerk.

ATTEST: A true and correct copy of the above decision filed with the Office of the City Clerk on November 16, 2012, by Jeffrey C. Roberts, authorized representative of the Cambridge Planning Board. All plans referred to in the decision have been filed with the City Clerk on said date.

Twenty (20) days have elapsed since the filing of the decision. No appeal has been filed.

DATE:

City Clerk of Cambridge

**Appendix I: Statistical Summary of the Approved Master Plan
 (as Revised by this Major Amendment)**

I. PROJECT AS A WHOLE

A. Three City Summary

a. Parcel Area	Total Area in Acres: Square Feet:	45.37 acres 1,976,501 square feet
b. Floor Area	FAR at North Point: FAR at Lechmere	2.66 2.5
	Total GFA:	5,245,854 square feet
c. Non-Residential	Maximum FAR:	1.10
	Approved GFA:	2,185,062 square feet for all non-residential uses
	Retail GFA:	150,000 square feet at North Point Amount TBD at Lechmere
d. Residential	Minimum FAR:	1.55
	GFA:	3,060,792 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	392,000 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum Permitted:	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. Dwelling Units	Proposed Number:	ca. 2700 units

B. Development in Cambridge

a. Parcel Area	Total Area in Acres: Square Feet:	38.77 acres 1,690,276 square feet
	Area at North Point in Acres: Square Feet:	37.1 acres 1,617,534 square feet
	Area at Lechmere in Acres: Square Feet:	1.67 acres 72,742 square feet
b. Floor Area	FAR at North Point: FAR at Lechmere:	2.66 2.5
	GFA at North Point: GFA at Lechmere: Total GFA:	4,302,640 square feet 181,855 square feet 4,484,495 square feet
c. Non-Residential	Maximum FAR at North Point: Maximum FAR at Lechmere:	1.10 1.25
	Approved GFA at North Point: Approved GFA at Lechmere:	1,573,703 square feet TBD (Retail Only)
d. Residential	Minimum FAR at North Point: Minimum FAR at Lechmere:	1.56 1.25
	Approved GFA at North Point: Approved GFA at Lechmere:	2,728,937 square feet 181,855 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided at North Point: at Lechmere:	323,507 square feet 11,000 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential at North Point: at Lechmere:	1,941 spaces 90 spaces
	Minimum residential:	One per unit
g. Dwelling Units	Proposed Number:	TBD (not limited by permit)

C. Development in Somerville

a. Parcel Area	Total Area in Acres: Square Feet:	5.28 acres 229,856 square feet
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D. Development in Boston

a. Parcel Area	Total Area in Acres: Square Feet:	1.29 acres 56,369 square feet
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E. Development in Boston + Somerville

a. Parcel Area	Total Area in Acres: Square Feet:	6.57 acres 286,225 square feet
b. Floor Area	Total FAR:	2.66
	Total GFA:	761,359 square feet
c. Non-Residential	Maximum FAR:	2.14
	GFA:	611,359 square feet
d. Residential	Minimum FAR:	0.52
	GFA:	150,000 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	TBD
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum permitted:	TBD
g. Dwelling Units	Proposed Number:	TBD

II. PHASES

A. Statistical Summary – Phase 1A

I. Overall Dimensional Limits

a. Block Areas	Total Phase 1A in Square Feet:	207,076 square feet
b. Floor Area	Total GFA:	1,513,592 square feet
c. Non-Residential	Maximum GFA:	765,000 square feet
	Retail GFA:	Required, amount TBD
d. Residential	Minimum GFA:	748,592 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	130,680 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	956 spaces maximum
	Minimum residential:	One per unit developed
g. Dwelling Units	Proposed Number:	TBD

II. Dimensional Limits on Individual Blocks

Block N	a. Total Block Area:	46,000 square feet
	b. Total GFA:	394,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
		Proposed Retail:
	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 Block Area:	47,000 square feet
	b. Total GFA:	445,000 square feet
	c. Maximum Non-Residential GFA:	445,000 square feet
		Proposed Retail:
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block U	a. Total Block Area:	45,000 square feet
	b. Total GFA:	320,000 square feet
	c. Maximum Non-Residential GFA:	320,000 square feet
	Proposed Retail:	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 (completed prior to this Major Amendment)	a. Total Block Area:	38,986 square feet
	b. Total GFA:	242,194 square feet
	c. Maximum Non-Residential GFA:	None
	Proposed Retail:	Retail not proposed
	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 (completed prior to this Major Amendment)	a. Total Block Area:	30,090 square feet
	b. Total GFA:	112,398 square feet
	c. Maximum Non-Residential GFA:	Possible mixed use building
	Proposed Retail:	None
	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. Block Areas	Total Phase 1B in Square Feet:	280,000 square feet
b. Floor Area	Total GFA:	1,845,000 square feet
c. Non-Residential	Maximum GFA:	840,000 square feet
	Retail GFA:	Required, amount TBD
d. Residential	Minimum GFA:	1,005,000 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	152,460 square feet
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	Total max. of 2,006 spaces in Phases 1A and 1B
	Minimum residential:	One per unit developed
g. Dwelling Units	Proposed Number:	TBD

II. Dimensional Limits on Individual Blocks

Block M	a. Total Block Area:	29,000 square feet
	b. Total GFA:	205,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	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 Block Area:	29,000 square feet
	b. Total GFA:	280,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	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 Block Area:	81,000 square feet
	b. Total GFA:	300,000 square feet
	c. Maximum Non-Residential GFA:	300,000 square feet
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block F	a. Total Block Area:	39,000 square feet
	b. Total GFA:	240,000 square feet
	c. Maximum Non-Residential GFA:	240,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block E	a. Total Block Area:	44,000 square feet
	b. Total GFA:	300,000 square feet
	c. Maximum Non-Residential GFA:	300,000 square feet
	Proposed Retail:	Retail not proposed
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block K	a. Total Block Area:	29,000 square feet
	b. Total GFA:	240,000 square feet
	c. Maximum Non-Residential GFA:	Mixed use building allowed
	Proposed Retail:	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 Block Area:	29,000 square feet
	b. Total GFA:	280,000 square feet
	c. Maximum Non-Residential GFA:	Mixed use building allowed
	Proposed Retail:	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. Block Areas	Total Phase 2 in Square Feet:	537,500 square feet
b. Floor Area	Total GFA:	1,887,262 square feet
c. Non-Residential	Maximum GFA:	555,000 square feet
	Retail GFA:	Required, amount TBD
d. Residential	Minimum GFA:	1,332,262 square feet
e. Open Space	Minimum Public, Green Area or Permeable Open Space Provided:	165,528 square feet 3.8 acres or balance of requirement
	Other Open Space in Square feet:	TBD
f. Parking Spaces	Maximum non-residential:	648 spaces or balance to 2100 maximum
	Minimum residential:	One per unit developed
g. Dwelling Units	Proposed Number:	TBD

II. Dimensional Limits on Individual Blocks

Block R	a. Total Block Area:	44,000 square feet
	b. Total GFA:	140,000 square feet
	c. Maximum Non-Residential GFA:	Mixed use building allowed
	Proposed Retail:	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 Block Area:	97,500 square feet
	b. Total GFA:	155,000 square feet
	c. Maximum Non-Residential GFA:	155,000 square feet
	Proposed Retail:	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 Block Area:	61,000 square feet
	b. Total GFA:	181,855 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	Required, amount TBD
	d. Minimum Residential GFA:	181,855 square feet
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	11,000 square feet

Block I	a. Total Block Area:	100,000 square feet
	b. Total GFA:	440,000 square feet
	c. Maximum Non-Residential GFA:	280,000 square feet
	Proposed Retail:	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 Block Area:	40,000 square feet
	b. Total GFA:	245,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	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 Block Area:	55,000 square feet
	b. Total GFA:	120,000 square feet
	c. Maximum Non-Residential GFA:	120,000 square feet
	Proposed Retail:	Allowed, amount TBD
	d. Minimum Residential GFA:	None
	e. Total Parking Spaces:	TBD
	f. Proposed Associated Public, Green Area or Permeable Open Space:	TBD

Block A	a. Total Block Area:	109,000 square feet
	b. Total GFA:	360,407 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	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 Block Area:	31,000 square feet
	b. Total GFA:	245,000 square feet
	c. Maximum Non-Residential GFA:	TBD (Retail only)
	Proposed Retail:	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

D. Comprehensive Summary by Phase and Block (at time of this Major Amendment)

Phase 1A

Block	Area	Res GFA	NR GFA	Retail	D.Units	Res Pkg	NR Pkg	OS
S	30,090	112,398	0	None	99	51 on block 49 off block	0	TBD
T	38,986	242,194	0	None	230	151 on block 79 off block	0	TBD
N	46,000	394,000	Retail only	Required	TBD	1 per unit	TBD	TBD
G	47,000	0	445,000	None	TBD	0	TBD	TBD
U	45,000	Mix allowed	320,000	None	TBD	TBD	TBD	TBD
total	207,076	748,592	765,000	TBD	TBD	1 per unit	956 max	130,680

Phase 1B

Block	Area	Res GFA	NR GFA	Retail	D.Units	Res Pkg	NR Pkg	OS
M	29,000	205,000	Retail only	Required	TBD	1 per unit	TBD	TBD
L	29,000	280,000	Retail only	Allowed	TBD	1 per unit	TBD	TBD
H	81,000	0	300,000	Allowed	TBD	0	TBD	TBD
F	39,000	0	240,000	None	TBD	0	TBD	TBD
E	44,000	0	300,000	None	TBD	0	TBD	TBD
K	29,000	240,000	Mix allowed	Allowed	TBD	1 per unit	TBD	TBD
J	29,000	280,000	Mix allowed	Allowed	TBD	1 per unit	TBD	TBD
total	280,000	1,005,000	840,000	TBD	TBD	1 per unit	TBD	152,460
cumul.	487,076	1,753,592	1,605,000	TBD	TBD	1 per unit	2,006 max	283,140

Phase 2

Block	Area	Res GFA	NR GFA	Retail	D.Units	Res Pkg	NR Pkg	OS
R	44,000	140,000	Retail only	Required	TBD	1 per unit	TBD	TBD
Q	97,500	May be added	155,000	Required	TBD	TBD	TBD	TBD
V	61,000	181,855	Retail only	Required	TBD	1 per unit	TBD	11,000
I	100,000	160,000	280,000	Required	TBD	1 per unit	TBD	TBD
C	40,000	245,000	Retail only	Allowed	TBD	1 per unit	TBD	TBD
B	55,000	0	120,000	Allowed	TBD	0	TBD	TBD
A	109,000	360,407	Retail only	Allowed	TBD	1 per unit	TBD	TBD
D	31,000	245,000	Retail only	Allowed	TBD	1 per unit	TBD	TBD
total	537,500	1,332,262	555,000	TBD	TBD	1 per unit	TBD	165,528
cumul.	1,024,576	3,085,854	2,160,000	150,000 max	~2,700	2,790 max	2,190 max	392,000

Area = lot area of developable blocks only excluding streets and open spaces (square feet)

GFA = gross floor area (square feet); OS = public, green area or permeable open space (square feet)

D.Units = dwelling units; Pkg = motor vehicle parking spaces

"Res" refers to residential *minimum* requirements; "NR" refers to non-residential *maximum* limitations

"total" = total allowed or required within that Phase; "cumul." = cumulative development at the end of Phase

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 and bicycle access to the Orange Line as determined by the Permittee and City staff, subject to any required state agency approval.

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) Sub-paragraphs (ii) and (iii) of this section in the original Special Permit relate to the plans for a vertical pedestrian and bicycle connection to the Gilmore Bridge adjacent to Block H and Block N. Those sub-paragraphs are superseded in this Major Amendment by the Permittee's approved plan to create an open-air vertical park connection with accessible elevator as a component of the development of Block H or Block N.

- (iii) See above.
 - (iv) Bicycle access enhancements for use of the Gilmore Bridge, as determined by the Permittee and City staff.
 - (v) 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.

Appendix III: Traffic Monitoring Provisions

In order to determine whether the traffic associated with this project is significantly different than that which was forecast in the Traffic Study (TIS), the project shall be required to undertake annual monitoring as set forth below.

All required surveys and counts shall be designed and conducted in a manner approved by the Community Development and Traffic, Parking and Transportation Departments. Approval of the form of any survey instrument or monitoring method for the non-residential portion of the project shall be required before it is used for the first building with a non-residential component. Approval of the form of any survey instrument or monitoring method for the residential portion of the project shall be required before it is used for the first building with a residential component. Approval of the form of the method for perimeter monitoring shall be required before it is used for the first building.

1. For non-residential portions of the project, this monitoring shall consist of:
 - a. Determination of mode split for all trips for employees, patrons, visitors, etc. annually.
 - b. Garage driveway counts. Peak hour (AM and PM) and 24 hour counts for one week shall be conducted every two years.
 - c. Parking space utilization counts. Counts shall be taken for two 24-hour weekday periods at 15-minute intervals during one week every two years.
2. For the residential portion of the project, this monitoring shall consist of:
 - a. Determination of mode split for residential peak hour (AM and PM) trips annually.
 - b. Garage driveway counts. Peak hour (AM and PM) and 24 hour counts for one week shall be conducted every two years.
 - c. Parking space utilization counts. Counts shall be taken for two 24 hours weekday periods at hourly intervals during one week every two years.
3. In addition, perimeter monitoring shall be conducted for this project every two years. Peak hour (Weekday AM and PM, Saturday Midday) turning movement counts and 24 hour ATR Volume counts shall be recorded at the intersections of O'Brien Highway with Water Street, with East Street, with "A Drive", with Museum Way and with First Street Extension (when open), as well as on North Point Boulevard under the Gilmore Bridge.
4. Monitoring and surveying shall begin within one year of the date of the issuance of the first Certificate of Occupancy in the development. Mode split monitoring, driveway counts (when applicable) and parking utilization, counts (when applicable) shall be conducted for all buildings during the same one-week period, as determined by the date of the Certificate of Occupancy of the first building. If the Certificate of Occupancy is issued between September

- 1 and February 29, the monitoring shall take place during the months of September or October (during a week with no holidays) and be reported to the City no later than November 30. If the Certificate of Occupancy is issued between March 1 and August 31, monitoring shall take place during the months of April or May (during a week with no holidays) and be reported to the City no later than June 30.
5. Frequency of monitoring may be changed upon approval by City staff. Monitoring frequency may only be reduced if the monitored mode splits for the residential and non-residential portions of the project are less than or equal to those projected in the Traffic Impact Study and have been consistently maintained in survey validated by City staff for a period of not less than 5 years. More frequent monitoring may be re-instituted by City staff if mode splits exhibit a trend towards more automobile use or if 5% or more of the non-residential square feet changes use or tenant, or any residential use is converted to non-residential use.
 6. The Permittee shall submit an annual monitoring report to the Community Development and Traffic, Parking & Transportation Departments to include summary tables of trip generation and percentage by mode for each building and/or block, with subtotals by use, as well as projections by phase and building and/or block for all un-occupied build-out in the full-build development. Final report format to be developed in cooperation with Community Development and Traffic, Parking & Transportation Department staff after submission of the first draft report. As part of each report the Permittee shall provide an assessment, to the extent that such assessment can be reasonably made from the information collected or otherwise available, of the general accuracy of the assumptions made in the initial Traffic Study. The Permittee shall include a summary approved by City staff of the most recent report in submissions to the Planning Board for each new building review.
 7. If any monitoring report submitted during the build-out of *Phase 1A* or *Phase 1B* determines that trip generation as determined by driveway counts for existing occupied GFA plus projections for all un-occupied *Phase 1A* and *1B* GFA (based on monitored trip rates and mode splits) exceeds 1,450 pm or 10,500 daily trips before the First Street Extension is operational, additional TDM and infrastructure improvements as described in Paragraph 9 below must be implemented to keep trips at or below the levels projected in the 2002 TIS.
 8. If any monitoring report submitted during the build-out of *Phase 2* determines that trip generation as determined by driveway counts for existing occupied GFA plus projections for all un-occupied *Phase 1A*, *1B*, and *Phase 2* GFA (based on monitored trip rates and mode splits) exceeds 1,900 pm or 16,100 daily trips before the First Street Extension is operational, additional TDM and infrastructure improvements as described in Paragraph 9 below must be implemented to keep trips at or below the levels projected in the 2002 TIS.
 9. If monitoring indicates trip generation in excess of the thresholds described in 7 and 8 above the proponent will work with the City staff to identify and implement additional mitigation measures intended to reduce auto mode share or peak hour vehicle trip generation. The TDM measures the proponent will consider include the following items or others than may have similar or better results and will be determined in consultation with the City of Cambridge.

The proponent will commit to implement a package of measures whose effectiveness is commensurate with the excedence. Possible TDM Measures, include but are not limited to the following:

- Reductions to commercial and/or residential parking supply
- Increases to commercial and/or residential parking rates
- Financial incentive for residents to leave their car in the garage for multiple days
- Additional off-site bicycle and pedestrian connections, such as Somerville Community Path, bridges from North Point to O'Brien Hwy, Boston or across the Charles River behind the Museum of Science. Build bike/pedestrian connections from North Point Park to Boston.
- Provide bicycle facilities along O'Brien Hwy.
- Discount/Free ZIPCAR (or similar car-share) membership for residents
- MBTA pass subsidies for residents
- Larger financial incentives for formation of vanpools/additional carpools
- Telecommuting program for commercial tenants
- Operate or provide funding for improved bus connections to under-served transit facilities/employment centers.
- Financial incentives for walking and biking
- Acceleration of implementation of planned transit, bike infrastructure or TDM programs.
- Free bikes as rewards for not driving, multiple years of tenancy, etc.
- Create a transit pass for private and public transit that facilitates transfers
- Provide on-site amenities or encourage services to reduce trip making - grocery deliveries, on-site day care, dry cleaners, etc.
- Create a para transit system to serve children's travel needs - school, after school, sports, art, music, etc.
- Participation in the cost of the design and installation of a Third Street to Main Street bus way connection at Broadway, developed in coordination with City staff
- Additional, reasonable measures as agreed upon by the proponent and the City
- Provide free or discounted public bicycle-sharing program (Hubway) membership for residents or employees

Appendix IV: Retail Uses

The Permittee has proposed no change to the list of representative retail establishments prepared by Retail Resources, Inc., a consultant for the original Permittee, which was submitted in a memorandum dated April 15, 2003 and attached to the original Special Permit Decision. Such list is restated in this Appendix as set forth in that memorandum.

Attached please find a list of representative retail establishments that we anticipate would locate at North Point. The list, prepared by Retail Resources Inc., the project's retail consultant, provides a sense of the size of typical establishments and presents one combination (one of each type) that would equal approximately 75,000 square feet of retail development.

The 150,000 square feet of retail uses allowable at North Point per the Special Permit will comprise some combination of the uses on the attached list or those of similar type. The combination at any given time will be determined based on the market viability of each type of use (for example, it may be appropriate to include several restaurants, bakeries or convenience stores but no hardware store).

Small Grocery store	10-20,000/sf
Bookstore/College campus store	10,000/sf
Bank	3,000/sf
Fitness Center	8-15,000/sf
Childcare Center	8,000/sf
Convenience store with Newsstand and liquor (24 hours)	5,000/sf
Neighborhood hardware with Storage	1,500/sf 1,500/sf
Food Uses	
Coffee Bar	1,300/sf
Wine Bar	2,500/sf
Quick service cafe	3,000/sf
Bakery	1,000/sf
Bistro	4,500/sf
Services	
Dry Cleaners	1,000/sf
Florist	1,200/sf
Travel Agency	1,200/ sf
Video Store	3,000/sf
Self Storage	5,000/sf
Day spa	5,000/sf